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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning , 2013, and ending

RALPH & VIRGINIA HENDRICKS FOUNDATION
7 RALPH HENDRICKS DRIVE
SIMPSONVILLE, SC 29681A Employer identification number
57-0822180B Telephone number (see the instructions)
864-228-2480

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 4,792,661.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 (att sch)

164,918.

2 Ck ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

104,224.

104,224.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

407,062.

b Gross sales price for all assets on line 6a 1,710,629.

7 Capital gain net income (from Part IV, line 2)

407,062.

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/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11.

676,204.

511,286.

0.

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 1

650.

325.

325.

c Other prof fees (attach sch) SEE ST 2

19,461.

19,461.

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 3

13,222.

7,413.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

6,733.

6,729.

4.

24 Total operating and administrative expenses. Add lines 13 through 23

40,066.

33,928.

329.

25 Contributions, gifts, grants paid STMT 5

225,000.

225,000.

26 Total expenses and disbursements. Add lines 24 and 25

265,066.

33,928.

0.

225,329.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

411,138.

b Net investment income (if negative, enter -0-)

477,358.

c Adjusted net income (if negative, enter -0-)

0.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		18,843.	32,204.	32,204.
	2	Savings and temporary cash investments		81,610.	276,675.	276,675.
	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 sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) STATEMENT 6	2,049,834.	2,289,623.	3,283,728.	
	c	Investments — corporate bonds (attach schedule)				
	LIABILITIES	11	Investments — land, buildings, and equipment basis	125,000.		
		Less: accumulated depreciation (attach schedule) SEE STMT 7	125,000.	125,000.	125,000.	
12		Investments — mortgage loans	1,112,131.	1,075,054.	1,075,054.	
13		Investments — other (attach schedule)				
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)	3,387,418.	3,798,556.	4,792,661.	
17		Accounts payable and accrued expenses				
18		Grants payable				
FUND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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.		
	24	Unrestricted				
	25	Temporarily restricted				
FUND ASSETS	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X				
	27	Capital stock, trust principal, or current funds	2,150,287.	2,598,502.		
	28	Paid-in or capital surplus, or land, building, and equipment fund	1,237,131.	1,200,054.		
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	3,387,418.	3,798,556.		
31	Total liabilities and net assets/fund balances (see instructions)	3,387,418.	3,798,556.			

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	3,387,418.
2	Enter amount from Part I, line 27a	2	411,138.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,798,556.
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	3,798,556.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8			
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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	407,062.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	— [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	177,160.	3,786,613.	0.046786
2011	145,822.	3,622,689.	0.040252
2010	150,812.	3,807,141.	0.039613
2009	172,790.	3,435,872.	0.050290
2008	199,652.	3,784,563.	0.052754

2 Total of line 1, column (d)	2	0.229695
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045939
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,298,746.
5 Multiply line 4 by line 3	5	197,480.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,774.
7 Add lines 5 and 6	7	202,254.
8 Enter qualifying distributions from Part XII, line 4	8	225,329.

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.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,774.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,774.
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	4,774.
6 Credits/Payments.			
a 2013 estimated tax prmts and 2012 overpayment credited to 2013	6 a	3,668.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,668.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,106.	
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	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		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 ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) SC		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 <u>N/A</u>	13	X	
14	The books are in care of <u>RALPH S HENDRICKS</u> Telephone no <u>864-228-2480</u> Located at <u>7 RALPH HENDRICKS DRIVE SIMPSONVILLE SC</u> ZIP + 4 <u>29681</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 ☐	1 b	N/A
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?	1 c	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 <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ 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)	2 b	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 <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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
SEE STATEMENT 9		0.	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		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 (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	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	1 a	2,991,176.
b	Average of monthly cash balances	1 b	154,440.
c	Fair market value of all other assets (see instructions)	1 c	1,218,593.
d	Total (add lines 1a, b, and c)	1 d	4,364,209.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,364,209.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	65,463.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,298,746.
6	Minimum investment return. Enter 5% of line 5	6	214,937.

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	214,937.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	4,774.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	4,774.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	210,163.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	210,163.
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	210,163.

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	1 a	225,329.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	225,329.
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	4,774.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	220,555.

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				210,163.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			184,507.	
b Total for prior years. 20____, 20____, 20____		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 225,329.				
a Applied to 2012, but not more than line 2a			184,507.	
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				40,822.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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 instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				169,341.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
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				

BAA

Form 990-PF (2013)

N/A

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

- 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(i)(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(i)(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))

RALPH S HENDRICKS

- 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

NONE

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 of the person to whom applications should be addressed

- b** The form in which applications should be submitted and information and materials they should include

- c Any submission deadlines

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

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				
Total				3 a
b Approved for future payment				
Total				3 b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	104,224.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				77,585.	329,477.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				181,809.	329,477.
13 Total. Add line 12, columns (b), (d), and (e)				13	511,286.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

RALPH & VIRGINIA HENDRICKS FOUNDATION

Employer identification number

57-0822180

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

RALPH & VIRGINIA HENDRICKS FOUNDATION

Employer identification number

57-0822180

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RALPH HENDRICKS P O BOX 278 SIMPSONVILLE, SC 29681	\$ 164,918	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

57-0822180

Part II

[illegible]

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

RALPH & VIRGINIA HENDRICKS FOUNDATION

Employer identification number

57-0822180

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)**organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions)

► \$ _____ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	N/A		
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

BAA

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013Attachment
Sequence No **179**

Name(s) shown on return

RALPH & VIRGINIA HENDRICKS FOUNDATION

Identifying number

57-0822180

Business or activity to which this form relates

FORM 990/990-PF**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	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
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 (see instrs)	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) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	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	
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	
i Nonresidential real property			39 yrs	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 instructions	22	
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	

2013

FEDERAL STATEMENTS

PAGE 1

RALPH & VIRGINIA HENDRICKS FOUNDATION

57-0822180

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	\$ 650.	\$ 325.		\$ 325.
TOTAL	<u>\$ 650.</u>	<u>\$ 325.</u>	<u>\$ 0.</u>	<u>\$ 325.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEES	\$ 19,461.	\$ 19,461.		
TOTAL	<u>\$ 19,461.</u>	<u>\$ 19,461.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 1,393.	\$ 1,393.		
INCOME TAXES	5,809.			
PROPERTY TAXES	6,020.	6,020.		
TOTAL	<u>\$ 13,222.</u>	<u>\$ 7,413.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	\$ 8.	\$ 4.		\$ 4.
REPAIRS & MAINTENANCE	6,725.	6,725.		
TOTAL	<u>\$ 6,733.</u>	<u>\$ 6,729.</u>	<u>\$ 0.</u>	<u>\$ 4.</u>

RALPH & VIRGINIA HENDRICKS FOUNDATION

57-0822180

**STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	MEALS ON WHEELS	
DONEE'S ADDRESS:	15 OREGON STREET GREENVILLE, SC 29605	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 10,000.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	GREENVILLE RESCUE MISSION	
DONEE'S ADDRESS:	P O BOX 2546 GREENVILLE, SC 29602	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		6,000.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	BOYS HOME OF THE SOUTH	
DONEE'S ADDRESS:	10612 AUGUSTA ROAD BELTON, SC 29627	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		3,000.
CLASS OF ACTIVITY:	MISSIONS	
DONEE'S NAME:	FIRST BAPTIST CHURCH	
DONEE'S ADDRESS:	106 CHURCH STREET SIMPSONVILLE, SC 29681	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	BOY SCOUTS OF AMERICA	
DONEE'S ADDRESS:	1 PARK PLAZA GREENVILLE, SC 29607	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	GOLDEN STRIP YMCA	
DONEE'S ADDRESS:	100 ADAMS MILL ROAD SIMPSONVILLE, SC 29681	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		3,500.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	GREENVILLE LITERACY ASSOCIATION	
DONEE'S ADDRESS:	225 PLEASANTBURG DR, SUITE C-10 GREENVILLE, SC 29607	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		2,000.

RALPH & VIRGINIA HENDRICKS FOUNDATION

57-0822180

**STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: HOME WITH A HEART
DONEE'S ADDRESS: 220 JAMES MATTISON ROAD
LIBERTY, SC 29657
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: \$ 5,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: CONNIE MAXWELL CHILDREN'S HOME
DONEE'S ADDRESS: P O BOX 1178
GREENWOOD, SC 29648
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 2,500.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: UNITED MINISTRIES
DONEE'S ADDRESS: 606 PENDLETON STREET
GREENVILLE, SC 29601
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 2,500.

CLASS OF ACTIVITY: SCHOLARSHIPS
DONEE'S NAME: FURMAN UNIVERSITY
DONEE'S ADDRESS: 3300 POINSETT HIGHWAY
GREENVILLE, SC 29613
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: HIGHER EDUCATION
AMOUNT GIVEN: 50,000.

CLASS OF ACTIVITY: SCHOLARSHIPS
DONEE'S NAME: GREENVILLE TECHNICAL FOUNDATION
DONEE'S ADDRESS: P O BOX 5616
GREENVILLE, SC 29606
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: HIGHER EDUCATION
AMOUNT GIVEN: 30,000.

CLASS OF ACTIVITY: SCHOLARSHIPS
DONEE'S NAME: ANDERSON UNIVERSITY
DONEE'S ADDRESS: 316 BOULEVARD
ANDERSON, SC 29621
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: HIGHER EDUCATION
AMOUNT GIVEN: 30,000.

CLASS OF ACTIVITY: UNRESTRICTED
DONEE'S NAME: THE CHILDREN'S MUSEUM
DONEE'S ADDRESS: 18 WEST MCBEE STREET
GREENVILLE, SC 29601
RELATIONSHIP OF DONEE: NONE
ORGANIZATIONAL STATUS OF DONEE: PUBLIC CHARITY
AMOUNT GIVEN: 5,000.

CLASS OF ACTIVITY: UNRESTRICTED

RALPH & VIRGINIA HENDRICKS FOUNDATION

57-0822180

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

DONEE'S NAME:	SIMPSONVILLE DEVELOPMENT CORP	
DONEE'S ADDRESS:	210 EAST TRADE STREET	
	SIMPSONVILLE, SC 29681	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		\$ 6,000.
CLASS OF ACTIVITY:	SCHOLARSHIPS	
DONEE'S NAME:	NORTH GREENVILLE UNIVERSITY	
DONEE'S ADDRESS:	7801 N TIGERVILLE ROAD	
	TIGERVILLE, SC	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	HIGHER EDUCATION	
AMOUNT GIVEN:		30,000.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	SALVATION ARMY	
DONEE'S ADDRESS:	P O BOX 1237	
	GREENVILLE, SC 29602	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		4,500.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	CITY OF SIMPSONVILLE ARTS CENTER	
DONEE'S ADDRESS:	118 NE MAIN STREET	
	SIMPSONVILLE, SC 29681	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	CULTURAL ARTS FOUNDATION FOUNTAIN INN	
DONEE'S ADDRESS:	315 N MAIN STREET	
	FOUNTAIN INN, SC 29644	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	PUBLIC CHARITY	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	UNRESTRICTED	
DONEE'S NAME:	BRYSON ELEMENTARY SCHOOL	
DONEE'S ADDRESS:	703 BRYSON DRIVE	
	SIMPSONVILLE, SC 29681	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	EDUCATION	
AMOUNT GIVEN:		5,000.

TOTAL \$ 225,000.

RALPH & VIRGINIA HENDRICKS FOUNDATION

57-0822180

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE STATEMENT 10	COST	\$ 2,289,623.	\$ 3,283,728.
	TOTAL	<u>\$ 2,289,623.</u>	<u>\$ 3,283,728.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
LAND	\$ 125,000.		\$ 125,000.	\$ 125,000.
TOTAL	<u>\$ 125,000.</u>	<u>\$ 0.</u>	<u>\$ 125,000.</u>	<u>\$ 125,000.</u>

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	2295 SHS VANGUARD FTSE EMERGING	PURCHASED	3/04/2013	8/14/2013
2	1452 SHS OSTERWEIS FUND	PURCHASED	4/29/2009	8/14/2013
3	4496 SHS PRIMECAP ODYSSEY GROWTH	PURCHASED	1/04/2010	8/14/2013
4	1117 SHS T ROWE PRICE EQUITY	PURCHASED	2/05/2009	8/14/2013
5	115 SHS AMER EXPRESS CO	PURCHASED	5/04/2012	2/08/2013
6	70 SHS BARD C R	PURCHASED	5/04/2012	2/08/2013
7	250 SHS BARRICK GOLD	PURCHASED	VARIOUS	2/08/2013
8	125 SHS BAXTER INTL INC	PURCHASED	5/04/2012	2/08/2013
9	75 SHS BECTON DICKINSON	PURCHASED	5/31/2012	2/08/2013
10	40 SHS CHEVRON CORP	PURCHASED	5/04/2012	2/08/2013
11	95 SHS CHUBB CORP	PURCHASED	5/04/2012	2/08/2013
12	365 SHS CISCO SYSTEMS	PURCHASED	5/04/2012	2/08/2013
13	130 SHS CONOCOPHILLIPS	PURCHASED	5/04/2012	2/08/2013
14	435 SHS DELL INC	PURCHASED	5/04/2012	2/08/2013
15	140 SHS DEVON ENERGY	PURCHASED	12/21/2012	2/08/2013
16	210 SHS DR PEPPER SNAPPLE	PURCHASED	5/04/2012	2/08/2013
17	330 SHS EXELON CORP	PURCHASED	VARIOUS	2/08/2013
18	115 SHS EXXON MOBIL CORP	PURCHASED	5/04/2012	2/08/2013
19	120 SHS GLAXO SMITHKLINE PLC ADR	PURCHASED	5/04/2012	2/08/2013
20	5 SHS GOOGLE	PURCHASED	4/19/2012	2/08/2013
21	130 SHS JOHNSON & JOHNSON	PURCHASED	5/04/2012	2/08/2013
22	255 SHS MEDTRONIC	PURCHASED	5/04/2012	2/08/2013
23	365 SHS MICROSOFT	PURCHASED	5/04/2012	2/08/2013
24	295 SHS MOLSON COORS BREWING CO CL B	PURCHASED	5/04/2012	2/08/2013
25	155 SHS NEWMONT MINING	PURCHASED	5/04/2012	2/08/2013
26	120 SHS NORTHROP GRUMMAN	PURCHASED	5/04/2012	2/08/2013
27	165 SHS PEPSICO	PURCHASED	5/04/2012	2/08/2013
28	150 SHS PNC FINANCIAL SERVICES GROUP	PURCHASED	VARIOUS	2/08/2013
29	130 SHS PROCTER & GAMBLE	PURCHASED	5/04/2012	2/08/2013
30	615 SHS SCHWAB CHARLES	PURCHASED	5/04/2012	2/08/2013
31	60 SHS SIGMA ALDRICH	PURCHASED	5/04/2012	2/08/2013

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STATEMENT 8 (CONTINUED)
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 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
32	175 SHS SUNTRUST BANKS	PURCHASED	5/04/2012	2/08/2013
33	175 SHS TARGET CORP	PURCHASED	5/04/2012	2/08/2013
34	85 SHS TORCHMARK CORP	PURCHASED	5/04/2012	2/08/2013
35	85 SHS TRAVELERS COS	PURCHASED	5/04/2012	2/08/2013
36	185 SHS UNILEVER NV N Y	PURCHASED	5/04/2012	2/08/2013
37	275 SHS US BANCORP DEL	PURCHASED	VARIOUS	2/08/2013
38	165 SHS WAL MART STORES	PURCHASED	5/04/2012	2/08/2013
39	260 SHS WELLS FARGO & CO NEW	PURCHASED	VARIOUS	2/08/2013
40	107 SHS EBAY INC	PURCHASED	VARIOUS	1/14/2013
41	5 SHS GOOGLE INC CL A	PURCHASED	2/06/2012	2/08/2013
42	161 SHS ABB LTD SPON ADR	PURCHASED	VARIOUS	2/08/2013
43	86 SHS BANCO SANTANDER S.A SPON ADR	PURCHASED	VARIOUS	2/08/2013
44	22 SHS CANON INC ADR JAPAN SPON ADR	PURCHASED	10/12/2012	2/08/2013
45	23 SHS CARREFOUR SA ADR	PURCHASED	7/31/2012	2/08/2013
46	28 SHS FRANCE TELECOM SA SPON ADR	PURCHASED	4/13/2012	2/08/2013
47	27 SHS GDF SUEZ SPON ADR	PURCHASED	3/15/2012	2/08/2013
48	118 SHS IBERDROLA SA SPON ADR	PURCHASED	VARIOUS	2/08/2013
49	42 SHS NATIONAL GRID PLC NEW SPON ADR	PURCHASED	VARIOUS	2/08/2013
50	63 SHS TELEFONICA	PURCHASED	VARIOUS	2/08/2013
51	42 SHS TEVA PHARMACEUTICALS IND LTD	PURCHASED	VARIOUS	2/08/2013
52	176 SHS TOKYO ELECTRON	PURCHASED	VARIOUS	2/08/2013
53	136 SHS VINCI S A ADR	PURCHASED	VARIOUS	2/08/2013
54	22 SHS BP PLC SPON ADR	PURCHASED	VARIOUS	2/08/2013
55	622 SHS CARREFOUR SA ADR	PURCHASED	VARIOUS	2/08/2013
56	23 SHS ENI SPA IT SPON ADR	PURCHASED	7/19/2011	2/08/2013
57	145 SHS FRANCE TELECOM SA SPON ADR	PURCHASED	VARIOUS	2/08/2013
58	40 SHS GDF SUEZ SPON ADR	PURCHASED	VARIOUS	2/08/2013
59	11 SHS IBERDROLA SA SPON ADR	PURCHASED	VARIOUS	2/08/2013
60	243 SHS KONINKLIJKE AHOLD	PURCHASED	VARIOUS	2/08/2013
61	102 SHS QBE INS GROUP LTD SON ADR	PURCHASED	VARIOUS	2/08/2013
62	2 SHS ROYAL DUTCH SHELL PLC CL A SPON ADR	PURCHASED	VARIOUS	2/08/2013
63	74 SHS RWE AG ADR	PURCHASED	VARIOUS	2/08/2013
64	6 SHS SANOFI SPON ADR	PURCHASED	6/24/2011	2/08/2013
65	19 SHS SEVEN & I HLDGS CO LTD ADR	PURCHASED	5/06/2011	2/08/2013
66	18 SHS SOCIETE GENERALE FRANCE SPONS ADR ADR	PURCHASED	7/08/2011	2/08/2013
67	69 SHS TAKEDA PHARMACEUTICAL CO	PURCHASED	VARIOUS	2/08/2013
68	292 SHS TESCO PLC SPONS ADR	PURCHASED	VARIOUS	2/08/2013
69	67 SHS TEVA PHARMACEUTICALS IND LTD	PURCHASED	VARIOUS	2/08/2013
70	36 SHS TOKIA MARINE HOLDINGS	PURCHASED	10/27/2011	2/08/2013
71	3 SHS UNTD OVERSEAS BK LTD SPONS ADR SINGAPORE	PURCHASED	6/30/2011	2/08/2013
72	44 SHS ZURICH INS GROUP	PURCHASED	7/08/2011	2/08/2013
73	53 SHS AMCOR LTD NEW AU ADR	PURCHASED	2/24/2009	2/08/2013
74	77 SHS ASTELLAS PHARMA INC	PURCHASED	VARIOUS	2/08/2013
75	131 SHS BANCO SANTANDER S.A SPON ADR	PURCHASED	2/24/2009	2/08/2013
76	145 SHS BG GROUP PLC SPON ADR	PURCHASED	2/24/2009	2/08/2013
77	83 SHS BP PLC SPON ADR	PURCHASED	2/24/2009	2/08/2013
78	113 SHS CANON INC ADR JAPAN SPON ADR	PURCHASED	2/24/2009	2/08/2013
79	187 SHS CARREFOUR SA ADR	PURCHASED	VARIOUS	2/08/2013
80	321 SHS DEUTSCHE TELEKOM AG DE SPON ADR	PURCHASED	VARIOUS	2/08/2013
81	43 SHS ENI SPA IT SPON ADR	PURCHASED	VARIOUS	2/08/2013
82	135 SHS FRANCE TELECOM SA SPON ADR	PURCHASED	VARIOUS	2/08/2013
83	100 SHS GLAXO SMITHKLINE PLC ADR	PURCHASED	2/24/2009	2/08/2013
84	101 SHS IBERDROLA SA SPON ADR	PURCHASED	VARIOUS	2/08/2013

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 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
85	159 SHS KAO CORP REPSTG 10 SHS COM SPON ADR	PURCHASED	2/24/2009	2/08/2013
86	42 SHS KONINKLIJKE AHOLD NV NEW 2007 SPON ADR	PURCHASED	11/18/2010	2/08/2013
87	24 SHS NATIONAL GRID PLC NEW SPON ADR	PURCHASED	VARIOUS	2/08/2013
88	108 SHS NOVARTIS AG SPON ADR	PURCHASED	2/24/2009	2/08/2013
89	112 SHS REED ELSELVIER NV NEW RESPSTG2 ORD SHS	PURCHASED	2/24/2009	2/08/2013
90	41 SHS ROYAL DUTCH SHELL PLC CL A SPON ADR	PURCHASED	VARIOUS	2/08/2013
91	39 SHS RWE AG ADR	PURCHASED	2/24/2009	2/08/2013
92	118 SHS SANOFI SPON ADR	PURCHASED	VARIOUS	VARIOUS
93	50 SHS SEVEN & I HLDGS CO LTD ADR	PURCHASED	VARIOUS	2/08/2013
94	108 SHS SINGAPORE TELECOM LTD NEW 2006 SPON ADR	PURCHASED	2/24/2009	2/08/2013
95	185 SHS SOCIETE GENERALE FRANCE SPONS ADR ADR	PURCHASED	2/24/2009	VARIOUS
96	207 SHS TAIWAN SEMICONDUCTOR MFG CO LTD ADR	PURCHASED	2/24/2009	2/08/2013
97	142 SHS TAKEDA PHARMACEUTICAL CO	PURCHASED	2/24/2009	2/08/2013
98	231 SHS TELEFONICA S A SPON ADR	PURCHASED	VARIOUS	2/08/2013
99	7 SHS TESCO PLC SPONS ADR	PURCHASED	11/19/2010	2/08/2013
100	129 SHS TOKIO MARINE HOLDINGS INC SPON ADR	PURCHASED	VARIOUS	2/08/2013
101	97 SHS TOTAL S.A. FRANCE SPON ADR	PURCHASED	2/24/2009	2/08/2013
102	39 SHS TOYOTA MOTOR CORP NEW JAPAN SPON ADR	PURCHASED	2/24/2009	2/08/2013
103	137 SHS UNILEVER PLC AMER SHS NEW SPON ADR	PURCHASED	2/24/2009	2/08/2013
104	79 SHS UNTD OVERSEAS BK LTD SPONS ADR SINGAPORE	PURCHASED	VARIOUS	2/08/2013
105	158 SHS VINCI S A ADR	PURCHASED	VARIOUS	2/08/2013
106	132 SHS VODAFONE GROUP PLC NEW SPON ADR	PURCHASED	VARIOUS	2/08/2013
107	80 SHS ZURICH INS GROUP	PURCHASED	VARIOUS	2/08/2013
108	14 SHS ACUITY BRANDS	PURCHASED	6/12/2012	2/08/2013
109	26 SHS AIRGAS INC	PURCHASED	VARIOUS	2/08/2013
110	7 SHS BIO RAD LABORATORIES	PURCHASED	6/12/2012	2/08/2013
111	40 SHS CARMAX INC	PURCHASED	7/17/2012	2/08/2013
112	10 SHS CITY NATIONAL CORP	PURCHASED	6/12/2012	2/08/2013
113	48 SHS CLARCOR INC	PURCHASED	VARIOUS	2/08/2013
114	12 SHS COLUMBIA SPORTSWEAR CO	PURCHASED	6/12/2012	2/08/2013
115	96 SHS GENTEX CORP	PURCHASED	VARIOUS	2/08/2013
116	24 SHS JACOBS ENGINEERING	PURCHASED	6/12/2012	2/08/2013
117	24 SHS KIRBY CORPORATION	PURCHASED	6/12/2012	2/08/2013
118	70 SHS LKQ CORP NEW	PURCHASED	VARIOUS	2/08/2013
119	3 SHS MARKEL CORP	PURCHASED	VARIOUS	2/08/2013
120	17 SHS MORNINGSTAR INC	PURCHASED	3/30/2012	2/08/2013
121	14 SHS O REILLY AUTOMOTIVE INC	PURCHASED	9/19/2012	2/08/2013
122	32 SHS SALLY BEAUTY CO INC	PURCHASED	12/21/2012	2/08/2013
123	7 SHS BIO RAD LABORATORIES	PURCHASED	8/17/2011	2/08/2013
124	25 SHS CARLISLE COS INC	PURCHASED	8/12/2011	2/08/2013
125	16 SHS CHURCH & DWIGHT CO INC	PURCHASED	3/01/2011	2/08/2013
126	28 SHS CITY NATIONAL CORP	PURCHASED	VARIOUS	2/08/2013
127	45 SHS CLARCOR INC	PURCHASED	VARIOUS	2/08/2013
128	45 SHS EQUIFAX	PURCHASED	VARIOUS	2/08/2013
129	37 SHS FLIR SYSTEMS	PURCHASED	7/20/2011	2/08/2013
130	163 SHS GENTEX CORP	PURCHASED	VARIOUS	2/08/2013
131	81 SHS HCC INSURANCE HLDGS INC	PURCHASED	VARIOUS	2/08/2013
132	2 SHS HUNT J B TRANS SVCS INC	PURCHASED	4/25/2011	2/08/2013

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 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
133	25 SHS JACOBS ENGINEERING	PURCHASED	6/23/2011	2/08/2013
134	70 SHS LKQ CORP NEW	PURCHASED	VARIOUS	2/08/2013
135	39 SHS PALL CORP	PURCHASED	8/19/2011	2/08/2013
136	21 SHS SALLY BEAUTY CO INC	PURCHASED	7/20/2011	2/08/2013
137	54 SHS SEI INVESTMENTS CO	PURCHASED	9/27/2011	2/08/2013
138	58 SHS SOLERA HOLDINGS	PURCHASED	VARIOUS	2/08/2013
139	21 SHS TRANSDIGM GROUP	PURCHASED	VARIOUS	2/08/2013
140	70 SHS VERISK ANALYTICS INC	PURCHASED	VARIOUS	2/08/2013
141	40 SHS WEX INC	PURCHASED	VARIOUS	2/08/2013
142	26 SHS WILEY JOHN & SONS INC	PURCHASED	VARIOUS	2/08/2013
143	108 SHS AARONS INC	PURCHASED	VARIOUS	2/08/2013
144	64 SHS ACUITY BRANDS	PURCHASED	VARIOUS	2/08/2013
145	62 SHS AFFILIATED MANAGERS GROUP	PURCHASED	VARIOUS	2/08/2013
146	138 SHS AMETEK INC	PURCHASED	2/26/2009	2/08/2013
147	77 SHS ANSYS INC	PURCHASED	VARIOUS	2/08/2013
148	77 SHS APTARGROUP INC	PURCHASED	2/26/2009	2/08/2013
149	40 SHS BIO RAD LABORATORIES	PURCHASED	2/26/2009	2/08/2013
150	156 SHS BLACKBAUD INC	PURCHASED	VARIOUS	2/08/2013
151	78 SHS CARLISLE COS INC	PURCHASED	VARIOUS	2/08/2013
152	82 SHS CARMAX INC	PURCHASED	VARIOUS	2/08/2013
153	54 SHS CHURCH & DWIGHT CO INC	PURCHASED	VARIOUS	2/08/2013
154	49 SHS CITY NATIONAL CORP	PURCHASED	VARIOUS	2/08/2013
155	30 SHS COLUMBIA SPORTSWEAR CO	PURCHASED	VARIOUS	2/08/2013
156	98 SHS COPART INC	PURCHASED	2/26/2009	2/08/2013
157	31 SHS CULLEN FROST BANKERS INC	PURCHASED	VARIOUS	2/08/2013
158	160 SHS DENTSPLY INTL INC	PURCHASED	VARIOUS	2/08/2013
159	26 SHS DRIL-QUIP INC	PURCHASED	VARIOUS	2/08/2013
160	61 SHS EQUIFAX	PURCHASED	VARIOUS	2/08/2013
161	35 SHS FACTSET RESH SYSTEMS INC	PURCHASED	2/26/2009	2/08/2013
162	133 SHS FAIR ISAAC CORP	PURCHASED	2/26/2009	2/08/2013
163	102 SHS FLIR SYSTEMS	PURCHASED	VARIOUS	2/08/2013
164	219 SHS FOREST CITY ENTERPRISES INC CL A	PURCHASED	VARIOUS	2/08/2013
165	64 SHS GRACO INC	PURCHASED	2/26/2009	2/08/2013
166	124 SHS HCC INSURANCE HLDGS INC	PURCHASED	VARIOUS	2/08/2013
167	110 SHS HENRY JACK & ASSOC	PURCHASED	2/26/2009	2/08/2013
168	59 SHS HUNT J B TRANS SVCS INC	PURCHASED	12/02/2010	2/08/2013
169	115 SHS IDEX CORP	PURCHASED	2/26/2009	2/08/2013
170	56 SHS JACOBS ENGINEERING	PURCHASED	VARIOUS	2/08/2013
171	81 SHS KIRBY CORPORATION	PURCHASED	VARIOUS	2/08/2013
172	221 SHS LKQ CORP NEW	PURCHASED	VARIOUS	2/08/2013
173	20 SHS MARKEL CORP	PURCHASED	VARIOUS	2/08/2013
174	15 SHS METTLER-TOLEDO INTL	PURCHASED	VARIOUS	2/08/2013
175	109 SHS MORNINGSTAR INC	PURCHASED	VARIOUS	2/08/2013
176	42 SHS O REILLY AUTOMOTIVE INC	PURCHASED	VARIOUS	2/08/2013
177	57 SHS OCEANEERING INTL INC	PURCHASED	2/26/2009	2/08/2013
178	212 SHS SALLY BEAUTY CO INC	PURCHASED	VARIOUS	2/08/2013
179	82 SHS SCHEIN HENRY INC	PURCHASED	VARIOUS	2/08/2013
180	141 SHS SEI INVESTMENTS CO	PURCHASED	VARIOUS	2/08/2013
181	257 SHS UMPQUA HOLDINGS CORP	PURCHASED	VARIOUS	2/08/2013
182	40 SHS VARIAN MEDICAL SYSTEMS	PURCHASED	VARIOUS	2/08/2013
183	100 SHS WILEY JOHN & SONS INC	PURCHASED	VARIOUS	2/08/2013
184	290 SHS AMERICAN INTL GROUP	PURCHASED	VARIOUS	2/08/2013
185	36 SHS ANGLOGOLD ASHANTI LTD	PURCHASED	VARIOUS	2/08/2013
186	164 SHS APPLIED MATERIALS	PURCHASED	VARIOUS	2/08/2013
187	96 SHS BARRICK GOLD CORP	PURCHASED	VARIOUS	2/08/2013
188	131 SHS BEST BUY	PURCHASED	VARIOUS	VARIOUS

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ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
189	180 SHS CANADIAN NATURAL RESOURCES LTD	PURCHASED	VARIOUS	2/08/2013
190	79 SHS CAPITAL ONE FINCL	PURCHASED	VARIOUS	2/08/2013
191	68 SHS CISCO SYSTEMS	PURCHASED	2/10/2012	2/08/2013
192	50 SHS CITIGROUP INC	PURCHASED	7/27/2012	2/08/2013
193	68 SHS GENERAL MOTORS	PURCHASED	VARIOUS	2/08/2013
194	72 SHS HALLIBURTON CO	PURCHASED	VARIOUS	2/08/2013
195	56 SHS HARTFORD FINCL SERVICES GROUP INC	PURCHASED	8/02/2012	2/08/2013
196	63 SHS MOSAIC CO	PURCHASED	VARIOUS	2/08/2013
197	201 SHS TALISMAN ENERGY INC	PURCHASED	VARIOUS	2/08/2013
198	24 SHS TEVA PHARMACEUTICALS IND LTD	PURCHASED	6/26/2012	2/08/2013
199	99 SHS UNUM GROUP	PURCHASED	VARIOUS	2/08/2013
200	118 SHS VODAFONE GROUP PLC NEW SPON ADR	PURCHASED	VARIOUS	2/08/2013
201	70 SHS ANGLOGOLD ASHANTI LTD	PURCHASED	VARIOUS	2/08/2013
202	46 SHS CA INC	PURCHASED	1/26/2011	2/08/2013
203	420 SHS CISCO SYSTEMS INC	PURCHASED	VARIOUS	2/08/2013
204	89 SHS CITIGROUP INC	PURCHASED	VARIOUS	2/08/2013
205	78 SHS CVS CAREMARK CORP	PURCHASED	2/04/2011	2/08/2013
206	122 SHS EMC CORP MASS	PURCHASED	1/23/2012	2/08/2013
207	115 SHS GENERAL MOTORS	PURCHASED	VARIOUS	2/08/2013
208	38 SHS GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	2/08/2013
209	232 SHS HARTFORD FINCL SERVICES GROUP INC	PURCHASED	VARIOUS	2/08/2013
210	94 SHS MICROSOFT CORP	PURCHASED	8/15/2011	2/08/2013
211	108 SHS PACCAR INC	PURCHASED	VARIOUS	2/08/2013
212	36 SHS RAYTHEON CO NEW	PURCHASED	VARIOUS	2/08/2013
213	498 SHS TALISMAN ENERGY INC	PURCHASED	VARIOUS	2/08/2013
214	144 SHS TEVA PHARMACEUTICALS IND LTD	PURCHASED	VARIOUS	2/08/2013
215	30 SHS UNUM GROUP	PURCHASED	VARIOUS	2/08/2013
216	18 SHS WELLS FARGO & CO NEW	PURCHASED	5/02/2011	2/08/2013
217	198 SHS ANGLOGOLD ASHANTI LTD	PURCHASED	VARIOUS	2/08/2013
218	116 SHS AON PLC	PURCHASED	VARIOUS	2/08/2013
219	108 SHS APACHE CORP	PURCHASED	VARIOUS	2/08/2013
220	146 SHS BARRICK GOLD CORP	PURCHASED	VARIOUS	2/08/2013
221	534 SHS CA INC	PURCHASED	VARIOUS	2/08/2013
222	173 SHS CANADIAN NATURAL RESOURCES LTD	PURCHASED	VARIOUS	2/08/2013
223	159 SHS CITIGROUP INC	PURCHASED	VARIOUS	VARIOUS
224	40 SHS CVS CAREMARK CORP	PURCHASED	11/05/2009	2/08/2013
225	122 SHS GENERAL MOTORS	PURCHASED	VARIOUS	2/08/2013
226	18 SHS GOLDMAN SACHS GROUP	PURCHASED	VARIOUS	2/08/2013
227	70 SHS HALLIBURTON CO	PURCHASED	VARIOUS	VARIOUS
228	220 SHS HARTFORD FINCL SERVICES GROUP INC	PURCHASED	VARIOUS	2/08/2013
229	110 SHS INGERSOLL-RAND PLC	PURCHASED	VARIOUS	2/08/2013
230	130 SHS JPMORGAN CHASE & CO	PURCHASED	VARIOUS	2/08/2013
231	110 SHS LINCOLN NATL	PURCHASED	6/22/2010	2/08/2013
232	137 SHS LOEWS CORP	PURCHASED	VARIOUS	2/08/2013
233	118 SHS MERCK & CO	PURCHASED	VARIOUS	VARIOUS
234	231 SHS METLIFE INC	PURCHASED	VARIOUS	2/08/2013
235	137 SHS MICROSOFT CORP	PURCHASED	VARIOUS	2/08/2013
236	29 SHS NOBLE ENERGY	PURCHASED	3/03/2009	2/08/2013
237	151 SHS NRG ENERGY INC NEW	PURCHASED	VARIOUS	2/08/2013
238	44 SHS OCCIDENTAL PETROLEUM CRP	PURCHASED	VARIOUS	2/08/2013
239	393 SHS PFIZER INC	PURCHASED	VARIOUS	2/08/2013
240	35 SHS PHILIP MORRIS INTL INC	PURCHASED	3/03/2009	2/08/2013
241	135 SHS PITNEY BOWES INC	PURCHASED	VARIOUS	2/08/2013
242	44 SHS RAYTHEON CO NEW	PURCHASED	3/03/2009	2/08/2013
243	302 SHS SANOFI SPON ADR	PURCHASED	VARIOUS	VARIOUS
244	227 SHS TALISMAN ENERGY INC	PURCHASED	VARIOUS	2/08/2013

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ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
245	169 SHS TIME WARNER	PURCHASED	VARIOUS	2/08/2013
246	37 SHS UNION PACIFIC CORP	PURCHASED	VARIOUS	2/08/2013
247	316 SHS UNUM GROUP	PURCHASED	VARIOUS	2/08/2013
248	173 SHS VIACOM INC NEW CL B	PURCHASED	3/03/2009	2/08/2013
249	192 SHS WELLS FARGO & CO NEW	PURCHASED	3/03/2009	2/08/2013
250	7 SHS ACCENTURE PLC	PURCHASED	2/07/2013	2/08/2013
251	5 SHS AMAZON.COM INC	PURCHASED	VARIOUS	2/08/2013
252	38 SHS AMERICAN INTL GROUP	PURCHASED	12/11/2012	2/08/2013
253	68 SHS AMERICAN TOWER	PURCHASED	VARIOUS	2/08/2013
254	13 SHS APPLE INC	PURCHASED	VARIOUS	VARIOUS
255	10 SHS AUTOZONE INC	PURCHASED	VARIOUS	2/08/2013
256	20 SHS BIOGEN IDEC INC	PURCHASED	VARIOUS	2/08/2013
257	231 SHS BRISTOL MYERS SQUIBB CO	PURCHASED	VARIOUS	2/08/2013
258	196 SHS CBS CORP NEW CL B	PURCHASED	VARIOUS	VARIOUS
259	15 SHS CELGENE CORP	PURCHASED	VARIOUS	2/08/2013
260	9 SHS CHIPOTLE MEXICAN GRILL	PURCHASED	VARIOUS	2/08/2013
261	196 SHS CITIGROUP INC	PURCHASED	VARIOUS	2/08/2013
262	144 SHS COMCAST CORP	PURCHASED	VARIOUS	2/08/2013
263	32 SHS CUMMINS INC	PURCHASED	VARIOUS	2/08/2013
264	49 SHS DANAHER CORP	PURCHASED	VARIOUS	2/08/2013
265	76 SHS DOLLAR GEN CORP	PURCHASED	VARIOUS	2/07/2013
266	175 SHS EBAY INC	PURCHASED	VARIOUS	2/08/2013
267	25 SHS EQUINIX INC	PURCHASED	VARIOUS	2/08/2013
268	73 SHS EXPRESS SCRIPTS	PURCHASED	VARIOUS	VARIOUS
269	41 SHS FOOT LOCKER INC	PURCHASED	VARIOUS	2/08/2013
270	314 SHS GILEAD SCIENCES INC	PURCHASED	VARIOUS	2/08/2013
271	82 SHS GNC HOLDINGS	PURCHASED	VARIOUS	2/08/2013
272	11 SHS GOOGLE INC CL A	PURCHASED	VARIOUS	2/08/2013
273	30 SHS GRAINGER W W INC	PURCHASED	VARIOUS	2/08/2013
274	78 SHS HOME DEPOT INC	PURCHASED	VARIOUS	2/08/2013
275	10 SHS INTUITIVE SURGICAL	PURCHASED	VARIOUS	2/08/2013
276	77 SHS KINDER MORGAN	PURCHASED	VARIOUS	2/08/2013
277	14 SHS LAUDER ESTEE COS CL A	PURCHASED	VARIOUS	2/01/2013
278	54 SHS LIBERTY GLOBAL	PURCHASED	VARIOUS	2/08/2013
279	53 SHS LIMITED BRANDS	PURCHASED	VARIOUS	VARIOUS
280	12 SHS LINKEDIN CORP	PURCHASED	VARIOUS	1/11/2013
281	217 SHS LOWES COMPANIES	PURCHASED	VARIOUS	2/08/2013
282	66 SHS LULULEMON ATHLETICA INC	PURCHASED	VARIOUS	VARIOUS
283	126 SHS LYONDELLBASELL INDUSTRIES	PURCHASED	VARIOUS	VARIOUS
284	24 SHS MOTOROLA SOLUTIONS	PURCHASED	VARIOUS	2/08/2013
285	73 SHS NATL-OILWELLVARCO INC	PURCHASED	VARIOUS	VARIOUS
286	108 SHS PENTAIR LTD	PURCHASED	VARIOUS	2/08/2013
287	12 SHS PERRIGO CO	PURCHASED	VARIOUS	1/24/2013
288	8 SHS PRECISION CASTPARTS	PURCHASED	VARIOUS	2/08/2013
289	3 SHS PRICELINE.COM INC	PURCHASED	VARIOUS	2/08/2013
290	62 SHS QUALCOMM INC	PURCHASED	VARIOUS	2/08/2013
291	107 SHS SCHLUMBERGER LTD	PURCHASED	VARIOUS	2/08/2013
292	81 SHS SCHWAB CHARLES	PURCHASED	2/07/2013	2/08/2013
293	100 SHS STARWOOD HOTELS & RESORTS WORLDWIDE INC	PURCHASED	3/20/2012	2/08/2013
294	15 SHS UNION PACIFIC CORP	PURCHASED	1/23/2013	2/08/2013
295	28 SHS UNTD RENTALS INC	PURCHASED	VARIOUS	2/08/2013
296	45 SHS VMWARE INC	PURCHASED	VARIOUS	VARIOUS
297	78 SHS WAL MART STORES INC	PURCHASED	VARIOUS	2/08/2013
298	61 SHS WELLS FARGO & CO NEW	PURCHASED	VARIOUS	2/08/2013
299	47 SHS YUM! BRANDS INC	PURCHASED	VARIOUS	VARIOUS

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STATEMENT 8 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
300	31 SHS ACCENTURE PLC	PURCHASED	VARIOUS	2/08/2013
301	4 SHS AUTOZONE INC	PURCHASED	8/24/2011	2/08/2013
302	43 SHS BIOGEN IDEC INC	PURCHASED	VARIOUS	2/08/2013
303	35 SHS BRISTOL MYERS SQUIBB CO	PURCHASED	VARIOUS	2/08/2013
304	4 SHS HOME DEPOT INC	PURCHASED	12/20/2011	2/08/2013
305	19 SHS LAUDER ESTEE COS	PURCHASED	VARIOUS	VARIOUS
306	25 SHS MCDONALDS CORP	PURCHASED	VARIOUS	2/08/2013
307	6 SHS NATL-OILWELLVARCO INC	PURCHASED	6/07/2012	2/05/2013
308	9 SHS PRECISION CASTPARTS	PURCHASED	VARIOUS	2/08/2013
309	4 SHS PRICELINE.COM INC	PURCHASED	VARIOUS	2/08/2013
310	56 SHS QUALCOMM INC	PURCHASED	VARIOUS	VARIOUS
311	76 SHS STARBUCKS	PURCHASED	VARIOUS	2/08/2013
312	124 SHS TJX COS INC	PURCHASED	VARIOUS	VARIOUS
313	15 SHS UNION PACIFIC CORP	PURCHASED	VARIOUS	2/08/2013
314	58 SHS US BANCORP DEL	PURCHASED	VARIOUS	VARIOUS
315	54 SHS VISA INC	PURCHASED	VARIOUS	2/08/2013
316	210 SHS WELLS FARGO & CO NEW	PURCHASED	VARIOUS	VARIOUS
317	41 SHS WYNN RESORTS	PURCHASED	VARIOUS	2/08/2013
318	5 SHS MCDONALDS CORP	PURCHASED	7/09/2010	2/08/2013
319	73 SHS MONSANTO CO	PURCHASED	VARIOUS	2/08/2013
320	94 SHS NIKE INC	PURCHASED	VARIOUS	2/08/2013
321	19 SHS PRECISION CASTPARTS	PURCHASED	VARIOUS	2/08/2013
322	1 SH PRICELINE.COM INC	PURCHASED	7/21/2010	2/08/2013
323	43 SHS STARWOOD HOTELS & RESORTS WORLDWIDE INC	PURCHASED	VARIOUS	2/08/2013
324	13 SHS TJX COS INC	PURCHASED	12/02/2010	VARIOUS
325	11 SHS UNION PACIFIC CORP	PURCHASED	VARIOUS	2/08/2013
326	24 SHS US BANCORP DEL	PURCHASED	12/10/2010	1/18/2013
327	57 SHS WELLS FARGO & CO NEW	PURCHASED	VARIOUS	2/08/2013
328	8 SHS WYNN RESORTS	PURCHASED	VARIOUS	2/08/2013
329	3 SHS AMERICAN FUNDS NEW WORLD	PURCHASED	12/26/2012	2/07/2013
330	6 SHS DELAWARE EMERGING MARKETS	PURCHASED	12/21/2012	2/07/2013
331	13 SHS FIRST EAGLE GLOBAL	PURCHASED	VARIOUS	2/07/2013
332	112 SHS HARDING LOEVNER EMERGING MARKETS	PURCHASED	VARIOUS	2/07/2013
333	3 SHS MATTHEWS INTERNATIONAL PACIFIC TIGER	PURCHASED	12/13/2012	2/07/2013
334	1 SH NUVEEN TRADEWINDS EMERGING MARKETS	PURCHASED	12/28/2012	1/15/2013
335	209 SHS AMERICAN FUNDS NEW WORLD	PURCHASED	1/03/2012	VARIOUS
336	765 SHS DELAWARE EMERGING MARKETS	PURCHASED	1/03/2012	VARIOUS
337	213 SHS FIRST EAGLE GLOBAL	PURCHASED	1/03/2012	2/07/2013
338	115 SHS HARDING LOEVNER EMERGING MARKETS	PURCHASED	1/03/2012	2/07/2013
339	473 SHS MATTHEWS INTERNATIONAL PACIFIC TIGER	PURCHASED	1/03/2012	VARIOUS
340	166 SHS NUVEEN TRADEWINDS EMERGING MARKETS	PURCHASED	1/03/2012	1/15/2013
341	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	92,331.		98,935.	-6,604.				\$ -6,604.
2	50,000.		28,334.	21,666.				21,666.
3	100,000.		60,811.	39,189.				39,189.
4	35,000.		17,456.	17,544.				17,544.
5	7,130.		6,932.	198.				198.
6	7,084.		6,970.	114.				114.
7	8,182.		9,423.	-1,241.				-1,241.

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 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
8	8,575.		6,873.	1,702.				\$ 1,702.
9	6,605.		5,498.	1,107.				1,107.
10	4,597.		4,159.	438.				438.
11	7,903.		6,962.	941.				941.
12	7,731.		7,036.	695.				695.
13	7,513.		6,935.	578.				578.
14	5,872.		6,919.	-1,047.				-1,047.
15	8,330.		7,484.	846.				846.
16	9,651.		8,433.	1,218.				1,218.
17	10,329.		11,796.	-1,467.				-1,467.
18	10,206.		9,715.	491.				491.
19	5,455.		5,547.	-92.				-92.
20	3,900.		3,045.	855.				855.
21	9,750.		8,461.	1,289.				1,289.
22	11,944.		9,764.	2,180.				2,180.
23	9,983.		11,420.	-1,437.				-1,437.
24	13,065.		12,404.	661.				661.
25	7,006.		7,162.	-156.				-156.
26	7,874.		7,483.	391.				391.
27	12,013.		10,926.	1,087.				1,087.
28	9,535.		9,667.	-132.				-132.
29	9,899.		8,376.	1,523.				1,523.
30	10,529.		8,356.	2,173.				2,173.
31	4,632.		4,142.	490.				490.
32	5,052.		4,156.	896.				896.
33	10,881.		9,781.	1,100.				1,100.
34	4,712.		4,047.	665.				665.
35	6,725.		5,445.	1,280.				1,280.
36	7,211.		6,277.	934.				934.
37	9,240.		8,843.	397.				397.
38	11,748.		9,738.	2,010.				2,010.
39	9,022.		8,676.	346.				346.
40	5,674.		3,300.	2,374.				2,374.
41	3,899.		3,051.	848.				848.
42	3,384.		2,939.	445.				445.
43	679.		545.	134.				134.
44	766.		690.	76.				76.
45	127.		73.	54.				54.
46	297.		372.	-75.				-75.
47	532.		709.	-177.				-177.
48	2,375.		2,317.	58.				58.
49	2,294.		2,350.	-56.				-56.
50	840.		774.	66.				66.
51	1,596.		1,590.	6.				6.
52	1,806.		2,153.	-347.				-347.
53	1,603.		1,492.	111.				111.
54	946.		985.	-39.				-39.
55	3,427.		3,379.	48.				48.
56	1,067.		1,000.	67.				67.
57	1,537.		2,825.	-1,288.				-1,288.
58	788.		1,557.	-769.				-769.
59	221.		323.	-102.				-102.
60	3,438.		3,040.	398.				398.

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STATEMENT 8 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
61	1,298.		1,246.	52.			\$	52.
62	135.		141.	-6.				-6.
63	2,663.		2,986.	-323.				-323.
64	273.		228.	45.				45.
65	1,128.		955.	173.				173.
66	153.		195.	-42.				-42.
67	1,708.		1,520.	188.				188.
68	5,016.		5,529.	-513.				-513.
69	2,546.		2,990.	-444.				-444.
70	1,029.		872.	157.				157.
71	92.		88.	4.				4.
72	1,230.		1,092.	138.				138.
73	1,920.		604.	1,316.				1,316.
74	3,876.		2,730.	1,146.				1,146.
75	1,035.		785.	250.				250.
76	2,542.		2,076.	466.				466.
77	3,569.		3,278.	291.				291.
78	3,935.		2,791.	1,144.				1,144.
79	1,030.		1,680.	-650.				-650.
80	3,688.		4,931.	-1,243.				-1,243.
81	1,995.		1,904.	91.				91.
82	1,431.		2,831.	-1,400.				-1,400.
83	4,546.		3,182.	1,364.				1,364.
84	2,033.		3,167.	-1,134.				-1,134.
85	4,730.		3,043.	1,687.				1,687.
86	594.		549.	45.				45.
87	1,311.		1,050.	261.				261.
88	7,330.		4,150.	3,180.				3,180.
89	3,456.		2,546.	910.				910.
90	2,768.		1,912.	856.				856.
91	1,403.		2,697.	-1,294.				-1,294.
92	5,420.		3,837.	1,583.				1,583.
93	2,968.		2,264.	704.				704.
94	3,098.		1,770.	1,328.				1,328.
95	1,552.		1,119.	433.				433.
96	3,778.		1,567.	2,211.				2,211.
97	3,514.		2,883.	631.				631.
98	3,081.		4,161.	-1,080.				-1,080.
99	120.		144.	-24.				-24.
100	3,687.		2,742.	945.				945.
101	4,987.		4,687.	300.				300.
102	4,075.		2,537.	1,538.				1,538.
103	5,432.		2,665.	2,767.				2,767.
104	2,420.		1,073.	1,347.				1,347.
105	1,863.		2,010.	-147.				-147.
106	3,644.		2,909.	735.				735.
107	2,239.		1,854.	385.				385.
108	969.		753.	216.				216.
109	2,534.		2,151.	383.				383.
110	805.		678.	127.				127.
111	1,584.		1,052.	532.				532.
112	544.		474.	70.				70.
113	2,438.		2,356.	82.				82.

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 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
114	579.		599.	-20.				\$ -20.
115	1,915.		1,759.	156.				156.
116	1,153.		853.	300.				300.
117	1,729.		1,206.	523.				523.
118	1,627.		1,052.	575.				575.
119	1,482.		1,287.	195.				195.
120	1,145.		1,071.	74.				74.
121	1,409.		1,171.	238.				238.
122	838.		773.	65.				65.
123	805.		709.	96.				96.
124	1,621.		899.	722.				722.
125	945.		600.	345.				345.
126	1,523.		1,496.	27.				27.
127	2,286.		1,989.	297.				297.
128	2,511.		1,487.	1,024.				1,024.
129	962.		1,053.	-91.				-91.
130	3,252.		4,628.	-1,376.				-1,376.
131	3,205.		2,435.	770.				770.
132	137.		94.	43.				43.
133	1,201.		1,035.	166.				166.
134	1,627.		819.	808.				808.
135	2,652.		1,729.	923.				923.
136	550.		373.	177.				177.
137	1,525.		880.	645.				645.
138	3,207.		3,079.	128.				128.
139	3,016.		2,197.	819.				819.
140	3,825.		2,271.	1,554.				1,554.
141	2,963.		1,965.	998.				998.
142	1,001.		1,222.	-221.				-221.
143	3,148.		1,826.	1,322.				1,322.
144	4,429.		2,459.	1,970.				1,970.
145	9,104.		2,617.	6,487.				6,487.
146	5,688.		1,649.	4,039.				4,039.
147	5,753.		1,740.	4,013.				4,013.
148	4,085.		2,145.	1,940.				1,940.
149	4,602.		2,254.	2,348.				2,348.
150	3,950.		1,785.	2,165.				2,165.
151	5,057.		2,660.	2,397.				2,397.
152	3,246.		862.	2,384.				2,384.
153	3,190.		1,342.	1,848.				1,848.
154	2,666.		1,507.	1,159.				1,159.
155	1,447.		1,143.	304.				304.
156	3,525.		1,319.	2,206.				2,206.
157	1,862.		1,827.	35.				35.
158	6,825.		4,166.	2,659.				2,659.
159	2,117.		1,717.	400.				400.
160	3,404.		2,000.	1,404.				1,404.
161	3,283.		1,367.	1,916.				1,916.
162	6,037.		1,438.	4,599.				4,599.
163	2,653.		2,470.	183.				183.
164	3,699.		1,375.	2,324.				2,324.
165	3,725.		1,108.	2,617.				2,617.
166	4,907.		3,044.	1,863.				1,863.

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STATEMENT 8 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
167	4,840.		1,752.	3,088.				\$ 3,088.
168	4,037.		2,273.	1,764.				1,764.
169	5,600.		2,208.	3,392.				3,392.
170	2,691.		2,168.	523.				523.
171	5,836.		1,972.	3,864.				3,864.
172	5,136.		1,776.	3,360.				3,360.
173	9,880.		5,649.	4,231.				4,231.
174	3,288.		754.	2,534.				2,534.
175	7,339.		3,658.	3,681.				3,681.
176	4,228.		1,646.	2,582.				2,582.
177	3,615.		909.	2,706.				2,706.
178	5,550.		1,221.	4,329.				4,329.
179	7,302.		3,185.	4,117.				4,117.
180	3,983.		1,655.	2,328.				2,328.
181	3,297.		3,396.	-99.				-99.
182	2,875.		1,421.	1,454.				1,454.
183	3,852.		3,403.	449.				449.
184	11,240.		9,346.	1,894.				1,894.
185	1,034.		1,215.	-181.				-181.
186	2,199.		1,855.	344.				344.
187	3,142.		3,095.	47.				47.
188	1,892.		2,857.	-965.				-965.
189	5,414.		5,742.	-328.				-328.
190	4,533.		4,427.	106.				106.
191	1,440.		1,352.	88.				88.
192	2,150.		1,369.	781.				781.
193	1,938.		1,493.	445.				445.
194	2,943.		2,097.	846.				846.
195	1,359.		904.	455.				455.
196	3,857.		3,462.	395.				395.
197	2,535.		2,632.	-97.				-97.
198	912.		945.	-33.				-33.
199	2,349.		2,054.	295.				295.
200	3,258.		3,208.	50.				50.
201	2,010.		3,119.	-1,109.				-1,109.
202	1,144.		1,074.	70.				70.
203	8,895.		6,980.	1,915.				1,915.
204	3,827.		3,733.	94.				94.
205	3,987.		2,545.	1,442.				1,442.
206	3,022.		2,850.	172.				172.
207	3,277.		3,340.	-63.				-63.
208	5,728.		5,489.	239.				239.
209	5,631.		3,861.	1,770.				1,770.
210	2,571.		2,393.	178.				178.
211	5,120.		3,822.	1,298.				1,298.
212	1,948.		1,473.	475.				475.
213	6,280.		7,474.	-1,194.				-1,194.
214	5,472.		6,504.	-1,032.				-1,032.
215	712.		688.	24.				24.
216	625.		524.	101.				101.
217	5,684.		6,173.	-489.				-489.
218	6,497.		5,690.	807.				807.
219	9,086.		6,767.	2,319.				2,319.

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 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
220	4,778.		4,642.	136.			\$	136.
221	13,286.		11,493.	1,793.				1,793.
222	5,204.		5,727.	-523.				-523.
223	6,832.		5,138.	1,694.				1,694.
224	2,045.		1,152.	893.				893.
225	3,477.		4,159.	-682.				-682.
226	2,713.		2,598.	115.				115.
227	2,776.		1,122.	1,654.				1,654.
228	5,339.		10,677.	-5,338.				-5,338.
229	5,734.		1,361.	4,373.				4,373.
230	6,289.		3,116.	3,173.				3,173.
231	3,224.		3,022.	202.				202.
232	5,991.		2,755.	3,236.				3,236.
233	5,076.		3,433.	1,643.				1,643.
234	8,538.		4,366.	4,172.				4,172.
235	3,747.		2,215.	1,532.				1,532.
236	3,309.		1,243.	2,066.				2,066.
237	3,645.		4,692.	-1,047.				-1,047.
238	3,883.		3,780.	103.				103.
239	10,607.		6,789.	3,818.				3,818.
240	3,141.		1,140.	2,001.				2,001.
241	1,871.		2,443.	-572.				-572.
242	2,381.		1,623.	758.				758.
243	13,914.		10,118.	3,796.				3,796.
244	2,862.		2,909.	-47.				-47.
245	8,828.		5,337.	3,491.				3,491.
246	4,898.		1,366.	3,532.				3,532.
247	7,499.		6,866.	633.				633.
248	10,233.		2,399.	7,834.				7,834.
249	6,663.		2,087.	4,576.				4,576.
250	511.		508.	3.				3.
251	1,308.		1,136.	172.				172.
252	1,473.		1,315.	158.				158.
253	5,152.		4,956.	196.				196.
254	6,630.		7,373.	-743.				-743.
255	3,803.		3,765.	38.				38.
256	3,271.		2,908.	363.				363.
257	8,431.		7,963.	468.				468.
258	8,312.		7,061.	1,251.				1,251.
259	1,483.		1,375.	108.				108.
260	2,865.		2,447.	418.				418.
261	8,428.		7,772.	656.				656.
262	5,587.		5,537.	50.				50.
263	3,795.		3,225.	570.				570.
264	2,947.		2,717.	230.				230.
265	3,454.		3,813.	-359.				-359.
266	9,879.		9,170.	709.				709.
267	5,375.		4,790.	585.				585.
268	3,921.		4,239.	-318.				-318.
269	1,422.		1,383.	39.				39.
270	12,666.		10,835.	1,831.				1,831.
271	2,960.		3,008.	-48.				-48.
272	8,580.		7,994.	586.				586.

RALPH & VIRGINIA HENDRICKS FOUNDATION

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STATEMENT 8 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
273	6,488.		6,028.	460.				\$ 460.
274	5,191.		4,653.	538.				538.
275	5,720.		5,041.	679.				679.
276	2,904.		2,862.	42.				42.
277	864.		719.	145.				145.
278	3,676.		3,305.	371.				371.
279	2,451.		2,398.	53.				53.
280	1,430.		1,161.	269.				269.
281	8,400.		7,926.	474.				474.
282	4,542.		4,640.	-98.				-98.
283	7,750.		6,397.	1,353.				1,353.
284	1,445.		1,375.	70.				70.
285	4,976.		5,760.	-784.				-784.
286	5,464.		5,082.	382.				382.
287	1,215.		1,295.	-80.				-80.
288	1,503.		1,408.	95.				95.
289	2,081.		1,969.	112.				112.
290	4,148.		3,926.	222.				222.
291	8,376.		7,454.	922.				922.
292	1,387.		1,383.	4.				4.
293	6,217.		5,661.	556.				556.
294	1,986.		2,040.	-54.				-54.
295	1,471.		1,296.	175.				175.
296	3,510.		4,464.	-954.				-954.
297	5,553.		5,543.	10.				10.
298	2,117.		2,096.	21.				21.
299	2,990.		3,039.	-49.				-49.
300	2,263.		1,657.	606.				606.
301	1,521.		1,202.	319.				319.
302	7,033.		4,517.	2,516.				2,516.
303	1,277.		1,226.	51.				51.
304	266.		166.	100.				100.
305	1,203.		880.	323.				323.
306	2,366.		2,201.	165.				165.
307	412.		418.	-6.				-6.
308	1,691.		1,369.	322.				322.
309	2,774.		2,018.	756.				756.
310	3,569.		3,135.	434.				434.
311	4,253.		2,586.	1,667.				1,667.
312	5,638.		3,183.	2,455.				2,455.
313	1,986.		1,568.	418.				418.
314	1,918.		1,619.	299.				299.
315	8,499.		4,678.	3,821.				3,821.
316	7,291.		5,794.	1,497.				1,497.
317	5,064.		5,101.	-37.				-37.
318	473.		346.	127.				127.
319	7,358.		3,619.	3,739.				3,739.
320	5,129.		2,679.	2,450.				2,450.
321	3,569.		2,503.	1,066.				1,066.
322	694.		222.	472.				472.
323	2,673.		853.	1,820.				1,820.
324	579.		289.	290.				290.
325	1,456.		399.	1,057.				1,057.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
326	785.		633.	152.			\$	152.
327	1,685.		1,109.	576.				576.
328	986.		737.	249.				249.
329	158.		153.	5.				5.
330	87.		83.	4.				4.
331	650.		632.	18.				18.
332	5,397.		5,477.	-80.				-80.
333	86.		83.	3.				3.
334	21.		20.	1.				1.
335	11,497.		9,750.	1,747.				1,747.
336	11,182.		9,750.	1,432.				1,432.
337	10,596.		9,750.	846.				846.
338	5,565.		5,001.	564.				564.
339	11,751.		9,750.	2,001.				2,001.
340	4,873.		4,998.	-125.				-125.
341								77,585.
TOTAL								\$ 407,062.

STATEMENT 9
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ROBERT HAMBY GREENVILLE, SC	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
RANDY HARLING SIMPSONVILLE, SC	TRUSTEE 0	0.	0.	0.
RALPH S HENDRICKS SIMPSONVILLE, SC	CHAIRMAN 5.00	0.	0.	0.
G WILSON JENKINS SIMPSONVILLE, SC	TRUSTEE 0	0.	0.	0.
RICHARD C MOORE SIMPSONVILLE, SC	TRUSTEE 0	0.	0.	0.

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FEDERAL STATEMENTS

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RALPH & VIRGINIA HENDRICKS FOUNDATION

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
MARC L SAUNDERS SIMPSONVILLE, SC	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
JOHN R THOMAS GREENVILLE, SC	TRUSTEE 0	0.	0.	0.
		TOTAL \$ 0.	\$ 0.	\$ 0.

Ralph Virginia Hendricks Foundtion
57-0822180
2013
Statement 10

<u>Ending Book</u>	<u>Ending Fair</u>
<u>Value</u>	<u>Market Value</u>

Part II Line 10 b

Corporate Stock

ISHARES TR MSCI EAFE	199,942	230,941
ARTISAN MID CAP VALUE FD	80,980	141,933
BROWN ADVISORY GROWTH	110,755	131,627
DODGE & COX INTL STOCK	206,209	379,692
FIDELITY SLCT SOFTWARE	53,132	69,497
FMI LARGE CAP FUND	269,199	301,361
ICON ENERGY FUND	51,729	56,216
OAKMARK INTL FD	129,157	154,236
OSTERWEIS FUND	216,596	358,641
PRIMECAP ODYSSEY GROWTH	180,834	310,027
ROYCE SPECIAL EQUITY	115,996	166,872
SCHWAB S&P 500	448,738	532,796
T ROWE PRICE EQUITY	226,356	449,889
	2,289,623	3,283,728