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: JOHN M RIVERS, JR. FOUNDATION

A Employer identification number: 57-0907666

Number and street (or P O box number if mail is not delivered to street address): 40 CALHOUN STREET — Room/suite: 500

B Telephone number (see instructions): 084-372-3990

City or town, state or province, country, and ZIP or foreign postal code: CHARLESTON SC 29403

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 2,497,075

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

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 (attach schedule)	1,455			
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	108	108		
4	Dividends and interest from securities	52,067	52,067		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	207,664			
b	Gross sales price for all assets on line 6a 1,461,386				
7	Capital gain net income (from Part IV, line 2)		207,664		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 2	1,043	1,043		
12	**Total.** Add lines 1 through 11	262,337	260,882	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See Stmt 3	578	520		58
b	Accounting fees (attach schedule) Stmt 4	3,000	2,700		300
c	Other professional fees (attach schedule) Stmt 5	21,116	19,004		2,112
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 6	2,515	2,515		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 7	359	336		23
24	**Total operating and administrative expenses.** Add lines 13 through 23	27,568	25,075	0	2,493
25	Contributions, gifts, grants paid	217,500			217,500
26	**Total expenses and disbursements.** Add lines 24 and 25	245,068	25,075	0	219,993
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	17,269			
b	**Net investment income** (if negative, enter -0-)		235,807		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets		1	Cash – non-interest-bearing			
		2	Savings and temporary cash investments	549,451	265,121	265,121
		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 (att. schedule) ▶			
			Less allowance for doubtful accounts ▶ 0			
		8	Inventories for sale or use			
		9	Prepaid expenses and deferred charges	2,200	2,600	2,600
		10a	Investments – U S and state government obligations (attach schedule)			
		b	Investments – corporate stock (attach schedule) See Stmt 8	1,468,219	1,771,387	2,229,354
		c	Investments – corporate bonds (attach schedule)			
		11	Investments – land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach sch) ▶			
		12	Investments – mortgage loans			
		13	Investments – other (attach schedule)			
		14	Land, buildings, and equipment basis ▶			
			Less accumulated depreciation (attach sch) ▶			
		15	Other assets (describe ▶)			
		16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,019,870	2,039,108	2,497,075
Liabilities		17	Accounts payable and accrued expenses			
		18	Grants payable			
		19	Deferred revenue			
		20	Loans from officers, directors, trustees, and other disqualified persons			
		21	Mortgages and other notes payable (attach schedule)			
		22	Other liabilities (describe ▶ See Statement 9)	1,664	9,480	
		23	**Total liabilities** (add lines 17 through 22)	1,664	9,480	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
		24	Unrestricted			
		25	Temporarily restricted			
		26	Permanently restricted			
			Foundations that do not follow SFAS 117, check here ▶ ☒ 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	2,433,492	2,433,492	
		29	Retained earnings, accumulated income, endowment, or other funds	-415,286	-403,864	
		30	**Total net assets or fund balances** (see instructions)	2,018,206	2,029,628	
		31	**Total liabilities and net assets/fund balances** (see instructions)	2,019,870	2,039,108	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	2,018,206
2	Enter amount from Part I, line 27a	2	17,269
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,035,475
5	Decreases not included in line 2 (itemize) ▶ See Statement 10	5	5,847
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,029,628

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED STATEMENTS			
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				207,664
b				
c				
d				
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				
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	207,664
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	

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	117,835	2,096,978	0.056193
2011	100,514	2,056,511	0.048876
2010	110,593	2,050,269	0.053941
2009	110,350	1,839,580	0.059987
2008	96,157	2,443,315	0.039355

2 **Total** of line 1, column (d)	2	0.258352
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	0.051670
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,414,793
5 Multiply line 4 by line 3	5	124,772
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,358
7 Add lines 5 and 6	7	127,130
8 Enter qualifying distributions from Part XII, line 4	8	219,993

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	2,358
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	2,358
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	2,358
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,600		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	2,600
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	242
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 242 Refunded ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ None			
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	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RIVERS ENTERPRISES, INC. Telephone no ▶ 843-723-9900
400 CALHOUN ST. SUITE 500
Located at ▶ CHARLESTON SC ZIP+4 ▶ 29403

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 |

		Line	Yes	No
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.

			Line	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?	☐ 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	1c		
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11				

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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,041,681
b	Average of monthly cash balances	1b	407,286
c	Fair market value of all other assets (see instructions)	1c	2,600
d	**Total** (add lines 1a, b, and c)	1d	2,451,567
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,451,567
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	36,774
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,414,793
6	**Minimum investment return.** Enter 5% of line 5	6	120,740

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	120,740
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 2,358		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,358
3	Distributable amount before adjustments Subtract line 2c from line 1	3	118,382
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	118,382
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	118,382

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	219,993
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	219,993
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	2,358
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	217,635

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					118,382
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				19,893	
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 219,993					
a Applied to 2012, but not more than line 2a				19,893	
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2013 distributable amount					118,382
e Remaining amount distributed out of corpus		81,718			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		81,718			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		81,718			
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	81,718				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

JOHN M. RIVERS, JR.
PO BOX 21050 CHARLESTON SC 29413

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

WRITTEN REQUEST

c Any submission deadlines

NONE

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

CHARLESTON, SC AREA AND CASHIERS, NC AREA

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 12				217,500
Total			▶ 3a	217,500
b Approved for future payment N/A				
Total			▶ 3b	

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	108	
4 Dividends and interest from securities			14	52,067	
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			18	1,043	
8 Gain or (loss) from sales of assets other than inventory					207,664
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)		0		53,218	207,664

13 **Total.** Add line 12, columns (b), (d), and (e) 13 260,882

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

DAA

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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 instructions)? ☐ Yes ☐ No

Signature of officer or trustee | Date 5/15/14 | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Edward H. Daniell, CPA	Edward H. Daniell, CPA	05/14/14	

Firm's name ▶ Edward H Daniell, CPA — PTIN P01357704

Firm's address ▶ 631 Saint Andrews Blvd Charleston, SC 29407 — Firm's EIN ▶ 57-1103236 — Phone no 843-573-9200

DAA

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1000 SH PROSHARES ULTRASHORT	1/24/13	5/20/13	Purchase $ 65,240	$ 64,775	$	$	$ 465
500 SH PROSHARES ULTRASHORT	4/05/13	5/20/13	Purchase 32,620	30,105			2,515
500 SH PROSHARES UNTRASHORT	4/26/13	5/20/13	Purchase 32,620	29,879			2,741
445 SH AIR PRODUCTS&CHEM	7/23/12	1/18/13	Purchase 39,073	35,533			3,540
400 SH APACHE CORP	4/20/12	1/28/13	Purchase 33,684	36,860			-3,176
230 SH APACHE CORP	5/23/12	1/28/13	Purchase 19,368	18,668			700
600 SH BAXTER INTERNTL INC	6/21/12	4/22/13	Purchase 38,171	30,964			7,207
500 SH JOHNSON CONTROLS INC	2/01/12	1/10/13	Purchase 15,715	16,065			-350
620 SH JOHNSON CONTROLS INC	4/03/12	1/10/13	Purchase 19,486	20,222			-736
1610 SH JOHNSON CONTROLS INC	7/20/12	1/10/13	Purchase 50,601	41,586			9,015
35 SH PAYCHEX INC	9/15/11	1/10/13	Purchase 1,117	938			179
800 SH PROCTER & GAMBLE CO	6/29/12	1/16/13	Purchase 54,991	48,792			6,199
55 SH PROCTER & GAMBLE CO	6/29/12	1/18/13	Purchase 3,844	3,355			489
50 SH SILVER WHEATON CORP	4/18/12	1/08/13	Purchase 1,761	1,486			275
70 SH BAXTER INTERNTL INC	6/21/12	1/29/13	Purchase 4,744	3,612			1,132
500 SH MARATHON OIL CORP	5/12/11	2/13/13	Purchase 17,469	15,290			2,179
18 SH CALL ORCL	3/20/13	1/02/13	Purchase 1,836	1,692			144

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
11 SH CALL EMR	4/24/13	3/05/13	Purchase $ 1,320	$ 825	$	$	$ 495
13 SH GOOGLE INC	6/06/06	4/04/13	Purchase 10,326	4,958			5,368
7 SH GOOGLE INC	8/15/06	4/04/13	Purchase 5,560	2,629			2,931
7 SH GOOGLE INC	9/19/06	4/04/13	Purchase 5,560	2,877			2,683
17 SH GOOGLE INC	1/08/07	4/04/13	Purchase 13,503	8,254			5,249
5 SH GOOGLE INC	2/08/08	4/04/13	Purchase 3,971	2,559			1,412
5 SH GOOGLE INC	6/17/08	4/04/13	Purchase 3,972	2,872			1,100
5 SH GOOGLE INC	7/22/08	4/04/13	Purchase 3,971	2,343			1,628
5 SH GOOGLE INC	9/26/08	4/04/13	Purchase 3,972	2,166			1,806
8 SH GOOGLE INC	12/02/08	4/04/13	Purchase 6,354	2,169			4,185
28 SH GOOGLE INC	12/23/10	4/04/13	Purchase 22,241	16,900			5,341
50 SH GOOGLE INC	1/20/12	4/04/13	Purchase 39,716	29,381			10,335
480 SH ALPS ALERIAN	3/28/11	4/24/13	Purchase 8,594	7,940			654
620 SH ALPS ALERIAN	4/03/12	4/24/13	Purchase 11,101	10,305			796
4 SH CALL BRCM	5/17/13	4/30/13	Purchase 452	608			-156
6 SH CALL BRCM	5/17/13	4/30/13	Purchase 678	918			-240
4 SH CALL OXY	5/22/13	4/24/13	Purchase 480	1,340			-860

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
2060 SH CONAGRA FOODS INC	5/09/12	5/13/13	Purchase	$ 72,862	$ 52,721	$	$	$ 20,141
3 SH CALL MCD	6/21/13	4/30/13	Purchase	501	177			324
18 SH CALL ORCL	6/21/13	5/16/13	Purchase	2,286	612			1,674
9 SH CALL UTX	7/01/13	2/26/13	Purchase	1,773	2,133			-360
16 SH CALL SWKS	7/10/13	3/05/13	Purchase	2,000	864			1,136
10 SH CALL BMY	7/19/13	5/23/13	Purchase	1,340	270			1,070
10 SH CALL BRCM	7/02/13	5/17/13	Purchase	1,950	480			1,470
16 SH CALL MRO	8/07/13	7/17/13	Purchase	2,384	1,306			1,078
4 SH CALL OXY	8/21/13	5/22/13	Purchase	1,900	258			1,642
7 SH CALL PEP	8/09/13	5/02/13	Purchase	1,148	1,281			-133
725 SH EMERSON ELEC CO	5/01/12	8/14/13	Purchase	42,702	36,179			6,523
375 SH EMERSON ELEC CO	7/27/12	8/14/13	Purchase	22,087	18,073			4,014
10 SH EMERSON ELEC CO	7/27/12	8/15/13	Purchase	609	482			127
700 SH MARATHON OIL CORP	9/21/11	8/01/71	Purchase	24,457	17,192			7,265
900 SH MARATHON OIL CORP	5/09/12	8/07/13	Purchase	31,444	23,106			8,338
700 SH PEPSICO INC	10/10/11	8/09/13	Purchase	59,142	43,138			16,004
880 SH SOUTHERN COMPANY	1/17/13	7/30/13	Purchase	39,943	37,787			2,156

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description								
Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
6 SH LLY	9/24/13	8/28/13	Purchase	$ 1,212	$ 1,265	$	$	$ -53
1000 SH BROADCOM CORP	1/30/13	9/12/13	Purchase	26,220	34,220			-8,000
1400 SH CENTURYLINK INC	3/15/12	9/12/13	Purchase	45,667	54,857			-9,190
695 SH ELI LILLY & CO	6/24/13	9/24/13	Purchase	36,449	34,289			2,160
5 SH CALL QCOM	10/08/13	7/19/13	Purchase	745	1,445			-700
9 SH CALL UTX	10/03/13	7/17/13	Purchase	1,683	2,187			-504
4 SH CALL OXY	10/10/13	8/26/13	Purchase	728	1,740			-1,012
395 SH MCDONALDS CORP	6/21/12	10/09/13	Purchase	36,912	34,736			2,176
65 SH QUALCOMM INC	6/17/08	10/08/13	Purchase	4,321	3,191			1,130
50 SH QUALCOMM INC	7/10/08	10/08/13	Purchase	3,324	2,392			932
175 SH QUALCOMM INC	7/31/08	10/08/13	Purchase	11,633	9,633			2,000
175 SH QUALCOMM INC	11/03/08	10/08/13	Purchase	11,633	6,624			5,009
100 SH QUALCOMM INC	4/02/09	10/08/13	Purchase	6,647	4,024			2,623
500 SH TORONTO DOMINION BANK	1/30/13	10/17/13	Purchase	44,935	41,530			3,405
700 SH UNITED TECHS CORP	6/29/12	10/02/13	Purchase	73,338	52,298			21,040
270 SH UNITED TECHS CORP	7/24/12	10/02/13	Purchase	28,287	19,351			8,936
.956 SH FEDERATED PRUDENT BEAR	8/28/12	10/16/13	Purchase	3	4			-1

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
14270 SH FEDERATED PRUDENT BEAR	8/28/12	10/16/13	Purchase	$ 41,240	$ 54,939	$	$	$ -13,699
17 SH CALL CHK	11/11/13	8/26/13	Purchase	2,244	748			1,496
1600 SH SKYWORKS SOLUTIONS INC	3/05/13	11/18/13	Purchase	41,199	33,132			8,067
550 SH BANK OF AMERICA	12/27/13	12/08/09	Purchase	8,590	8,527			63
100 SH BANK OF AMERICA	12/27/13	12/16/09	Purchase	1,562	1,536			26
200 SH BANK OF AMERICA	12/27/13	12/17/09	Purchase	3,124	3,046			78
1000 SH BANK OF AMERICA	12/27/13	12/13/10	Purchase	15,620	12,738			2,882
1000 SH BANK OF AMERICA	12/27/13	7/26/11	Purchase	15,620	10,340			5,280
19 SH CARDTRONICS INC	1/11/12	1/04/13	Purchase	449	506			-57
4 SH CARDTRONICS INC	1/11/12	1/07/13	Purchase	93	106			-13
18 SH COINSTAR INC	3/08/12	2/21/13	Purchase	964	1,120			-156
			Purchase					
6 SH COINSTAR INC	3/26/12	2/21/13	Purchase	322	380			-58
27 SH IRON MOUNTAIN INC	7/05/11	2/04/13	Purchase	923	933			-10
1 SH IRON MOUNTAIN INC	7/07/11	2/04/13	Purchase	34	35			-1
30 SH IRON MOUNTAIN INC	7/11/11	2/04/71	Purchase	1,025	1,053			-28
5 SH IRON MOUNTAIN INC	11/21/12	2/04/13	Purchase	171	165			6

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
14 SH IRON MOUNTAIN INC	1/10/13	2/04/13	Purchase	$ 478	$ 452	$	$	$ 26
29 SH PENN NATL GAMING CORP	6/13/12	2/06/13	Purchase	1,511	1,252			259
11 SH PENN NATL GAMING CORP	1/10/13	2/06/13	Purchase	573	550			23
22 SH SELECT MEDICAL HOLDINGS	7/17/12	2/22/13	Purchase	205	235			-30
39 SH SELECT MEDICAL HOLDINGS	7/18/12	2/22/13	Purchase	364	432			-68
22 SH SELECT MEDICAL HOLDINGS	1/10/13	2/22/13	Purchase	205	209			-4
25 SH TRACTOR SUPPLY CO	7/11/11	1/30/13	Purchase	2,336	1,736			600
8 SH TRACTOR SUPPLY CO	1/10/13	1/30/13	Purchase	748	743			5
1 SH ULTA SALON COSMETICS &	7/07/11	1/30/13	Purchase	98	67			31
17 SH ULTA SALON COSMETICS &	7/11/11	1/30/13	Purchase	1,658	1,105			553
6 SH ULTA SALON COSMETICS &	1/10/13	1/30/13	Purchase	585	555			30
26 SH MYRIAD GENETICS INC	7/17/12	2/27/13	Purchase	656	665			-9
9 SH MYRIAD GENETICS INC	1/10/13	2/27/13	Purchase	227	239			-12
80 SH SANDRIDGE ENERGY INC	7/05/11	2/27/13	Purchase	450	868			-418
92 SH SANDRIDGE ENERGY INC	7/11/11	2/27/13	Purchase	518	946			-428
54 SH SANDRIDGE ENERGY INC	1/10/13	2/27/13	Purchase	304	373			-69
65 SH WESTERN REFNG INC	8/03/11	4/12/13	Purchase	1,991	1,276			715

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
21 SH WESTERN REFNG INC	1/10/13	4/12/13	Purchase $ 643	$ 587	$	$	$ 56
23 SH COINSTAR INC	3/26/12	5/13/13	Purchase 1,259	1,456			-197
6 SH COINSTAR INC	1/10/13	5/13/13	Purchase 328	290			38
10 SH COINSTAR INC	1/10/13	5/14/13	Purchase 552	484			68
38 SH DICE HLDGS INC	7/05/11	5/22/13	Purchase 360	534			-174
45 SH DICE HLDGS INC	7/11/11	5/22/13	Purchase 426	630			-204
7 SH DICE HLDGS INC	1/10/13	5/22/13	Purchase 66	65			1
20 SH DICE HLDGS INC	1/10/13	5/23/13	Purchase 182	185			-3
36 SH VOLCANO CORP	7/05/11	5/13/13	Purchase 618	1,181			-563
3 SH VOLCANO CORP	7/07/11	5/13/13	Purchase 51	98			-47
9 SH VOLCANO CORP	7/11/11	5/13/13	Purchase 154	286			-132
31 SH VOLCANO CORP	7/11/11	5/14/13	Purchase 529	986			-457
27 SH VOLCANO CORP	1/10/13	5/14/13	Purchase 460	693			-233
34 SH EAGLE MATERIALS INC	7/17/12	7/08/13	Purchase 2,214	1,293			921
13 SH EAGLE MATERIALS INC	1/10/13	7/08/13	Purchase 846	835			11
37 SH LENDER PROCESSING SERV	12/06/11	7/03/13	Purchase 1,194	719			475
29 SH LENDER PROCESSING SERV	12/06/11	7/05/13	Purchase 930	564			366

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
22 SH LENDER PROCESSING SERV	1/10/13	7/05/13	Purchase	$ 705	$ 524	$	$	$ 181
90 SH HERTZ GLOBAL HOLDINGS	7/05/11	9/17/13	Purchase	2,456	1,455			1,001
2 SH HERTZ GLOBAL HOLDINGS	7/07/11	9/17/13	Purchase	54	33			21
106 SH HERTZ GLOBAL HOLDINGS	7/11/11	9/17/13	Purchase	2,892	1,645			1,247
67 SH HERTZ GLOBAL HOLDINGS	1/10/13	9/17/13	Purchase	1,828	1,171			657
13 SH PANERA BREAD CO	9/20/11	9/19/13	Purchase	2,210	1,539			671
5 SH PANERA BREAD CO	1/10/13	9/19/13	Purchase	850	826			24
16 SH PVH CORP	9/20/12	9/16/13	Purchase	1,989	1,479			510
5 SH PVH CORP	1/10/13	9/16/13	Purchase	621	588			33
22 SH DSW INC	6/13/12	10/22/13	Purchase	1,758	1,272			486
12 SH DSW INC	1/10/13	10/22/13	Purchase	959	786			173
55 SH JARDEN CORP	3/15/12	10/07/13	Purchase	2,671	1,450			1,221
21 SH JARDEN CORP	5/04/12	10/07/13	Purchase	1,020	572			448
29 SH JARDEN CORP	1/10/13	10/07/13	Purchase	1,408	1,041			367
10 SH ONYX PHARMACEUTICALS	7/17/12	10/08/13	Purchase	1,250	684			566
3 SH ONYX PHARMACEUTICALS	1/10/13	10/08/13	Purchase	375	252			123
14 SH ONYX PHARMACEUTICALS	1/28/13	10/08/13	Purchase	1,750	1,089			661

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
19 SH INCYTE CORPORATION			Purchase				
	7/05/11	11/22/13	$ 921	$ 367	$	$	$ 554
10 SH INCYTE CORPORATION			Purchase				
	7/11/11	11/22/13	485	195			290
17 SH RACKSPACE HOSTING INC			Purchase				
	7/11/11	11/22/13	651	730			-79
24 SH RACKSPACE HOSTING INC			Purchase				
	9/15/11	11/22/13	920	915			5
15 SH RACKSPACE HOSTING INC			Purchase				
	1/10/13	11/22/13	575	1,150			-575
49 SH SOLARWINDS INC			Purchase				
	8/31/11	11/18/13	1,602	1,241			361
17 SH SOLARWINDS INC			Purchase				
	1/10/13	11/18/13	556	954			-398
12 SH UNITED THERAPEUTICS CORP			Purchase				
	7/17/12	11/21/13	1,106	640			466
6 SH UNITED THERAPEUTICS CORP			Purchase				
	9/20/12	11/21/13	553	348			205
16 SH TOWERS WATSON & CO			Purchase				
	8/03/11	11/06/13	1,763	973			790
3 SH TOWERS WATSON & CO			Purchase				
	10/03/11	11/06/13	331	179			152
66 SH AKAMAI TECHNOLOGIES INC			Purchase				
	11/29/11	12/10/13	2,974	1,841			1,133
22 SH AKAMAI TECHNOLOGIES INC			Purchase				
	1/10/13	12/10/13	991	874			117
13 SH IXIA			Purchase				
	10/04/12	12/19/13	165	217			-52
23 SH IXIA			Purchase				
	10/04/12	12/20/13	292	385			-93
22 SH IXIA			Purchase				
	10/12/12	12/20/13	279	360			-81
5 SH IXIA			Purchase				
	10/15/12	12/20/13	63	82			-19

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
16 SH IXIA	1/10/13	12/20/13	Purchase	$ 203	$ 285	$	$	$ -82
9 SH IXIA	1/10/13	12/23/13	Purchase	115	160			-45
37 SH IXIA	1/30/13	12/23/13	Purchase	475	696			-221
13 SH IXIA	1/30/13	12/24/13	Purchase	169	245			-76
51 SH ILLUMINA INC	12/08/11	12/23/13	Purchase	5,465	1,482			3,983
14 SH ILLUMINA INC	12/08/11	12/24/13	Purchase	1,499	407			1,092
22 SH ILLUMINA INC	1/10/13	12/24/13	Purchase	2,356	1,179			1,177
112 SH JABIL CIRCUIT INC	3/08/12	12/10/13	Purchase	2,231	2,837			-606
38 SH JABIL CIRCUIT INC	1/10/13	12/10/13	Purchase	757	737			20
30 SH LKQ CORP	6/13/12	12/10/13	Purchase	1,020	532			488
24 SH LKQ CORP	6/14/12	12/10/13	Purchase	816	430			386
19 SH LKQ CORP	1/10/13	12/10/13	Purchase	646	439			207
18 SH PAREXEL INTRNL CORP	6/13/12	12/19/13	Purchase	757	494			263
10 SH PAREXEL INTRNL CORP	6/14/12	12/19/13	Purchase	421	279			142
18 SH PAREXEL INTRNL CORP	6/14/12	12/20/13	Purchase	764	501			263
10 SH PAREXEL INTRNL CORP	11/14/12	12/20/13	Purchase	425	305			120
14 SH GENOMIC HEALTH INC	7/18/12	12/27/13	Purchase	416	491			-75

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
5 SH GENOMINC HEALTH INC			Purchase				
	7/18/12	12/30/13	$ 145	$ 177	$	$	$ -32
5 SH GENOMIC HEALTH INC			Purchase				
	1/04/13	12/30/13	145	140			5
13 SH GENOMIC HEALTH INC			Purchase				
	1/07/13	12/30/13	377	365			12
6 SH GENOMIC HEALTH INC			Purchase				
	1/10/13	12/30/13	174	173			1
8 SH GENOMIC HEALTH INC			Purchase				
	1/10/13	12/31/13	233	231			2
1000 SH IROBOT CORP			Purchase				
	1/24/13	4/25/13	28,459	22,676			5,783
CAPITAL GAIN DISTRIBUTIONS			Purchase				
			1,020				1,020
Total			$ 1,461,386	$ 1,253,722	$ 0	$ 0	$ 207,664

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
SEC LITIGATION SETTLEMENT	$ 1,043	$ 1,043	$
Total	$ 1,043	$ 1,043	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Legal Fees	$ 578	$ 520	$	$ 58
Total	$ 578	$ 520	$ 0	$ 58

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	$ 3,000	$ 2,700	$	$ 300
Total	$ 3,000	$ 2,700	$ 0	$ 300

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MGT FEES	$ 21,116	$ 19,004	$	$ 2,112
Total	$ 21,116	$ 19,004	$ 0	$ 2,112

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL INCOME TAX	$ 2,515	$ 2,515	$	$
Total	$ 2,515	$ 2,515	$ 0	$ 0

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
MISCELLANEOUS EXPENSES	230	207		23
LIFE INSURANCE PREMIUM	129	129		
Total	$ 359	$ 336	$ 0	$ 23

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AFFILIATED MANAGERS GRP	$ 1,223	$ 2,637	Cost	$ 4,771
AFLAC INC			Cost	
AKAMAI TECHNOLOGIES INC	1,841		Cost	
ALBEMARLE CORP	2,088	2,729	Cost	2,536
ALPS ALERIAN MLP EFT	36,530	18,284	Cost	19,569
APPLE COMPUTER INC	80,217	184,539	Cost	196,357
AUTOLIV INC	2,627	3,549	Cost	5,233
AUTONATION INC	1,920	2,598	Cost	3,280
BANK OF AMERICA CORP	36,187		Cost	
BANK OF SC	28,410	28,407	Cost	167,241
CBRE GROUP INC	3,396	4,303	Cost	4,813
CHEVRON CORP	21,827	21,827	Cost	36,224
CULLEN FRST BKRS PV	1,868	2,548	Cost	3,349
DICE HOLDGS INC	1,164			
ENTEGRIS INC MINNESOTA	1,584	2,055	Cost	2,457
EXPEDIA INC	2,199	3,767	Cost	6,478
GOOGLE INC	77,110			
HEARTLAND PMT SYS INC	1,221	1,820	Cost	3,888
HELMERICH PAYNE INC	2,211	2,795	Cost	3,615
HERTZ GLOBAL HOLDINGS	3,133			
IAC INTERACTIVECORP	2,880	4,026	Cost	6,659
ILLUMINA INC	1,889			
INCYTE CORPORATION	815	515	Cost	1,367
INFORMATICA CORP	1,780	2,907	Cost	2,739

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INTL BUSINESS MACHINES	$ 16,305	$ 35,399	Cost	$ 37,514
IRON MOUNTAIN INC	2,187			
KAPSTONE PAPR AND PCKG	691	1,357	Cost	3,798
LENDER PROCESSING SERV-INC	1,283			
MARATHON OIL CORP	55,588			
MERCADOLIBRE INC	2,515	3,547	Cost	5,066
MICROSOFT CORP	53,846	102,926	Cost	130,935
NORDSON CORP	2,091	2,866	Cost	3,641
NXP SEMICONDUCTORS N.V.	1,831	2,470	Cost	4,317
ORACLE CORP	51,168	51,168	Cost	69,633
PANERA BREAD CO CL A	1,539			
PAYCHEX INC	938	35,630	Cost	50,083
PEPSICO INC	43,138			
PETSMART INC	2,331	3,510	Cost	4,947
QUALCOMM INC	25,865			
RACKSPACE HOSTING INC	1,645			
SANDRIDGE ENERGY INC	1,814			
SIGNET JEWELERS LTD	2,641	3,827	Cost	6,453
SILGAN HLDGS INC	2,173	2,972	Cost	3,457
SOLARWINDS INC	1,241			
TIBCO SOFTWARE INC	2,886	3,725	Cost	3,350
TOWERS WATSON & CO CL A	2,699	2,405	Cost	5,232
TRACTOR SUPPLY CO	1,736			
ULTA SALON COSMETICS & FRAGRAN.	1,173			
UNITED RENTALS INC	1,411	2,850	Cost	6,782
VOLCANO CORP	2,552			
WABTEC	1,517	2,823	Cost	5,496
WESTERN REFNG INC	1,276			
WYNDHAM WORLDWIDE INC	1,217	2,004	Cost	4,053
XL GROUP PLC SHS	1,715	3,051	Cost	4,076
AIR PRODUCTS&CHEM	35,533			
APACHE CORP	55,529			
BAXTER INTERNTL INC	34,576	39,546	Cost	41,730
BRISTOL-MYERS SQUIBB CO	32,456	32,456	Cost	53,150
CENTURYLINK INC	54,857			
CONAGRA FOODS INC	52,721	36,960	Cost	40,440
EMERSON ELEC CO	54,734			

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INTEL CORP	$ 63,494	$ 57,677	Cost	$ 76,048
JOHNSON CONTROLS INC	77,874			
MCDONALDS CORP	34,736			
PPL CORPORATION	52,181	52,181	Cost	56,268
PROCTOR & GAMBLE CO	52,146			
SILVER WHEATON CORP	1,486			
UNITED TECH CORP	71,649			
FEDERATED PRUDENT BEAR FD	54,943			
MAINSTAY MARKETFIELD FD	87,967	87,967	Cost	108,683
ALLIANCE DATA SYS CORP	2,491	3,569	Cost	7,099
CARDTRONICS INC	613			
COINSTAR INC	2,956			
DILLARDS INC	1,434	1,990	Cost	2,527
DOLBY LABORATORIES INC	2,079	2,648	Cost	2,776
DSW INC	1,272			
EAGLE MATERIALS INC	1,293			
ENERSYS	1,008	1,394	Cost	2,734
F E I COMPANY	1,343	1,917	Cost	3,574
FLEETCOR TECHNOLOGIES INC	1,376	2,052	Cost	5,390
GARTNER INC	2,237	3,126	Cost	4,831
GENOMIC HEALTH INC	668			
HANGER INC	662	924	Cost	1,338
IXIA	1,044			
JABIL CIRCUIT INC	2,864			
JANUS CAPITAL GROUP INC	1,426	1,895	Cost	2,709
JARDEN CORP	2,036			
LKQ CORP	962			
MYRIAD GENETICS UBC	665			
ONYX PHARMACEUTICALS	684			
PAREXEL INTRL CORP	2,189	1,545	Cost	2,214
PENN NATL GAMING CORP	1,252			
POLARIS INDUSTRIES	2,001	2,878	Cost	5,826
PVH CORP	1,479			
ROBERTHALF INTL INC	1,301	4,524	Cost	5,501
SALLY BEAUTY HLDGS INC	971	1,282	Cost	1,481
SELECT MEDICAL HOLDINGS	667			
TOTAL SYS SVCS INC	2,583	3,946	Cost	5,591

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
UNITED THERAPEUTICS CORP	$ 1,395	$ 882	Cost	$ 1,809
UNIVERSAL HEALTH SVCS	1,971	2,835	Cost	5,282
VALMONT INDUSTIRES	1,820	3,000	Cost	3,430
WILLIAMS SONOMA INC	1,463	3,087	Cost	4,080
FREEPORT MCMORAN COPPER		23,900	Cost	30,192
NEWMONT MINING CORP		17,263	Cost	11,515
CHESAPEAK ENERGY OKLA		33,472	Cost	46,138
COCA COLA CO		37,859	Cost	41,310
DEERE & CO		41,447	Cost	45,665
EMC CORP-MASS		34,650	Cost	35,210
EXXON MOBIL CORP		34,397	Cost	38,962
FORD MOTOR CO		38,581	Cost	38,575
GENERAL ELECTRIC CO		38,073	Cost	50,174
GLAXOSMITHKLINE PLC		37,780	Cost	45,915
KRAFT FOODS INC		37,932	Cost	37,737
LATEF FUND		157,575	Cost	162,024
OCCIDENTAL PETE CORP		31,185	Cost	38,040
RELYPSA INC		39,861	Cost	40,000
RS GLOBAL NATURAL FUND CL Y		8,552	Cost	7,709
SIMON PROPERTY GROUP		35,714	Cost	36,518
SPDR BARCLAY CAPITAL HIGH Y		41,934	Cost	43,572
SPECTRA ENERGY CORP		37,908	Cost	48,978
TORONTO DOMINION BANK		30,027	Cost	36,282
WELLS FARGO & CO		34,935	Cost	45,400
AKORN INCORP LA		2,635	Cost	2,610
AOL INC		3,304	Cost	4,149
B/E AEROSPACE INC		2,970	Cost	3,829
CARRIZO OIL & GAS		3,239	Cost	3,626
CIENA CORP		2,066	Cost	2,154
DANA HOLDING CORP		3,117	Cost	2,668
EVERCOR PARTNERS INC		2,113	Cost	3,168
F5 NETWORKS INC		2,645	Cost	2,908
FINISAR CORPORATION		2,061	Cost	2,105
FIRST REP BK SAN FRNCISCO CALIF		3,302	Cost	4,397
GENTEX CORP		2,623	Cost	2,935
GNC HOLDINGS INC		4,545	Cost	4,676

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
INTERACTIVE BROKERS GROUP INC	$	$ 1,280	Cost	$ 1,436
INTERNATIONAL GAME TECHNOLOGIES		3,398	Cost	3,414
INTERXION HOLDING NV		1,585	Cost	1,605
ISIS PHARMACEUTICALS INC		3,441	Cost	3,426
JAZZ PHARMACEUTICALS		2,397	Cost	4,176
KERYX BIOPHARMACEUTICAL		1,314	Cost	1,334
MANHATTAN ASSOCS INC		1,290	Cost	1,410
MARKETTAXESS HOLDINGS INC		1,248	Cost	1,272
MEDIVATION INC		1,947	Cost	1,915
MOMENTA PHARMA INC		1,379	Cost	1,379
NEUSTAR INC		2,604	Cost	2,643
OLD DOMINION FGHT LINES		2,603	Cost	2,757
ROVI CORP		2,275	Cost	1,871
SALIX PHARMACEUTICALS LTD		2,247	Cost	3,058
VISTEON CORP		3,871	Cost	4,258
WHITING PETROLEUM CORP		3,209	Cost	4,083
WISDOMTREE INVESTMENTS INC		2,728	Cost	2,763
WUXI PHARMATECH CAYMAN		2,789	Cost	3,493
Total	$ 1,468,219	$ 1,771,387		$ 2,229,354

Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
UNEXPIRED CALL OPTIONS	$ 1,664	$ 9,480
Total	$ 1,664	$ 9,480

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
ADJ INTEL COST BASIS	$ 5,817
ADJ CURRENTG/L	30
Total	$ 5,847

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOHN M. RIVERS, JR. 40 CALHOUN STREET, SUITE 500 CHARLESTON SC 29413	PRESIDENT/DI	0.00	0	0	0
J. RUTLEDGE YOUNG, JR. 28 BROAD STREET CHARLESTON SC 29401	VICE PRESIDE	0.00	0	0	0
A. BARON HOLMES, IV 216 TURKEY POINTE CIRCLE COLUMBIA SC 29223	SECRETARY/DI	0.00	0	0	0
T. HEYWARD CARTER, JR PO BOX 369 CHARLESTON SC 29402	ASSISTANT SE	0.00	0	0	0
EDWARD H. DANIELL 631 ST ANDREWS BLVD CHARLESTON SC 29407	TREASURER/DI	0.00	0	0	0
THOMAS WARING 40 CALHOUN STREET, SUITE 300 CHARLESTON SC 29401	DIRECTOR	0.00	0	0	0
ANNE T. POPE 68 MONTAGU STREET CHARLESTON SC 29401	DIRECTOR	0.00	0	0	0
DAVID H. MAYBANK 40 CALHOUN STREET, SUITE 300 CHARLESTON SC 29401	DIRECTOR	0.00	0	0	0
KAREN PHILLIPS 40 CALHOUN STREET, SUITE 300 CHARLESTON SC 29401	DIRECTOR	0.00	0	0	0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
WRITTEN REQUEST

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
CHARLESTON, SC AREA AND CASHIERS, NC AREA

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ASHLEY HALL SCHOOL CHARLESTON SC 29403	172 RUTLEDGE AVENUE		LIBRARYENDOWMENTLANEEVENTMINORITYSCH	25,000
CHOATE ROSEMARY HALL SCHOOL WALLINGFORD CT 06492	333 CHRISTIAN STREET		RIVERSENDOWEDSCHOLARSHIP	12,500
CHURCH OF GOOD SHEPHERD CASHIERS NC 28787	PO BOX 32		HONOROFMARTHACAROLINEMINOTTRIVERS	5,000
COASTAL CONSERVATION LEAGUE CHARLESTON SC 29403	90 ALEXANDER STREET		GENERALFUND	1,000
COLLEGE OF CHARLESTON FOUNDATION CHARLESTON SC 29424-0001	66 GEORGE STREET		PURCHASEOFMCKENZIEBOOKS	2,500
ASHLEY HALL SCHOOL CHARLESTON SC 29403	172 RUTLEDGE AVENUE		INTERNAT HOUSE CENTENNIAL CAMPAIGN	100,000
CHARLESTON DAY SCHOOL CHARLESTON SC 29401	15 ARCHDALE STREET		75TH ANNIVERSARY CAPITAL CAMPAIGN	1,000
CHARLESTON SYMPHONY ORCHESTRA CHARLESTON SC 29407	756 ST ANDREWS BLVD		GENERAL FUND MEMORY JOHN MAYBANK	1,000
COLLEGE OF CHARLESTON SCHOOL OF ART CHARLESTON SC 29424	66 GEORGE STREET		MONDAY NIGHT CONCERT SERIES	1,000
COLLEGE OF CHARLESTON WOMENS TENNIS CHARLESON SC 29424	66 GEORGE STREET		RECRUITING BUDGET	5,000
COLLEGE OF CHARLESTON WOMENS GOLF CHARLESTON SC 29401	103 CALHOUN STREET		DRIVE FOR CHAMPIONSHIPS	1,000
COLLEGE OF CHAS WOMENS BASKETBALL CHARLESTON SC 29424	66 GEORGE STREET		GENERAL FUND	7,500
COLLEGE OF CHAS MENS BASKETBALL CHARLESTON SC 29424	66 GEORGE STREET		GENERAL FUND	5,000
COLLEGE OF CHAS FD FOR ATHLETICS CHARLESTON SC 29424	66 GEORGE STREET		CHALLENGE GRANT 2 TO 1	15,000
CHARLESTON COUNTY LIBRARY CHARLESTON SC 29401	68 CALHOUN STREET		CHARLESTON TELLS STORYTELLING FESTIV	1,500
CRISIS MINISTRIES CHARLESTON SC 29413	PO BOX 20038		HONOR LARRY BURTSCHY	1,000
GIBBES MUSEUM OF ART CHARLESTON SC 29401	135 MEETING STREET		SUPPORT OF DECORATIVE ARTS	1,000

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship / Status	Purpose	Amount
HISTORIC CHARLESTON FOUNDATION CHARLESTON SC 29401	40 EAST BAY STREET	DECORATIVE & FINE ARTS GALLERY EXHIB	1,000
LOWCOUNTRY OPEN LAND TRUST CHARLESTON SC 29401	485 EAST BAY STREET	HONOR RUTLEDGE YOUNG	1,000
MUSC E CARWILE LEROY MD FELLOWSHIP CHARLESTON SC 29425-6230	96 JONATHAN LUCAS STREET	DIVISION RHEUMATOLOGY MATCHING GRANT	2,000
ST PHILIPS CHURCH CHARLESTON SC 29401	142 CHURCH STREET	RECTORS DISCRETIONARY FUND	500
SC AQUARIUM CHARLESTON SC 29401	100 AQUARIUM WHARF	HONOR DR TED STERN/HILTON SMITH	1,000
SPOLETO FESTIVAL USA CHARLESTON SC 29401	14 GEORGE STREET	ANNUAL OPERATING BUDGET	10,000
TRIDENT TECHNICAL COLLEGE FOUNDATIO CHARLESTON SC 29419-1227	PO BOX 61227	SCHOLARSHIP DR MARY THORNLEY AWARD	5,000
TRIDENT UNITED WAY NORTH CHARLESTON SC 29406	6296 RIVERS AVENUE	ANNUAL COMMUNITY CAMPAIGN	10,000
ENOUGH PIE CHARLESTON SC 29405	1600 MEETING STREET	HONOR KATE & KINDSAY NEVIN	1,000
Total			217,500