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

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

| | | |
|--|--|--|
| Name of foundation FIRST CITIZENS FOUNDATION, INC ATTN: LISA MENDENALL | | A Employer identification number 57-1108547 |
| Number and street (or P O box number if mail is not delivered to street address) 1230 MAIN STREET | Room/suite | B Telephone number 803-931-1320 |
| City or town, state or province, country, and ZIP or foreign postal code COLUMBIA, SC 29201 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 11,623,663. | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 751. | 751. | | |
| | 4 Dividends and interest from securities | 699,011. | 699,011. | | Statement 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 72,504. | | | |
| | b Gross sales price for all assets on line 6a | 2,263,271. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 72,504. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications Gross sales less returns and allowances | | | | |
| | 10a Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total. Add lines 1 through 11 | 772,266. | 772,266. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees | | | | |
| | c Other professional fees Stmt 2 | 59. | 59. | | 0. |
| | 17 Interest Stmt 3 | 16,335. | 0. | | 0. |
| | 18 Taxes | | | | |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses Stmt 4 | 116. | 0. | | 0. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 16,510. | 59. | | 0. |
| | 25 Contributions, gifts, grants paid | 473,666. | | | 473,666. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 490,176. | 59. | | 473,666. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 282,090. | | | | |
| b Net investment income (if negative, enter -0-) | | 772,207. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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FIRST CITIZENS FOUNDATION, INC

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | Beginning of year | End of year | |
|------------------------------------|---|---|-------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | 1,648,257. | 1,025,336. | 1,025,336. |
| | 2 | Savings and temporary cash investments | | | | |
| | 3 | Accounts receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | | |
| | 7 | Other notes and loans receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments - U.S. and state government obligations | | | | |
| | b | Investments - corporate stock Stmt 5 | 6,036,637. | 5,680,006. | 5,709,186. | |
| | c | Investments - corporate bonds Stmt 6 | 3,461,513. | 4,728,660. | 4,771,743. | |
| | 11 | Investments - land, buildings, and equipment: basis ▶ | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other | | | | | |
| 14 | Land, buildings, and equipment, basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| 15 | Other assets (describe ▶ Statement 7) | 123,003. | 117,398. | 117,398. | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1) | 11,269,410. | 11,551,400. | 11,623,663. | | |
| 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 | | | | |
| | 22 | Other liabilities (describe ▶ Statement 8) | -4,309. | -4,409. | | |
| 23 | Total liabilities (add lines 17 through 22) | -4,309. | -4,409. | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | 10,884,300. | 11,273,719. | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 389,419. | 282,090. | | |
| 30 | Total net assets or fund balances | 11,273,719. | 11,555,809. | | | |
| 31 | Total liabilities and net assets/fund balances | 11,269,410. | 11,551,400. | | | |

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) | 11,273,719. |
| 2 | Enter amount from Part I, line 27a | 282,090. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 0. |
| 4 | Add lines 1, 2, and 3 | 11,555,809. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 11,555,809. |

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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 JP Morgan Chase Cap XVI | P | 08/24/06 | 05/08/13 |
| b JP Morgan Chase Cap XIV | P | 06/16/06 | 05/08/13 |
| c Astoria Cap Tr I | P | 06/12/02 | 05/10/13 |
| d NewBridge Bancorp | P | 04/26/13 | 06/03/13 |
| e Ocean Shore Cap I Trust | P | 03/03/04 | 09/04/13 |

| (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 503,600. | | 498,869. | 4,731. |
| b 535,400. | | 498,823. | 36,577. |
| c 517,065. | | 500,000. | 17,065. |
| d 509,000. | | 499,075. | 9,925. |
| e 198,206. | | 194,000. | 4,206. |

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 | | | 4,731. |
| b | | | 36,577. |
| c | | | 17,065. |
| d | | | 9,925. |
| e | | | 4,206. |

| | | |
|--|---|---------|
| 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 | 72,504. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): { If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 } | 3 | N/A |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2012 | 513,495. | 10,361,629. | .049557 |
| 2011 | 661,801. | 10,827,527. | .061122 |
| 2010 | 624,499. | 10,544,900. | .059223 |
| 2009 | 725,629. | 9,858,697. | .073603 |
| 2008 | 779,896. | 9,598,834. | .081249 |

| | | |
|---|---|-------------|
| 2 Total of line 1, column (d) | 2 | .324754 |
| 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 | .064951 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 11,338,532. |
| 5 Multiply line 4 by line 3 | 5 | 736,449. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 7,722. |
| 7 Add lines 5 and 6 | 7 | 744,171. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | 8 | 473,666. |

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

| | | | |
|--|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 15,444. |
| 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 | 15,444. |
| 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 | 15,444. |
| 6 Credits/Payments: | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 14,000. | |
| 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 | 14,000. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 337. | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 1,781. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> SC | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A | 13 | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 14 | The books are in care of ▶ LISA A MENDENALL Telephone no. ▶ 803-931-1320 Located at ▶ 1230 MAIN STREET, COLUMBIA, SC ZIP+4 ▶ 29201 | | | |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | 16 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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

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

| | | Yes | No |
|-----|--|-----|-------------------------------------|
| 1a | During the year did the foundation (either directly or indirectly): | | |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1b | <input checked="" type="checkbox"/> |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 1c | <input checked="" type="checkbox"/> |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____ | | |
| 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. ▶ _____, _____, _____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | <input checked="" type="checkbox"/> |
| 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 | <input checked="" type="checkbox"/> |

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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.

| (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). 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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| 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**

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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FIRST CITIZENS FOUNDATION, INC
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Part X

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

| | | | |
|---|---|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 10,062,387. |
| b | Average of monthly cash balances | 1b | 1,448,813. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 11,511,200. |
| 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 | 11,511,200. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 172,668. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 11,338,532. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 566,927. |

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 | 566,927. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 15,444. |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 15,444. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 551,483. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 551,483. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 551,483. |

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 | 473,666. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 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 | 473,666. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 473,666. |

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.

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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 | | | | 551,483. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | 310,378. | | | |
| b From 2009 | 259,850. | | | |
| c From 2010 | 126,527. | | | |
| d From 2011 | 149,578. | | | |
| e From 2012 | 15,475. | | | |
| f Total of lines 3a through e | 861,808. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ | 473,666. | | | |
| a Applied to 2012, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 473,666. |
| 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)) | 77,817. | | | 77,817. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 783,991. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 | 232,561. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 551,430. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | 259,850. | | | |
| b Excess from 2010 | 126,527. | | | |
| c Excess from 2011 | 149,578. | | | |
| d Excess from 2012 | 15,475. | | | |
| e Excess from 2013 | | | | |

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

N/A

1 a 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(1)(3) or 4942(1)(5)

2 a 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))

None

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 address of the person to whom applications should be addressed:

PETER BRISTOW, 803-733-2020
1230 MAIN STREET, COLUMBIA, SC 29201

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

REQUEST FOR GRANT FORM TO BE COMPLETED

c Any submission deadlines:

NO RESTRICTIONS

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

N/A

FIRST CITIZENS FOUNDATION, INC

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

| Recipient | 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 |
|---|---|--------------------------------|--|----------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| Spoletto Festival USA 14 George St. Charleston, SC 29401-1524 | NONE | Public Charity | Funding for Handspring Puppet Co production of A Midsummer Night's Dream | 35,000. |
| Charleston Stage Company Inc PO Box 356 Charleston, SC 29402 | NONE | Public Charity | Support educational components of play "A Woman Called Truth" | 10,000. |
| SC Governors School for Science & Mathematics 401 Railroad Ave Hartsville, SC 29550 | NONE | Public Charity | Provide funding for educational programs & support Townes event | 11,000. |
| City of Lancaster Performing Arts 201 W Gay St Lancaster, SC 29720 | NONE | Public Charity | Funding to enrich lives of visitors and residents in the arts | 2,000. |
| Orange Grove Elementary Charter School 1225 Orange Branch Rd Charleston, SC 29407 | NONE | Public Charity | Funding to assist with the school's technology upgrade | 5,000. |
| Total | See continuation sheet(s) ▶ 3a | | | 473,666. |
| b Approved for future payment | | | | |
| None | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | ▶ 3b | | | 0. |

FIRST CITIZENS FOUNDATION, INC
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Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|--|--|--------------------------------------|--|-----------------|
| 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 |
| Hilton Head Regional Habitat for Humanity 21 Brendan Ln Bluffton, SC 29910 | NONE | Public Charity | Provide funding for capital project - The Road Home - infrastructure development for | 5,000. |
| Columbia Urban League 1400 Barnwell St Columbia, SC 29201 | NONE | Public Charity | Funding to support underserved Middle School students - Stem Project | 5,000. |
| Claflin College 400 Magnolia St Orangeburg, SC 29115 | NONE | Public Charity | Funding for scholarships for low to moderate income levels | 25,000. |
| Orangeburg-Calhoun Regional Hospital Foundation 3000 St Matthews Rd Orangeburg, SC 29118 | NONE | Public Charity | Capital funding to expand Filmore Center for cancer care | 12,500. |
| Lancaster County Educational Foundation PO Box 889 Lancaster, SC 29721-0889 | NONE | Public Charity | Provide funding for construction campaign for classrooms | 20,000. |
| Children's Museum of the Upstate Inc 500 College Street Greenville, SC 29601 | NONE | Public Charity | Provide funding for the Learning Center | 10,000. |
| Columbia Museum of Art PO Box 2068 Columbia, SC 29202 | NONE | Public Charity | Support educational exhibition for Mark Rothko | 20,000. |
| Chesterfield County Economic Development Alliance PO Box 192, 105 Green Street Chesterfield, SC 29709 | NONE | Public Charity | Support economic development for Chesterfield County | 5,000. |
| Governor's School for the Arts Foundation PO Box 8458 Greenville, SC 29604 | NONE | Public Charity | Support art enrichment for high school artists in SC | 10,000. |
| Low Country Local First 1345 Avenue G #AA Charleston, SC 29405 | NONE | Public Charity | Support services, environment, & advocacy for local businesses | 5,000. |
| Total from continuation sheets | | | | 410,666. |

FIRST CITIZENS FOUNDATION, INC
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Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|---|--|--------------------------------------|---|---------|
| 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 |
| Trident Technical College Foundation Inc PO Box 61227 Charleston, SC 29419 | NONE | Public Charity | Support virtual desktop infrastructure and scholarship programs | 6,000. |
| American Red Cross Low Country Chapter 8085 Rivers Ave, Suite F North Charleston, SC 29406 | NONE | Public Charity | Support emergency preparation and critical needs | 7,500. |
| South Carolina Regional Development Alliance 1750 Jackson Street, Suite 100 Barnwell, SC 29812 | NONE | Public Charity | Funding to promote infrastructure and capital development in the region | 5,000. |
| Arts Council of York County 121 E Main St Rock Hill, SC 29730 | NONE | Public Charity | Funding to promote culture, diversity, and economic development | 2,500. |
| Community Foundation of Greenville 630 E Washington St Greenville, SC 29601 | NONE | Public Charity | Support for the Clement's Kindness Fund for the Children Project | 5,000. |
| Tri Development Center of Aiken County Inc PO Box 698 Aiken, SC 29802-0698 | NONE | Public Charity | Funding for wheel chair accessible vans for community activities | 5,000. |
| The Leukemia & Lymphoma Society (GA Chapter) 3715 Northside Parkway, Bldg 4, Suite 300 Atlanta, GA 30327 | NONE | Public Charity | Support for education services in GA and for cancer research | 5,000. |
| Navigating From Good to Great Foundation 930 Richland Street Columbia, SC 29202 | NONE | Public Charity | Funding to transition the Midlands from good to great over next five years | 10,000. |
| Central Carolina Economic Development Alliance 1201 Main St #100 Columbia, SC 29201 | NONE | Public Charity | Funding to provide operational support | 20,000. |
| Fernbank Inc DBA Fernbank Museum of Natural History 767 Clifton Rd NE Atlanta, GA 30307 | NONE | Public Charity | Funding to protect and preserve the Fernbank Forest | 5,000. |
| Total from continuation sheets | | | | |

FIRST CITIZENS FOUNDATION, INC
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Part XV Supplementary Information

| 3 Grants and Contributions Paid During the Year (Continuation) | | | | |
|--|--|--------------------------------------|---|---------|
| 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 |
| Fernbank Inc DBA Fernbank Museum of Natural History 767 Clifton Rd NE Atlanta, GA 30307 | NONE | Public Charity | Funding for science education for underserved students | 5,000. |
| Hub City Writers Project 186 West Main St Spartanburg, SC 29306 | NONE | Public Charity | Funding for programming at the bookshop and community events | 5,000. |
| Armstrong Atlantic State University Foundation Inc 11935 Abercorn Street Savannah, GA 31419 | NONE | Public Charity | Provide scholarships for low income participants | 1,666. |
| Southern Wesleyan University Inc PO Box 1020 Central, SC 29630 | NONE | Public Charity | Provide funding for scholarship program | 10,000. |
| Charleston Day School 15 Archdale Street Charleston, SC 29401 | NONE | Public Charity | Support capital campaign for new construction | 25,000. |
| Midlands Technical College Foundation PO Box 2408 Columbia, SC 29202 | NONE | Public Charity | Provide funding for grants to needy college students | 10,000. |
| McLeod Health Foundation PO Box 100551 Florence, SC 29502 | NONE | Public Charity | Provide funding for capital campaign - One Vision One Future | 5,000. |
| Community Foundation of the LowCountry PO Box 23019 Hilton Head Island, SC 29925 | NONE | Public Charity | Provide funding for innovative teacher mini grants | 5,000. |
| Wake Forest University PO Box 7227 Winston-Salem, NC 27109 | NONE | Public Charity | Support capital campaign for new classrooms | 15,000. |
| Greenwood Genetic Center 113 Gregor Menddel Circle Greenwood, SC 29646 | NONE | Public Charity | Provide funding for DNA sequence for birth defects/genetic disorders | 8,000. |
| Total from continuation sheets | | | | |

FIRST CITIZENS FOUNDATION, INC
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|--|--|--------------------------------------|---|---------|
| HomeWorks of SC Inc PO Box 102 Irmo, SC 29063 | NONE | Public Charity | Provide home repair for the elderly and disadvantaged in SC | 5,000. |
| Palmetto Health Foundation 1600 Marion St Columbia, SC 29201 | NONE | Public Charity | Support programs and service for Palmetto Health Breast Center | 2,500. |
| Foundation for a Greater Greenwood 109 Court Avenue West Greenwood, SC 29646 | NONE | Public Charity | Support economic and community development for Greenwood | 5,000. |
| The Urban League of the Upstate Inc 15 Regency Hill Drive Greenville, SC 29607 | NONE | Public Charity | Support ELS program for low and moderate income families | 5,000. |
| Columbia College 1301 Columbia College Drive Columbia, SC 29203 | NONE | Public Charity | Funding for student scholarships for low to moderate income families | 20,000. |
| Providence Hospitals Development Foundation 2749 Laurel Street Columbia, SC 29204 | NONE | Public Charity | Funding for Breakthrough Technology for cardiac care | 10,000. |
| The Salvation Army PO Box 921 Augusta, GA 30903 | NONE | Public Charity | Support scholarships for low-income families and seniors | 10,000. |
| Chester Development Foundation PO Box 256 Chester, SC 29706 | NONE | Public Charity | Capital Funding to complete upfit of conference center | 30,000. |
| Spoletto Festival USA 14 George St. Charleston, SC 29401-1524 | NONE | Public Charity | Sponsor fesitval production of A Midsummer Nights Dream | 35,000. |
| Mental Health America of SC 1823 Gadsden St Columbia, SC 29201 | NONE | Public Charity | Funding for the Sensory Modulation Program | 5,000. |
| Total from continuation sheets | | | | |

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3 Grants and Contributions Paid During the Year (Continuation)Total from continuation sheets

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Hilton Head Regional Habitat for Humanity

Provide funding for capital project - The Road Home - infrastructure
development for families with low to median income

| | | | |
|-------------|--|-----------|---|
| Form 990-PF | Dividends and Interest from Securities | Statement | 1 |
|-------------|--|-----------|---|

| Source | Gross Amount | Capital Gains Dividends | (a) Revenue Per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|------------------------------|--------------|-------------------------|--------------------------|------------------------------|----------------------------|
| ACCRETION OF DISCOUNT | 23,665. | 0. | 23,665. | 23,665. | |
| AMORTIZATION OF PREMIUM | -24,222. | 0. | -24,222. | -24,222. | |
| INTEREST AND DIVIDEND INCOME | 699,568. | 0. | 699,568. | 699,568. | |
| To Part I, line 4 | 699,011. | 0. | 699,011. | 699,011. | |

| | | | |
|-------------|-------------------------|-----------|---|
| Form 990-PF | Other Professional Fees | Statement | 2 |
|-------------|-------------------------|-----------|---|

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|------------------------------|---------------------------|------------------------------|----------------------------|----------------------------|
| BROKER FEES | 59. | 59. | | 0. |
| To Form 990-PF, Pg 1, ln 16c | 59. | 59. | | 0. |

| | | | |
|-------------|-------|-----------|---|
| Form 990-PF | Taxes | Statement | 3 |
|-------------|-------|-----------|---|

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------------------|---------------------------|------------------------------|----------------------------|----------------------------|
| INCOME TAX EXPENSE | 16,335. | 0. | | 0. |
| To Form 990-PF, Pg 1, ln 18 | 16,335. | 0. | | 0. |

| Form 990-PF | Other Expenses | | | Statement | 4 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| MISCELLANEOUS FEES | 116. | 0. | | 0. | |
| To Form 990-PF, Pg 1, ln 23 | 116. | 0. | | 0. | |

| Form 990-PF | Corporate Stock | | Statement | 5 |
|---|-----------------|----------------------|-----------|---|
| Description | Book Value | Fair Market Value | | |
| 20,144 JPMORGAN TRUST PFD XVI | 0. | 0. | | |
| 9,540 BANK OF AMERICA COMMON | 499,319. | 148,538. | | |
| 249,000 NORTH STATE TELECOMMUNICATIONS | 249,000. | 201,000. | | |
| 11,921 FIRST MERIT CORP COM | 249,202. | 265,004. | | |
| 7922 WELLS FARGO & CO | 200,427. | 221,499. | | |
| REGIONS FINANCIAL CORP COMMON | 328,860. | 123,932. | | |
| 10 CAROLINA FIRST MORTGAGE LOAN TRUST | 1,000,000. | 1,250,012. | | |
| 1 CAROLINA FIRST MORTGAGE LOAN TRUST | 78,910. | 124,988. | | |
| 21416 JPMCHASE XIV | 0. | 0. | | |
| 30,000 BANK AMERICA CORP PREFERRED | 396,579. | 752,100. | | |
| 500,000 CNB INVT TR II | 487,907. | 500,000. | | |
| 2,963 AMERISERV FIN CAP TRUST I | 54,405. | 76,152. | | |
| M&T Bk Corp Ser A | 125,104. | 118,619. | | |
| M&T Bk Corp Ser C | 100,083. | 91,485. | | |
| WSFS Finl Corp | 250,000. | 260,200. | | |
| BB&T Corp Trust Pfd | 502,624. | 407,000. | | |
| 500,000 First Empire Cap Tr II Preferred | 509,150. | 509,950. | | |
| Altria Group Inc Com | 100,142. | 105,457. | | |
| 250,000 Synovus Financial Corp Perp Pfd Ser C | 263,731. | 270,500. | | |
| 290,000 First Tennessee Cap II Ser B | 284,563. | 282,750. | | |
| Total to Form 990-PF, Part II, line 10b | 5,680,006. | 5,709,186. | | |

| Form 990-PF | Corporate Bonds | Statement | 6 |
|---|-----------------|-------------------|---|
| Description | Book Value | Fair Market Value | |
| 500,000 WACHOVIA CORP SR NOTES | 0. | 0. | |
| 200,000 ANHEUSER BUSCH INC DEB | 204,813. | 236,940. | |
| 500,000 ASTORIA CAPITAL TRUST I | 0. | 0. | |
| 10,000 FIRST FINANCIAL CAPITAL TRUST I | 1,000,000. | 1,000,000. | |
| 6,000 OCEAN SHORE CAP | 406,000. | 365,400. | |
| 1,000 REGIONAL DIVERSIFIED FUNDING LTD | 50,091. | 29,450. | |
| 110,000 FIRST FINAL CAP TR I | 68,844. | 109,463. | |
| 195,000 FIRST FINL CAP TR I | 112,866. | 194,012. | |
| 225,000 SYNOVUS FINL CORP SUB NT | 190,957. | 232,279. | |
| Wachovia Cap Tr III Fixed-Fltg Rate | 249,542. | 228,750. | |
| 500,000 SCANA Corp | 525,536. | 485,590. | |
| 500,000 Synovus Finl Corp Sub Nt | 511,645. | 516,284. | |
| 500,000 United Cmnty Bks Inc Sb Nt | 551,509. | 543,125. | |
| 250,000 Wachovia Cap Tr III | 250,000. | 228,750. | |
| 250,000 SCANA Corp | 247,890. | 242,758. | |
| 200,000 Zions Bancorporation Sub Nt | 208,850. | 206,754. | |
| 250,000 Catawba VY Cap Tr II Pfd | 150,117. | 152,188. | |
| Total to Form 990-PF, Part II, line 10c | 4,728,660. | 4,771,743. | |

| Form 990-PF | Other Assets | Statement | 7 |
|----------------------------------|----------------------------|------------------------|-------------------|
| Description | Beginning of Yr Book Value | End of Year Book Value | Fair Market Value |
| ACCRUED INTEREST INCOME | 123,003. | 117,398. | 117,398. |
| To Form 990-PF, Part II, line 15 | 123,003. | 117,398. | 117,398. |

| Form 990-PF | Other Liabilities | Statement | 8 |
|--|-------------------|------------|---|
| Description | BOY Amount | EOY Amount | |
| ACCRUED INCOME TAX PAYABLE | -4,309. | -4,409. | |
| Total to Form 990-PF, Part II, line 22 | -4,309. | -4,409. | |

Form 990-PF Part VIII - List of Officers, Directors Statement 9
 Trustees and Foundation Managers

| Name and Address | Title and Avrg Hrs/Wk | Compen- sation | Employee Ben Plan | Expense Contrib | Account |
|--|----------------------------|-------------------|----------------------|--------------------|---------|
| FRANK B. HOLDING 1230 MAIN STREET COLUMBIA, SC 29201 | CHAIRMAN/DIRECTOR 1.00 | 0. | 0. | 0. | 0. |
| JIM B. APPLE 1230 MAIN STREET COLUMBIA, SC 29201 | PRESIDENT/DIRECTOR 1.00 | 0. | 0. | 0. | 0. |
| PETER M. BRISTOW 1230 MAIN STREET COLUMBIA, SC 29201 | DIRECTOR 1.00 | 0. | 0. | 0. | 0. |
| WYCLIFFE E. HAYNES 1230 MAIN STREET COLUMBIA, SC 29201 | DIRECTOR 1.00 | 0. | 0. | 0. | 0. |
| ALLEN H. MCINTYRE 1230 MAIN STREET COLUMBIA, SC 29201 | DIRECTOR 1.00 | 0. | 0. | 0. | 0. |
| CHARLES S. MCLAURIN, III 1230 MAIN STREET COLUMBIA, SC 29201 | DIRECTOR 1.00 | 0. | 0. | 0. | 0. |
| Totals included on 990-PF, Page 6, Part VIII | | 0. | 0. | 0. | 0. |

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

| | | |
|---|---|---|
| Type or print File by the due date for filing your return. See instructions | Name of exempt organization or other filer, see instructions | Employer identification number (EIN) or |
| | FIRST CITIZENS FOUNDATION, INC | 57-1108547 |
| | Number, street, and room or suite no. If a P O box, see instructions | Social security number (SSN) |
| | 1230 MAIN STREET | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |
| | COLUMBIA, SC 29201 | |

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

04

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

- The books are in the care of ► FIRST CITIZENS BANK AND TRUST

Telephone No ► (803) 931-1320

Fax No ►

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014 to file the exempt organization return for the organization named above. The extension is for the organization's return for ► ☒ calendar year 2013 or

► ☐ tax year beginning _____, and ending _____

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

| | | | | |
|----|---|----|----|--------|
| 3a | If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions | 3a | \$ | 14,000 |
| b | If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b | \$ | 14,000 |
| c | Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | 3c | \$ | 0 |

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)