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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE KINNEY FOUNDATION		A Employer identification number 57-6047689
Number and street (or P O box number if mail is not delivered to street address) Room/suite 1525 W WT HARRIS BLVD D1114-044		B Telephone number (see instructions) (800) 352-3705
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		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) ▶ \$ 1,209,225	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	150			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2	2		
	4 Dividends and interest from securities.	27,024	26,838		
	5a Gross rents	914	914		
	b Net rental income or (loss) _____ 878				
	6a Net gain or (loss) from sale of assets not on line 10	24,487			
	b Gross sales price for all assets on line 6a 346,758				
	7 Capital gain net income (from Part IV, line 2) . . .		24,487		
	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)					
12 Total. Add lines 1 through 11	52,577	52,241			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,275	15,419		2,855
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	1,000	0	0	1,000
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	1,313	461		0
	19 Depreciation (attach schedule) and depletion . . .	93	93	93	
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	536	36		500
	24 Total operating and administrative expenses. Add lines 13 through 23	21,217	16,009	93	4,355
	25 Contributions, gifts, grants paid	47,000			47,000
26 Total expenses and disbursements. Add lines 24 and 25	68,217	16,009	93	51,355	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-15,640				
b Net investment income (if negative, enter -0-)		36,232			
c Adjusted net income (if negative, enter -0-)			0		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments	26,876	47,623	47,623		
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	672,029	652,842	875,082		
	c Investments—corporate bonds (attach schedule)		290,511	286,520		
	11 Investments—land, buildings, and equipment basis ▶ _____ 67,676 Less accumulated depreciation (attach schedule) ▶ _____ 67,676	7,412				
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)	300,263		0		
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15 Other assets (describe ▶ _____)	20,211					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,026,791	990,976	1,209,225			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶ _____)					
	23 Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	1,026,791	990,976			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	1,026,791	990,976				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,026,791	990,976				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,026,791
2	Enter amount from Part I, line 27a	2	-15,640
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,366
4	Add lines 1, 2, and 3	4	1,013,517
5	Decreases not included in line 2 (itemize) ▶ _____	5	22,541
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	990,976

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	24,487
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 page 18 of 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	51,046	1,069,429	0.047732
2011	49,645	1,093,055	0.045419
2010	62,974	1,035,640	0.060807
2009	71,985	902,941	0.079723
2008	84,134	1,130,112	0.074447
2	Total of line 1, column (d).		2 0.308128
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 0.061626
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 1,131,643
5	Multiply line 4 by line 3.		5 69,739
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 362
7	Add lines 5 and 6.		7 70,101
8	Enter qualifying distributions from Part XII, line 4.		8 51,855

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Total credits and payments. Values range from 0 to 924.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, and substantial contributors. Columns for Yes/No and numerical responses.

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 No
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 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address
14 The books are in care of WELLS FARGO BANK NA Telephone no (800) 352-3705
Located at ONE WEST 4TH STREET D4000-062 WINSTON SALEM NC ZIP +4 27101
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
and enter the amount of tax-exempt interest received or accrued during the year
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 Yes No
See 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.
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 page 20 of the instructions)? 1b No
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? 1c No
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). 2b No
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.). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
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 No

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	
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 CHARITABLE DONATION OF OFF MARKET ST WAREHOUSE, SC MARLBORO COUNTY	250
2 CHARITABLE DONATION OF BALLFIELD MACLEAST BENNETTS TO MARLBORO COUNTY	250
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3 **500**

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	1,125,232
b	Average of monthly cash balances.	1b	23,644
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,148,876
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	1,148,876
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	17,233
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,131,643
6	Minimum investment return. Enter 5% of line 5.	6	56,582

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	56,582
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	725
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	725
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	55,857
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	55,857
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	55,857

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	51,355
b	Program-related investments—total from Part IX-B.	1b	500
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	51,855
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	51,855

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				55,857
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			5,515	
b Total for prior years 2011, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				0
b From 2009.				0
c From 2010.				0
d From 2011.				0
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>51,855</u>				
a Applied to 2012, but not more than line 2a			5,515	
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.				46,340
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				9,517
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	0			
c Excess from 2011.	0			
d Excess from 2012.	0			
e Excess from 2013.	0			

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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
 THE KINNEY FOUNDATION MS ELIZABETH
 PO BOX 656
 BENNETTSVILLE, SC 29512
 (843) 937-4614

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

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
 Request guidelines in writing to address above

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 <i>Paid during the year</i> See Additional Data Table				
Total				47,000
b <i>Approved for future payment</i>				
Total				3b

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

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.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 [x] No

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: ***** Date: 2014-05-13 Title: *****

May the IRS discuss this return with the preparer shown below (see instr.)? [] Yes [x] No

Paid Preparer Use Only
Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
109 772 ABERDEEN TOTAL RETURN BD FD-I #1524		2012-12-27	2013-01-14
1349 017 ABERDEEN TOTAL RETURN BD FD-I #1524		2011-12-28	2013-01-14
364 431 ABERDEEN TOTAL RETURN BD FD-I #1524		2006-08-07	2013-01-15
3305 97 ABERDEEN TOTAL RETURN BD FD-I #1524		2008-12-29	2013-01-23
468 604 HARBOR FD INTL FD		2006-04-06	2013-03-18
75 ISHARES MIDCAP INDEX FD		2011-11-17	2013-01-14
50 ISHARES MIDCAP INDEX FD		2011-11-17	2013-09-03
462 963 PIMCO FOREIGN BOND FUND-INST		2012-01-09	2013-01-14
2580 645 PIMCO FDS PAC INVT MGMT REAL RETURN BD FD INSTL CL		2009-10-13	2013-05-07
1721 17 PIMCO COMMODITY REAL RET STRAT-I#45		2006-08-07	2013-09-03
818 685 PIMCO COMMODITY REAL RET STRAT-I#45		2013-03-18	2013-11-20
4251 148 PIMCO COMMODITY REAL RET STRAT-I#45		2012-02-22	2013-11-20
2921 13 RIDGEWORTH SEIX HY BD-I #5855		2013-03-18	2013-11-05
1152 549 ROWE T PRICE REAL ESTATE FD COM		2011-01-18	2013-05-06
1138 211 VANGUARD HIGH YIELD CORP-ADM #529		2012-01-04	2013-01-14
4241 436 VANGUARD HIGH YIELD CORP-ADM #529		2012-01-04	2013-03-18
4252 577 VANGUARD HIGH YIELD CORP-ADM #529		2012-01-04	2013-11-05
1 211 & 213 E MARKET STREET BENNETTSVILLE, SC (COLLAPSED 7/02)		1983-09-06	2013-03-15
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,505		1,505	
18,495		17,649	846
5,000		4,738	262
45,358		42,944	2,414
30,000		26,935	3,065
8,761		7,333	1,428
6,702		4,889	1,813
5,000		4,917	83
31,561		28,000	3,561
10,000		26,558	-16,558
4,511		5,414	-903
23,424		37,922	-14,498
29,620		30,000	-380
27,304		20,035	7,269
7,000		6,499	501
26,000		24,219	1,781
25,686		24,282	1,404
35,000		8,432	26,568
			5,831

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			846
			262
			2,414
			3,065
			1,428
			1,813
			83
			3,561
			-16,558
			-903
			-14,498
			-380
			7,269
			501
			1,781
			1,404
			26,568

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SCHOOL DISTRICT OF MARLBORO COUNTRY PO BOX 947 BENNETTSVILLE, SC 29512	NONE	PC	GENERAL PURPOSE	1,000
CONVERSE COLLEGE 580 E MAIN ST SPARTANBURG, SC 29302	NONE	PC	GENERAL PURPOSE	5,000
WOFFORD COLLEGE 429 N CHURCH STREET SPARTANBURG, SC 59302	NONE	PC	GENERAL PURPOSE	10,000
MCLEOD REGIONAL MEDICAL CENTER OF THE PEE DEE PO BOX 100551 FLORENCE, SC 29502	NONE	PC	GENERAL PURPOSE	3,000
MARLBORO CIVIC CENTER FOUNDATION PO BOX 1 BENNETTSVILLE, SC 29512	NONE	PC	GENERAL PURPOSE	3,500
FIRST UNITED METHODIST CHURCH OF BENNETTSVILLE 311 E MAIN STREET BENNETTSVILLE, SC 29512	NONE	PC	GENERAL PURPOSE	19,500
MARLBOROUGH HISTORICAL SOCIETY PO BOX 178 BENNETTSVILLE, SC 29512	NONE	PC	GENERAL PURPOSE	5,000
Total			3a	47,000

TY 2013 Accounting Fees Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,000			1,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
209 E MKT ST (BLD	1984-08-10	21,628	21,628	SL	20				
209 E MKT ST (ROO	1984-08-10	3,140	3,140	SL	20				
211 E MKT ST (BLD	1984-09-10	28,000	28,000	SL	20				
211 E MKT ST (HTR	1989-12-12	3,277	3,277	SL	5				
211 E MKT ST (ROO	1997-08-27	5,334	3,548	SL	20	44			
211 E MT ST (HTR	2009-02-11	367	367	SL	3				
211 E MKT ST (ROO	2009-09-02	5,930	990	SL	20	49			

TY 2013 Investments Corporate Bonds Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Name of Bond	End of Year Book Value	End of Year Fair Market Value
04315J209 ARTIO TOTAL RTN		
693390841 PIMCO HIGH YIELD FD		
693391104 PIMCO REAL RTN FD		
693390700 PIMCO TOTAL RET FD-I	56,063	54,712
693391559 PIMCO EMERG MKTS BD-	31,343	30,502
722005220 PIMCO FOREIGN BD		
693390882 PIMCO FOREIGN BD FD	18,105	18,389
38142Y401 GOLDMAN SACHS GRWTH		
76628R615 RIDGEWORTH FD-MIDCAP		
779572106 T ROWE PRICE SMALL		
922040100 VANGUARD INSTITUTION		
94975P751 WELLS FARGO ADVTG		
256206103 DODGE & COX INTERNAT		
411511306 HARBOR INTERNATIONAL		
957663701 WESTERN ASSET INTERM	40,000	39,927
04315J860 ABERDEEN GLOBAL HIGH	30,000	29,822
543495840 LOOMIS SAYLES BOND F	30,000	28,968
693390304 PIMCO LOW DURATION F	55,000	54,100
746763226 PUTNAM FLOATING RATE	30,000	30,100

TY 2013 Investments Corporate Stock Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Name of Stock	End of Year Book Value	End of Year Fair Market Value
411511306 HARBOR INTERNATION F	37,644	46,505
44981V706 ING REAL ESTATE FUND	29,918	49,148
464287465 ISHARES MSCI EAFE ET	52,416	70,450
464287499 ISHARES RUSSELL MID-	66,001	101,237
722005667 PIMCO COMMODITY REAL		
779572106 T ROWE PRICE SMALL C	53,426	81,838
779919109 T ROWE PRICE REAL ES		
78463X863 SPDR DJ WILSHIRE INT	27,667	35,020
922040100 VANGUARD INSTL INDEX	210,870	310,671
94975P751 WELLS FARGO ADV EMG		
003021714 ABERDEEN EMERG MARKE	75,000	71,879
413838202 OAKMARK INTERNATIONAL	42,000	49,262
870297801 MLN ELEMENTS ROGERS	22,028	22,468
922908496 VANGUARD 500 INDEX F	15,000	18,850
922908553 VANGUARD REIT VIPER	20,872	17,754

TY 2013 Investments - Land Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
209 E MKT. ST.(BLD2	21,628			
209 E MKT. ST.(ROO2	3,140			
211 E MKT. ST.(BLD2	28,000			
211 E MKT. ST.(HTR2	3,277			
211 E MKT. ST.(ROO2	5,334			
211 E MT. ST.(HTR	367			
211 E MKT. ST.(ROO2	5,930			

TY 2013 Investments - Other Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
44980Q518 ING INTERNATIONAL RE			
44981V706 ING RE FUNDN			
722005667 PIMCO COMMODITY RTN			
RE0114141 BALLFIELD MCLEOD ST			
RE011433 OFF MARKET ST WAREHO			
RE0119314 3RD PARTY MGR OPERAT			
9WB041136 211 & 213 EAST MARKE			
04315J209 ARTIO TOTAL RETURN B			
693390700 PIMCO TOTAL RET FD-I			
693390882 PIMCO FOREIGN BD FD			
693391104 PIMCO REAL RETURN FU			
693391559 PIMCO EMERG MKTS BD-			
922031760 VANGUARD HIGH YIELD			
957663701 WESTERN ASSET INTERM			

TY 2013 Other Assets Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
9WB041136 211 & 213 EAST MARKE	20,209	0	0
RE0114133 OFF MARKET ST WAREH	1	0	0
RE0114141 BALLFIELD MCLEOD ST	1	0	0

TY 2013 Other Decreases Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Description	Amount
MUTUAL FUND POSTING DATE AFTER TYE	1,642
DEPRECIATION ADJUSTMENT	20,899

TY 2013 Other Expenses Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL LUNCH	500	0		500
RENT AND ROYALTY EXPENSES		36		0
Rent and Royalty Expense	36			

TY 2013 Other Increases Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	2,365
ROUNDING	1

TY 2013 Taxes Schedule

Name: THE KINNEY FOUNDATION

EIN: 57-6047689

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATES - PRINCIPAL	852	0		0
FOREIGN TAXES ON QUALIFIED FOR	346	346		0
FOREIGN TAXES ON NONQUALIFIED	115	115		0