ORIGINAL

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 , 2013, and ending , 20

Name of foundation: PHIFER/JOHNSON FOUNDATION

A Employer identification number: 57-6153679

Number and street (or P O box number if mail is not delivered to street address): PO BOX 3524

Room/suite:

B Telephone number (see instructions): (864) 585-2000

City or town, state or province, country, and ZIP or foreign postal code: SPARTANBURG, SC 29304

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 14,929,493.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	130,171.	130,171.		ATCH 1
	4	Dividends and interest from securities	198,843.	198,843.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	784,189.			
	b	Gross sales price for all assets on line 6a 4,061,495.				
	7	Capital gain net income (from Part IV, line 2)		784,189.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	-7,205.	-15,238.		
	12	**Total.** Add lines 1 through 11	1,105,998.	1,097,965.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	11,850.			
	c	Other professional fees (attach schedule)	79,782.	4,195.		
	17	Interest	13,323.	13,323.		
	18	Taxes (attach schedule) (see instructions) ATCH 4	4,870.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	5,898.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	115,723.	17,518.		
	25	Contributions, gifts, grants paid	1,797,956.			1,797,956.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,913,679.	17,518.	0	1,797,956.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-807,681.			
	b	**Net investment income** (if negative, enter -0-)		1,080,447.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	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	1,629,461.	1,186,164.	1,186,164.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule) ATCH 6	13,429,173.		
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 7		12,325,345.	13,743,328.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 8)	4.	1.	1.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	15,058,638.	13,511,510.	14,929,493.
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)	357,352.	360,767.	ATCH 9
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	357,352.	360,767.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	14,701,286.	13,150,743.	
	30	**Total net assets or fund balances** (see instructions)	14,701,286.	13,150,743.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	15,058,638.	13,511,510.	

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	14,701,286.
2	Enter amount from Part I, line 27a	2	-807,681.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,893,605.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	742,862.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,150,743.

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 PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	784,189.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,122,617.	14,631,339.	0.145073
2011	2,162,063.	15,777,500.	0.137035
2010	2,126,831.	16,517,005.	0.128766
2009	2,846,067.	16,450,784.	0.173005
2008	3,142,217.	24,872,007.	0.126335

2 **Total** of line 1, column (d)	2	0.710214
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	0.142043
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,118,376.
5 Multiply line 4 by line 3	5	2,005,416.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,804.
7 Add lines 5 and 6	7	2,016,220.
8 Enter qualifying distributions from Part XII, line 4	8	1,797,956.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	21,609.
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	
3	Add lines 1 and 2			3	21,609.
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	21,609.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,940.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	16,000.		
d	Backup withholding erroneously withheld	6d	49.		
7	Total credits and payments Add lines 6a through 6d			7	21,989.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	380.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax ▶** 380. **Refunded ▶**			11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

14 The books are in care of ▶ MR. DAN C. BREEDEN Telephone no ▶ (864)585-2000

Located at ▶ PO BOX 3524, SPARTANBURG, SC ZIP+4 ▶ 29304

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☒ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☒ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☒ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☒ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☒ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ **Yes** ☒ **No**			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☒ **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)	2b		X
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? ☒ **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		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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 (No)

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? 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE DEAN JOHNSON, JR. 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0
GEORGE D. JOHNSON, III 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0
SUSAN P.JOHNSON 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0
SUSANNA P. JOHNSON 1022 GLENDALYN CIRCLE	DIRECTOR	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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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 (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		0
Total number of others receiving over $50,000 for professional services ▶		

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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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	11,680,806.
b	Average of monthly cash balances	1b	1,139,656.
c	Fair market value of all other assets (see instructions)	1c	1,873,682.
d	**Total** (add lines 1a, b, and c)	1d	14,694,144.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	360,767.
3	Subtract line 2 from line 1d	3	14,333,377.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	215,001.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,118,376.
6	**Minimum investment return.** Enter 5% of line 5	6	705,919.

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	705,919.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,609.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	21,609.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	684,310.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	684,310.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	684,310.

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	1,797,956.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,797,956.
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	1,797,956.

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					684,310.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20 11 ,20 10 ,20 09					
3 Excess distributions carryover, if any, to 2013					
a From 2008	1,915,969.				
b From 2009	2,029,508.				
c From 2010	1,337,765.				
d From 2011	1,381,296.				
e From 2012	1,398,704.				
f **Total** of lines 3a through e		8,063,242.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,797,956.					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2013 distributable amount					684,310.
e Remaining amount distributed out of corpus		1,113,646.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		9,176,888.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		1,915,969.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		7,260,919.			
10 Analysis of line 9					
a Excess from 2009	2,029,508.				
b Excess from 2010	1,337,765.				
c Excess from 2011	1,381,296.				
d Excess from 2012	1,398,704.				
e Excess from 2013	1,113,646.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(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 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

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . ▶ 3a				1,797,956.
b *Approved for future payment*				
ATCH 12				
Total . . . . ▶ 3b				6,837,429.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	130,171.	
4 Dividends and interest from securities			15	198,843.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	784,189.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13				-7,205.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,105,998.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,105,998.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 8/4/14 Date | ▶ Director Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILLIAM V KASTLER		7/31/14		P00537730

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP

Firm's EIN ▶ 13-4008324

Firm's address ▶ 320 E.MAIN ST.,STE 420
SPARTANBURG, SC 29302

Phone no 864-577-8810

PHIFER/JOHNSON FOUNDATION 57-6153679

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					95,204.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
2,536,588.		2,532,023.					4,565.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
360,133.		315,474.					44,659.	
		K-1: JACAR PARENT, LLC (45-3551698)					VAR	VAR
3.							3.	
		K-1: MUNDANE (USA) PARTNERS, LP (01-0854					VAR	VAR
11,846.							11,846.	
		K-1: JOHNSON AARON INVESTORS, LLC (27-22					VAR	VAR
556,823.							556,823.	
		K-1: LAZARD INTL DISCOUNTED ASSET PORTFO					VAR	VAR
2,338.							2,338.	
		K-1: LAZARD INTL DISCOUNTED ASSET PORTFO					VAR	VAR
20,536.							20,536.	
		K-1: GRUSS GLOBAL INVESTORS (ENHANCED),					VAR	VAR
19,058.							19,058.	
		K-1: GRUSS GLOBAL INVESTORS (ENHANCED),					VAR	VAR
20,651.							20,651.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
438,315.		429,809.					8,506.	
TOTAL GAIN(LOSS)							784,189.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
PHIFER/JOHNSON FOUNDATION	57-6153679

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	2,557,984.	2,532,023.		25,961.
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	25,961.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked	969,992.	315,474.		654,518.
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	438,315.	429,809.		8,506.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	95,204.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	758,228.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			25,961.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			758,228.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			23.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			784,189.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 19, column (3) **or b** $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38 If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
PHIFER/JOHNSON FOUNDATION	57-6153679

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions)

You ***must*** **check Box A, B, *or* C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☒ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
SEE ATTACHED CSCHWAB 7503-8696			2,536,588.	2,532,023.			4,565.
K-1: LAZARD INTL DISCOUNTED ASSET P			2,338.				2,338.
K-1: GRUSS GLOBAL INVESTORS (ENHANCE			19,058.				19,058.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked)▶			2,557,984.	2532023.			25,961.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

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Form 8949 (2013) Attachment Sequence No **12A** Page **2**

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) PHIFER/JOHNSON FOUNDATION

Social security number or taxpayer identification number 57-6153679

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☒ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.**		(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
SEE ATTACHED CSCHWAB 7503-8696			360,133.	315,474.			44,659.
K-1: JACAR PARENT, LLC (45-3551698)			3.				3.
K-1: MUNDANE (USA) PARTNERS, LP (01-08			11,846.				11,846.
K-1: JOHNSON AARON INVESTORS, LLC (27-			556,823.				556,823.
K-1: LAZARD INTL DISCOUNTED ASSET PO			20,536.				20,536.
K-1: GRUSS GLOBAL INVESTORS (ENHANCED			20,651.				20,651.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			969,992	315,474.			654,518.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
PHIFER/JOHNSON FOUNDATION	57-6153679

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	 (g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
SEE ATTACHED CSCHWAB 7503-8696			438,315.	429,809.			8,506.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			438,315.	429,809.			8,506.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2013

	GROSS PROCEEDS	COST OR OTHER BASIS	ADJUST-MENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SEE ATTACHED FOR DETAILS					
PART I-SHORT-TERM CAPITAL GAINS AND LOSSES					
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX A					
Charles Schwab 7503-8696	2,536,588 07	2,532,023 02	-	4,565 05	
TOTAL SHORT-TERM, BOX A	2,536,588 07	2,532,023 02	-	4,565 05	
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX B					
UBS 3A 02827	-	-	-	-	
TOTAL SHORT-TERM, BOX B	-	-	-	-	
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX C					
Charles Schwab 7503-8696	-	-	-	-	
TOTAL SHORT-TERM, BOX C	-	-	-	-	
TOTAL SHORT-TERM CAPITAL GAINS/(LOSSES)	2,536,588 07	2,532,023 02	-	4,565 05	

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2013

	GROSS PROCEEDS	COST OR OTHER BASIS	ADJUST- MENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
SEE ATTACHED FOR DETAILS					
PART II-LONG-TERM CAPITAL GAINS AND LOSSES					
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX D					
Charles Schwab 7503-8696	360,132 85	315,473 56	-		44,659 29
TOTAL LONG-TERM, BOX D	360,132 85	315,473 56	-		44,659 29
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX E					
Charles Schwab 7503-8696	438,314 64	429,809 02	-		8,505 62
TOTAL LONG-TERM, BOX E	438,314 64	429,809 02	-		8,505 62
TOTALS FOR ALL TRANSACTIONS ON FORM 8949 BOX F					
Charles Schwab 7503-8696	-	-	-		-
TOTAL LONG-TERM, BOX F	-	-	-		-
TOTAL LONG-TERM CAPITAL GAINS/(LOSSES)	798,447 49	745,282 58	-		53,164 91
GRAND TOTALS	3,335,035 56	3,277,305 60	-	4,565 05	53,164 91
	-				

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2013
CHARLES SCHWAB 7503-8696

DATA FOR FORM 8949-SALES AND OTHER DISPOSITIONS OF CAPITAL ASSETS

DESCRIPTION OF PROPERTY	QUANTITY	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	COST OR OTHER BASIS	CODES	ADJUST-MENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
BOX A-SHORT-TERM TRANSACTIONS REPORTED ON FORM 1099-B SHOWING BASIS WAS REPORTED TO THE IRS									
Arbitage Event Driven Fd Cl	38,335 450		03/07/13	374,517 40	375,000 00			(482 60)	
Blackrock Enhanced Equity Fund	3,325 000		09/12/13	24,964 70	26,200 92			(1,236 22)	
Columbia Short Term Bond Class	6,986 020		04/26/13	69,980 00	69,880 28			99 72	
Columbia Short Term Bond Class	5,513 970		09/12/13	54,739 14	55,139 72			(400 58)	
Federated Government Ultra Short Fund	5,040 320	10/23/12	04/15/13	49,980 00	50,050 41			(70 41)	
Federated Government Ultra Short Fund	27,721 770	10/23/12	04/09/13	274,980 00	275,277 22			(297 22)	
Federated Government Ultra Short Fund	19,657 250	10/23/12	04/22/13	194,980 00	195,196 57			(216 57)	
Federated Government Ultra Short Fund	20,161 290	10/23/12	04/26/13	199,980 00	200,201 61			(221 61)	
Federated Government Ultra Short Fund	55,818 140	10/23/12	07/17/13	552,579 65	554,274 19			(1,694 54)	
Ishares China Large Cap	1,355 000	10/03/12	05/14/13	51,177 06	50,034 20			1,142 86	
JP Morgan Exchange Traded Ntalenan	40 000	02/29/12	01/18/13	1,679 06	1,634 34			44 72	
JP Morgan Exchange Traded Ntalenan	100 000	02/29/12	01/18/13	4,197 66	4,085 86			111 80	
JP Morgan Exchange Traded Ntalenan	100 000	02/29/12	01/18/13	4,197 66	4,085 86			111 80	
JP Morgan Exchange Traded Ntalenan	135 000	02/29/12	01/18/13	5,666 83	5,515 91			150 92	
JP Morgan Exchange Traded Ntalenan	140 000	02/29/12	01/18/13	5,876 72	5,720 20			156 52	
JP Morgan Exchange Traded Ntalenan	140 000	02/29/12	01/18/13	5,876 72	5,720 20			156 52	
JP Morgan Exchange Traded Ntalenan	140 000	02/29/12	01/18/13	5,876 72	5,720 20			156 52	
JP Morgan Exchange Traded Ntalenan	200 000	02/29/12	01/18/13	8,395 31	8,171 72			223 59	
JP Morgan Exchange Traded Ntalenan	200 000	02/29/12	01/18/13	8,395 31	8,171 72			223 59	
JP Morgan Exchange Traded Ntalenan	200 000	02/29/12	01/18/13	8,395 31	8,171 72			223 59	
JP Morgan Exchange Traded Ntalenan	200 000	02/29/12	01/18/13	8,395 31	8,171 72			223 59	
JP Morgan Exchange Traded Ntalenan	200 000	02/29/12	01/18/13	8,395 31	8,171 72			223 59	
JP Morgan Exchange Traded Ntalenan	200 000	02/29/12	01/18/13	8,395 31	8,171 72			223 59	
JP Morgan Exchange Traded Ntalenan	200 000	02/29/12	01/18/13	8,395 31	8,171 72			223 59	
JP Morgan Exchange Traded Ntalenan	200 000	02/29/12	01/18/13	8,395 31	8,171 72			223 59	
JP Morgan Exchange Traded Ntalenan	275 000	02/29/12	01/18/13	11,543 55	11,236 11			307 44	
JP Morgan Exchange Traded Ntalenan	300 000	02/29/12	01/18/13	12,592 97	12,257 58			335 39	
JP Morgan Exchange Traded Ntalenan	600 000	02/29/12	01/18/13	25,185 92	24,515 16			670 76	
JP Morgan Exchange Traded Ntalenan	620 000	02/29/12	01/18/13	29,497 18	24,998 40			4,498 78	
Oakmont Fund	585 280	04/22/13	09/12/13	35,000 00	30,651 32			4,348 68	
Rudgeway SEIX Float High Inc	3,854 620	11/07/12	04/26/13	35,000 00	34,498 90			501 10	
Van Eck Global Hard Assets Fund	1,492 530	02/29/12	01/08/13	68,323 36	75,000 00			(6,676 64)	
Van Eck Global Hard Assets Fund	812 180	03/05/12	01/08/13	37,179 02	40,000 00			(2,820 98)	
Van Eck Global Hard Assets Fund	1,522 530	03/08/12	01/08/13	69,696 48	75,000 00			(5,303 52)	
Van Eck Global Hard Assets Fund	409 330	03/15/12	01/08/13	18,737 90	20,000 00			(1,262 10)	
Van Eck Global Hard Assets Fund	549 080	05/03/12	01/08/13	25,135 46	25,000 00			135 46	
Van Eck Global Hard Assets Fund	451 970	05/07/12	01/08/13	20,689 99	20,000 00			689 99	
Vanguard Growth	295 000	03/12/13	09/12/13	24,847 32	22,733 22			2,114 10	
Vanguard International Value	4,460 300		07/31/13	149,980 00	144,135 99			5,844 01	
Vanguard Value	350 000		09/12/13	24,767 12	22,884 89			1,882 23	
BOX A-TOTAL SHORT-TERM, BASIS REPORTED				2,536,588 07	2,532,023 02		-	4,565 05	

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2013
CHARLES SCHWAB 7503-8696

DATA FOR FORM 8949-SALES AND OTHER DISPOSITIONS OF CAPITAL ASSETS

DESCRIPTION OF PROPERTY	QUANTITY	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	COST OR OTHER BASIS	CODES	ADJUSTMENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
BOX D-LONG-TERM TRANSACTIONS REPORTED ON FORM 1099-B SHOWING BASIS WAS REPORTED TO THE IRS									
Columbia Short Term Bond Cl	2,038 890	09/10/12	09/12/13	20,240 86	20,348 20				(107 34)
JP Morgan Exchange Traded Ntalenan	5,250 000		04/19/13	241,647 34	212,925 09				28,722 25
JP Morgan Exchange Traded Ntalenan	2,065 000		04/25/13	98,244 65	82,200 27				16,044 38
									-
BOX D-TOTAL LONG-TERM, BASIS REPORTED				360,132 85	315,473 56		-		44,659 29

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2013
CHARLES SCHWAB 7503-8696

DATA FOR FORM 8949-SALES AND OTHER DISPOSITIONS OF CAPITAL ASSETS

DESCRIPTION OF PROPERTY	QUANTITY	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	COST OR OTHER BASIS	CODES	ADJUST-MENTS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
BOX E-LONG-TERM TRANSACTIONS REPORTED ON FORM 1099-B SHOWING BASIS WAS NOT REPORTED TO THE IRS									
JP Morgan Chase & Co	200,000 000	03/14/12	04/18/13	200,000 00	200,000 00				-
JP Morgan Chase & Co	170,000 000	05/17/12	06/20/13	179,120 85	170,000 00				9,120 85
Van Eck Global Hard Assets	747 400	08/17/11	01/08/13	34,213 79	37,639 42				(3,425 63)
Van Eck Global Hard Assets	520 290	05/05/10	09/12/13	24,980 00	22,169 60				2,810 40
BOX E-TOTAL LONG-TERM, BASIS NOT REPORTED				438,314 64	429,809 02		-		8,505 62

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - SEE ATTACHED	56,516.	56,516.
K-1: JACAR PARENT, LLC (45-3551698)	60,277.	60,277.
K-1: MUNDANE (USA) PARTNERS (01-0854976)	1.	1.
K-1: GRUSS GLOBAL INVESTORS (26-1828172)	4,164.	4,164.
K-1: JOHNSON AARON INVESTORS (27-2242383	9,213.	9,213.
TOTAL	130,171.	130,171.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	183,956.	183,956.
K-1: MUNDANE (USA) PARTNERS (01-0854976)	162.	162.
K-1: LAZARD INTERNATIONAL (32-0341680)	8,546.	8,546.
K-1: JACAR PARENT, LLC (45-3551698)	1.	1.
K-1: GRUSS GLOBAL INVESTORS (26-1828172)	6,178.	6,178.
TOTAL	198,843.	198,843.

PHIFER/JOHNSON FOUNDATION
FEDERAL ID # 57-6153679
FOR THE YEAR ENDING DECEMBER 31, 2013
SCHEDULE OF DIVIDENDS/INTEREST INCOME PER 1099'S

BROKER/ENTITY	INTEREST INCOME	TOTAL DIVIDENDS	QUALIFIED DIVIDENDS	CAPITAL GAIN DIST	SECTION 1250 GAIN	NON-DIVIDEND DIST	MISC INCOME	FOREIGN TAX PAID	FEDERAL TAX EXEMPT DIVIDENDS	FEDERAL TAX WITH-HELD	1099-B GROSS PROCEEDS
UBS 3A-0395	56,515 80										
CHARLES SCHWAB 8864-0905		30 14	-								
CHARLES SCHWAB 7503-8696		183,925 67	79,954 00	95 204 28		7,949 88		2,197 74			3,335,035 56
TOTALS	56 515 80	183,955 81	79,954 00	95 204 28	-	7,949 88	-	2,197 74	-	-	3,335,035 56
TRIAL BALANCE	56 515 80	183,955 81	N/A	95 204 28		7,949 88		2,197 74			3,335,035 56
ENTRY REQUIRED	-	0 00	N/A	-	-	-	-	-	-	-	-

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISC INCOME	3.	
K-1: MUNDANE (USA) PARTNERS (01-0854976)	139.	139.
K-1: LAZARD INTERNATIONAL (32-0341680)	-7.	-7.
K-1: GRUSS GLOBAL INVESTORS (26-1828172)	-15,393.	-15,393.
NON TAXABLE DISTRIBUTION	7,950.	
FEDERAL TAX REFUND	80.	
SECTION 1250 GAIN: GRUSS (26-1828172)	23.	23.
TOTALS	-7,205.	-15,238.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAXES	2,500.
FOREIGN TAXES PAID	2,198.
GRUSS FOREIGN TAXES	52.
LAZARD FOREIGN TAXES	120.
TOTALS	4,870.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
K-1 OTHER DED: LAZARD INTL	784.
K-1 OTHER DED: JACAR PARENT	4,389.
K-1 OTHER DED: MUNDANE (USA)	584.
BANK SERVICE CHARGES	30.
K-1: JOHNSON AARON INVESTORS	111.
TOTALS	5,898.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS		
TOTALS		

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
VARIOUS		12,325,345.	13,743,328.
	TOTALS	12,325,345.	13,743,328.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED ASSETS	1.	1.
TOTALS	1.	1.

ATTACHMENT 9

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

LENDER: N/P UBS BANK

BEGINNING BALANCE DUE	357,352.
ENDING BALANCE DUE	360,767.
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	357,352.
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	360,767.

ATTACHMENT 10

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
K-1 INVESTMENT ACTIVITY NOT RECORDED ON BOOKS FOR 2013	637,656.
K-1 INVESTMENT ACTIVITY RECORDED ON BOOKS AND INCLUDED ON PRIOR YEAR TAX RETURN	105,206.
TOTAL	742,862.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL CONTRIBUTION (SEE ATTACHED)	NONE		1,797,956.
		TOTAL CONTRIBUTIONS PAID	1,797,956.

Phife Johnson Foundation
2013 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
1950	MAY	A Child's Place	Swing Fore Golf Tournament	20,000 00	20,000 00
1952	MAY	Adult Learning Center		1,000 00	1,000 00
1939	APR	Alpha Kappa Alpha Educational Advancement Foundation		500 00	500 00
1964	JUN	American Heart Association	IHO C Poliakoff	100 00	200 00
1963	JUN	American Heart Association	IHO Mary Steele	100 00	200 00
1978	AUG	Artists' Guild of Spartanburg	Best in Show	1,500 00	1,500 00
2053	Dec	Arts Partnership	Annual Fund	10,000 00	10,000 00
2017	Dec	Ashley Hall	In memory of Mrs W E Applegate	2,500 00	2,500 00
1987	AUG	Ballet Spartanburg	DanSynergy	3,000 00	8,500 00
1974	JUL	Ballet Spartanburg	Membership	500 00	8,500 00
1975	JUL	Ballet Spartanburg	Sponsor Peter and the Wolf	5,000 00	8,500 00
1962	JUN	Betty Ford Alpine Gardens	annual membership	500 00	1,750 00
2013	Nov	Betty Ford Alpine Gardens		1,250 00	1,750 00
1943	APR	Birth Matters	website and branding grant	5,000 00	5,250 00
2033	Dec	Birth Matters		250 00	5,250 00
2006	OCT	Boys & Girls Club of the Upstate	annual campaign	200 00	200 00
1958	MAY	Bravo! Vail		3,000 00	3,000 00
2018	Dec	Brookgreen Gardens	Atalaya Council membership	5,000 00	6,000 00
1934	MAR	Brookgreen Gardens	Brookgreen En Blanc	1,000 00	6,000 00
1930	MAR	Cancer Association (CASSC)	Dancing with the Spartanburg Stars - Sean McEnroe	1,000 00	1,000 00
2038	Dec	Charles Lea Center Foundation, Inc		500 00	1,000 00
1979	AUG	Charles Lea Center Foundation, Inc		500 00	1,000 00
1999	OCT	Children's Advocacy Center of Spartanburg		1,000 00	1,200 00
1954	MAY	Children's Advocacy Center of Spartanburg	Evening in Palm Beach	200 00	1,200 00
2022	Dec	Children's Museum of the Treasure Coast	pmt 4 of 5 annual	10,000 00	10,000 00
1994	SEP	College Hub		5,000 00	5,000 00
2049	Dec	Colleton County Arts Council	Scholarship/Patron	100 00	100 00
1980	AUG	Colon Cancer Solutions		250 00	250 00
1938	APR	Community Foundation of Burke County	Burke Women's Fund	365 00	365 00
1970	JUN	Converse College	"The Heath" Resident Hall Fund #4	500,000 00	532,000 00
1968	JUN	Converse College	Annual Fund- Susanna and Tim	5,000 00	532,000 00
1969	JUN	Converse College	Annual Fund-Foundation pledge #4	25,000 00	532,000 00
1945	APR	Converse College	Friends of the Petrie School of Music	1,000 00	532,000 00
1971	JUN	Converse College	Valkyries Club - #4 of 5	1,000 00	532,000 00
1935	MAR	Ducks Unlimited	Rice and Ducks book	1,000 00	1,000 00
2024	Dec	Episcopal Church of the Advent	Debt Elimination	20,000 00	125,500 00
2037	Dec	Episcopal Church of the Advent	From Tim Shannon and Susanna Johnson	2,500 00	125,500 00
2016	Nov	Episcopal Church of the Advent	Geordy Johnson gift	3,000 00	125,500 00
1982	AUG	Episcopal Church of the Advent		100,000 00	125,500 00
2057	Dec	Episcopal Church of the Transfiguration	ECOT Triennial Leadership Pledge	5,000 00	7,000 00
2009	Nov	Episcopal Church of the Transfiguration		2,000 00	7,000 00
2044	Dec	ETV Endowment of South Carolina		500 00	500 00
2051	Dec	Exploring Joara Foundation	Catawba Meadows Campaign	35,000 00	35,000 00
2039	Dec	First Tee of Spartanburg	in honor of Meeting Street Academy	250 00	250 00
2043	Dec	Foothills Conservancy of North Carolina		250 00	250 00
2020	Dec	Foundation for The Carolinas	Center for Philanthropy Fund	5,000 00	5,000 00
1923	FEB	Friends of Scouting	GDJ, Jr	1,000 00	2,000 00
1924	FEB	Friends of Scouting	Susu	1,000 00	2,000 00
1992	SEP	Friends of Spartanburg Public Libraries		500 00	500 00
1985	AUG	Girl Scouts of SC- Mountains to the Midlands	Emerald Circle	1,000 00	2,000 00
1984	AUG	Girl Scouts of SC- Mountains to the Midlands	Women of Distinction	1,000 00	2,000 00
1919	JAN	Grace Episcopal Church	#5 of 5 Capital Campaign Pledge	10,000 00	10,000 00
2040	Dec	HALTER	in honor of The Switzers	250 00	250 00
2010	Nov	Habitat for Humanity	Women Build - In honor of Chris Lymm & Marianna	1,000 00	1,000 00
1929	MAR	Hatcher Garden	Hibiscus Society Sponser	1,000 00	2,000 00
2001	OCT	Hatcher Garden		1,000 00	2,000 00
2003	OCT	Healthy Smiles of Spartanburg	Laugh for a Child Event sponsorship	1,000 00	2,000 00
2041	Dec	Healthy Smiles of Spartanburg		1,000 00	2,000 00
1937	APR	Heritage Classic Foundation	SC Junior Golf Foundation	5,000 00	5,000 00
2054	Dec	Historic Burke Foundation	Annual Pledge	500 00	500 00
1990	SEP	History Museum of Burke County, Inc	#5 of 5	100,000 00	100,000 00
1953	MAY	Hope Center for Children		1,000 00	2,000 00
1965	JUN	Hope Center for Children		1,000 00	2,000 00
1921	FEB	Hub City	SC First Novel Prize 2013 (#1 of 3)	5,000 00	5,000 00
1957	MAY	Hub-Bub	Artists in Residence (AIR)	15,000 00	15,100 00
2012	Nov	Hub-Bub		100 00	15,100 00
1966	JUN	Imagine That	Dance Troupe	200 00	200 00
1959	MAY	Mayo Clinic		5,000 00	5,000 00
2034	Dec	Meeting Street Academy	Bus purchase	50,000 00	50,000 00
2008	Nov	Music Foundation Inc	final pmt on pledge	3,333 67	3,333 67
2029	Dec	National Sculptur Society		250 00	250 00
2028	Dec	Nature Conservancy South Carolina Chapter		1,000 00	1,000 00
2023	Dec	Northside Development Corporation		50,000 00	50,000 00
2019	Dec	Nova Southereastern University		50,000 00	50 000 00

Phife Johnson Foundation
2013 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
1977	AUG	NPKUA	Tuxes for Tia II	50,000 00	50,000 00
2032	Dec	NSCDA	Dunbarton House fund for the future	500 00	750 00
2002	OCT	NSCDA	Friends of Dumbarton House	250 00	750 00
1991	SEP	ODK Foundation	Omicron Delta Kappa Foundation	500 00	500 00
1996	SEP	Overcoming Obstacles	2013 Achievement Awards	200 00	200 00
1972	JUL	Pamela H Simpson Endowment for Art	W&L- Susanna	1,000 00	1,000 00
2045	Dec	Partners for Active Living	Bike Town Sponsorship	1,000 00	1,500 00
1986	AUG	Partners for Active Living	Rail Trail Annual Membership	500 00	1,500 00
2042	Dec	Peace Center for the Performing Arts		250 00	250 00
1983	AUG	Petrie School of Music	Converse College	250 00	250 00
2027	Dec	Piedmont Care Inc	IHO Betsy Richardson	250 00	250 00
1940	APR	Robert E Lee Memorial Association	The Lee Circle	5,000 00	5,000 00
1936	MAR	Salvation Army	Toast of the Town	250 00	1,250 00
1951	MAY	Salvation Army	Toast of the Town	1,000 00	1,250 00
1961	JUN	Sewanee Annual Fund		500 00	500 00
2030	Dec	South Carolina Artisans Center		100 00	100 00
2052	Dec	South Carolina Eating Disorder Center		10,000 00	10,000 00
1944	APR	Spartanburg Charter School	Odyssey of the Mind Trip	4,000 00	4,000 00
1976	JUL	Spartanburg Community College Foundation	Garden Sympsium	1,000 00	101,000 00
2056	Dec	Spartanburg Community College Foundation	Pledge for downtown campus	100,000 00	101,000 00
1920	JAN	Spartanburg County Foundation	Spartanburg Charter School	35,000 00	71,500 00
2035	Dec	Spartanburg County Foundation	Spartanburg Prep School	35,000 00	71,500 00
2048	Dec	Spartanburg County Foundation	The Oakwood Cemetery	1,000 00	71,500 00
1922	FEB	Spartanburg County Foundation	Trees Coalition Fund	500 00	71,500 00
1925	FEB	Spartanburg County Historical Association	Lewis Jones Society Level	500 00	500 00
2058	Dec	Spartanburg County School District 7	Pmt 1 o 6 annual	15,000 00	15,000 00
2046	Dec	Spartanburg Day School	Annual Fund - Susanna pledge	2,000 00	3,000 00
1956	MAY	Spartanburg Day School	Global Bike - Caroline Turner	1,000 00	3,000 00
2015	Nov	Spartanburg Methodist College		500 00	500 00
1973	JUL	Spartanburg Philharmonic Orchestra		1,000 00	1,000 00
1933	MAR	Spartanburg Regional Foundation	Doctors Day	250 00	250 00
1955	MAY	Spoleto Festival USA	#3 of 3	33,000 00	33,000 00
1928	FEB	Spot of Pride	#041	420 00	7,390 00
1931	MAR	Spot of Pride	#083	3,900 00	7,390 00
1927	FEB	Spot of Pride	#110	2,350 00	7,390 00
1926	FEB	Spot of Pride	#128	720 00	7,390 00
2031	Dec	St Luke's Free Medical Clinic	in honor of Julian & Dorothy Josey	1,000 00	1,500 00
1946	APR	St Luke's Free Medical Clinic		500 00	1,500 00
1932	MAR	Stratford Hall	Founder Level	1,000 00	1,000 00
1967	JUN	Trees Coalition		100 00	1,100 00
2025	Dec	Trees Coalition		1,000 00	1,100 00
2005	OCT	Troop 1 BSA	Fowl Fest	500 00	500 00
2000	OCT	United Arts Annual Fund		1,100 00	1,100 00
2055	Dec	United Way of the Piedmont	Annual Pledge	25,000 00	25,000 00
1918	JAN	Upstate Forever	Forever Green Annual Awards Luncheon	5,000 00	11,000 00
1988	AUG	Upstate Forever	Second Annual Preservation Bicycle Ride	1,000 00	11,000 00
1989	SEP	Upstate Forever	Web of Water Conservation Photography Book	5,000 00	11,000 00
1997	SEP	Urban League of the Upstate	Honoring Dr Booker	1,000 00	1,000 00
2047	Dec	USC Upstate Foundation	Education Conference	2,000 00	3,250 00
1941	APR	USC Upstate Foundation	Regis Robe Center	1,000 00	3,250 00
2014	Nov	USC Upstate Foundation		250 00	3,250 00
1993	SEP	Vail Valley Foundation		24,467 00	24,467 00
1949	APR	Vail Valley Medical Center	Dinner Dance- Special Appeal - Geordy	5,000 00	5,000 00
1998	OCT	VOID	VOID	-	-
2004	OCT	VOID	VOID	-	-
2007	OCT	VOID	VOID	-	-
2050	Dec	VOID	VOID	VOID	-
1960	JUN	VOID		-	-
2026	Dec	VOID		VOID	-
2036	Dec	VOID		VOID	-
2011	Nov	Walker Foundation	Chili Cookoff	500 00	500 00
2059	Dec	Washington & Lee University	Center for Global Learning Pmt 1 of 5	200,000 00	215,000 00
1948	APR	Washington & Lee University	Geordy-#2 of 5	5,000 00	215,000 00
2060	Dec	Washington & Lee University	Parents Fund	5,000 00	215,000 00
1947	APR	Washington & Lee University	Susanna- #2 of 5	5,000 00	215,000 00
1942	APR	Wofford College	Annual Fund-$5000, Terrier Club-$500, Terrier Ball-$100	5,600 00	5,900 00
1995	SEP	Wofford College	Terrier Ball	200 00	5,900 00
1981	AUG	Wofford College	Terrier Club	100 00	5,900 00
2021	Dec	YMCA of Greater Spartanburg		100,000 00	100,000 00

Check #	Date	Payee	Reference		Amount	Total Amount
				Total	1,797,955 67	

PHIFER/JOHNSON FOUNDATION 57-6153679

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL FUTURE PLEDGES (SEE ATTACHED DETAIL)			6,837,429.
		TOTAL CONTRIBUTIONS APPROVED	6,837,429.

PHIFER/JOHNSON FOUNDATION PLEDGE SCHEDULE

	PLEDGE AMOUNT	Month Due	2014 AMOUNT	2015 AMOUNT	2016 AMOUNT	BEYOND 2016	BALANCE DUE
SCHEDULED PLEDGES							
CHILDREN'S MUSEUM OF THE TREASURE COAST	50,000	DEC	10,000	N/A	N/A	N/A	10,000
CONVERSE COLLEGE-ANNUAL FUND	250,000	JUNE	25,000	25,000	25,000	75,000	150,000
CONVERSE COLLEGE-SENIOR HOUSING/CAMPAIGN UNRESTRICTED	5,000,000	JUNE	500,000	500,000	500,000	1,500,000	3,000,000
DISTRICT 7	90,000		15,000	15,000	15,000	15,000	60,000
EPISCOPAL CHURCH OF THE TRANSFIGURATION-TRIENNIAL LEADERSH	20,000	NOV	5,000	N/A	N/A	N/A	5,000
FOUNDATION FOR THE CAROLINAS	25,000	DEC	5,000	N/A	N/A	N/A	5,000
HUB CITY WRITERS PROJECT-SC FIRST NOVEL PRIZE	15,000		5,000	5,000	N/A	N/A	10,000
HUB-BUB Artists-in-Residence Program	30,000	SEP	15,000	-	-	-	15,000
Music Foundation of Spartanburg, Inc.	5,000		PAID	1,666	1,668		3,334
NORTH SIDE REDEVELOPMENT	250,000	DEC	50,000	50,000	N/A	N/A	100,000
Nova Southeastern University	250,000	DEC	50,000	50,000	50,000	50,000	200,000
SOUTH CAROLINA EATING DISORDER CENTER	30,000		10,000	10,000	N/A	N/A	20,000
SPARTANBURG COMMUNITY COLLEGE FOUNDATION	1,000,000	APR	100,000	100,000	100,000	500,000	800,000
SPOLETO FESTIVAL USA	33,000	Aug	33,000				33,000
WASHINGTON & LEE UNIVERSITY- CENTER FOR GLOBAL LEARNING	1,000,000	.	200,000	200,000	200,000	200,000	800,000
WASHINGTON & LEE UNIVERSITY- GDJIII & SPJ	50,000	MAY	10,000	10,000	10,000		30,000
Wofford College - Annual Fund	5,000	Nov	5,000	-	-	-	5,000
UPSTATE FOREVER - FOREVERGREEN ANNUAL AWARDS LUNCHEON	10,000	MARCH	2,500	2,500	2,500	2,500	10,000
YMCA	1,000,000	DEC	100,000	100,000	100,000	300,000	600,000
TOTAL SCHEDULED PLEDGES			1,140,500	1,069,166	1,004,168	2,642,500	5,856,334
REPEAT/ANNUAL PLEDGES							
ADVENT CHURCH-ANNUAL PLEDGE		QTR	100,000	100,000	100,000	100,000	400,000
ARTS PARTNERSHIP-ANNUAL FUND		DEC	10,000	10,000	10,000	10,000	40,000
BROOKGREEN GARDENS-ANNUAL MEMBERSHIP		DEC	5,000	5,000	5,000	5,000	20,000
COMMUNITY FOUNDATION OF BURKE COUNTY		APR	365	365	365		1,095
EPISCOPAL CHURCH OF THE TRANSFIGURATION		Nov	2,000	2,000	2,000	2,000	8,000
HISTORIC BURKE FOUNDATION		JUN	500	500	500	500	2,000
UNITED WAY		OCT	25,000	25,000	25,000	25,000	100,000
VAIL VALLEY FOUNDATION-SPLIT W/ PERSONAL FUNDS	175,000	NOV	35,000	35,000	35,000	35,000	140,000
WASHINGTON & LEE UNIVERSITY- GDJIII & SPJ (Parents Fund)	5,000	DEC	5,000	5,000	5,000	5,000	20,000
TOTAL REPEAT/ANNUAL PLEDGES			182,865	182,865	182,865	182,500	731,095
POTENTIAL PLEDGES							
ART ON MORGAN SQUARE-SPOT OF PRIDE	250,000	HOLD				250,000	250,000
TOTAL POTENTIAL PLEDGES			-	-	-	250,000	250,000
GRAND TOTAL			1,323,365	1,252,031	1,187,033	3,075,000	6,837,429

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC INCOME			18	3.	
NON TAXABLE DISTRIBUTION			18	7,950.	
K-1 INCOME: MUNDANE (USA) PARTNERS				139.	
K-1 INCOME: LAZARD INTL				-7.	
K-1 INCOME: GRUSS				-15,393.	
FEDERAL TAX REFUND			18	80.	
SECTION 1250 GAIN: GRUSS (26-18/28172)				23.	
TOTALS				-7,205.	

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

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

OMB No 1545-1709

- 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 PHIFER/JOHNSON FOUNDATION	Employer identification number (EIN) or 57-6153679
	Number, street, and room or suite no If a P.O box, see instructions PO BOX 3524	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SPARTANBURG, SC 29304	

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 ▶ MR. DAN C. BREEDEN

Telephone No. ▶ 864-585-2000 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 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 20 13 or

▶ ☐ tax year beginning ________, 20 ___, and ending ________, 20 ___.

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	$ 21,989
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	$ 5,989
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	$ 16,000.00

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.