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Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation
THE WPW FOUNDATION
C/O: ARTHUR STATE BANK

Number and street (or P.O. box number if mail is not delivered to street address)
PO BOX 481

City or town, state or province, country, and ZIP or foreign postal code
CLINTON, SC 29325-0481

A Employer identification number
58-6338488

B Telephone number
864-938-4133

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)
\$ 3,732,912. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		17,671.	17,671.		STATEMENT 1
4 Dividends and interest from securities		86,476.	86,476.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		81,743.			
b Gross sales price for all assets on line 6a 239,041.					
7 Capital gain net income (from Part IV, line 2)			81,743.		
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)					
11 Other income					
12 Total Add lines 1 through 11		185,890.	185,890.		
13 Compensation of officers, directors, trustees, etc.		19,414.	19,414.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,700.	0.		0.
c Other professional fees STMT 4		22,066.	22,066.		0.
17 Interest		8.	0.		0.
18 Taxes STMT 5		3,144.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications		1,350.	0.		0.
23 Other expenses					
24 Total operating and administrative expenses Add lines 13 through 23		47,682.	41,480.		0.
25 Contributions, gifts, grants paid		166,000.			166,000.
26 Total expenses and disbursements Add lines 24 and 25		213,682.	41,480.		166,000.
27 Subtract line 26 from line 12.		<27,792.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			144,410.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	91,781.	39,045.	39,045.
	3 Accounts receivable ▶			
	Less, allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less, allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less, allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	795.	1,200.	1,200.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	600,482.	672,808.	1,045,749.
	c Investments - corporate bonds STMT 7	290,213.	290,370.	327,626.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,639,726.	1,591,782.	2,319,292.
	14 Land, buildings, and equipment; basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	2,622,997.	2,595,205.	3,732,912.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	150,633.	150,633.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	2,472,364.	2,444,572.	
	30 Total net assets or fund balances	2,622,997.	2,595,205.	
	31 Total liabilities and net assets/fund balances	2,622,997.	2,595,205.	

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	2,622,997.
2 Enter amount from Part I, line 27a	2	<27,792.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,595,205.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,595,205.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b SEE ATTACHED STATEMENT					
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 239,041.		157,298.	81,743.		
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			
a					
b					
c					
d					
e			81,743.		
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	81,743.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	156,000.	3,279,247.	.047572
2011	171,000.	3,337,138.	.051242
2010	163,000.	3,186,540.	.051153
2009	137,000.	2,873,352.	.047680
2008	216,351.	3,537,889.	.061153
2 Total of line 1, column (d)			.258800
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			.051760
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			3,552,070.
5 Multiply line 4 by line 3			183,855.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,444.
7 Add lines 5 and 6			185,299.
8 Enter qualifying distributions from Part XII, line 4			166,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,888.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,888.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	2,888.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,200.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,688.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ARTHUR STATE BANK</u> Telephone no. ► <u>864-938-4133</u> Located at ► <u>205 JACOBS HIGHWAY, CLINTON, SC</u> ZIP+4 ► <u>29325</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

☐ Yes
☒ No

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

☐ Yes
☒ No

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

☐ Yes
☒ No

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

☐ Yes
☒ No

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

☐ Yes
☒ No

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

N/A

☒

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes
☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes
☒ No

6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

☐ Yes
☒ 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

7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

☐ Yes
☐ No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ARTHUR STATE BANK	CO-TRUSTEE			
205 JACOBS HIGHWAY	10.00	9,707.	0.	0.
CLINTON, SC 29325				
ESTELLE J WOOD	CO-TRUSTEE			
PO BOX 5031	2.00	4,854.	0.	0.
ANDERSON, SC 29623				
PARNELL WOOD BUHLMAN	CO-TRUSTEE			
41 MURRAY HILL CIRCLE	2.00	4,853.	0.	0.
BALTIMORE, MD 21212-1026				

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

Q

Part IX-A	Summary of Direct Charitable Activities
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Expenses

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Amount

1	N/A	
2		
3	All other program-related investments. See instructions	
Total. Add lines 1 through 3		0.

7

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	3,466,712.
b	Average of monthly cash balances	1b	139,450.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,606,162.
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	3,606,162.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	54,092.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,552,070.
6	Minimum investment return Enter 5% of line 5	6	177,604.

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	177,604.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,888.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,888.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	174,716.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	174,716.
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	174,716.

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	166,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	166,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	166,000.

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				174,716.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	40,959.			
b From 2009				
c From 2010	4,771.			
d From 2011	5,098.			
e From 2012				
f Total of lines 3a through e	50,828.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	166,000.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				166,000.
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).)	8,716.			8,716.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	42,112.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	32,243.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,869.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	4,771.			
c Excess from 2011	5,098.			
d Excess from 2012				
e Excess from 2013				

N/A

- (4) Gross investment income

[illegible]

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

THE WPW FOUNDATION

Form 990-PF (2013)

C/O: ARTHUR STATE BANK

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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				
LORAIN AVENUE BAPTIST CHURCH 151 SOUTH LORAIN AVENUE GLEN DORA, CA 91741	NONE	EXEMPT	DONATION	12,000.
ANDERSON FREE CLINIC PO BOX 728 ANDERSON, SC 29621	NONE	EXEMPT	DONATION	3,000.
HAVEN OF REST MINISTRIES PO BOX 466 ANDERSON, SC 29622-0466	NONE	EXEMPT	DONATION	3,000.
SALVATION ARMY OF ANDERSON PO BOX 43 ANDERSON, SC 29622-0043	NONE	EXEMPT	DONATION	4,000.
THE ARC MONMOUTH, INC 1158 WAYSIDE ROAD TINTON FALLS, NJ 07712	NONE	EXEMPT	DONATION	5,000.
Total	SEE CONTINUATION SHEET(S)			166,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	17,671.		
4 Dividends and interest from securities			14	86,476.		
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	81,743.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue.						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)		0.		185,890.		0.
13 Total Add line 12, columns (b), (d), and (e)					13	185,890.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

[illegible]

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

b. If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I prepared 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.		
	BY: <u>Cheryl Stiller</u> Signature of officer or trustee	Date <u>8/11/14</u>	Co-Trustee Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	J. JAY PEAY, CPA	<i>[Signature]</i>	7-21-14		P01370389
	Firm's name ▶ SWAIMBROWN PA				Firm's EIN ▶ 57-0783795
	Firm's address ▶ P.O. BOX 299 CLINTON, SC 29325-0299				Phone no. 864-833-4450

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	606 ALTRIA GROUP INC	P	03/01/07	01/18/13
b	1250 ALTRIA GROUP INC	P	03/01/07	07/26/13
c	2240 INTEL CORP	P	10/10/08	07/26/13
d	78 INTERNATIONAL BUSINESS MACHINES	P	05/31/05	01/18/13
e	1013 ISHARES TR MSCI ACWI	P	09/12/08	01/18/13
f	100 ISHARES TR MSCI ACWI	P	09/12/08	12/09/13
g	318 PHILLIPS 66	P	11/16/08	01/18/13
h	143 SPDR INDEX SHS FDS S&P EMERG MIDDLE EAST & AF	P	09/12/08	01/18/13
i	1000 WELLS FARGO CAP 5.625%	P	08/27/10	02/04/13
j				
k				
l				
m				
n				
o				

(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 20,024.		9,930.	10,094.
b 44,191.		20,482.	23,709.
c 51,587.		33,219.	18,368.
d 15,154.		4,172.	10,982.
e 49,999.		45,099.	4,900.
f 5,666.		4,452.	1,214.
g 17,413.		7,368.	10,045.
h 10,007.		8,355.	1,652.
i 25,000.		24,221.	779.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			10,094.
b			23,709.
c			18,368.
d			10,982.
e			4,900.
f			1,214.
g			10,045.
h			1,652.
i			779.
j			
k			
l			
m			
n			
o			

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	81,743.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE WPW FOUNDATION
C/O: ARTHUR STATE BANK

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CPC BEHAVIORAL HEALTH 10 INDUSTRIAL WAY EAST EATONTOWN, NJ 07724	NONE	EXEMPT	DONATION	10,000.
SAFE HARBOR II PO BOX 696 ANDERSON, SC 29622-0696	NONE	EXEMPT	DONATION	6,000.
GOOD NEIGHBOR CUPBOARD 313 S TOWERS STREET ANDERSON, SC 29621	NONE	EXEMPT	DONATION	4,000.
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF BALTIMORE 320 CATHEDRAL STREET, THIRD FLOOR BALTIMORE, MD 21201-4421	NONE	EXEMPT	DONATION	31,000.
ANDERSON MOOSE FAMILY CENTER 3871 HIGHWAY 24 ANDERSON, SC 29626	NONE	EXEMPT	DONATION	15,000.
UNIVERSITY LUTHERAN CHURCH BOX 1337 CLEMSON, SC 29633	NONE	EXEMPT	DONATION	4,000.
CAPER'S PREPARATORY CHRISTIAN ACADEMY 1941 BEES FERRY RD CHARLESTON, SC 29414	NONE	EXEMPT	DONATION	4,000.
ST JAMES CHILD DEVELOPMENT CENTER 1071 ACADEMY DR. CONWAY, SC 29526	NONE	EXEMPT	DONATION	3,000.
THE CHRISTOPHER K. BUSBY FOUNDATION 4122 CLEMSON BLVD., STE G ANDERSON, SC 29621	NONE	EXEMPT	DONATION	15,000.
CATHOLIC RELIEF SERVICES PO BOX 17526 BALTIMORE, MD 21298-8180	NONE	EXEMPT	DONATION	3,000.
Total from continuation sheets				139,000.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. PIUS X CHURCH 6428 YORK RD BALTIMORE, MD 21212	NONE	EXEMPT	DONATION	10,000.
HOPE CENTER FOR CHILDREN 200 BARKSDALE BLVD SPARTANBURG, SC 29305	NONE	EXEMPT	DONATION	10,000.
GBMC FOUNDATION 6701 NORTH CHARLES ST BALTIMORE, MD 21204	NONE	EXEMPT	DONATION	3,000.
ENOCH PRATT FREE LIBRARY 400 CATHEDRAL ST BALTIMORE, MD 21201	NONE	EXEMPT	DONATION	5,000.
GILCHRIST HOSPICE 11311 MCCORMICK RD, SUITE 350 HUNT VALLEY, MD 21031	NONE	EXEMPT	DONATION	7,500.
HABITAT FOR HUMANITY 210 SOUTH MURRAY AVENUE ANDERSON, SC 29624	NONE	EXEMPT	DONATION	5,000.
INTERNATIONAL MEDICAL CORPS 1919 SANTA MONICA BLVD SANTA MONICA, CA 90404	NONE	EXEMPT	DONATION	3,500.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	17,665.	17,665.	
INTEREST INCOME - US TREASURY	6.	6.	
TOTAL TO PART I, LINE 3	17,671.	17,671.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COMMON STOCK DIVIDEND INCOME	27,568.	0.	27,568.	27,568.	
MUTUAL FUND DIVIDEND INCOME	58,908.	0.	58,908.	58,908.	
TO PART I, LINE 4	86,476.	0.	86,476.	86,476.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREP FEE	1,700.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,700.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADMIN FEES	22,066.	22,066.		0.	
TO FORM 990-PF, PG 1, LN 16C	22,066.	22,066.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	884.	0.		0.	
FOREIGN TAX	2,260.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	3,144.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
924 SH. ALTRIA GROUP	15,140.	35,472.		
2100 SH. CISCO SYSTEMS	42,900.	47,103.		
636 SH. CONOCOPHILLIPS	24,794.	44,933.		
1108 SH. EI DUPONT DE NEMOURS CO	44,346.	71,987.		
3000 SH. GENERAL ELECTRIC	63,403.	84,090.		
950 SH. HONEYWELL INTERNATIONAL	36,619.	86,802.		
2240 SH. INTEL CORP	0.	0.		
322 SH. IBM	32,151.	60,398.		
2050 SH. TEXAS INSTRS	39,500.	90,016.		
800 SH. SCHLUMBERGER LTD	41,007.	72,088.		
600 SH. BECTON DICKINSON	38,850.	66,294.		
1500 SH. MERCK & CO INC	52,080.	75,075.		
1080 SH. PHILIP MORRIS INTL	40,325.	94,100.		
604 SH. KELLOGG CO PV 25CT	29,975.	36,886.		
1000 WELLS FARGO CAP 5.625%	0.	0.		
318 SH PHILLIPS 66	0.	0.		
1000 SH COMMONWEALTH REIT SR NT 5.75%	24,596.	19,000.		
2000 SH GENERAL ELECTRIC CORP	45,975.	40,560.		
5070 SH ISHARES MSCI JAPAN	49,982.	61,545.		
800 SH QUALCOMM INC	51,165.	59,400.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	672,808.	1,045,749.		

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
25000 BOA 6.00% 9-1-17	23,380.	28,545.	
50000 GE CAP 5.375% 10-20-16	49,721.	55,703.	
25000 GOLDMAN SACHS 6.15% 4-1-18	21,438.	28,667.	
50000 JP MORGAN 5.25% 5-1-15	49,330.	52,773.	
25000 JP MORGAN CHASE 4.875% 3-15-14	22,933.	25,213.	
25000 CISCO SYSTEMS INC 4.95% 2/15/19	24,966.	28,121.	
25000 DIAGEO CAPITAL PLC 4.85% 5/15/18	24,493.	27,539.	
25000 NATL RURAL UTILS COOP 5.45 4/10/17	24,768.	27,854.	
25000 WALMART ST INC 4.125% 2/1/19	24,606.	27,117.	
25000 ARCELORMITTAL 3.75%	24,735.	26,094.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	290,370.	327,626.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
800 SH GUGGENHEIM BRIC ETF	COST	24,331.	27,720.
1900 SH ISHARES S&P GLOBAL IT SECT	COST	86,158.	158,251.
1900 SH ISHARES S&P GLOBAL HEALTHCARE	COST	90,242.	163,590.
2018 SH ISHARES S&P GLOBAL FIN SRVC SECT	COST	97,888.	113,391.
2250 SH ISHARES S&P EUR 350	COST	83,604.	106,763.
17887 SH ISHARES MSCI ACWI	COST	672,876.	1,030,649.
2500 SH ISHARES S&P GLOBAL INFRASTR	COST	81,997.	97,350.
2000 SH ISHARES N AMER INDEX	COST	77,027.	94,460.
3000 SH ISHARES REAL ESTATE FD	COST	85,282.	92,565.
1800 SH ISHARES S&P GLOBAL CONS STAPLES	COST	93,204.	155,124.
5500 SH POWERSHARES GLOBAL WATER PORT	COST	83,421.	127,050.
821 SH SPDR INDEX EMRG EUROPE	COST	32,234.	33,044.
357 SH SPDR INDEX EMRG MD EAST & AFRICA	COST	16,434.	24,472.
1276 UTILITIES SETOPR TR	COST	39,821.	48,450.
250 ISHARES S&P 500 INDEX	COST	27,263.	46,413.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,591,782.	2,319,292.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WPW FOUNDATION
ARTHUR STATE BANK, PO BOX 481
CLINTON, SC 293250481

TELEPHONE NUMBER

866-266-5140

FORM AND CONTENT OF APPLICATIONS

BY LETTER OF REQUEST WITH DETAILS FOR USE OF FUNDS, GEOGRAPHIC AREA TO BE SERVED, AND PURPOSE OF GRANT. NO FORMAL APPLICATION IS REQUIRED.

ANY SUBMISSION DEADLINES

DEADLINE FOR LETTER OF REQUEST IS SEPTEMBER 15TH OF EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. THE WPW FOUNDATION C/O: ARTHUR STATE BANK	Employer identification number (EIN) or 58-6338488
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 481	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CLINTON, SC 29325-0481	

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

0 4

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

ARTHUR STATE BANK

- The books are in the care of ► **205 JACOBS HIGHWAY - CLINTON, SC 29325**

Telephone No. ► **864-938-4133**

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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** or
- ☐ tax year beginning , and ending .

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,200.
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	\$	1,200.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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