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

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending ,

HM AND PEARL KYLE FOUNDATION INC
514 JUANITA DRIVE
FLORENCE, SC 29501-5724

A Employer identification number 57-0786826

B Telephone number (see instructions) 843-662-6236

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, column (c), line 16*) ► $ 2,251,445.

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)
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Ck ► ☒ if the foundn is not required to attach Sch B				
3	Interest on savings and temporary cash investments	10.	10.	10.	
4	Dividends and interest from securities	35,346.	35,346.	35,346.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	174,053.			
b	Gross sales price for all assets on line 6a 1,937,894.				
7	Capital gain net income (from Part IV, line 2)		174,053.		
8	Net short-term capital gain			4,780.	
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) SEE STATEMENT 1	4,117.		4,117.	
12	**Total.** Add lines 1 through 11	213,526.	209,409.	44,253.	
13	Compensation of officers, directors, trustees, etc	12,000.		6,000.	6,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	875.		875.	
c	Other prof fees (attach sch) SEE ST 3	23,843.	23,843.		
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 4	1,272.	650.		
19	Depreciation (attach sch) and depletion SEE STMT 5	3,621.			
20	Occupancy				
21	Travel, conferences, and meetings	6,235.			6,235.
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 6	22,972.		21,714.	
24	**Total operating and administrative expenses.** Add lines 13 through 23	70,818.	24,493.	28,589.	12,235.
25	Contributions, gifts, grants paid PART XV	50,250.			45,250.
26	**Total expenses and disbursements** Add lines 24 and 25	121,068.	24,493.	28,589.	57,485.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	92,458.			
b	**Net investment income** (if negative, enter -0-)		184,916.		
c	**Adjusted net income** (if negative, enter -0-)			15,664.	

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

SCANNED NOV 30 2015

RECEIVED
NOV 18 2015
OGDEN, UT
IRS-OSC

Rec in Batching/
Corres Ogden
NOV 23 2015

5-24

10

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	21,391.	23,674.	23,674.
	2	Savings and temporary cash investments	40,785.	91,518.	91,518.
	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 sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 7	134,059.	51,353.	51,353.
	c	Investments — corporate bonds (attach schedule) STATEMENT 8	267,089.	369,581.	369,581.
	11	Investments — land, buildings, and equipment basis ► 147,721.			
		Less accumulated depreciation (attach schedule) SEE STMT 9 ► 51,886.	99,456.	95,835.	150,000.
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) STATEMENT 10	1,520,193.	1,545,234.	1,545,234.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► SEE STATEMENT 11)	20,085.	22,031.	20,085.
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	2,103,058.	2,199,226.	2,251,445.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable		5,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► SEE STATEMENT 12)		234.	
	23	**Total liabilities** (add lines 17 through 22)	0.	5,234.	
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	2,103,058.	2,193,992.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,103,058.	2,193,992.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,103,058.	2,199,226.	

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	2,103,058.
2	Enter amount from Part I, line 27a	2	92,458.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,195,516.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 13	5	1,524.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,193,992.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	SEE STATEMENT 14			
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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	174,053.
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	4,780.

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 (column (b) divided by column (c))
2013	80,037.	1,961,913.	0.040795
2012	124,746.	1,858,693.	0.067115
2011	170,615.	2,066,801.	0.082550
2010	175,298.	1,936,076.	0.090543
2009	174,978.	2,079,715.	0.084136

2	**Total** of line 1, column (d)	2	0.365139
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	0.073028
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,125,562.
5	Multiply line 4 by line 3	5	155,226.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,849.
7	Add lines 5 and 6	7	157,075.
8	Enter qualifying distributions from Part XII, line 4	8	102,735.

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)

1 a	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 instrs)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	3,698.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,698.
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	3,698.
6	Credits/Payments		
a	2014 estimated tax pmts and 2013 overpayment credited to 2014 — **6 a**		
b	Exempt foreign organizations – tax withheld at source — **6 b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6 c**		
d	Backup withholding erroneously withheld — **6 d**		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	14.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 15 ►	9	3,851.
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 2015 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	**1 a**		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	**1 b**		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?	**1 c**		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*	**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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4 a**	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	**4 b**	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, column (c), and Part XV*	**7**	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
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*	**8 b**	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 2014 or the taxable year beginning in 2014 (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)*

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

Website address ► N/A

14 The books are in care of ► WALLACE B PERMENTER Telephone no ► 843-662-6236

Located at ► 514 JUANITA DRIVE FLORENCE SC ZIP + 4 ► 29501-5724

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

	Question	Line	Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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.

	Question	Response	Line	Yes	No
1 a	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)?		1 b	N/A	
	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 2014?		1 c		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	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 2014 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 2014)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2014?		4 b		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 4945(d)(4)(A)? (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** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		12,000.	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 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 DIOCESE OF EAST CAROLINA: TO ASSIST IN PROVIDING GROWTH IN CHRIST; TO RESTORE ALL PEOPLE TO UNITY WITH GOD AND EACH OTHER IN CHRIST.	10,000.
2 SEE STATEMENT 17	6,000.
3 SEE STATEMENT 18	5,000.
4 SEE STATEMENT 19	5,000.

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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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			1 a	1,902,683.
b	Average of monthly cash balances			1 b	120,794.
c	Fair market value of all other assets (see instructions)			1 c	170,085.
d	**Total** (add lines 1a, b, and c)			1 d	2,193,562.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	2,193,562.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) SEE STATEMENT 20			4	68,000.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	2,125,562.
6	**Minimum investment return.** Enter 5% of line 5			6	106,278.

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	106,278.
2 a	Tax on investment income for 2014 from Part VI, line 5	2 a	3,698.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2 b			
c	Add lines 2a and 2b			2 c	3,698.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	102,580.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	102,580.
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	102,580.

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	1 a	57,485.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule) SEE STATEMENT 21	3 b	45,250.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	102,735.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	102,735.

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 2013	**(c)** 2013	**(d)** 2014
1 Distributable amount for 2014 from Part XI, line 7					102,580.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years 20 __, 20 __, 20 __			0.		
3 Excess distributions carryover, if any, to 2014					
a From 2009					
b From 2010					
c From 2011					
d From 2012	14,519.				
e From 2013					
f **Total** of lines 3a through e		14,519.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 102,735.					
a Applied to 2013, 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 2014 distributable amount					102,580.
e Remaining amount distributed out of corpus		155.			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		14,674.			
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 2013 Subtract line 4a from line 2a Taxable amount — see instructions				0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)		0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		14,674.			
10 Analysis of line 9					
a Excess from 2010					
b Excess from 2011					
c Excess from 2012	14,519.				
d Excess from 2013					
e Excess from 2014	155.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 22				
Total			► **3a**	45,250.
b *Approved for future payment*				
FLORENCE COUNTY MUSEUM PO BOX 14170 FLORENCE, SC 29504	NONE	PC	REBURBISH OLD MUSEUM FOR NEW USE	5,000.
Total			► **3b**	5,000.

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	10.	
4 Dividends and interest from securities			14	35,346.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property	531110	-19,798.			
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	174,053.	
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)		-19,798.		209,409.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 189,611.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee

Date 10-16-15

Title TRUSTEE PRES

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
GINGER R LAWRIMORE, CPA		10/14/15		P01439214

Firm's name ► LAWRIMORE CPA, PA

Firm's EIN ► 46-1337229

Firm's address ► PO BOX 1844

FLORENCE, SC 29503-1844

Phone no (843) 662-4316

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RENTAL INCOME - NONINVESTMENT PROPERTY	$ 4,117.		$ 4,117.
TOTAL	$ 4,117.	$ 0.	$ 4,117.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	$ 875.		$ 875.	
TOTAL	$ 875.	$ 0.	$ 875.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	$ 23,843.	$ 23,843.		
TOTAL	$ 23,843.	$ 23,843.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990-PF	$ 622.			
FOREIGN TAXES (INVESTMENT)	650.	$ 650.		
TOTAL	$ 1,272.	$ 650.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

DATE ACQUIRED	COST BASIS	PRIOR YR DEPR	METHOD	RATE	LIFE	CURRENT YR DEPR	NET INVEST INCOME	ADJUSTED NET INCOME
COTTAGE								
7/21/00	86,297	38,806	S/L		26.2	3,294	0	0
WINDOW SHUTTERS								
9/30/06	1,559	1,248	S/L		10	156	0	0
WATER HEATER								
5/28/13	730	35	S/L		12	61	0	0
WASHER & DRYER								
9/23/13	986	27	S/L		9	110	0	0

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	$ 1,171.		$ 1,171.	
OFFICE EXPENSES	247.		247.	
RENTAL EXPENSES	20,294.			
RENTAL EXPENSES			20,294.	
TELEPHONE	2.		2.	
WACHESAW EXPENSES	1,258.			
TOTAL	$ 22,972.	$ 0.	$ 21,714.	$ 0.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES S&P US PREFERRED STOCK	MKT VAL	$ 0.	$ 0.
BANK OF AMERICA CORP	MKT VAL	15,206.	15,206.
COCA-COLA COMPANY	MKT VAL	0.	0.
FORD MOTOR COMPANY	MKT VAL	11,827.	11,827.
HONDA MOTOR LTD NEW	MKT VAL	0.	0.
MERCK & CO INC NW	MKT VAL	13,914.	13,914.
QUALCOMM INC	MKT VAL	10,406.	10,406.
	TOTAL	$ 51,353.	$ 51,353.

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES INTL TREASURY BOND	MKT VAL	$ 0.	$ 0.
ISHARES INTERMEDIATE CREDIT BOND	MKT VAL	0.	0.
ISHARES IBOXX & HIGH YIELD CORP BOND	MKT VAL	143,360.	143,360.
ISHARES IBOXX & INVESTMENT GRADE CORP BD	MKT VAL	74,392.	74,392.
ISHARES 10+ YR CREDIT BOND	MKT VAL	75,547.	75,547.
ISHARES CORE LONG TERM USD BOND	MKT VAL	76,282.	76,282.
	TOTAL	$ 369,581.	$ 369,581.

STATEMENT 9
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 7,728.	$ 7,573.	$ 155.	$ 1,955.
MACHINERY AND EQUIPMENT	3,696.	2,213.	1,483.	3,045.
BUILDINGS	86,297.	42,100.	44,197.	95,000.
LAND	50,000.		50,000.	50,000.
TOTAL	$ 147,721.	$ 51,886.	$ 95,835.	$ 150,000.

STATEMENT 10
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER PUBLICLY TRADED SECURITIES	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIRST TRST HLTH CAREETF	MKT VAL	$ 227,715.	$ 227,715.
FIRST TRUST CONSUMER ETF DISCRETIONARY A	MKT VAL	232,020.	232,020.
FIRST TRUST CONSUMER ET STAPLES ALPHADEX	MKT VAL	225,110.	225,110.
FIRST TRUST DOW JONES INTERNET INDEX FD	MKT VAL	219,158.	219,158.
SPDR S&P 500 TRUST ET	MKT VAL	61,868.	61,868.
FIRST TRUST ETF	MKT VAL	226,280.	226,280.
ISHARES GLOBAL TIMBER & FORESTRY WOOD	MKT VAL	63,263.	63,263.
ISHARES INTL SELECT DIVIDEND	MKT VAL	57,913.	57,913.
ISHARES MSCI JAPAN	MKT VAL	0.	0.
ISHARES SELECT DIVIDEND	MKT VAL	62,091.	62,091.
SPDR S&P WORLD EX-US ET	MKT VAL	59,099.	59,099.
VANGUARD TOTAL STOCK MARKET ETF	MKT VAL	13,568.	13,568.
BERWYN FD INC COM	MKT VAL	12,318.	12,318.
JAMES BALANCED GOLDEN RAINDOW FD	MKT VAL	24,381.	24,381.
SPDR EURO STOXX 50	MKT VAL	60,450.	60,450.
	TOTAL	$ 1,545,234.	$ 1,545,234.

STATEMENT 11
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	$ 1,945.	
INITIAL FEE (WACHESAW PLANTATION)	20,000.	$ 20,000.
ROUNDING	1.	
UTILITY DEPOSITS	85.	85.
TOTAL	$ 22,031.	$ 20,085.

STATEMENT 12
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

FOREIGN TAXES	$ 234.
TOTAL	$ 234.

STATEMENT 13
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	$ 1,524.
TOTAL	$ 1,524.

STATEMENT 14
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	268 FIRST TRUST ETF NYSE ARCA BIOTEC	PURCHASED	6/26/2013	2/07/2014
2	151 FIRST TRUST ETF NYSE ARCA BIOTEC	PURCHASED	6/26/2013	6/19/2014
3	526 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	9/04/2013	7/31/2014
4	78 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	4/16/2014	7/31/2014
5	38 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	4/16/2014	8/13/2014
6	86 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	4/16/2014	11/13/2014
7	19 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	6/19/2014	11/13/2014
8	951 FIRST TR CANADA ETF ALPHADEX FUND	PURCHASED	7/31/2014	8/18/2014
9	8 FIRST TR CANADA ETF ALPHADEX FUND	PURCHASED	8/13/2014	8/18/2014
10	305 ISHARES GLOBAL ETF EX USD HIGH YIELD	PURCHASED	4/16/2014	7/31/2014
11	871 ISHARES GLOBAL ETF EX USD HIGH YIELD	PURCHASED	4/16/2014	8/13/2014
12	68 ISHARES GLOBAL ETF EX USD HIGH YIELD	PURCHASED	6/19/2014	8/13/2014
13	1760 ISHARES MSCI ETF UNITED KINGDOM	PURCHASED	7/31/2014	8/18/2014
14	34 ISHARES MSCI ETF UNITED KINGDOM	PURCHASED	8/13/2014	8/18/2014

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
15	1090 ISHARES MSCI ETF SWITERZLAND CAPPED	PURCHASED	7/31/2014	8/18/2014
16	9 ISHARES MSCI ETF SWITERZLAND CAPPED	PURCHASED	8/13/2014	8/18/2014
17	1228 ISHARES MSCI GERMANY ETF	PURCHASED	7/31/2014	8/18/2014
18	36 ISHARES MSCI GERMANY ETF	PURCHASED	8/13/2014	8/18/2014
19	233 ISHARES MSCI JAPAN ETF	PURCHASED	6/26/2013	4/16/2014
20	1535 ISHARES MSCI JAPAN ETF	PURCHASED	7/15/2013	4/16/2014
21	528 ISHARES MSCI JAPAN ETF	PURCHASED	8/21/2013	4/16/2014
22	371 ISHARES MSCI JAPAN ETF	PURCHASED	2/07/2014	4/16/2014
23	5 ISHARES SELECT ETF DIVIDEND	PURCHASED	3/25/2013	2/07/2014
24	14 ISHARES ETF INTL TREASURY BOND	PURCHASED	8/21/2013	4/16/2014
25	182 ISHARES ETF INTL TREASURY BOND	PURCHASED	8/21/2013	7/31/2014
26	11 ISHARES ETF INTL TREASURY BOND	PURCHASED	2/07/2014	11/13/2014
27	33 ISHARES ETF INTL TREASURY BOND	PURCHASED	6/19/2014	11/13/2014
28	1 ISHARES ETF INTL TREASURY BOND	PURCHASED	8/13/2014	11/13/2014
29	178 ISHARES ETF INTL TREASURY BOND	PURCHASED	8/18/2014	11/13/2014
30	14 ISHARES ETF INTL TREASURY BOND	PURCHASED	10/21/2014	11/13/2014
31	31 ISHARES ETF GLOBAL TIMBER & FORESTRY	PURCHASED	3/25/2013	2/07/2014
32	4 ISHARES ETF INTL SELECT DIVIDEND	PURCHASED	8/21/2013	2/07/2014
33	83 ISHARES ETF INTL SELECT DIVIDEND	PURCHASED	8/21/2013	4/16/2014
34	2 ISHARES ETF INTL SELECT DIVIDEND	PURCHASED	8/21/2013	6/19/2014
35	4 ISHARES ETF INTL SELECT DIVIDEND	PURCHASED	8/21/2013	8/18/2014
36	1 ISHARES ETF INTERMEDIATE CREDIT BOND	PURCHASED	9/04/2013	6/19/2014
37	21 ISHARES ETF INTERMEDIATE CREDIT BOND	PURCHASED	2/07/2014	6/19/2014
38	2 ISHARES ETF INTERMEDIATE CREDIT BOND	PURCHASED	4/16/2014	6/19/2014
39	15 ISHARES ETF U.S PREFERRED STOCK	PURCHASED	3/20/2013	2/07/2014
40	50 ISHARES ETF U.S PREFERRED STOCK	PURCHASED	4/12/2013	2/07/2014
41	5 ISHARES ETF U.S PREFERRED STOCK	PURCHASED	5/08/2013	2/07/2014
42	48 ISHARES ETF U.S PREFERRED STOCK	PURCHASED	8/21/2013	2/07/2014
43	38 ISHARES CORE LONG ETF TERM USD BOND	PURCHASED	8/13/2014	10/21/2014
44	334 ISHARES ETF 10+YR CREDIT BOND	PURCHASED	6/19/2014	7/31/2014
45	35 ISHARES ETF 10+YR CREDIT BOND	PURCHASED	6/19/2014	10/21/2014
46	361332 JPMORGAN TR I PRIME MONEY MARKET FUND	PURCHASED	8/13/2014	8/18/2014
47	2353 POWERSHARES ETF INTERNATIONAL CORPORATE	PURCHASED	2/07/2014	4/16/2014
48	185 SPDR S&P 500 TRUST ETF	PURCHASED	8/18/2014	10/21/2014
49	8 SPDR S&P 500 TRUST ETF	PURCHASED	8/18/2014	11/13/2014
50	14 SPDR EURO STOXX 50 ETF	PURCHASED	4/16/2014	6/19/2014
51	2161 SPDR EURO STOXX 50 ETF	PURCHASED	4/16/2014	7/31/2014
52	823 SPDR EURO STOXX 50 ETF	PURCHASED	8/18/2014	10/21/2014
53	13 SPDR S&P WORLD EX-US ETF	PURCHASED	3/20/2013	2/07/2014
54	1102 SPDR S&P WORLD EX-US ETF	PURCHASED	8/18/2014	10/21/2014
55	562 WISDOMTREE INTL S/C DVD FUND	PURCHASED	7/31/2014	8/18/2014
56	9 WISDOMTREE INTL S/C DVD FUND	PURCHASED	8/13/2014	8/18/2014
57	686 FIRST TRUST ETF NYSE ARCA BIOTEC	PURCHASED	6/26/2013	7/31/2014
58	58 FIRST TRUST ETF NYSE ARCA BIOTEC	PURCHASED	6/26/2013	8/13/2014
59	112 FIRST TRUST ETF NYSE ARCA BIOTEC	PURCHASED	6/26/2013	11/13/2014
60	126 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	6/07/2011	2/07/2014
61	17 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	6/16/2011	2/07/2014
62	251 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	8/10/2011	2/07/2014
63	113 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	8/10/2011	7/31/2014

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
64	112 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	8/24/2011	7/31/2014
65	37 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	8/23/2012	7/31/2014
66	38 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	3/20/2013	7/31/2014
67	30 FIRST TRUST DOW JONES INTERNET INDEX FUND	PURCHASED	4/12/2013	7/31/2014
68	140 FIRST TRUST CONSUMER ETF DISCRETIONARY ALPHADEX	PURCHASED	3/02/2011	2/07/2014
69	49 FIRST TRUST CONSUMER ETF DISCRETIONARY ALPHADEX	PURCHASED	3/02/2011	4/16/2014
70	17 FIRST TRUST CONSUMER ETF DISCRETIONARY ALPHADEX	PURCHASED	3/02/2011	6/19/2014
71	54 FIRST TRUST CONSUMER ETF DISCRETIONARY ALPHADEX	PURCHASED	3/02/2011	7/31/2014
72	1522 FIRST TRUST CONSUMER ETF DISCRETIONARY ALPHADEX	PURCHASED	6/07/2011	7/31/2014
73	24 FIRST TRUST CONSUMER ETF DISCRETIONARY ALPHADEX	PURCHASED	6/07/2011	8/13/2014
74	195 FIRST TRUST CONSUMER ETF DISCRETIONARY ALPHADEX	PURCHASED	6/07/2011	11/13/2014
75	38 FIRST TRUST CONSUMER ETF STAPLES ALPHADEX FUND	PURCHASED	2/29/2012	2/07/2014
76	279 FIRST TRUST CONSUMER ETF STAPLES ALPHADEX FUND	PURCHASED	2/29/2012	4/16/2014
77	269 FIRST TRUST CONSUMER ETF STAPLES ALPHADEX FUND	PURCHASED	2/29/2012	6/19/2014
78	1114 FIRST TRUST CONSUMER ETF STAPLES ALPHADEX FUND	PURCHASED	2/29/2012	7/31/2014
79	61 FIRST TRUST CONSUMER ETF STAPLES ALPHADEX FUND	PURCHASED	2/29/2012	8/13/2014
80	169 FIRST TRUST CONSUMER ETF STAPLES ALPHADEX FUND	PURCHASED	2/29/2012	11/13/2014
81	402 FIRST TRST HLTH CAREETF ALPHADEX FUND	PURCHASED	10/12/2011	2/07/2014
82	132 FIRST TRST HLTH CAREETF ALPHADEX FUND	PURCHASED	10/12/2011	6/19/2014
83	1049 FIRST TRST HLTH CAREETF ALPHADEX FUND	PURCHASED	10/12/2011	7/31/2014
84	67 FIRST TRST HLTH CAREETF ALPHADEX FUND	PURCHASED	10/12/2011	11/13/2014
85	5448 ISHARES MSCI JAPAN ETF	PURCHASED	4/12/2013	4/16/2014
86	56 ISHARES SELECT ETF DIVIDEND	PURCHASED	3/25/2013	4/16/2014
87	10 ISHARES SELECT ETF DIVIDEND	PURCHASED	3/25/2013	10/21/2014
88	17 ISHARES SELECT ETF DIVIDEND	PURCHASED	3/25/2013	11/13/2014
89	5 ISHARES IBOXX & ETF INVESMENT GRADE CORP BD	PURCHASED	2/06/2013	4/16/2014
90	163 ISHARES IBOXX & ETF INVESMENT GRADE CORP BD	PURCHASED	2/06/2013	7/31/2014
91	14 ISHARES IBOXX & ETF INVESMENT GRADE CORP BD	PURCHASED	2/06/2013	10/21/2014
92	464 ISHARES ETF INTL TREASURY BOND	PURCHASED	8/21/2013	11/13/2014
93	12 ISHARES ETF INTL TREASURY BOND	PURCHASED	9/04/2013	11/13/2014
94	13 ISHARES ETF GLOBAL TIMBER & FORESTRY	PURCHASED	3/25/2013	6/19/2014
95	3 ISHARES ETF GLOBAL TIMBER & FORESTRY	PURCHASED	3/25/2013	8/18/2014
96	5 ISHARES ETF GLOBAL TIMBER & FORESTRY	PURCHASED	3/25/2013	10/21/2014
97	2 ISHARES ETF GLOBAL TIMBER & FORESTRY	PURCHASED	3/25/2013	11/13/2014
98	2 ISHARES IBOXX $ ETF HIGH YIELD CORP BOND	PURCHASED	2/06/2013	4/16/2014

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
99	186 ISHARES IBOXX $ ETF HIGH YIELD CORP BOND	PURCHASED	2/06/2013	7/31/2014
100	3 ISHARES IBOXX $ ETF HIGH YIELD CORP BOND	PURCHASED	2/06/2013	8/13/2014
101	4 ISHARES IBOXX $ ETF HIGH YIELD CORP BOND	PURCHASED	2/06/2013	10/21/2014
102	586 ISHARES ETF INTERMEDIATE CREDIT BOND	PURCHASED	3/20/2013	6/19/2014
103	13 ISHARES ETF INTERMEDIATE CREDIT BOND	PURCHASED	4/12/2013	6/19/2014
104	13 ISHARES ETF INTERMEDIATE CREDIT BOND	PURCHASED	5/08/2013	6/19/2014
105	1454 ISHARES U.S PREFERRED STOCK	PURCHASED	5/30/2012	2/07/2014
106	140 ISHARES U.S PREFERRED STOCK	PURCHASED	8/23/2012	2/07/2014
107	13 ISHARES U.S PREFERRED STOCK	PURCHASED	1/30/2013	2/07/2014
108	11 ISHARES U.S PREFERRED STOCK	PURCHASED	2/06/2013	2/07/2014
109	11 SPDR S&P 500 TRUST ETF	PURCHASED	2/08/2012	2/07/2014
110	19 SPDR S&P 500 TRUST ETF	PURCHASED	2/08/2012	4/16/2014
111	3 SPDR S&P 500 TRUST ETF	PURCHASED	2/08/2012	6/19/2014
112	361 SPDR S&P 500 TRUST ETF	PURCHASED	2/08/2012	7/31/2014
113	5 SPDR S&P 500 TRUST ETF	PURCHASED	8/23/2012	7/31/2014
114	131 SPDR S&P 500 TRUST ETF	PURCHASED	7/15/2013	7/31/2014
115	99 SPDR S&P WORLD EX-US ETF	PURCHASED	3/20/2013	4/16/2014
116	14 SPDR S&P WORLD EX-US ETF	PURCHASED	3/20/2013	6/19/2014
117	2146 SPDR S&P WORLD EX-US ETF	PURCHASED	3/20/2013	7/31/2014
118	11 SPDR S&P WORLD EX-US ETF	PURCHASED	4/12/2013	7/31/2014
119	174 SPDR S&P WORLD EX-US ETF	PURCHASED	6/26/2013	7/31/2014
120	821 SPDR S&P WORLD EX-US ETF	PURCHASED	7/15/2013	7/31/2014
121	520 COCA-COLA COMPANY	PURCHASED	8/29/2013	2/06/2014
122	10 COCA-COLA COMPANY	PURCHASED	8/29/2013	2/06/2014
123	265 GILEAD SCIENCES INC	PURCHASED	2/06/2014	12/22/2014
124	265 HONDA MOTOR LTD NEW AMERICAN SHARES	PURCHASED	1/02/2013	11/18/2014
125	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	19,735.		15,388.	4,347.				$ 4,347.
2	12,186.		8,670.	3,516.				3,516.
3	31,073.		26,627.	4,446.				4,446.
4	4,608.		4,433.	175.				175.
5	2,300.		2,160.	140.				140.
6	5,320.		4,888.	432.				432.
7	1,176.		1,116.	60.				60.
8	35,988.		35,855.	133.				133.
9	303.		302.	1.				1.
10	17,510.		18,051.	-541.				-541.
11	49,289.		51,548.	-2,259.				-2,259.
12	3,848.		4,009.	-161.				-161.
13	35,921.		35,939.	-18.				-18.
14	694.		685.	9.				9.
15	36,208.		35,922.	286.				286.
16	299.		296.	3.				3.
17	35,243.		35,914.	-671.				-671.
18	1,033.		1,030.	3.				3.
19	2,598.		2,544.	54.				54.
20	17,115.		18,337.	-1,222.				-1,222.
21	5,887.		5,871.	16.				16.
22	4,137.		4,213.	-76.				-76.
23	343.		314.	29.				29.

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
24	1,457.		1,390.	67.				$ 67.
25	18,898.		18,073.	825.				825.
26	1,073.		1,114.	-41.				-41.
27	3,220.		3,444.	-224.				-224.
28	98.		104.	-6.				-6.
29	17,369.		18,586.	-1,217.				-1,217.
30	1,366.		1,409.	-43.				-43.
31	1,583.		1,534.	49.				49.
32	147.		138.	9.				9.
33	3,236.		2,869.	367.				367.
34	82.		69.	13.				13.
35	154.		138.	16.				16.
36	110.		107.	3.				3.
37	2,305.		2,290.	15.				15.
38	220.		219.	1.				1.
39	568.		606.	-38.				-38.
40	1,892.		2,021.	-129.				-129.
41	189.		205.	-16.				-16.
42	1,816.		1,793.	23.				23.
43	2,381.		2,323.	58.				58.
44	20,128.		19,882.	246.				246.
45	2,151.		2,083.	68.				68.
46	361,332.		361,332.	0.				0.
47	70,973.		69,188.	1,785.				1,785.
48	35,788.		36,458.	-670.				-670.
49	1,638.		1,577.	61.				61.
50	632.		597.	35.				35.
51	88,329.		92,167.	-3,838.				-3,838.
52	30,771.		33,052.	-2,281.				-2,281.
53	366.		342.	24.				24.
54	30,086.		32,597.	-2,511.				-2,511.
55	35,866.		35,951.	-85.				-85.
56	574.		570.	4.				4.
57	55,834.		39,388.	16,446.				16,446.
58	4,916.		3,330.	1,586.				1,586.
59	11,179.		6,431.	4,748.				4,748.
60	7,590.		4,449.	3,141.				3,141.
61	1,024.		583.	441.				441.
62	15,121.		7,660.	7,461.				7,461.
63	6,675.		3,449.	3,226.				3,226.
64	6,616.		3,379.	3,237.				3,237.
65	2,186.		1,342.	844.				844.
66	2,245.		1,627.	618.				618.
67	1,772.		1,295.	477.				477.
68	4,301.		2,923.	1,378.				1,378.
69	1,526.		1,023.	503.				503.
70	558.		355.	203.				203.
71	1,746.		1,128.	618.				618.
72	49,208.		32,006.	17,202.				17,202.
73	785.		505.	280.				280.
74	6,661.		4,101.	2,560.				2,560.
75	1,298.		937.	361.				361.
76	10,130.		6,880.	3,250.				3,250.

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
77	10,824.		6,634.	4,190.				$ 4,190.
78	42,198.		27,471.	14,727.				14,727.
79	2,361.		1,504.	857.				857.
80	7,075.		4,168.	2,907.				2,907.
81	19,685.		10,641.	9,044.				9,044.
82	6,968.		3,494.	3,474.				3,474.
83	55,898.		27,767.	28,131.				28,131.
84	3,933.		1,773.	2,160.				2,160.
85	60,744.		61,876.	-1,132.				-1,132.
86	4,146.		3,522.	624.				624.
87	746.		629.	117.				117.
88	1,335.		1,069.	266.				266.
89	590.		595.	-5.				-5.
90	19,324.		19,405.	-81.				-81.
91	1,681.		1,667.	14.				14.
92	45,276.		46,075.	-799.				-799.
93	1,171.		1,170.	1.				1.
94	687.		643.	44.				44.
95	151.		149.	2.				2.
96	250.		248.	2.				2.
97	103.		99.	4.				4.
98	188.		186.	2.				2.
99	17,235.		17,340.	-105.				-105.
100	281.		280.	1.				1.
101	372.		373.	-1.				-1.
102	64,326.		65,041.	-715.				-715.
103	1,427.		1,448.	-21.				-21.
104	1,427.		1,450.	-23.				-23.
105	55,021.		55,964.	-943.				-943.
106	5,298.		5,536.	-238.				-238.
107	492.		523.	-31.				-31.
108	416.		440.	-24.				-24.
109	1,958.		1,486.	472.				472.
110	3,529.		2,567.	962.				962.
111	589.		405.	184.				184.
112	69,994.		48,770.	21,224.				21,224.
113	969.		703.	266.				266.
114	25,400.		22,049.	3,351.				3,351.
115	2,906.		2,606.	300.				300.
116	433.		368.	65.				65.
117	63,708.		56,483.	7,225.				7,225.
118	327.		293.	34.				34.
119	5,166.		4,350.	816.				816.
120	24,373.		21,698.	2,675.				2,675.
121	19,343.		20,283.	-940.				-940.
122	372.		390.	-18.				-18.
123	25,183.		20,717.	4,466.				4,466.
124	8,158.		10,362.	-2,204.				-2,204.
125								2,874.
							TOTAL	$ 174,053.

STATEMENT 18
FORM 990-PF, PART IX-A, LINE 3
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
MERCY MEDICINE CLINIC: PROVIDE MEDICAL CARE TO RESIDENCES OF FLORENCE, WILLIAMSBURG & DILLON COUNTIES WHO COULD NOT OTHERWISE RECEIVE MEDICAL CARE, ALSO PROVIDE CONSULTATIONS, TREATMENT AND SERVICES FOR NO CHARGE.	$ 5,000.

STATEMENT 19
FORM 990-PF, PART IX-A, LINE 4
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
NAOMI PROJECT: REACH INTO THE LIVES OF HURTING WOMEN AND CHILDREN WHO ARE HOMELESS AND VICTIMS OF DOMESTIC ABUSE, WHO HAVE BEEN DROPPED AND ABANDONED BY THE SYSTEM AND CHANGE THEIR LIVES FROM THE PLACE OF DESOLATION TO THE PLACE OF DESTINY.	$ 5,000.

STATEMENT 20
FORM 990-PF, PART X, LINE 4
EXPLANATION OF CASH DEEMED HELD FOR CHARITABLE ACTIVITIES

CASH DEEMED HELD FOR CHARITABLE ACTIVITIES:

UNIVERSITY OF NC - WILMINGTON	$ 2500.00
FRANCIS MARION UNIVERSITY	2500.00
DIOCESE FOR EAST CAROLINA	3000.00
DIOCESE FOR SOUTH CAROLINA	3000.00
ANNUAL SMALL CHARITIES (BENEFACTOR'S REQUEST)	2000.00
ANNUAL TRUSTEE'S DISCRETIONARY DONATIONS	5000.00
ANNUAL OPERATING EXPENSES	50000.00
TOTAL	$68000.00

STATEMENT 21
FORM 990-PF, PART XII, LINE 3B
EXPLANATION FOR CASH DISTRIBUTION TEST

DIOCESE OF EAST CAROLINA	$ 10000.00
FRANCIS MARION UNIVERSITY	2000.00
THE SALVATION ARMY	3250.00
DIOCESE OF SOUTH CAROLINA	2500.00
FLORENCE WEST ROTARY CLUB	1000.00
MERCY MEDICINE CLINIC	5000.00
NAOMI PROJECT	5000.00
CAREFIRST CAROLINA FOUNDATION	5000.00
RICHARD WYNN ACADEMY	2500.00
PEE DEE COALITION AGAINST DOM. ABUSE	6000.00
CHRIST CHURCH OF MOUNT PLEASANT	3000.00
TOTAL:	45250.00

STATEMENT 22
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
DIOCESE OF EAST CAROLINA 705 DOCTORS DR KINGSTON, NC 28501	NONE			$ 10,000.
FRANCIS MARION UNIVERSITY FDN PO BOX 100547 FLORENCE, SC 29502	NONE			2,000.
THE SALVATION ARMY 2210 HOFFMEYER RD FLORENCE, SC 29501	NONE			3,250.
DIOCESE OF SOUTH CAROLINA 126 COMING STREET CHARLESTON, SC 29403	NONE			2,500.
FLORENCE WEST ROTARY CLUB PO BOX 4832 FLORENCE, SC 29502	NONE			1,000.
MERCY MEDICINE CLINIC 500 S COIT ST FLORENCE, SC 29501	NONE			5,000.
NAOMI PROJECT PO BOX 13143 FLORENCE, SC 29504	NONE			5,000.
CAREFIRST CAROLINA FOUNDATION 201 SOUTH FOURTH STREET HARTSVILLE, SC 29551	NONE			5,000.
RICHARD WYNN ACADEMY 1796 OLD CHESTER RD WINNSBORO, SC 29180	NONE			2,500.
PEE DEE COALITION AGAINST DOMESTIC ABUSE 220 S IRBY STREET FLORENCE, SC 29501	NONE			6,000.
CHRIST CHURCH OF MOUNT PLEASANT 2304 HIGHWAY 17 NORTH MT PLEASANT, SC 29466	NONE			3,000.
			TOTAL	$ 45,250.

STATEMENT 15
FORM 990-PF, PART VI, LINE 9
TAX DUE

TAX DUE		$ 3,712.
LATE PAYMENT PENALTY		92.
LATE INTEREST		47.
	TOTAL	$ 3,851.

STATEMENT 16
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
GARY W CRAWFORD 510 S COIT ST FLORENCE, SC 29501	TRUSTEE PRES 10.00	$ 6,000.	$ 0.	$ 0.
WALLACE B PERMENTER 514 JUANITA DR FLORENCE, SC 29501	TRUSTEE SEC/TRE 16.00	6,000.	0.	0.
PRESTON B HUNTLEY JR 312 POWE ST CHERAW, SC 29520	TRUSTEE 2.00	0.	0.	0.
JAMES H KYLE, III 112 DOBBIN AVE FAYETTEVILLE, NC 28305	TRUSTEE 8.00	0.	0.	0.
INGRAM PARMLEY 11 WAKEFIELD DR ASHEVILLE, NC 28803	TRUSTEE-VICE PR 8.00	0.	0.	0.
	TOTAL	$ 12,000.	$ 0.	$ 0.

STATEMENT 17
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
PEE DEE COALITION AGAINST DOMESTIC ABUSE: NON-PROFIT, VOLUNTEER ORGANIZATION DEDICATED TO THE REDUCTION OF SEXUAL ASSAULT, FAMILY VIOLENCE, AND CHILD ABUSE AND TO THE NEEDS OF ITS VICTIMS IN THE EIGHT-COUNTY PEE DEE REGION OF SC WHICH INCLUDES FLORENCE, DARLINGTON, MARION, CHESTERFIELD, MARLBORO, DILLON, WILLIAMSBURG AND CLARENDON COUNTIES THE COALITION ACCOMPLISHES ITS MISSION THROUGH (1) DIRECT VICTIM ASSISTANCE INCLUDING 24-HOUR CRISIS INTERVENTION AND SUPPORT SERVICES.	$ 6,000.