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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2015Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation JOHN M RIVERS, JR. FOUNDATION		A Employer identification number 57-0907666
Number and street (or P O box number if mail is not delivered to street address) 40 CALHOUN STREET RM/STE 500	Room/suite	B Telephone number (see instructions) 084-372-3990
City or town, state or province, country, and ZIP or foreign postal code CHARLESTON SC 29403		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 2,441,276	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	825			
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	29	29		
4 Dividends and interest from securities	56,328	54,235		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	136,658			
b Gross sales price for all assets on line 6a 1,337,712				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) Stmt 2	521	521		
12 Total. Add lines 1 through 11	194,361	54,785	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See Stmt 3	180	162		18
b Accounting fees (attach schedule) Stmt 4	6,595	5,936		659
c Other professional fees (attach schedule) Stmt 5	24,842	22,358		2,484
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmt 6	385	385		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) Stmt 7	349	314		35
24 Total operating and administrative expenses. Add lines 13 through 23	32,351	29,155	0	3,196
25 Contributions, gifts, grants paid	128,700			128,700
26 Total expenses and disbursements. Add lines 24 and 25	161,051	29,155	0	131,896
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	33,310			
b Net investment income (if negative, enter -0-)		25,630		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2015)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing					
	2 Savings and temporary cash investments			167,325	60,358	60,358
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less allowance for doubtful accounts ▶	0				
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			2,400	3,015	3,015
	10a Investments – U.S. and state government obligations (attach schedule)					
	b Investments – corporate stock (attach schedule) See Stmt 8			1,898,323	2,040,203	2,377,903
	c Investments – corporate bonds (attach schedule)					
Liabilities	11 Investments – land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch) ▶					
	12 Investments – mortgage loans					
	13 Investments – other (attach schedule)					
	14 Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			2,068,048	2,103,576	2,441,276
	17 Accounts payable and accrued expenses				1,000	
	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 (attach schedule)					
	22 Other liabilities (describe ▶ See Statement 9)				1,218	
	23 Total liabilities (add lines 17 through 22)			0	2,218	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			2,433,492	2,433,492	
	29 Retained earnings, accumulated income, endowment, or other funds			-365,444	-332,134	
	30 Total net assets or fund balances (see instructions)			2,068,048	2,101,358	
	31 Total liabilities and net assets/fund balances (see instructions)			2,068,048	2,103,576	

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	2,068,048
2 Enter amount from Part I, line 27a	2	33,310
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,101,358
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,101,358

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 N/A				
b				
c				
d				
e				

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

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

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

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

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2014	141,295	2,343,271	0.060298
2013	217,635	2,414,793	0.090126
2012	117,835	2,096,978	0.056193
2011	100,514	2,056,511	0.048876
2010	110,593	2,050,269	0.053941

2 Total of line 1, column (d)	2	0.309434
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	0.061887
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,053,243
5 Multiply line 4 by line 3	5	127,069
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	256
7 Add lines 5 and 6	7	127,325
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	131,896

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	256
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	256
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	256
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,015
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	2,015
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,759
11	Enter the amount of line 10 to be Credited to 2016 estimated tax 1,759 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
b 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
c 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) None		
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 2015 or the taxable year beginning in 2015 (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

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	Yes	No 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 ► N/A	13	X	
14	The books are in care of ► RIVERS ENTERPRISES, INC. 400 CALHOUN ST. SUITE 500 Located at ► CHARLESTON SC ZIP+4 ► 29403 Telephone no ► 843-723-9900			
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		
16	At any time during calendar year 2015, 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 FinCEN Form 114. 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	N/A	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 2015?	N/A	1c
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2015?		4b

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)?	N/A		5b
	Organizations relying on a current notice regarding disaster assistance check here	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	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
	If "Yes" to 6b, file Form 8870			X
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 10				

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 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,968,654
b	Average of monthly cash balances	1b	113,842
c	Fair market value of all other assets (see instructions)	1c	2,015
d	Total (add lines 1a, b, and c)	1d	2,084,511
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	2,084,511
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	31,268
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,053,243
6	Minimum investment return. Enter 5% of line 5	6	102,662

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	102,662
2a	Tax on investment income for 2015 from Part VI, line 5	2a	256
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	256
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	102,406
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	102,406
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	102,406

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	131,896
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	131,896
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	256
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	131,640

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				102,406
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				81,718
e From 2014				24,516
f Total of lines 3a through e	106,234			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 131,896				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2015 distributable amount				102,406
e Remaining amount distributed out of corpus	29,490			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	135,724			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	135,724			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				81,718
d Excess from 2014				24,516
e Excess from 2015				29,490

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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
N/A

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
JOHN M. RIVERS, JR.
PO BOX 21050 CHARLESTON SC 29413

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

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
CHARLESTON, SC AREA AND CASHIERS, NC AREA

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 11				128,700
Total			▶ 3a	128,700
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	29	
4 Dividends and interest from securities			14	56,328	
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			18	521	
8 Gain or (loss) from sales of assets other than inventory					136,658
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		56,878	136,658
13 Total. Add line 12, columns (b), (d), and (e)				13	193,536

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received		Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost			
1870 SH PPL CORP	6/29/12	2/06/15	Purchase 65,547 \$	52,181 \$	\$	\$	13,366
40 SH SIMON PROPERTY GROUP	9/10/13	2/03/15	Purchase 7,911	5,596			2,315
1000 SH COCA COLA	10/16/13	3/13/15	Purchase 40,364	37,859			2,505
300 SH VANGUARD DIVIDEND	10/14/14	3/23/15	Purchase 24,518	22,363			2,155
100 SH INTL BUSINESS MACHINES	8/18/11	3/13/15	Purchase 15,728	16,305			-577
1000 SH INTL BUSINESS MACHINES	9/12/13	3/13/15	Purchase 15,728	19,094			-3,366
200 SH INTL BUSINESS MACHINES	10/20/14	3/13/15	Purchase 31,455	33,500			-2,045
800 SH PRINCIPAL FINANCIAL GRP	3/26/14	3/17/15	Purchase 41,189	37,396			3,793
1000 SH WALGREENS BOOTS ALLIANCE	8/22/14	4/10/15	Purchase 91,738	61,069			30,669
500 SH WALGREENS BOOTS ALLIANCE	10/20/14	4/10/15	Purchase 45,869	30,150			15,719
700 SH APPLE INC	10/08/12	5/04/15	Purchase 90,923	64,173			26,750
250 SH MICROSOFT CORP	3/18/10	5/04/15	Purchase 12,131	7,404			4,727
500 SH MICROSOFT CORP	6/23/11	5/04/15	Purchase 24,262	12,145			12,117
250 SH MICROSOFT CORP	7/07/11	5/04/15	Purchase 12,131	6,683			5,448
400 SH ISHARES CORE S&P MID-CAP	3/18/15	6/01/15	Purchase 61,181	60,897			284
1 SH CALL UTX	7/21/15	4/24/15	Purchase 297	24			273
1 SH CALL UTX	7/21/15	4/24/15	Purchase 293	24			269

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
4 SH CALL UTX	7/21/15	4/24/15	Purchase \$ 1,172	96	\$	\$	1,076
18 SH CALL ORCL	7/09/15	5/21/15	Purchase 2,178	483			1,695
3 SH CALL WHR	7/01/15	6/12/15	Purchase 1,148	468			680
10 SH CALL CMCSA	8/20/15	4/24/15	Purchase 1,250	280			970
2 SH CALL CMCSA	8/20/15	4/24/15	Purchase 250	56			194
7 SH CALL QQQ	8/24/15	4/24/15	Purchase 2,331	700			1,631
510 SH SPDR S&P 500 ETF TRUST	3/13/15	8/12/15	Purchase 104,951	105,445			-494
770 SH TORONTO DOMINION BANK	6/21/13	8/21/15	Purchase 29,701	30,027			-326
600 SH UNITED TECHS CORP	8/19/14	8/24/15	Purchase 54,371	64,974			-10,603
2 SH CALL WHR	9/29/15	7/15/15	Purchase 1,090	137			953
2500 SH FORD MOTOR CO	12/20/13	9/02/15	Purchase 34,365	38,581			-4,216
700 SH PACKAGING CORP AMERICA	6/30/15	9/17/15	Purchase 46,300	43,872			2,428
700 SH PROCTER & GAMBLE CO	2/06/15	9/02/15	Purchase 48,584	59,914			-11,330
300 SH PROCTER & GAMBLE CO	6/05/15	9/02/15	Purchase 20,822	23,283			-2,461
750 SH VANGUARD DIVIDEND	10/14/14	10/01/15	Purchase 55,364	55,908			-544
300 SH COMCAST CORP	8/22/14	11/12/15	Purchase 18,490	16,200			2,290
700 SH CISCO SYSTEMS INC	10/10/14	11/12/15	Purchase 19,505	16,380			3,125

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
100 SH POWERSHARES QQQ TRUST	10/16/14	11/12/15	Purchase	9,203	\$	\$	2,048
100 SH SPDR DOW JONES INDUST AV	8/26/15	11/12/15	Purchase	15,780			1,741
600 SH PFIZER INC	8/19/14	11/12/15	Purchase	17,356			2,727
2 SH CALL WHR	12/04/15	10/28/15	Purchase	630			130
350 SH VANGUARD DIVIDEND	10/14/14	12/04/15	Purchase	26,091			1,728
400 SH VANGUARD DIVIDEND	8/28/15	12/04/15	Purchase	29,193			2,600
400 SH SPDDR DOW JONES INDUST AV	8/26/15	12/04/15	Purchase	63,121			8,182
200 SH WHIRLPOOL CORP	6/12/15	12/04/15	Purchase	37,198			-5,135
BANK OF SC CASH-IN-LIEU	2/21/95	9/30/15	Purchase	9			9
18 SH KLX INC	7/08/13	1/05/15	Purchase	642			81
4 SH KLX INC	10/23/13	1/05/15	Purchase	173			-12
36 SH UNITED RENTALS INC	7/11/11	1/14/15	Purchase	891			2,131
30 SH UNITED RENTALS INC	1/10/13	1/14/15	Purchase	1,439			1,080
36 SH VISTEON CORP COM	9/20/13	1/02/15	Purchase	2,653			1,134
6 SH VISTEON CORP COM	9/23/13	1/02/15	Purchase	442			189
10 SH VISTEON CORP COM	10/23/13	1/02/15	Purchase	775			277
13 SH ALBEMARLE CORP	7/05/11	3/04/15	Purchase	911			-189

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
2 SH ALBEMARLE CORP	7/07/11	3/04/15	Purchase 111 \$	141 \$	\$		-30
15 SH ALBEMARLE CORP	7/11/11	3/04/15	Purchase 834	1,036			-202
10 SH ALBEMARLE CORP	1/10/13	3/04/15	Purchase 556	641			-85
2 SH ALBEMARLE CORP	1/30/14	3/04/15	Purchase 111	130			-19
22 F E I COMPANY	1/19/12	3/06/15	Purchase 1,668	985			683
6 F E I COMPANY	1/19/12	3/09/15	Purchase 448	269			179
10 F E I COMPANY	1/10/13	3/09/15	Purchase 746	574			172
30 SH GARTNER INC	6/18/12	3/05/15	Purchase 2,445	1,321			1,124
3 SH GARTNER INC	7/17/12	3/05/15	Purchase 245	138			107
47 SH NEUSTAR INC	12/10/13	3/05/15	Purchase 1,037	2,308			-1,271
6 SH NEUSTAR INC	12/11/13	3/05/15	Purchase 132	295			-163
31 SH NEUSTAR INC	6/05/14	3/05/15	Purchase 684	833			-149
24 SH PETSMART INC	7/05/11	3/12/15	Purchase 1,992	1,103			889
2 SH PETSMART INC	7/07/11	3/12/15	Purchase 166	93			73
25 SH PETSMART INC	7/01/11	3/12/15	Purchase 2,075	1,136			939
17 SH PETSMART INC	1/10/13	3/12/15	Purchase 1,411	1,179			232
16 SH PETSMART INC	9/03/14	3/12/15	Purchase 1,328	1,152			176

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
14 SH SIGNET JEWELERS LTD	7/11/11	3/04/15	Purchase 1,681 \$	646 \$	\$	\$	1,035
17 SH SIGNET JEWELERS LTD	8/30/11	3/04/15	Purchase 2,041	655			1,386
1 SH SIGNET JEWELERS LTD	8/30/11	3/05/15	Purchase 119	39			80
12 SH VALMONT INDUSTRIES	5/08/12	3/05/15	Purchase 1,494	1,425			69
3 SH VALMONT INDUSTRIES	7/17/12	3/05/15	Purchase 373	395			-22
5 SH VALMONT INDUSTRIES	1/10/13	3/05/15	Purchase 622	710			-88
1 SH VALMONT INDUSTRIES	2/27/13	3/05/15	Purchase 125	157			-32
2 SH VALMONT INDUSTRIES	2/27/13	3/06/15	Purchase 247	314			-67
26 SH ZULILY INC CLASS A	6/02/14	3/04/15	Purchase 348	915			-567
35 SH ZULILY INC CLASS A	6/03/14	3/04/15	Purchase 469	1,227			-758
34 SH XL GROUP PLC	7/05/11	3/04/15	Purchase 1,235	749			486
1 SH XL GROUP PLC	7/07/11	3/04/15	Purchase 36	22			14
42 SH XL GROUP PLC	7/11/11	3/04/15	Purchase 1,526	899			627
27 SH XL GROUP PLC	1/10/13	3/04/15	Purchase 981	712			269
22 SH XL GROUP PLC	2/21/13	3/04/15	Purchase 799	625			174
42 SH YELP INC CL A	6/11/14	3/04/15	Purchase 1,999	2,765			-766
23 SH CONSTELLUM HOLDCO	1/17/14	5/22/15	Purchase 347	550			-203

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
10 SH CONSTELLUM HOLDCO	1/17/14	5/26/15	Purchase 143 \$		239 \$	\$		-96
24 SH CONSTELLUM HOLDCO	1/21/14	5/26/15	Purchase 343		581			-238
32 SH DECKERS OUTDOORS CORP	9/26/14	5/22/15	Purchase 2,356		3,167			-811
1 SH DECKERS OUTDOORS CORP	9/26/14	5/22/15	Purchase 74		111			-37
3 SH DECKERS OUTDOORS CORP	9/29/14	5/22/15	Purchase 221		297			-76
24 SH INSULET CORP	9/26/14	5/22/15	Purchase 677		900			-223
1 SH INSULET CORP	9/29/14	5/22/15	Purchase 28		37			-9
6 SH INSULET CORP	9/29/14	5/26/15	Purchase 166		225			-59
10 SH INSULET CORP	1/02/15	5/26/15	Purchase 276		455			-179
21 SH POLARIS INDUSTRIES	1/17/12	5/14/15	Purchase 2,936		1,278			1,658
9 SH POLARIS INDUSTRIES	5/04/12	5/14/15	Purchase 1,258		723			535
4 SH POLARIS INDUSTRIES	1/10/13	5/14/15	Purchase 559		351			208
6 SH POLARIS INDUSTRIES	1/10/13	5/15/15	Purchase 835		526			309
16 SH ROVI CORP	5/13/13	5/14/15	Purchase 270		380			-110
39 SH ROVI CORP	5/14/13	5/14/15	Purchase 658		936			-278
36 SH ROVI CORP	5/14/13	5/15/15	Purchase 605		864			-259
1 SH ROVI CORP	5/15/13	5/15/15	Purchase 17		24			-7

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Price	Sal				
43 SH ROBERTHALF INTL INC	7/17/12	5/14/15	\$	Purchase 2,436	1,216	\$	\$	1,220
21 SH EXPEDIA INC	7/05/11	5/28/15		Purchase 2,293	585			1,708
1 SH EXPEDIA INC	7/07/11	5/28/15		Purchase 109	28			81
12 SH EXPEDIA INC	7/11/11	5/28/15		Purchase 1,310	341			969
20 SH GENTEX CORP	12/10/13	6/16/15		Purchase 342	295			47
82 SH GENTEX CORP	12/10/13	6/17/15		Purchase 1,393	1,211			182
12 SH GENTEX CORP	12/11/13	6/17/15		Purchase 204	177			27
50 SH GENTEX CORP	12/11/13	6/18/15		Purchase 853	735			118
12 SH GENTEX CORP	12/11/13	6/19/15		Purchase 204	176			28
8 SH NETSCOUT SYTEMS INC	3/05/14	6/16/15		Purchase 305	309			-4
2 SH NETSCOUT SYTEMS INC	3/05/14	6/17/15		Purchase 76	77			-1
1 SH NETSCOUT SYTEMS INC	3/05/14	6/17/15		Purchase 38	50			-12
16 SH NETSCOUT SYTEMS INC	3/06/14	6/17/15		Purchase 607	620			-13
4 SH NETSCOUT SYTEMS INC	3/07/14	6/17/15		Purchase 152	155			-3
7 SH NETSCOUT SYTEMS INC	3/07/14	6/18/15		Purchase 267	271			-4
14 SH NETSCOUT SYTEMS INC	9/26/14	6/18/15		Purchase 534	643			-109
8 SH NETSCOUT SYTEMS INC	9/29/14	6/18/15		Purchase 305	370			-65

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Price	Sal				
4 SH NETSCOUT SYTEMS INC	9/30/14	6/18/15	\$	Purchase	186	\$	\$	-33
33 SH UNIVERSAL HEALTH SVCS	7/17/12	6/25/15		Purchase	1,359			3,061
65 SH WHITING PETROLEUM CORP	4/12/13	5/27/15		Purchase	3,160			-1,035
15 SH ADVENT SOFTWARE INC	9/26/14	7/09/15		Purchase	469			195
16 SH ADVENT SOFTWARE INC	9/29/14	7/09/15		Purchase	502			206
25 SH ADVENT SOFTWARE INC	9/30/14	7/09/15		Purchase	790			316
31 SH ADVENT SOFTWARE INC	10/01/14	7/09/15		Purchase	972			400
6 SH ADVENT SOFTWARE INC	10/02/14	7/09/15		Purchase	188			78
29 SH INFORMATICA CORP	7/11/11	8/07/15		Purchase	1,721			-307
18 SH INFORMATICA CORP	1/08/13	8/07/15		Purchase	561			316
18 SH INFORMATICA CORP	1/10/13	8/07/15		Purchase	566			312
41 SH INFORMATICA CORP	3/04/15	8/07/15		Purchase	1,765			234
7 SH RECEPTOS INC	5/27/15	9/03/15		Purchase	1,158			466
8 SH RECEPTOS INC	6/15/15	9/03/15		Purchase	1,410			446
11 SH EXPEDIA INC	7/11/11	11/10/15		Purchase	313			1,109
22 SH EXPEDIA INC	5/04/12	11/10/15		Purchase	903			1,941
25 SH EXPEDIA INC	1/10/13	11/10/15		Purchase	1,569			1,663

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description		Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
					Price					
15 SH EXPEDIA INC		8/28/15	11/10/15		Purchase		1,745 \$		\$	194
100 SH KERYX BIOPHARMACETICAL		11/21/13	10/28/15		Purchase		1,276			-870
38 SH KERYX BIOPHARMACETICAL		9/04/14	10/28/15		Purchase		685			-531
32 SH KERYX BIOPHARMACETICAL		8/28/15	10/28/15		Purchase		206			-76
48 SH WUXI PHARMATCH CAYMAN		10/31/13	12/14/15		Purchase		1,408			800
14 SH WUXI PHARMATCH CAYMAN		11/01/13	12/14/15		Purchase		423			221
10 SH WUXI PHARMATCH CAYMAN		11/22/13	12/14/15		Purchase		330			130
17 SH WUXI PHARMATCH CAYMAN		11/25/13	12/14/15		Purchase		571			211
23 SH WUXI PHARMATCH CAYMAN		3/04/15	12/14/15		Purchase		934			124
29 SH WUXI PHARMATCH CAYMAN		8/28/15	12/14/15		Purchase		1,227			107
Total						\$ 1,337,712 \$	1,201,054 \$	0 \$	0 \$	136,658

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books		Net Investment Income		Adjusted Net Income	
SEC LITIGATION SETTLEMENT	\$	521	\$	521	\$	
Total	\$	521	\$	521	\$	0

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Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Legal Fees	\$ 180	\$ 162	\$	\$ 18
Total	\$ 180	\$ 162	\$ 0	\$ 18

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 6,595	\$ 5,936	\$	\$ 659
Total	\$ 6,595	\$ 5,936	\$ 0	\$ 659

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MGT FEES	\$ 24,842	\$ 22,358	\$	\$ 2,484
Total	\$ 24,842	\$ 22,358	\$ 0	\$ 2,484

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL INCOME TAX	\$ 385	\$ 385	\$	\$ 0
Total	\$ 385	\$ 385	\$ 0	\$ 0

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Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
MISCELLANEOUS EXPENSES	349	314		35
Total	<u>349</u>	<u>314</u>	<u>0</u>	<u>35</u>

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALBEMARLE CORP	\$ 2,859	\$ 59,788	Cost	\$ 61,938
A T & T CORP		11,982	Cost	16,254
ALIBABA GROUP HOLDING	184,539	120,365	Cost	184,205
APPLE COMPUTER INC		102,796	Cost	94,520
BAIDU INC	94,280	94,280	Cost	137,580
BRISTOL MYERS SQUIBB CO	21,827	38,147	Cost	44,980
CHEVRON CORP	60,702	44,322	Cost	54,310
CISCO SYSTEMS INC	64,799	48,599	Cost	50,787
COMCAST CORP	34,397	68,389	Cost	61,191
EXXON MOBIL CORP	36,300	36,300	Cost	6,770
FREEMPORT MCMORAN COPPER & GOLD	38,073	38,073	Cost	55,759
GENERAL ELECTRIC CO	63,494	63,494	Cost	100,938
INTEL CORP		46,802	Cost	53,844
MEDTRONIC INC	33,981	60,162	Cost	58,102
MERCK & CO INC	88,679	62,447	Cost	110,960
MICROSOFT	51,168	51,168	Cost	66,485
ORACLE CORP	63,639	46,283	Cost	51,648
PFIZER INC		75,434	Cost	34,650
PLAINS ALL AMERICAN		104,796	Cost	68,480
POTASH CORP SASKATCHEWAN	64,421	55,218	Cost	67,116
POWERSHARES QQQ TR UNITS SER 1	63,138	63,138	Cost	60,086
VERIZON COMMUNICATIONS	181,669	90,450	Cost	127,732
WALGREEN BOOTS ALLIANCE	34,935	34,935	Cost	54,360
WELLS FARGO & CO		4,056	Cost	3,702
ACI WORLDWIDE INC				

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Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AGIOS PHARMACEUTICALS INC		1,885	Cost	\$ 1,169
AKORN INCORP LA	3,300	4,373	Cost	5,559
ALIGN TECH INC	3,720	4,633	Cost	5,466
AMAG PHARMACEUTICALS INC		2,044	Cost	996
ANACOR PHARMACEUTICALS		2,102	Cost	2,033
AUTOLIV INC	3,481	4,811	Cost	8,609
AVIS BUDGET GROUP INC		4,617	Cost	2,903
B/E AEROSPACE INC	2,155	2,599	Cost	2,246
BITAUTO HOLDINGS LTD	2,191	2,612	Cost	1,951
BROADSOFT INC		1,949	Cost	1,874
BURLINGTON STORES INC		5,544	Cost	4,247
CARRIZO OIL & GAS	3,199	3,760	Cost	2,840
CARTER HOLDINGS INC		3,996	Cost	3,561
CB RICHARD ELLIS GROUP INC	4,216	5,584	Cost	7,642
CENTENE CORP	2,829	4,006	Cost	6,252
CIENA CORP	3,647	4,485	Cost	4,035
CORE LAB NV COM	2,759	3,209	Cost	2,284
DEXCOM INC	2,129	3,355	Cost	5,078
DIAMONDBACK ENERGY INC		3,658	Cost	3,211
DILLARDS INC	1,915	2,567	Cost	2,103
DOLBY LABORATORIES INC	2,574	3,093	Cost	2,894
DUNKIN BRANDS GROUP INC		3,914	Cost	3,194
ENANTA PHARMACEUTICALS INC		4,710	Cost	3,632
ENTEGRIS INC MINNESOTA	1,931	2,682	Cost	3,384
F5 NETWORKS INC	4,021	5,374	Cost	5,236
FIREEYE INC		3,704	Cost	1,804
FIRST REP BK SAN FRANCISCO CALIF	3,450	4,661	Cost	7,068
FOOT LOCKER INC	4,294	7,107	Cost	8,527
FORTINET INC		5,903	Cost	4,987
GARTNER INC	3,266	2,672	Cost	4,263
GLOBAL PMTS INC	4,098	5,782	Cost	9,289
GUIDEWIRE SOFTWARE INC		1,971	Cost	2,226
HAIN CELESTIAL GROUP INC	3,922	4,854	Cost	3,272
HD SUPPLY HOLDINGS INC	3,765	6,717	Cost	6,697
HEARTLAND PMT SYS INC	1,820	2,783	Cost	8,913
HORIZON PHARMA		3,916	Cost	2,665
IAC INTERACTIVE CORP	3,916	5,619	Cost	7,086

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Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ICON PLC	\$ 2,973	4,064	Cost	\$ 5,284
IDEXX LAB INC		3,731	Cost	3,646
IMAX CORP		3,546	Cost	3,803
INFINERA CORP		5,298	Cost	5,092
INTERACTIVE BROKERS GROUP INC	1,259	1,818	Cost	3,139
IONIS PHARMACEUTICALS		4,456	Cost	6,503
JAZZ PHARMACEUTICALS	3,061	4,085	Cost	4,357
KAPSTONE PAPR & PCRG CORP	1,315	1,969	Cost	3,637
MANHATTAN ASSOCS INC	1,236	2,011	Cost	3,904
MARKETAXESS HOLDINGS INC	1,248	1,702	Cost	2,678
MEDIDATA SOLUTIONS INC		4,122	Cost	4,239
MEDIVATION INC	4,088	5,188	Cost	6,187
MERCADOLIBRE INC		7,211	Cost	6,517
MIDDLEBY CORP		5,500	Cost	5,393
MOMENTA PHARMA INC		1,288	Cost	1,514
NORDSON CORP	2,866	3,530	Cost	3,785
OLD DOMINION FGHT LINES	4,303	5,587	Cost	5,730
OPHTHOTECH CORP		3,585	Cost	3,691
POWER INTEGRATIONS INC	3,364	3,876	Cost	3,210
PROTO LABS INC	1,384	2,781	Cost	2,548
RADIUS HEALTH INC		2,156	Cost	2,277
ROBERTHALF INTERNATIONAL INC	4,524	4,597	Cost	5,327
SABRE CORP		4,658	Cost	4,559
SIGNET JEWELERS	2,987	2,776	Cost	4,948
SILGAN HOLDINGS INC	2,889	3,834	Cost	4,727
SKECHERS USA INC		5,827	Cost	5,498
SPLUNK INC	2,641	5,462	Cost	5,587
SUPERNUS PHARMACEUTICALS INC		2,412	Cost	1,895
TABLEAU SOFTWARE INC CLASS A	2,871	6,146	Cost	7,443
TANDEM DIABETES CARE	702	865	Cost	791
TOTAL SYS SVCS INC	3,930	5,822	Cost	10,358
UNITED THERAPEUTICS CORP	882	1,516	Cost	3,132
UNIVERSAL HEALTH SERVICES	2,835	2,590	Cost	4,780
VEEVA SYS INC		1,900	Cost	1,933
VERINT SYSTEMS INC	2,981	3,621	Cost	2,515
WABTEC	2,896	4,538	Cost	6,543
WILLIAMS SONOMA INC	3,001	6,103	Cost	6,308

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Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WILLIS TOWERS WATSON	\$	3,550	Cost	\$ 6,423
WYNDHAM WORLDWIDE CORP	2,004	2,926	Cost	4,868
YY INC ADR AMERICAN DEPOSITARY	3,829	4,675	Cost	4,623
EXPEDIA INC	3,739		Cost	
INFORMATICA CORP	2,847		Cost	
INTL BUSINESS MACHINES	68,899		Cost	
PETSMART INC	4,662		Cost	
TOWERS WATSON & CO CL A	2,345		Cost	
UNITED RENTALS INC	2,329		Cost	
XL GROUP PLC SHS	3,007		Cost	
PPL CORPORATION	52,181		Cost	
F E I COMPANY	1,828		Cost	
POLARIS INDUSTRIES	2,878		Cost	
VALMONT INDUSTRIES	3,000		Cost	
AAPL STEPS ISSUER BARC		100,000	Cost	95,400
BANK OF SC	28,407	28,405	Cost	185,782
BIIB STEPS ISSUER BARC		75,000	Cost	75,975
FREEMONT MCMORAN COPPER	23,900	23,900	Cost	5,416
NEWMONT MINING CORP	17,263	17,263	Cost	8,995
UNIQUE		75,638	Cost	41,350
COCA COLA CO	37,859		Cost	
FORD MOTOR CO	38,581		Cost	
SIMON PROPERTY GROUP	5,596		Cost	
TORONTO DOMINION BANK	30,027		Cost	
GENTEX CORP	2,594		Cost	
ISIS PHARMACEUTICALS INC	3,286		Cost	
KERYX BIOPHARMACEUTICAL	1,961		Cost	
NEUSTAR INC	3,437		Cost	
ROVI CORP	2,204		Cost	
VISTEON CORP	3,871		Cost	
WHITING PETROLEUM CORP	3,160		Cost	
WUXI PHARMATECH CAYMAN	2,731		Cost	
PRINCIPAL FINANCIAL GROUP INC	37,396		Cost	
UNITED TECHNOLOGIES CORP	64,974		Cost	
VANGUARD DIVIDEND APPRECIATION ETF	104,362		Cost	
ADVENT SOFTWARE INC	2,922		Cost	
CONSTELLUM HOLD CO	1,370		Cost	

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Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DECKERS OUTDOORS CORP	\$ 3,575		Cost	\$
INSULET CORP	1,163		Cost	
KLX INC	815		Cost	
NETSCOUT SYSTEMS INC	2,680		Cost	
YELP INC	2,765		Cost	
ZULLY INC	2,142		Cost	
Total	\$ 1,898,323	\$ 2,040,203		\$ 2,377,903

Federal Statements**Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
UNEXPIRED CALL OPTIONS	\$ <u> </u>	\$ <u> 1,218</u>
Total	\$ <u> 0</u>	\$ <u> 1,218</u>

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**Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOHN M. RIVERS, JR. 40 CALHOUN STREET, SUITE 500 CHARLESTON SC 29413	PRESIDENT/DI	0.00	0	0	0
J. RUTLEDGE YOUNG, JR. 28 BROAD STREET CHARLESTON SC 29401	VICE PRESIDE	0.00	0	0	0
A. BARON HOLMES, IV 216 TURKEY POINTE CIRCLE COLUMBIA SC 29223	SECRETARY/DI	0.00	0	0	0
T. HEYWARD CARTER, JR PO BOX 369 CHARLESTON SC 29402	ASSISTANT SE	0.00	0	0	0
EDWARD H. DANIELL 631 ST ANDREWS BLVD CHARLESTON SC 29407	TREASURER/DI	0.00	0	0	0
THOMAS WARING 40 CALHOUN STREET, SUITE 300 CHARLESTON SC 29401	DIRECTOR	0.00	0	0	0
ANNE T. POPE 68 MONTAGU STREET CHARLESTON SC 29401	DIRECTOR	0.00	0	0	0
DAVID H. MAYBANK 40 CALHOUN STREET, SUITE 300 CHARLESTON SC 29401	DIRECTOR	0.00	0	0	0
KAREN PHILLIPS 40 CALHOUN STREET, SUITE 300 CHARLESTON SC 29401	DIRECTOR	0.00	0	0	0

Federal Statements**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**

Description

WRITTEN REQUEST

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

CHARLESTON, SC AREA AND CASHIERS, NC AREA

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the

Year

Name		Address		Relationship	Status	Purpose	Amount
ASHLEY HALL SCHOOL		CHARLESTON SC 29403		172 RUTLEDGE AVENUE		MINORITY SCHOLARSHIP	20,000
CASHIERS HISTORICAL SOCIETY		CASHIERS NC 28717		PO BOX 104		HONOR GAYLE EBY & KATHLEEN RIVERS	1,000
CHURCH OF THE GOOD SHEPHERD		CASHIERS NC 28787		PO BOX 32		HONOR VIRGINIA MONROE	5,000
COASTAL CONSERVATION LEAGUE		CHARLESTON SC 29403		90 ALEXANDER STREET		GENERALFUND	5,000
COLLEGE OF CHARLESTON FOUNDATION		CHARLESTON SC 29424-0001		66 GEORGE STREET		HONOR DAVID COHEN	10,000
ASHLEY HALL SCHOOL		CHARLESTON SC 29403		172 RUTLEDGE AVENUE		HEAD OF SCHOOL DISCRETION	5,000
ASHLEY HALL SCHOOL		CHARLESTON SC 29403		172 RUTLEDGE AVENUE		UNRESTRICTED LOYALTY FUND	5,000
BILLY GRAHAM LIBRARY		CHARLOTTE NC 28217		4330 WESTMONT DRIVE		HONOR GREG & TONYA SKELLY	500
BUIST FOUNDATION		CHARLESTON SC 29401		103 CALHOUN STREET		IB PROGRAM FUNDING	2,500
CHARLESTON DAY SCHOOL		CHARLESTON SC 29401		15 ARCHDALE STREET		75TH ANNIVERSARY CAPITAL CAMPAIGN	1,000
CHARLESTON SYMPHONY ORCHESTRA		CHARLESTON SC 29407		756 ST ANDREWS BLVD		HONOR JOHN F MAYBANK	1,500
COLLEGE OF CHARLESTON SCHOOL OF ART		CHARLESTON SC 29424		66 GEORGE STREET		MONTHLY CONCERT SERIES	1,000
COLLEGE OF CHARLESTON SCHOOL OF ART		CHARLESON SC 29424		66 GEORGE STREET		SILVER PALATE FOR 25TH GALA	2,200
COLLEGE OF CHARLESTON SCHOOL OF ART		CHARLESTON SC 29424		66 GEORGE STREET		CHARLESTON MUSIC FEST	500
COLLEGE OF CHARLESTON WOMENS GOLF		CHARLESTON SC 29401		103 CALHOUN STREET		YEAMANS HALL COUGAR CLASSIC	5,000
COLLEGE OF CHAS WOMENS BASKETBALL		CHARLESTON SC 29424		66 GEORGE STREET		COACHES DISCRETION	5,000
COLLEGE OF CHAS MENS BASKETBALL		CHARLESTON SC 29424		66 GEORGE STREET		COACHES DISCRETION	5,000

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**Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
COLLEGE OF CHAS SCHOOL OF THE ARTS		CHARLESTON SC 29424		66 GEORGE STREET		INTERNATIONAL PIANO SERIES	1,000
CHARLESTON COUNTY LIBRARY		CHARLESTON SC 29401		68 CALHOUN STREET		CHARLESTON TELLS STORYTELLING FESTIV	1,500
CHARLESTON AREA THERAPEUTIC RIDING		JOHNS ISLAND SC 29455		2669 HAMILTON ROAD		RAISE THE ROOF CAMPAIGN	1,000
GIBBES MUSEUM OF ART		CHARLESTON SC 29401		135 MEETING STREET		EXECUTIVE DIRECTOR'S DISCRETION	3,000
HISTORIC CHARLESTON FOUNDATION		CHARLESTON SC 29401		40 EAST BAY STREET		EXECUTIVE DIRECTOR'S DISCRETION	3,000
LOWCOUNTRY OPEN LAND TRUST		CHARLESTON SC 29401		485 EAST BAY STREET		HONOR RUTLEDGE YOUNG	1,000
MUSC E CARWILE LEROY MD FELLOWSHIP		CHARLESTON SC 29425-6230		96 JONATHAN LUCAS STREET		DIVISION RHEUMATOLOGY MATCHING GRANT	2,000
PRESERVATION SOCIETY OF CHARLESTON		CHARLESTON SC 29401		147 KING STREET		SUSAN PRINGLE FROST CIRCLE	1,000
ST PHILIPS CHURCH		CHARLESTON SC 29401		142 CHURCH STREET		RECTOR'S DISCRETIONARY FUND	500
SC HISTORICAL SOCIETY		CHARLESTON SC 29401		100 MEETING STREET		SUPPORT PTRSHIP COC & ADDLESTONE LIB	5,000
SPOLETO FESTIVAL USA		CHARLESTON SC 29401		14 GEORGE STREET		ANNUAL OPERATING BUDGET	10,000
TRIDENT TECHNICAL COLLEGE FOUNDATIO		CHARLESTON SC 29419-1227		PO BOX 61227		SCHOLARSHIP DR MARY THORNLEY AWARD	5,000
TRIDENT UNITED WAY		NORTH CHARLESTON SC 29406		6296 RIVERS AVENUE		ANNUAL COMMUNITY CAMPAIGN	10,000
ENOUGH PIE		CHARLESTON SC 29405		1600 MEETING STREET		HONOR KATE NEVIN	1,000
CHARLESTON COLLEGIATE SCHOOL		JOHNS ISLAND SC 29455		2024 ACADEMY ROAD		HONOR HACKER BURR FOR MINORITY SCHOL	1,000
CHARLESTON LIBRARY SOCIETY		CHARLESTON SC 29401		164 KING STREET		HONOR ANNE CLEVELAND	1,000
CHARLESTON PROMISE NEIGHBORHOOD		CHARLESTON SC 29405		1819 MEETING ST RD, STE B		HONOR ANITA ZUCKER & BILL HEWITT	2,500

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Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
CHARLESTON WATERKEEPER		PO BOX 29				HONOR LINDSAY NEVIN & WALKER BROCK	1,000
CHARLESTON SC 29402							
COASTAL CRISIS CHAPLAINCY		714 ST ANDREWS BLVD				HONOR KATE WARING	1,000
CHARLESTON SC 29407							
COLLEGE OF CHAS SCHOOL LANGUAGES		66 GEORGE STREET				HONOR HILTON SMITH	1,000
CHARLESTON SC 29424							
COLOUR OF MUSIC		PO BOX 22724				SUPPORT FESTIVAL	1,000
CHARLESTON SC 29413-2724							
Total							<u>128,700</u>