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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation THE MADDREY FOUNDATION	A Employer identification number 57-6125748
Number and street (or P O box number if mail is not delivered to street address) 201 CRESCENT AVENUE — Room/suite	B Telephone number 864-232-8301
City or town, state or province, country, and ZIP or foreign postal code GREENVILLE, SC 29605	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 2,368,964. — J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	51,894.	51,894.		STATEMENT 1
	4 Dividends and interest from securities	48,149.	46,380.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,729.			
	b Gross sales price for all assets on line 6a 1,116,769.				
	7 Capital gain net income (from Part IV, line 2)		27,309.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	10,780.	25,777.	0.	STATEMENT 3
	12 Total ~~Add lines 1 through 11~~	134,552.	151,360.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	3,400.	1,700.	0.	0.
	c Other professional fees				
	17 Interest		131.		
	18 Taxes STMT 5	373.	446.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	23,306.	23,306.	0.	0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	27,079.	25,583.	0.	0.
	25 Contributions, gifts, grants paid	170,450.			170,450.
	26 **Total expenses and disbursements** Add lines 24 and 25	197,529.	25,583.	0.	170,450.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<62,977.>			
	b **Net investment income** (if negative, enter -0-)		125,777.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	89,433.	54,956.	54,956.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	1,591,782.	1,517,833.	1,587,580.
	c Investments - corporate bonds STMT 8	721,534.	761,307.	726,428.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,402,749.	2,334,096.	2,368,964.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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	1,616,746.	1,616,746.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	786,003.	717,350.	
	30 Total net assets or fund balances	2,402,749.	2,334,096.	
	31 Total liabilities and net assets/fund balances	2,402,749.	2,334,096.	

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	2,402,749.
2	Enter amount from Part I, line 27a	2	<62,977.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,339,772.
5	Decreases not included in line 2 (itemize) ▶ FUND BALANCE ADJ - NO TAX EFFECT	5	5,676.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,334,096.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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	1,116,769.		1,093,040.	27,309.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				27,309.

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 — 27,309.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	150,879.	2,687,444.	.056142
2013	133,050.	2,509,257.	.053024
2012	127,250.	2,528,604.	.050324
2011	119,800.	2,779,520.	.043101
2010	108,150.	2,422,444.	.044645

2	**Total** of line 1, column (d)	2	.247236
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	.049447
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,605,003.
5	Multiply line 4 by line 3	5	128,810.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,258.
7	Add lines 5 and 6	7	130,068.
8	Enter qualifying distributions from Part XII, line 4	8	170,450.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,258.
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	1,258.
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	1,258.
6	Credits/Payments:				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	8,129.		
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	8,129.
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	6,871.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 6,871. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* SEE STATEMENT 9	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ MR. AND MRS. ERWIN MADDREY II Telephone no. ▶ 864-232-8301

Located at ▶ 201 CRESCENT AVE., GREENVILLE, SC ZIP+4 ▶ 29605

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 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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. ▶ ____, ____, ____, ____			
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.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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** 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.

(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
E ERWIN MADDREY II 201 CRESCENT AVENUE GREENVILLE, SC 29605	TRUSTEE 5.00	0.	0.	0.
NANCY B MADDREY 201 CRESCENT AVENUE GREENVILLE, SC 29605	TRUSTEE 5.00	0.	0.	0.
EDWIN ERWIN MADDREY III 201 CRESCENT AVENUE GREENVILLE, SC 29605	TRUSTEE 5.00	0.	0.	0.
ALEXANDER SMITH MADDREY 201 CRESCENT AVENUE GREENVILLE, SC 29605	TRUSTEE 5.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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

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		1a	2,552,564.
b	Average of monthly cash balances		1b	92,109.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,644,673.
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	2,644,673.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	39,670.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,605,003.
6	**Minimum investment return** Enter 5% of line 5		6	130,250.

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	130,250.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 1,258.		
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,258.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	128,992.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	128,992.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	128,992.

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	170,450.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	170,450.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,258.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	169,192.

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				128,992.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013 9,080.				
e From 2014 20,649.				
f **Total** of lines 3a through e	29,729.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 170,450.				
a Applied to 2014, 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 2015 distributable amount				128,992.
e Remaining amount distributed out of corpus	41,458.			
5 Excess distributions carryover applied to 2015 (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	71,187.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	71,187.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013 9,080.				
d Excess from 2014 20,649.				
e Excess from 2015 41,458.				

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 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			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(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).)

SEE STATEMENT 10

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 ▶ [X] 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				
ALEXANDER GRAHAM MIDDLE SCHOOL PTO 1800 RUNNYMEDE LANE CHARLOTTE, NC 28211	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	250.
ARTS & SCIENCE COUNCIL 227 W. TRADE STREET, SUITE 250 CHARLOTTE, NC 28202	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	500.
BECHTLER MUSEUM OF MODERN ART 420 SOUTH TRYON STREET CHARLOTTE, NC 28202	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	250.
CENTRE STAGE - SC 501 RIVER STREET GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
CHARLOTTE COUNTRY DAY SCHOOL 1440 CARMEL ROAD CHARLOTTE, NC 28226	NONE	GRANT	TO SUPPORT ANNUAL FUND AND CLASS OF 1987	100.
Total SEE CONTINUATION SHEET(S)			▶ 3a	170,450.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	51,894.	
4 Dividends and interest from securities			14	48,149.	
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			14	10,780.	
8 Gain or (loss) from sales of assets other than inventory			18	23,729.	
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.		134,552.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 134,552.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I 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

E. Edwin Maddrey | 5/15/2016 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANCES M. PATTERSON	Frances Patterson	5/13/16		P00445802
Firm's name ▶ ELLIOTT DAVIS DECOSIMO, LLC/PLLC			Firm's EIN ▶ 57-0381582	
Firm's address ▶ PO BOX 6286 GREENVILLE, SC 29606-6286			Phone no. 864-242-3370	

523622
11-24-15

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S MUSEUM OF THE UPSTATE 300 COLLEGE STREET GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
CHRIST CHURCH EPISCOPAL SCHOOL 245 CAVALIER DRIVE GREENVILLE, SC 29607	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
CLEMENTS KINDNESS 27 CLEVELAND STREET GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
COMMUNITY BUILDING INITIATIVE 220 N. TRYON STREET CHARLOTTE, NC 28202	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	100.
COMMUNITY FOUNDATION OF GREENVILLE 630 E. WASHINGTON STREET, STE. A GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
CONSERVATION VOTERS OF SC PO BOX 50632 COLUMBIA, SC 29250	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	5,000.
CRISIS ASSISTANCE MINISTRY 500 SPRATT ST CHARLOTTE, NC 28206	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	100.
DAVIDSON COLLEGE DAVIDSON COLLEGE DAVIDSON, NC 28035	NONE	GRANT	TO SUPPORT THE ANNUAL FUND AND THE DAVIDSON TRUST	15,500.
ETV ENDOWMENT 401 E. KENNEDY STREET, STE B-1 SPARTANBURG, SC 29302	NONE	GRANT	TO SUPPORT MEMBERSHIP AND REIMAGINING PUBLIC RADIO	2,000.
FIRST PRESBYTERIAN CHURCH 200 W. TRADE STREET CHARLOTTE, NC 28202	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	400.
Total from continuation sheets				168,350.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FLAT ROCK PLAYHOUSE PO BOX 310 FLAT ROCK, NC 28731	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
FURMAN UNIVERSITY 3300 POINSETT HWY GREENVILLE, SC 29613	NONE	GRANT	TO SUPPORT ANNUAL FUND, DAVID SHI CENTER, AND HERRING CENTER	19,000.
GOVERNOR'S SCHOOL FOR THE ARTS FOUNDATION PO BOX 8458 GREENVILLE, SC 29604	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	15,000.
GREENVILLE CHAUTAUQUA 943 RUTHERFORD ROAD GREENVILLE, SC 29609	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
GREENVILLE FREE MEDICAL CLINIC INC PO BOX 8993 GREENVILLE, SC 29604	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
GREENVILLE SYMPHONY ASSOCIATION 200 MAIN STREET GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT THE ANNUAL FUND	2,000.
GREENVILLE TEXTILE HERITAGE SOCIETY PO BOX 4355 GREENVILLE, SC 29608	NONE	GRANT	TO SUPPORT TEXTILE HERITAGE PARK AND ANNUAL DUES	1,000.
HOMES OF HOPE 3 DUNEAN ST GREENVILLE, SC 29611	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
INSTITUTE FOR CHILD SUCCESS 102 EDINBURGH COURT GREENVILLE, SC 29607	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
LAKE SUMMIT FOUNDATION 15 WESTMINSTER COURT HENDERSONVILLE, NC 28739	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MCCOLL CENTER FOR VISUAL ARTS 721 N. TRYON STREET CHARLOTTE, NC 28202	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	250.
METROPOLITAN ARTS COUNCIL 16 AUGUSTA STREET GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	5,000.
MINT MUSEUM OF ART 2730 RANDOLPH ROAD CHARLOTTE, NC 28207	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	250.
MUSEUM ASSOCIATION, INC. 420 COLLEGE STREET GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	2,500.
NATIONAL ALOPECIA AREATA FOUNDATION 14 MITCHELL BLVD SAN RAFAEL, CA 94903	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	100.
PALMETTO PROJECT 1031 CHUCK DAWLEY BLVD, STE 5 MT. PLEASANT, SC 29464	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
PEACE CENTER 101 W. BROAD STREET GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT PEACEKEEPERS AND CAPITAL CAMPAIGN	10,000.
PUBLIC EDUCATION PARTNERS 225 S. PLEASANTBURG DR, STE B1 GREENVILLE, SC 29607	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
SC GOVERNOR'S SCHOOL FOR SCIENCE & MATHEMATICS 1201 MAIN ST., STE 2350 COLUMBIA, SC 29201	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
SC INDEPENDENT COLLEGES & UNIVERSITIES PO BOX 12007 COLUMBIA, SC 29211	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SMITHSONIAN PO BOX 9016 PITTSFIELD, MA 01201	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN ST., SUITE 14 CHARLOTTESVILLE, VA 22902-5065	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	5,000.
ST FRANCIS FOUNDATION 1 ST FRANCIS DRIVE GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	6,000.
SUSTAIN CHARLOTTE 1413 BRIAR CREEK RD CHARLOTTE, NC 28205	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	100.
THE LIGHT FACTORY 1817 CENTRAL AVE CHARLOTTE, NC 28205	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	100.
UNC CHAPEL HILL CAMPUS BOX 6100 CHAPEL HILL, NC 27599	NONE	GRANT	TO SUPPORT KENAN FLAGLER SCHOOL OF BUSINESS	1,500.
UNC-TV 10 T.W. ALEXANDER DRIVE RESEARCH TRIANGLE PARK, NC 27709	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
UNITED MINISTRIES 606 PENDLETON STREET GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
UNITED WAY 105 EDINBURGH CT GREENVILLE, SC 29607	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	10,000.
UPCOUNTRY HISTORY MUSUEM 540 BUNCOMBE ST GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UPSTATE CHAPTER AMERICAN RED CROSS PO BOX 9035 GREENVILLE, SC 29604	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	2,000.
UPSTATE FOREVER PO BOX 2308 GREENVILLE, SC 29602	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	5,000.
VIRGINIA EPISCOPAL SCHOOL 400 VES ROAD LYNCHBURG, VA 24503	NONE	GRANT	TO SUPPORT ANNUAL FUND AND CLASS OF 1987	100.
WDAV PO BOX 8990 DAVIDSON, NC 28036	NONE	GRANT	TO SUPPORT CLASS OF 1991	100.
WFAE 8801 JM KEYNES DRIVE, STE 91 CHARLOTTE, NC 28262	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	250.
WILDACRES LEADERSHIP INITIATIVE 113 BROADWAY ST DURHAM, NC 27701	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	750.
YELLOWSTONE PARK FOUNDATION 222 E MAIN ST #301 BOZEMAN, MT 59715	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
YMCA 601 E MCBEE AVE, STE 212 GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT ANNUAL CAMPAIGN, OPEN DOORS CAMPAIGN, AND CAMP GREENVILLE	3,000.
DOCTORS WITHOUT BORDERS USA 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	250.
NC OUTWARD BOUND 2582 RICEVILLE RD ASHEVILLE, NC 28805	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HIGH COUNTRY NEWS 1600 NC-105 BOONE , NC 28607	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	500.
AMERICAN HEART ASSOCIATION - MID ATALANTIC AFFILIATE 7272 GREENVILLE AVE DALLAS , TX 75231	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	1,000.
URBAN LEAGUE OF THE UPSTATE 15 REGENCY HILL DR GREENVILLE, SC 29607	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	3,000.
CITY OF GREENVILLE - JOSH WHITE FUND 206 S MAIN ST GREENVILLE, SC 29601	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	5,000.
ALL-IN TO FIGHT CANCER 1431 W MOREHEAD ST CHARLOTTE, NC 28208	NONE	GRANT	TO SUPPORT GENERAL OPERATIONS OF THE ORGANIZATION	250.
Total from continuation sheets				

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	UBS ACCOUNT 13972	P		
b	UBS ACCOUNT 13972	P		
c	UBS ACCOUNT 20101	P		
d	UBS ACCOUNT 20101	P		
e	UBS ACCOUNT 20102	P		
f	UBS ACCOUNT 20102	P		
g	UBS ACCOUNT 20104	P		
h	UBS ACCOUNT 20104	P		
i	UBS ACCOUNT 20105	P		
j	ENTERPRISE PRODUCTS PARTNERS SEC 1231 LOSSES	P		
k	ONEOK PARTNERS SEC 1231 LOSS	P		
l	ENERGY TRANSFER EQUITY (ETP) SEC 1231 LOSS	P		
m	ENERGY TRANSFER EQUITY (RGP) SEC 1231 LOSS	P		
n	ENERGY TRANSFER PARTNERS (ETP) SEC 1231 LOSS	P		
o	ENERGY TRANSFER PARTNERS (SXL) SEC 1231 LOSS	P		

	(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	58,780.		61,612.	<2,832.>
b	187,343.		202,321.	<14,978.>
c	45,306.		48,677.	<3,371.>
d	216,798.		226,238.	<9,440.>
e	194,229.		204,366.	<10,137.>
f	118,792.		109,785.	9,007.
g	68,648.		68,937.	<289.>
h	179,048.		145,893.	33,155.
i	43,757.		25,211.	18,546.
j				<120.>
k				<17.>
l				<22.>
m				<3.>
n				<115.>
o				<5.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<2,832.>
b				<14,978.>
c				<3,371.>
d				<9,440.>
e				<10,137.>
f				9,007.
g				<289.>
h				33,155.
i				18,546.
j				<120.>
k				<17.>
l				<22.>
m				<3.>
n				<115.>
o				<5.>

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). If (loss), enter "-0-" in Part I, line 8	3	

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	ENERGY TRANSFER PARTNERS (SUN) SEC 1231 LOSS	P		
b	PLAINS ALL AMERICAN SEC 1231 GAIN	P		
c	MPLX SECTION 1231 LOSS	P		
d	ENTERPRISE PRODUCTS PARTNERS LT CAP GAIN	P		
e	MPLX LT CAP LOSS	P		
f	CAPTIAL GAIN ADJUSTMENT FOR PASSTHROUGH ENTITIES	P		
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				6.
b				8.
c				<11.>
d				99.
e				<1.>
f				3,761.
g	4,068.			4,068.
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				6.
b				8.
c				<11.>
d				99.
e				<1.>
f				3,761.
g				4,068.
h				
i				
j				
k				
l				
m				
n				
o				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } — 2 — 27,309.

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
UBS ACCOUNT 13972	49,179.	49,179.	49,179.
UBS ACCOUNT 13972 - ACCRUED INTEREST PAID	<4,127.>	<4,127.>	<4,127.>
UBS ACCOUNT 13972 - ACQUISITION PREMIUM	18.	18.	18.
UBS ACCOUNT 13972 - BOND PREMIUM	<4,886.>	<4,886.>	<4,886.>
UBS ACCOUNT 13972 - OID	18.	18.	18.
UBS ACCOUNT 20101	7.	7.	7.
UBS ACCOUNT 20102	6,134.	6,134.	6,134.
UBS ACCOUNT 20102 - ACCRUED INTEREST PAID	<530.>	<530.>	<530.>
UBS ACCOUNT 20102 - BOND PREMIUM/MKT DISCOUNT	603.	603.	603.
UBS ACCOUNT 20102 - OID	5,476.	5,476.	5,476.
UBS ACCOUNT 20104	1.	1.	1.
UBS ACCOUNT 20105	1.	1.	1.
TOTAL TO PART I, LINE 3	51,894.	51,894.	51,894.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS ACCOUNT 13972	5.	2.	3.	0.	3.
UBS ACCOUNT 20101	30,316.	1,517.	28,799.	28,799.	28,799.
UBS ACCOUNT 20101 - NONDIVIDEND	1,683.	0.	1,683.	0.	1,683.
UBS ACCOUNT 20102	1,822.	228.	1,594.	1,594.	1,594.
UBS ACCOUNT 20102 - NONDIVIDEND	131.	0.	131.	0.	131.
UBS ACCOUNT 20104	9,869.	2,321.	7,548.	7,548.	7,548.
UBS ACCOUNT 20104 - NONDIVIDEND	463.	0.	463.	0.	463.
UBS ACCOUNT 20105	7,868.	0.	7,868.	7,868.	7,868.
UBS ACCOUNT 20105 - NONDIVIDEND	60.	0.	60.	0.	60.
TO PART I, LINE 4	52,217.	4,068.	48,149.	45,809.	48,149.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
UBS ACCOUNT 20102 - MISC INCOME	841.	841.	0.
ENERGY TRANSFER PARTNERS ROYALTY INCOME	0.	1.	0.
ENTERPRISE PRODUCTS PARTNERS	1,809.	<2,071.>	0.
ONEOK PARTNERS K-1	1,175.	<2,448.>	0.
PLAINS ALL AMERICAN PIPELINE (PAA)	1,791.	<2,237.>	0.
ENERGY TRANSFER EQUITY (ETE) K-1	1,123.	<128.>	0.
ENERGY TRANSFER EQUITY (ETP) K-1	0.	<536.>	0.
ENERGY TRANSFER EQUITY (RGP) K-1	0.	<77.>	0.
ENERGY TRANSFER EQUITY (SXL) K-1	0.	<298.>	0.
ENERGY TRANSFER EQUITY (SUN) K-1	0.	<7.>	0.
ENERGY TRANSFER PARTNERS (ETP) K-1	2,661.	<2,354.>	0.
ENERGY TRANSFER PARTNERS (SXL) K-1	0.	116.	0.
ENERGY TRANSFER PARTNERS (SUN) K-1	0.	100.	0.
MPLX K-1	1,380.	<2,674.>	0.
CURRENT YEAR SUSPENDED PTP LOSSES	0.	25,581.	0.
ORDINARY GAIN/LOSS ON SALE OF PTP INTEREST	0.	11,968.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	10,780.	25,777.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,400.	1,700.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,400.	1,700.	0.	0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID 1099S	373.	373.	0.	0.
FOREIGN TAX PAID BY PASSTHROUGH ENTITIES	0.	73.	0.	0.
TO FORM 990-PF, PG 1, LN 18	373.	446.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	23,306.	23,306.	0.	0.
TO FORM 990-PF, PG 1, LN 23	23,306.	23,306.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS ACCOUNT 20101	809,931.	800,666.
UBS ACCOUNT 20102	227,092.	222,924.
UBS ACCOUNT 20104	253,483.	272,800.
UBS ACCOUNT 20105	227,327.	291,190.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,517,833.	1,587,580.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS ACCOUNT 13972	746,614.	712,634.
UBS ACCOUNT 20102	14,693.	13,794.
TOTAL TO FORM 990-PF, PART II, LINE 10C	761,307.	726,428.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 9

EXPLANATION

NO LONGER REQUIRED BY SC

FORM 990-PF PART XV - LINE 1A STATEMENT 10
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

E ERWIN MADDREY II
NANCY B MADDREY

IRC SECTION 754 STATEMENT

The taxpayer is a transferee partner in Energy Transfer Equity L.P. who has a special adjustment under Internal Revenue Code (IRC) Section 743(b) pursuant to the IRC Section 754 election made by Enterprise Products Partners L.P. The special basis adjustment was made in accordance with the rules provided in IRC Section 743 and 755 and the Regulations thereunder. Detailed information is available in the office of the General Partner upon request.

IRC SECTION 751 STATEMENT

The taxpayer has reported ordinary income upon the disposition of units in Energy Transfer Equity LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. Detailed information is available in the office of the General Partner upon request.

IRC SECTION 754 STATEMENT

The taxpayer is a transferee partner in Energy Transfer Partners L.P. who has a special adjustment under Internal Revenue Code (IRC) Section 743(b) pursuant to the IRC Section 754 election made by Enterprise Products Partners L.P. The special basis adjustment was made in accordance with the rules provided in IRC Section 743 and 755 and the Regulations thereunder. Detailed information is available in the office of the General Partner upon request

IRC SECTION 751 STATEMENT

The taxpayer has reported ordinary income upon the disposition of units in Energy Transfer Partners LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. Detailed information is available in the office of the General Partner upon request.

IRC SECTION 754 STATEMENT

The taxpayer is a transferee partner in Enterprise Products Partners L.P who has a special adjustment under Internal Revenue Code (IRC) Section 743(b) pursuant to the IRC Section 754 election made by Enterprise Products Partners L.P. The special basis adjustment was made in accordance with the rules provided in IRC Section 743 and 755 and the Regulations thereunder. Detailed information is available in the office of the General Partner upon request.

IRC SECTION 751 STATEMENT

The taxpayer has reported ordinary income upon the disposition of units in Enterprise Products Partners L.P., as provided by the General Partner The amount was determined in accordance with Internal Revenue Code Section 751. Detailed information is available in the office of the General Partner upon request.

IRC SECTION 751 STATEMENT

The taxpayer has reported ordinary income upon the disposition of units in Oneok Partners LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. Detailed information is available in the office of the General Partner upon request

IRC SECTION 751 STATEMENT

The taxpayer has reported ordinary income upon the disposition of units in Plains All American Pipeline LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. Detailed information is available in the office of the General Partner upon request.