ORIGINAL

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: PHIFER/JOHNSON FOUNDATION	A Employer identification number: 57-6153679
Number and street (or P O box number if mail is not delivered to street address): PO BOX 3524 — Room/suite:	B Telephone number (see instructions): (864) 585-2000
City or town, state or province, country, and ZIP or foreign postal code: SPARTANBURG, SC 29304	C If exemption application is pending, check here ▶ ☐

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) ▶ $ 11,373,969.

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) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	240,252.	240,252.		ATCH 1
	4	Dividends and interest from securities	177,342.	177,342.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	308,225.			
	b	Gross sales price for all assets on line 6a 7,493,138.				
	7	Capital gain net income (from Part IV, line 2)		308,225.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	6,373.	6,373.		
	12	**Total.** Add lines 1 through 11	732,192.	732,192.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	16,050.			
	c	Other professional fees (attach schedule)	73,621.	4,921.		68,699.
	17	Interest	14,732.	14,732.		
	18	Taxes (attach schedule) (see instructions) [4]	25,596.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	17,426.			7,569.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	147,425.	19,653.		76,268.
	25	Contributions, gifts, grants paid	1,763,379.			1,763,379.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,910,804.	19,653.	0.	1,839,647.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,178,612.			
	b	**Net investment income** (if negative, enter -0-)		712,539.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (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	2,227,504.	781,159.	781,159.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 6	10,230,902.	11,043,763.	10,592,810.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 7)	521,847.		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	12,980,253.	11,824,922.	11,373,969.
Liabilities	17 Accounts payable and accrued expenses			ATCH 8
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	364,091.	367,869.	
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	364,091.	367,869.	
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. ▶ [X]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	12,616,162.	11,457,053.	
	30 Total net assets or fund balances (see instructions)	12,616,162.	11,457,053.	
	31 Total liabilities and net assets/fund balances (see instructions)	12,980,253.	11,824,922.	

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	12,616,162.
2	Enter amount from Part I, line 27a	2	-1,178,612.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	163,123.
4	Add lines 1, 2, and 3	4	11,600,673.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	143,620.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,457,053.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	308,225.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,890,612.	13,958,124.	0.135449
2013	1,797,956.	14,118,376.	0.127349
2012	2,122,617.	14,631,339.	0.145073
2011	2,162,063.	15,777,500.	0.137035
2010	2,126,831.	16,517,005.	0.128766

2	**Total** of line 1, column (d)	2	0.673672
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	0.134734
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	12,750,831.
5	Multiply line 4 by line 3	5	1,717,970.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,125.
7	Add lines 5 and 6	7	1,725,095.
8	Enter qualifying distributions from Part XII, line 4	8	1,839,647.

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 ▶ [X] and enter 1% of Part I, line 27b	1	7,125.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	7,125.
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	7,125.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . 6a 12,700.		
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	12,700.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	5,575.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 5,575. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b**

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0.

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	10,266,577.
b	Average of monthly cash balances	1b	1,021,208.
c	Fair market value of all other assets (see instructions)	1c	1,657,221.
d	**Total** (add lines 1a, b, and c)	1d	12,945,006.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,945,006.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	194,175.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,750,831.
6	**Minimum investment return.** Enter 5% of line 5	6	637,542.

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	637,542.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	7,125.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,125.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	630,417.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	630,417.
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	630,417.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,839,647.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,839,647.
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	7,125.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,832,522.

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					630,417.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only					
b Total for prior years 20 13 ,20 12 ,20 11					
3 Excess distributions carryover, if any, to 2015					
a From 2010	1,337,765.				
b From 2011	1,381,296.				
c From 2012	1,398,704.				
d From 2013	1,113,646.				
e From 2014	1,211,308.				
f **Total** of lines 3a through e		6,442,719.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,839,647.					
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					630,417.
e Remaining amount distributed out of corpus		1,209,230.			
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		7,651,949.			
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					
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)		1,337,765.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		6,314,184.			
10 Analysis of line 9					
a Excess from 2011	1,381,296.				
b Excess from 2012	1,398,704.				
c Excess from 2013	1,113,646.				
d Excess from 2014	1,211,308.				
e Excess from 2015	1,209,230.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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))

NONE

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

NONE

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

Check here ▶ [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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total ▶ **3a**				1,763,379.
b *Approved for future payment*				
ATCH 12				
Total ▶ **3b**				5,413,953.

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	240,252.	
4 Dividends and interest from securities			15	177,342.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	308,225.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13				6,373.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				732,192.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 732,192.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

MR. DAN C. BREEDEN | 8/11/16 | MANAGER

Signature of officer or trustee | Date | Title

D C Breeden 8/11/16

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RENEE F KLEIN	Renee F Klein	8/11/16		P01330355

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 320 E.MAIN ST.,STE 420 SPARTANBURG, SC 29302 — Phone no 864-577-8810

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - SEE ATTACHED	76,996.	76,996.
K-1: JACAR PARENT, LLC (45-3551698)	80,280.	80,280.
K-1: JOHNSON AARON INVESTORS (27-2242383	70,595.	70,595.
K-1: ZCA PARTNERS II, LP (47-1549052)	12,381.	12,381.
TOTAL	240,252.	240,252.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	173,933.	173,933.
K-1: LAZARD INTERNATIONAL (32-0341680)	2,404.	2,404.
K-1: JOHNSON AARON INVESTORS (27-2242383	2.	2.
K-1: ZCA PARTNERS II, LP (47-1549052)	1,003.	1,003.
TOTAL	177,342.	177,342.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISC INCOME	2,582.	2,582.
K-1: LAZARD INTERNATIONAL (32-0341680)	94.	94.
K-1: ZCA PARTNERS II, LP (47-1549052)	3,697.	3,697.
TOTALS	6,373.	6,373.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAXES	23,314.
FOREIGN TAXES PAID	1,971.
K-1 FOREIGN TAXES: LAZARD INTL	265.
K-1 FOREIGN TAXES: ZCA PARTNER	46.
TOTALS	25,596.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
K-1 OTHER DED: LAZARD INTL	853.
K-1 OTHER DED: JACAR PARENT	3,596.
BANK SERVICE CHARGES	60.
K-1: JOHNSON AARON INVESTORS	9.
MANAGEMENT FEES	7,509.
MISC. EXPENSES	24.
K-1: ZCA PARTNERS II LP	5,375.
TOTALS	17,426.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS	11,043,763.	10,592,810.
TOTALS	11,043,763.	10,592,810.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE
ACCRUED ASSETS	
TOTALS	

ATTACHMENT 8

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

LENDER: N/P UBS BANK

BEGINNING BALANCE DUE	364,091.
ENDING BALANCE DUE	367,869.
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	364,091.
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	367,869.

ATTACHMENT 9

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

DESCRIPTION	AMOUNT
K-1 INVESTMENT ACTIVITY RECORDED ON BOOKS AND INCLUDED ON PRIOR YEAR TAX RETURN	163,123.
TOTAL	163,123.

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
K-1 INVESTMENT ACTIVITY NOT RECORDED ON BOOKS FOR 2015		143,620.
	TOTAL	143,620.

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL CONTRIBUTION (SEE ATTACHED)	NONE		1,763,379.
		TOTAL CONTRIBUTIONS PAID	1,763,379.

Phife Johnson Foundation
2015 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
2545	Oct	122 East 66th Street Foundation, Inc		2,000.00	
2504	Jun	A Child's Place	Swing Fore	25,000 00	
2497	Apr	Adult Learning Center		1,000 00	
2517	Aug	Artists Guild Spartanburg		1,500 00	
2543	Oct	Artists Guild Spartanburg	3rd Annual Fundraiser	500.00	
2514	JUL	Arts Partnership	GDJ III gift	900.00	
2586	Dec	Arts Partnership	United Arts Annual Fund	10,000 00	
2507	Jun	Ballet Spartanburg	Peter & the Wolf ($5,000) Dansynergy ($2,500)	7,500 00	
2512	JUL	Ballet Spartanburg		500 00	
2550	Oct	Ballet Spartanburg	4 Scholars	2,332.00	
2510	Jun	Betty Ford Alpine Gardens		1,000 00	
2486	Mar	Birth Matters		1,000 00	
2571	Dec	Birth Matters		500 00	
2564	Nov	Bravo! Vail		5,000 00	
2559	Nov	Brookgreen Gardens	2015 Annual Fund	5,000 00	
2576	Dec	Brookgreen Gardens	Atalaya Council membership	5,000 00	
2540	Sep	Butterfly Foundation		1,675 00	
2477	Feb	Charles Lea Center	Wine tasting	250 00	
2519	Aug	Charles Lea Center		250 00	
2487	Mar	Children's Advocacy Center		1,000 00	
2552	Nov	Children's Advocacy Center		500 00	
2506	Jun	City of Morganton	Morganton's Community House pmt 1 of 3	25,000 00	
2570	Dec	Colleton County Arts Council		100 00	
2556	Nov	Community Foundation of Burke County		365 00	
2496	Apr	Converse College	Susu 50th reunion (SPJ gift)	5,000 00	
2499	May	Converse College	Friends of the Petrie School of Music	1,000 00	
2508	Jun	Converse College	Sr Housing Campaign/Unrestricted	500,000 00	
2509	Jun	Converse College	Annual Fund	25,000 00	
2511	Jun	Converse College	Annual Fund - GDJ III gift	5,000 00	
2575	Dec	Converse College	Annual Fund (SPJ gift)	5,000 00	
2502	May	Episcopal Church of the Advent		100,000 00	
2590	Dec	Episcopal Church of the Transfiguration	Annual Pledge pmt 1 of 3	20,000 00	
2534	Sep	ETV Endowment of SC		500 00	
2529	Sep	First Presbyterian Church	Speaking Down Barriers	1,000 00	
2520	Aug	First Tee of Spartanburg & Cherokee Counties		1,500 00	
2513	JUL	Foothills Conservancy of North Carolina		250 00	
2474	Feb	Friends of Gunston Hall		250 00	
2505	Jun	Friends of the Spartanburg County Public Libraries		500 00	
2495	Apr	Girl Scouts of SC Mountains to Midlands		1,000 00	
2516	JUL	Girl Scouts of SC Mountains to Midlands	Boots & Pearls	300 00	
2537	Sep	Girl Scouts of SC Mountains to Midlands	Boots & Pearls	250 00	
2475	Feb	Hatcher Garden and Woodland Preserve		1,000 00	
2547	Oct	Hatcher Garden and Woodland Preserve	Annual gift	1,000 00	
2489	Apr	Healthy Smiles of Spartanburg	Cinco De Smile-O	100 00	
2526	Aug	Healthy Smiles of Spartanburg		1,000 00	
2587	Dec	Historic Burke Foundation	Annual Pledge	500 00	
2493	Apr	Hope Center for Children		1,000 00	
2491	Apr	Hub City Writer's Project	First Novel Price Year 3	5,000 00	
2568	Nov	Kanuga	in honor of George Simmons	500 00	
2473	Jan	Mayo Clinic	Department of Development	50,000 00	
2503	Jun	Mayo Clinic		50,000 00	
2542	Oct	Mental Fitness, Inc	Stomp Sponsorship	1,000 00	
2528	Sep	Mental Health America		200 00	
2521	Aug	Music Foundation Inc	Sponsorsip of Comminity Enagment Manager Position	10,000.00	
2580	Dec	Music Foundation Inc	Pmt #2 of 3	1,666 00	
2572	Dec	National Women's History Museum		500 00	
2581	Dec	Northside Redevelopment Corporation	Pmt#5 of 5	50,000 00	
2548	Oct	NSCDA Friends of Dumbarton House		250 00	
2541	Oct	Palmetto Council-Boy Scouts of America	Holiday Jubilee and Auction	1,000 00	
2557	Nov	Palmetto Council-Boy Scouts of America		500 00	
2471	Jan	Partners for Active Living	Criterium Sponsorship	1,000 00	
2573	Dec	Pencils of Promise	Jane Montgomery	200 00	
2532	Sep	Pine Crest School		500 00	
2492	Apr	Robert E Lee Memorial Association		5,000 00	
2546	Oct	Safe Homes/Rape Crisis Coalition		1,000 00	
2536	Sep	Saint Mary's School	2014-2015 Endowment Pledge	1,000 00	
2592	Dec	Salvation Army		1,000 00	
2593	Dec	SC Campaign to Prevent Teen Pregnancy		1,000 00	
2476	Feb	SDS Parents Club	SDS Gala	200 00	
2565	Nov	Senior Deaf and Blind Community LLC		15,000 00	
2533	Sep	Spartanburg Academic Movement	Pmt#2 of 3 annual	25,000 00	
2472	Jan	Spartanburg Art Museum		200 00	
2522	Aug	Spartanburg Art Museum	Colors	1,000 00	
2577	Dec	Spartanburg Art Museum	Pmt 1 of 3 annual	2,500 00	
2583	Dec	Spartanburg Community College Foundation	Pmt #4 of 5	100,000 00	
2470	Jan	Spartanburg County Foundation	Spartanburg Preparatory School	35,000 00	
2535	Sep	Spartanburg County Foundation	Glendale Shoals Community Improvement Fund	1,000 00	

Phife Johnson Foundation
2015 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
2518	Aug	Spartanburg County Historical Association		500 00	
2579	Dec	Spartanburg County School District 7	Pmt #3 of 6	15,000.00	
2483	Mar	Spartanburg Garden Club Council		500 00	
2561	Nov	Spartanburg Garden Club Council		800 00	
2498	May	Spartanburg Little Theatre		1,000 00	
2515	JUL	Spartanburg Little Theatre	Mary Poppins	2,500 00	
2481	Mar	Spartanburg Philharmonic Orchestra		5,000 00	
2525	Aug	Spartanburg Philharmonic Orchestra		1,000 00	
2478	Mar	Spartanburg Regional Foundation	David Ike Patient Assistance Fund	1,000 00	
2488	Apr	Spartanburg Regional Foundation	Access Health Debry Day Event	100 00	
2538	Sep	Spartanburg Regional Foundation	An Uplifting Event	250 00	
2562	Nov	Spartanburg Regional Foundation	Hospice	100 00	
2524	Aug	Spartanburg Reperatory Co		250 00	
2479	Mar	Spoleto Festival USA	Mary Ramsay Civic Award Luncheon	1,000 00	
2501	May	Spoleto Festival USA		33,000.00	
2480	Mar	Spot of Pride	#041,#083, #110, #128	7,390 00	
2523	Aug	St Lukes Free Medical Clinic	Wine Stroll	125 00	
2574	Dec	St. Luke's Free Medical Clinic		200 00	
2494	Apr	St Mary's School	Susu gift	10,000 00	
2563	Nov	Trees Coalition		2,500 00	
2539	Sep	Trout Unlimited	Headwaters Youth Education	5,000 00	
2549	Oct	United Arts Fund	Pegy Gignillinat Society	10,000 00	
2569	Nov	United Way of the Piedmont	2015-2016 Campaign	25,000 00	
2578	Dec	University of SC Upstate	Brighter Future Conference	1,000.00	
2485	Mar	Upstate Forever		2,500 00	
2530	Sep	Upstate Forever	4th Annual Preservation Ride	1,000 00	
2531	Sep	Urban League of the Upstate	Humanitarian Award Gala	1,000 00	
2566	Nov	USC Upstate Foundation	Edmunds Lecture Series	1,000 00	
2553	Nov	Vail Valley Foundation		35,000 00	
		Vail Valley Foundation refund		(13,074 00)	
2554	Nov	Vail Valley Medical Center		20,000 00	
2560	Nov	Vail Valley Medical Center	Dinner Dance in December	15,000 00	
2591	Dec	Vail Valley Medical Center Foundation	Pmt #1 of 5	100,000 00	
2500	May	Village Ministry	150th Juneteenth Celebration	500 00	
2527	Sep	VOIDED		-	
2558	Nov	VOIDED			
2567	Nov	VOIDED			
2582	Dec	Voided 2-23-2016 - South Caroina Eating Disorder Center	Pmt#2 of 3 annual-$10,000	VOIDED	
2544	Oct	Walker Foundation	Chili Cookoff	1,500 00	
2551	Oct	Washington & Lee University	The Annual Fund - SPJ and Tim Shannon	1,250 00	
2555	Nov	Washington & Lee University	GDJ Pledge (2016 gift year)	8,750 00	
2588	Dec	Washington & Lee University	Parents Fund (GDJ III & SPJ)	5,000 00	
2482	Mar	Washington & Lee University	GDJ III Pledge (Give Day)	15,000 00	
2484	Mar	Washington & Lee University	Susanna Pledge (Give Day)	5,500 00	
2584	Dec	Washington & Lee University	Pmt#3 of 5 Center for Global Learning	200,000 00	
2490	Apr	Wofford College	Annual fund	5,000 00	
2589	Dec	Wofford College	Annual Fund	5,000 00	
2585	Dec	YMCA of Greater Spartanburg	Capital Campaign Pmt #6 of 10	100,000 00	
			Total	1,763,379 00	

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL FUTURE PLEDGES (SEE ATTACHED DETAIL)			5,413,953.
		TOTAL CONTRIBUTIONS APPROVED	5,413,953.

PHIFER/JOHNSON FOUNDATION PLEDGE SCHEDULE

	PLEDGE AMOUNT	Month Due	2016 AMOUNT	2017 AMOUNT	2018 AMOUNT	2019 AMOUNT	BEYOND 2019	BALANCE DUE
SCHEDULED PLEDGES								
CONVERSE COLLEGE-SENIOR HOUSING/CAMPAIGN UNRESTRICTED	5,000,000	JUNE	500,000	500,000	500,000	500,000	-	2,000,000
CONVERSE COLLEGE-ANNUAL FUND	250,000	JUNE	25,000	25,000	25,000	25,000	-	100,000
Converse College - Susu Class of '56 pledge	50,000	JUNE	9,607	9,607	9,607	9,607	9,607	48,035
Spartanburg County School District Seven	90,000	DEC	15,000	15,000	15,000	-	-	45,000
Hub City Writers Project-SC First Novel Prize	15,000	MAR	5,000	5,000	5,000	-	-	15,000
Music Foundation of Spartanburg, Inc.	5,000		1,668	-	-	-	-	1,668
Senior Deaf and Blind Community, LLC	75,000	Dec	15,000	15,000	15,000	15,000	-	60,000
Spartanburg Art Museum-Phoenix Project	7,500	Dec	2,500	2,500	-	-	-	5,000
SPARTANBURG COMMUNITY COLLEGE FOUNDATION	1,000,000	APR	100,000	100,000	100,000	100,000	200,000	600,000
Spartanburg Regional Foundation (Betty Ann Moore Colon Cancer Fund)	15,000	JUN	3,000	3,000	3,000	3,000	3,000	15,000
WASHINGTON & LEE UNIVERSITY- CENTER FOR GLOBAL LEARNING	1,000,000	DEC	200,000	200,000	-	-	-	400,000
WASHINGTON & LEE UNIVERSITY- GDJIII & SPJ	50,000	MAY	5,000	-	-	-	-	5,000
WASHINGTON & LEE UNIVERSITY- SPJ	10,000		2,000	2,000	2,000	2,000	2,000	10,000
UPSTATE FOREVER - FOREVERGREEN ANNUAL AWARDS LUNCHEON	10,000	MAR	2,500	2,500	-	-	-	5,000
YMCA	1,000,000	DEC	100,000	100,000	100,000	100,000	-	400,000
VAIL VALLEY MEDICAL CENTER FOUNDATION	500,000	DEC	100,000	100,000	100,000	100,000	-	400,000
TOTAL SCHEDULED PLEDGES			1,086,275	1,079,607	874,607	854,607	223,357	4,118,453
REPEAT/ANNUAL PLEDGES								
ADVENT CHURCH-ANNUAL PLEDGE	100,000	JUN	100,000	100,000	100,000	100,000	100,000	500,000
ARTS PARTNERSHIP-ANNUAL FUND	10,000	DEC	10,000	10,000	10,000	10,000	10,000	50,000
BROOKGREEN GARDENS-ANNUAL MEMBERSHIP	5,000	DEC	5,000	5,000	5,000	5,000	5,000	25,000
EPISCOPAL CHURCH OF THE TRANSFIGURATION	20,000	Nov	20,000	20,000	20,000	20,000	20,000	100,000
HISTORIC BURKE FOUNDATION	500	JUN	500	500	500	500	500	2,500
UNITED WAY - **JDA to make additional $33,000 at same time in 2016**	25,000	DEC	58,000	25,000	25,000	25,000	25,000	158,000
VAIL VALLEY FOUNDATION-SPLIT W/ PERSONAL FUNDS	175,000	NOV	35,000	35,000	35,000	35,000	35,000	175,000
WASHINGTON & LEE UNIVERSITY- GDJIII & SPJ (Parents Fund)	5,000	DEC	5,000				5,000	10,000
Wofford College - Annual Fund	5,000	Nov	5,000	5,000	5,000	5,000	5,000	25,000
TOTAL REPEAT/ANNUAL PLEDGES			238,500	200,500	200,500	200,500	205,500	1,045,500
POTENTIAL PLEDGES								
ART ON MORGAN SQUARE-SPOT OF PRIDE	250,000	HOLD					250,000	250,000
TOTAL POTENTIAL PLEDGES			-	-	-	-	250,000	250,000
GRAND TOTAL			1,324,775	1,280,107	1,075,107	1,055,107	678,857	5,413,953

7/25/2016
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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC INCOME			18	2,582.	
K-1 INCOME: LAZARD INTL				94.	
K-1- INCOME: ZCA PARTNERS II LP				3,697.	
TOTALS				6,373.	

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

Kind of Property / Gross sale price less expenses of sale	Depreciation allowed/ allowable	Description / Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		TOTAL CAPITAL GAIN DISTRIBUTIONS					63,044.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
3,875,067.		4,194,057.					-318,990.	
		SEE ATTACHED CSCHWAB 7503 8696					VAR	VAR
1,310,171.		1,159,685.					150,486.	
		SEE ATTACHED					VAR	VAR
2,241,941.		1,822,520.					419,421.	
		K-1: JACAR PARENT, LLC (45-3551698)					VAR	VAR
2,915.							2,915.	
		K-1: LAZARD INTL (32-0341680)					VAR	VAR
		213.					-213.	
		K-1: LAZARD INTL (32-0341680)					VAR	VAR
		3,381.					-3,381.	
		K-1: ZCA PARTNERS II, LP (47-1549052)					VAR	VAR
		-417.					417.	
		K-1: ZCA PARTNERS II, LP (47-1549052)					VAR	VAR
		5,474.					-5,474.	
TOTAL GAIN(LOSS)							308,225.	