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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending ,

CW AND DOROTHY G LOVE FOUNDATION
PO BOX 158
MCCOLL, SC 29570

A Employer identification number: 20-2865906

B Telephone number (see instructions): 910-276-2737

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

	Line		(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				
	4	Dividends and interest from securities	1,141,960.	1,141,960.	1,141,960.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,026,307.			
	b	Gross sales price for all assets on line 6a 1,461,832.				
	7	Capital gain net income (from Part IV, line 2)		1,036,054.		
	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)				
	12	**Total** Add lines 1 through 11	2,168,267.	2,178,014.	1,141,960.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc.	405,800.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 1	435.			
	b	Accounting fees (attach sch) See St 2	10,715.			
	c	Other professional fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 3	110,032.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	1,351.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	528,333.			
	25	Contributions, gifts, grants paid Part XV	4,031,615.			4,031,615.
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,559,948.	0.	0.	4,031,615.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-2,391,681.			
	b	**Net investment income** (if negative, enter -0-)		2,178,014.		
	c	**Adjusted net income** (if negative, enter -0-)			1,141,960.	

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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	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	11,199,034.	9,357,228.	
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	39,905,093.	42,210,274.	
	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)			
	14 Land, buildings, and equipment basis ►			
	Less· accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	51,104,127.	51,567,502.	0.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	51,104,127.	51,567,502.	
	30 **Total net assets or fund balances** (see instructions)	51,104,127.	51,567,502.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	51,104,127.	51,567,502.	

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	51,104,127.
2	Enter amount from Part I, line 27a	2	-2,391,681.
3	Other increases not included in line 2 (itemize) ► See Statement 5	3	2,855,056.
4	Add lines 1, 2, and 3	4	51,567,502.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	51,567,502.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Statement 6			
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	1,036,054.
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) N/A

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))
2015			
2014			
2013			
2012			
2011			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter. _______ (attach copy of letter if necessary – see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		1	43,560.
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	43,560.
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	43,560.
6 Credits/Payments			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6a 36,000.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 28,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	64,000.
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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	20,440.
11 Enter the amount of line 10 to be **Credited to 2017 estimated tax** ► 20,440.	**Refunded** ►	11	0.

Part VII-A — Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
4 a 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	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	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 2016 or the taxable year beginning in 2016 (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 ► GREGORY B BAINES Telephone no. ► (843) 439-1383

Located at ► PO BOX 725 LAURINBURG NC ZIP + 4 ► 28352

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

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

			Yes	No
16	At any time during calendar year 2016, 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
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2016 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 2016.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4 b		X

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

5a During the year did the foundation pay or incur any amount to.				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) .	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If 'Yes,' attach the statement required by Regulations section 53 4945–5(d)*	N/A ☐ Yes ☐ No			
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? *If 'Yes' to 6b, file Form 8870*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 7		405,800.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services	►	0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	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	41,686,053.
b	Average of monthly cash balances		1b	10,748,266.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	52,434,319.
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	52,434,319.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	786,515.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	51,647,804.
6	**Minimum investment return.** Enter 5% of line 5		6	2,582,390.

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	2,582,390.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 43,560.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	43,560.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,538,830.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	2,538,830.
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	2,538,830.

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	4,031,615.
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	4,031,615.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,031,615.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,538,830.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014 1,164,144.				
e From 2015 27,659.				
f **Total** of lines 3a through e	1,191,803.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► $ 4,031,615.				
a Applied to 2015, 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 2016 distributable amount				2,538,830.
e Remaining amount distributed out of corpus	1,492,785.			
5 Excess distributions carryover applied to 2016 *(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	2,684,588.			
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 2015 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	2,684,588.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014 1,164,144.				
d Excess from 2015 27,659.				
e Excess from 2016 1,492,785.				

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 2016, 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 (a) 2016	Prior 3 years (b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** 'Assets' alternative test – enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter. **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

Check here ► [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				
See Statement 8				
Total			► 3a	4,031,615.
b Approved for future payment				
Total			► 3b	

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					
4 Dividends and interest from securities			14	1,141,960.	
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					1,026,307.
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)				1,141,960.	1,026,307.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,168,267.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/14/2017 Title: CEO and Trustee

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
GREGORY B. BAINES	GREGORY B. BAINES			P00023610

Firm's name ► G. B. Baines & Associates Firm's EIN ► 561677314

Firm's address ► 213-B E. Cronly Street, Laurinburg, NC 28352 Phone no 910-276-2737

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	$ 435.			
Total	$ 435.	$ 0.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	$ 10,715.			
Total	$ 10,715.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Withheld	$ 3,532.			
Investment Excise Tax	106,500.			
Total	$ 110,032.	$ 0.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	$ 2.			
Penalties	1,349.			
Total	$ 1,351.	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	$ 2,855,056.
Total	$ 2,855,056.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	CAPITAL GAIN DISTRIBUTIONS	Purchased	Various	Various
2	10254 AGL RESOURCES	Purchased	Various	7/01/2016
3	300 BIOMED RLTY	Purchased	Various	1/28/2016
4	.022 CASH IN LIEU	Purchased	2/07/2005	9/07/2016
5	700 EMC CORP	Purchased	Various	9/07/2016
6	.27582 NUVEEN PFD SECS INCOME FD	Purchased	7/11/2007	5/10/2016
7	10667 PIEDMONT NATURAL GAS	Purchased	Various	10/04/2016
8	200 STANDARD REGISTER	Purchased	7/15/2005	1/07/2016
9	2600 TAL INTERNATIONAL-EXCHANGE	Purchased	Various	7/13/2016
10	.4 VECTOR GROUP LTD	Purchased	Various	10/04/2016
11	Wash Sale			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	24,674.		0.	24,674.				$ 24,674.
2	676,764.		193,414.	483,350.				483,350.
3	7,147.		5,487.	1,660.				1,660.
4	1.		1.	0.				0.
5	16,835.		7,804.	9,031.				9,031.
6	2.		4.	-2.				-2.
7	640,020.		106,419.	533,601.				533,601.
8	0.		16,265.	-16,265.				-16,265.
9	96,380.		106,127.	-9,747.				-9,747.
10	9.		4.	5.				5.
11								9,747.
							Total	$ 1036054.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
CHARLES LOVE JR 3105 ACADEMY ROAD MCCOLL, SC 29570	CEO and Trustee 30.00	$ 125,800.	$ 0.	$ 0.

Statement 7 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
CATHERINE L VITALE 339 STILLWATER CIRCLE BOILING SPRINGS, SC 29316	Sec./Trustee 10.00	$ 70,000.	$ 0.	$ 0.
LINDA L LEVKOFF 201 WESTRIDGE COURT CHAPIN, SC 29036	Treas./Trustee 10.00	70,000.	0.	0.
ALAN LOVE PO BOX 158 MCCOLL, SC 29570	Trustee 10.00	70,000.	0.	0.
DOTTIE FARFONE 661 STERLING DRIVE CHARLESTON, SC 29412	Trustee 10.00	70,000.	0.	0.
	Total	$ 405,800.	$ 0.	$ 0.

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
MCCOLL PENTECOSTAL MAIN STREET MCCOLL SC 29570				$ 10,000.
MARLBORO CO SHERIFF MCCOLL HWY BENNETTSVILLE SC 29571				1,000.
MCCOLL FIRE DEPARTMENT MAIN STREET MCCOLL SC 29570				15,000.
TOWN OF MCCOLL MAIN STREET MCCOLL SC 29570			MUSEUM MAINTENANCE	172,345.
MAIN STREET METHODIST MAIN STREET MCCOLL SC 29570				10,000.
FIRST PRESBYTERIAN CHURCH MAIN STREET MCCOLL SC 29570				10,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
MCCOLL POLICE MAIN STREET MCCOLL SC 29570				$ 5,000.
MARLBORO CIVIC CENTER 106 CLYDE ST BENNETTSVILLE SC 29571	COMMUNITY			15,000.
SCOTLAND MEMORIAL FOUNDATION LAUCHWOOD DRIVE LAURINBURG NC 28352				100,000.
HUMANE SOCIEY OF MARLBORO COUNTY MCCOLL ROAD BENNETTSVILLE SC 29571				50,000.
CHRIST THE CORNERSTONE ACADEMY 10401 MCCOLL HIGHWAY LAURINBURG NC 28352				10,000.
WALKER FOUNDATION 355 CEDAR SPRINGS ROAD SPARTANBURG SC 29302	COMMUNITY			25,000.
PINE GROVE METHODIST MAIN STREET MCCOLL SC 29570				20,000.
MCCOLL SCHOOL BACKPACK PROGRAM HIGHWAY 38 MCCOLL SC 29570				15,000.
CAMP PEE DEE 1201 CAMP PEE DEE ROAD BENNETTSVILLE SC 29512				20,000.
EPWORTH CHILDRENS HOME 2900 MILLWOOD AVENUE COLUMBIA SC 29250				25,000.
MARLBORO COUNTY COUNCIL ON AGING 209 E. MARKET STREET BENNETTSVILLE SC 29512				5,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
THE CHILDRENS SECURITY BLANKET 899 SOUTH PINE STREET SPARTANBURG SC 29302				$ 25,000.
CAMP HAPPY DAYS 1622 ASHLEY HALL ROAD CHARLESTON SC 29407	COMMUNITY			30,000.
HOPE CENTER FOR CHILDREN 202 HUDSON BARKSDALE BLVD SPARTANBURG SC 29306	COMMUNITY			20,000.
SQ RESCUE INC 121 LAUREL BAY LANE COLUMBIA SC 29229	COMMUNITY			10,000.
SPARTANBURG INTERFAITH HOSPITALITY NTWK 899 S. PINE STREET SPARTANBURG SC 29302	COMMUNITY			5,000.
HELP 4 KIDS 12053 B HWY 17 SOUTH GARDEN CITY SC 29576	COMMUNITY			15,000.
WORLDVIEW MINISTRY INTERNATIONAL, INC 4200 COQUINA HARBOR DRIVE LITTLE RIVER SC 29566	COMMUNITY			15,000.
MAKE A WISH SOUTH CAROLINA 225 S. PLEASANTBURG DRIVE 8B GREENVILLE SC 29607	COMMUNITY			30,000.
BAREFOOT CHURCH INC 701 MAIN STREET NORTH MYRTLE BEACH SC 29582	COMMUNITY			30,000.
WIGS FOR CANCER 4275 SEA MOUNTAIN HIGHWAY LITTLE RIVER SC 29566	COMMUNITY			10,000.
GEDDIE COLE CENTER INC PO BOX 306 MCCOLL SC 29570	COMMUNITY			25,000.
MARLBORO ECONOMIC DEVELOPMENT PO BOX 653 BENNETTSVILLE SC 29512	COMMUNITY			50,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
BREAD OF LIFE FOOD PANTRY 116 BROAD STREET BENNETTSVILLE SC 29512	COMMUNITY			$ 25,000.
IMPACT FAMILY VIOLENCE SERVICES 6101 IDLEWILD RD STE 177 CHARLOTTE NC 28212	COMMUNITY			10,000.
PALMETTO HEALTH FOUNDATION PO BOX 247 COLUMBIA SC 29202	COMMUNITY			15,000.
SOUTH CAROLINA WATERFOWL ASSOC 9833 OLD RIVER ROAD PINEWOOD SC 29125	COMMUNITY			20,000.
COASTAL CONSERVATION ASSOCIATION 4801 WOODWAY SUITE 220W HOUSTON TX 77056	COMMUNITY			20,000.
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS GA 31709	COMMUNITY			65,000.
USC EDUCATIONAL FOUNDATION 1027 BARNWELL STREET COLUMBIA SC 29208	COMMUNITY			30,000.
MEDICAL UNIV. OF SC FOUNDATION PO BOX 250450 CHARLESTON SC 29425	COMMUNITY			135,000.
ST. JAMES EPISCOPAL CHURCH 1872 CAMP ROAD CHARLESTON SC 29412	COMMUNITY			30,000.
LEUKEMIA & LYMPHONA SOCIETY, INC. 1311 MAMARONECK AVENUE WHITE PLAINS NY 10605	COMMUNITY			10,000.
ST JOHNS UMC BLACKSBURG 105 S. RUTHERFORD STREET BLACKSBURG SC 29702	CHURCH			50,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
PINEHILL BAPTIST RETREAT & CAMP 2096 BAPTIST ROAD BENNETTSVILLE SC 29512	CHURCH			$ 25,000.
AMI KIDS, INC. 5915 BENJAMIN CENTER DRIVE TAMPA FL 33634				35,000.
BARRIER ISLAND FREE MEDICAL CLINIC 3226 MAYBANK HWY JOHNS ISLAND SC 29455	COMMUNITY			10,000.
CARDINAL NEUMAN HIGH SCHOOL 4701 FOREST DRIVE COLUMBIA SC 29206	COMMUNITY			50,000.
CAREFIRST CAROLINA FOUNDATION 201 SOUTH FOURTH ST HARTSVILLE SC 29551	COMMUNITY			100,000.
IRMO CHAPIN RECREATION COMMISSION 200 LEISURE LANE COLUMBIA SC 29210	COMMUNITY			80,000.
YOUNG LIFE PO BOX 520 COLORADO SPRINGS CO 80901	COMMUNITY			25,000.
LEXINGTON CO CHILDRENS SHELTER PO BOX 344 LEXINGTON SC 29071	COMMUNITY			25,000.
CHILDRENS CHANCE 13 SURREY CT STE 200 COLUMBIA SC 29212	COMMUNITY			10,000.
SC AQUARIUM 100 AQUARIUM WHARF CHARLESTON SC 29401	COMMUNITY			15,000.
CHARLESTON COLLEGIATE SCHOOL 2024 ACADEMY ROAD JOHNS ISLAND SC 29455	COMMUNITY			20,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
VETERANS WELCOME HOME & RESOURCE 4254 STELLA ST LITTLE RIVER SC 29566	COMMUNITY			$ 15,000.
GOOD DEEDS MINISTRIES INC 4340 BIG BARN DR UNIT 108 LITTLE RIVER SC 29566	CHURCH			10,000.
SEA HAVEN INC 3892 HWY 9 E LITTLE RIVER SC 29566	COMMUNITY			20,000.
NORTH MYRTLE BEACH H.S. BOOSTER CLUB 3750 SEA MOUNTAIN HIGHWAY LITTLE RIVER SC 29566	COMMUNITY			35,000.
CARESOUTH CAROLINA, INC 201 SOUTH FIFTH STREET HARTSVILLE SC 29551				1,778,270.
CENTRAL CAROLINA COMMUNITY FOUNDATION 2711 MIDDLEBURG DR. STE 213 COLUMBIA SC 29204				50,000.
WAKE FOREST BAPTIST CANCER CENTER 1 MEDICAL CENTER BLVD WINSTON SALEM NC 27157				15,000.
CONVERSE COLLEGE 580 EAST MAIN STREET SPARTNBURG SC 29302				25,000.
CROOKED CREEK ART PO BOX 501 CHAPIN SC 29036				10,000.
DOWNTOWN ECUMENICAL SERVICE 215 N. OCEAN ST JACKSONVILLE FL 32202				10,000.
EPISCOPAL DIOCESE OF SC 126 COMING ST CHARLESTON SC 29403				25,000.
FOUR HOLES FISHING FOR FRIENDS 113 SAINT JOHN ROAD CAMERON SC 29030				50,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
FRIENDS OF HARBISON STATE FOREST 5600 BROAD RIVER ROAD COLUMBIA SC 29212				$ 50,000.
JUST TRYAN IT PO BOX 34589 BETHESDA MD 20827				50,000.
JOHNS ISLAND PRESBYTERIAN CHURCH 2550 BOHICKETT ROAD JOHNS ISLAND SC 29455				10,000.
LAKE MURRAY PRESBYTERIAN CHURCH 2721 DUTCH FORK ROAD CHAPIN SC 29036				115,000.
LEO'S PRIDE FOUNDATION 2147 CHAPIN ROAD CHAPIN SC 29036				10,000.
MUSCULAR DYSTROPHY ASSOCIATION 530 HOWELL ROAD #201 GREENVILLE SC 29615				10,000.
ROTARY CLUB INTERNATIONAL 9000 OCEAN BLVD THE DUNES MYRTLE BEACH SC 29572				15,000.
SALUDA SHOALS PARK 5605 BUSH RIVER ROAD COLUMBIA SC 29212				50,000.
SOCASTEE HIGH SCHOOL 4900 SOCASTEE BLVD MYRTLE BEACH SC 29588				25,000.
CHANGE CENTER INC 4707 OLEANDER DRIVE MYRTLE BEACH SC 29577				15,000.
TROOP APPRECIATION FOUNDATION PO BOX 876 CHAPIN SC 29036				50,000.
WELVISTA 2700 MIDDLEBURG DRIVE COLUMBIA SC 29204				10,000.
			Total	$ 4,031,615.