RAL180 05/04/2017 11 26 AM

Form 990-PF Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

▶ 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 , and ending

Name of foundation: RALPH & VIRGINIA HENDRICKS FOUNDATI

A Employer identification number: 57-0822180

Number and street (or P O box number if mail is not delivered to street address): 7 RALPH HENDRICKS DRIVE
Room/suite:

B Telephone number (see instructions): 864-228-2480

City or town, state or province, country, and ZIP or foreign postal code: SIMPSONVILLE SC 29681

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)* ▶ $ 5,384,996

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))

			(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)	174,256			
	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	89,056	89,056	89,056	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	587,818			
	b	Gross sales price for all assets on line 6a 2,914,794				
	7	Capital gain net income (from Part IV, line 2)		587,818		
	8	Net short-term capital gain			20,621	
	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	851,130	676,874	109,677	
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) STMT 1	650	325		325
	c	Other professional fees (attach schedule) STMT 2	20,864	20,864		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	2,260	1,070		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 4	4,521	3,761		760
	24	**Total operating and administrative expenses.** Add lines 13 through 23	28,295	26,020	0	1,085
	25	Contributions, gifts, grants paid	218,000			218,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	246,295	26,020	0	219,085
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	604,835			
	b	**Net investment income** (if negative, enter -0-)		650,854		
	c	**Adjusted net income** (if negative, enter -0-)			109,677	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	47,631	11,683	11,683
	2	Savings and temporary cash investments	131,167	1,753,305	1,753,305
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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) SEE STMT 5	3,116,661	1,989,123	2,267,999
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans	1,205,826	1,352,009	1,352,009
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,501,285	5,106,120	5,384,996
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (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	3,295,459	3,754,111	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	1,205,826	1,352,009	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,501,285	5,106,120	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,501,285	5,106,120	

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	4,501,285
2	Enter amount from Part I, line 27a	2	604,835
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,106,120
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	5,106,120

DAA

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 WORKSHEET			
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	587,818
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	20,621

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))
2015	212,872	4,408,379	0.048288
2014	204,650	4,482,205	0.045658
2013	220,555	4,298,746	0.051307
2012	177,160	3,786,613	0.046786
2011	145,822	3,622,689	0.040252

2	**Total** of line 1, column (d)	2	0.232291
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	0.046458
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,528,872
5	Multiply line 4 by line 3	5	210,402
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,509
7	Add lines 5 and 6	7	216,911
8	Enter qualifying distributions from Part XII, line 4	8	219,085

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	6,509
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	6,509
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	6,509
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,540		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,540
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	3,969
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 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? N/A	4b		
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 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 ▶ RALPH S HENDRICKS Telephone no ▶ 864-228-2480
7 RALPH HENDRICKS DRIVE
Located at ▶ SIMPSONVILLE SC ZIP+4 ▶ 29681

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 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
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	N/A	3b		
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 2016?		4b		X

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

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

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 ▶

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,185,705
b	Average of monthly cash balances	1b	206,309
c	Fair market value of all other assets (see instructions)	1c	1,205,826
d	**Total** (add lines 1a, b, and c)	1d	4,597,840
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	4,597,840
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	68,968
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,528,872
6	**Minimum investment return.** Enter 5% of line 5	6	226,444

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	226,444
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 6,509		
b	Income tax for 2016 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,509
3	Distributable amount before adjustments Subtract line 2c from line 1	3	219,935
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	219,935
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	219,935

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	219,085
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	219,085
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	6,509
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	212,576

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				219,935
2	Undistributed income, if any, as of the end of 2016				
a	Enter amount for 2015 only			180,906	
b	Total for prior years 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2016				
a	From 2011				
b	From 2012				
c	From 2013				
d	From 2014				
e	From 2015				
f	Total of lines 3a through e				
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 219,085				
a	Applied to 2015, but not more than line 2a			180,906	
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 2016 distributable amount				38,179
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2016 *(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				
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 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				181,756
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 2011 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2012				
b	Excess from 2013				
c	Excess from 2014				
d	Excess from 2015				
e	Excess from 2016				

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

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

RALPH S HENDRICKS $174,256

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

N/A

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

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

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

N/A

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* SEE STATEMENT 7				218,000
Total			▶ 3a	218,000
b *Approved for future payment* N/A				
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	89,056	
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			14	35,146	552,672
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		124,202	552,672

13 **Total.** Add line 12, columns (b), (d), and (e) 13 676,874

(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	

DAA

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			

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Ralph S. Hendricks | 5-5-17 | CHAIRMAN

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
MARC L SAUNDERS	MARC L SAUNDERS M L Saunders	05/04/17	
Firm's name ▶ SAUNDERS O'DELL PA		PTIN	P00062472
Firm's address ▶ 210 E TRADE ST SIMPSONVILLE, SC 29681-2632		Firm's EIN ▶	57-0812016
		Phone no	864-963-3467

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** ***www.irs.gov/form990.***

OMB No 1545-0047

2016

Name of the organization	Employer identification number
RALPH & VIRGINIA HENDRICKS FOUNDATI	57-0822180

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: RALPH & VIRGINIA HENDRICKS FOUNDATI

Employer identification number: 57-0822180

Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RALPH HENDRICKS 7 RALPH HENDRICKS DRIVE SIMPSONVILLE SC 29681	$ 174,256	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2016**

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

Name: RALPH & VIRGINIA HENDRICKS FOUNDATI

Employer Identification Number: 57-0822180

	(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)
(1)	2000 SHS AKAMAI TECH	P	07/19/16	09/07/16
(2)	5000 SHS BANK OF AMERICA	P	04/18/12	09/07/16
(3)	2000 SHS NIKE	P	08/12/08	07/28/16
(4)	156 SHS APTARGROUP	P	03/17/16	09/29/16
(5)	748 SHS ARTISAN MID CAP	P	11/19/15	03/08/16
(6)	41 SHS CHEVRON CORP	P	VARIOUS	09/29/16
(7)	397 SHS GENERAL ELECTRIC	P	03/17/16	09/29/16
(8)	266 SHS HARTFORD FINL	P	03/17/16	09/29/16
(9)	112 SHS INGREDION	P	03/17/16	09/29/16
(10)	297 SHS INTERNATIONAL PAPER	P	03/17/16	09/29/16
(11)	980 SHS OAKMARK INTL	P	VARIOUS	09/27/16
(12)	1582 SHS OPPENHEIMER INTL	P	03/08/16	09/27/16
(13)	1908 SHS OSTERWEIS FUND	P	12/15/15	03/08/16
(14)	165 SHS PRUDENTIAL FINANCIAL	P	03/17/16	09/29/16
(15)	458 SHS ROYCE SPECIAL EQUITY	P	12/17/15	03/08/16

	(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)
(1)	108,525		114,889	-6,364
(2)	78,361		44,359	34,002
(3)	110,670		31,394	79,276
(4)	12,218		12,039	179
(5)	14,320		17,919	-3,599
(6)	4,151		3,921	230
(7)	11,884		12,009	-125
(8)	11,420		11,969	-549
(9)	14,695		11,921	2,774
(10)	14,238		12,088	2,150
(11)	21,157		20,536	621
(12)	61,524		54,974	6,550
(13)	46,512		54,168	-7,656
(14)	13,392		11,874	1,518
(15)	8,241		10,006	-1,765

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
(1)				-6,364
(2)				34,002
(3)				79,276
(4)				179
(5)				-3,599
(6)				230
(7)				-125
(8)				-549
(9)				2,774
(10)				2,150
(11)				621
(12)				6,550
(13)				-7,656
(14)				1,518
(15)				-1,765

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | For calendar year 2016, or tax year beginning , and ending | **2016**

Name	Employer Identification Number
RALPH & VIRGINIA HENDRICKS FOUNDATI	57-0822180

	(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)
(1)	2224 SHS SCHWAB FUNDAMENTAL	P	03/08/16	09/29/16
(2)	120 SHS STANLEY BLACK & DECK	P	03/17/16	09/29/16
(3)	178 SHS TYSON FOODS	P	03/17/16	09/29/16
(4)	101 SHS VANGUARD HEALTH CARE	P	03/08/16	09/29/16
(5)	152 SHS VANGUARD HEALTH CARE	P	03/08/16	09/27/16
(6)	2032 VANGUARD TAX MANAGED	P	03/08/16	09/27/16
(7)	176 SHS WAL-MART STORES	P	03/17/16	09/29/16
(8)	309 SHS REAL ESTATE SELECT	P	09/19/16	09/29/16
(9)	2028 SHS ARTISAN MID CAP	P	02/01/15	03/08/16
(10)	3855 SHS BROWN ADVISORY	P	03/04/13	09/27/16
(11)	900 SHS CHEVRON CORP	P	08/25/15	09/29/16
(12)	468 SHS FIDELITY SLCT	P	03/04/13	09/27/16
(13)	10988 SHS FMI LARGE CAP	P	03/04/13	09/27/16
(14)	2201 ISHARES MSCI EAFE	P	03/04/13	09/29/16
(15)	802 SHS ISHARES RUSSELL 2000	P	10/23/14	09/29/16

	(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)
(1)	69,260		61,734	7,526
(2)	14,789		11,979	2,810
(3)	13,532		11,976	1,556
(4)	13,466		12,410	1,056
(5)	13,526		12,781	745
(6)	100,462		88,170	12,292
(7)	12,609		12,102	507
(8)	10,223		10,058	165
(9)	38,814		48,570	-9,756
(10)	75,597		62,107	13,490
(11)	91,278		65,623	25,655
(12)	63,423		46,770	16,653
(13)	220,090		212,289	7,801
(14)	130,541		127,854	2,687
(15)	99,673		88,741	10,932

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
(1)				7,526
(2)				2,810
(3)				1,556
(4)				1,056
(5)				745
(6)				12,292
(7)				507
(8)				165
(9)				-9,756
(10)				13,490
(11)				25,655
(12)				16,653
(13)				7,801
(14)				2,687
(15)				10,932

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** | **2016**

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

Name	Employer Identification Number
RALPH & VIRGINIA HENDRICKS FOUNDATI	57-0822180

	(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)
(1)	3153 SHS OAKMARK INTL	P	10/23/14	09/27/16
(2)	1912 SHS OSTERWEIS FUND	P	10/23/14	03/08/16
(3)	2621 SHS ROYCE SPECIAL EQUITY	P	10/23/14	03/08/16
(4)	11564 SHS SCHWAB S&P 500	P	10/23/14	09/27/16
(5)	153 SHS SPDR S&P 500	P	08/25/15	09/29/16
(6)	644 SHS VANGUARD FTSE EMERGING	P	08/25/15	09/29/16
(7)	2034 SHS ARTISAN MID CAP	P	08/25/14	03/08/16
(8)	3482 SHS DODGE & COX INTL	P	04/29/09	09/27/16
(9)	6363 SHS OSTERWEIS FUND	P	04/29/09	03/08/16
(10)	1989 SHS PRIMECAP ODYSSEY GROWTH	P	01/04/10	03/08/16
(11)	3850 SHS PRIMECAP ODYSSEY GROWTH	P	01/04/10	09/27/16
(12)	1303 SHS ROYCE SPECIAL EQUITY	P	01/04/10	03/08/16
(13)	5321 SHS T ROWE PRICE EQTY INCM	P	02/05/09	03/08/16
(14)	3470 SHS T ROWE PRICE EQTY INCM	P	02/05/09	09/27/16
(15)	CHARLES SCHWAB			

	(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)
(1)	68,055		66,057	1,998
(2)	46,603		54,273	-7,670
(3)	47,130		57,226	-10,096
(4)	391,557		327,259	64,298
(5)	33,125		29,566	3,559
(6)	24,356		26,478	-2,122
(7)	38,924		29,657	9,267
(8)	132,629		79,459	53,170
(9)	155,090		124,166	30,924
(10)	50,000		26,909	23,091
(11)	112,536		52,069	60,467
(12)	23,436		19,274	4,162
(13)	150,000		83,118	66,882
(14)	107,616		54,235	53,381
(15)	35,146			35,146

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))
(1)				1,998
(2)				-7,670
(3)				-10,096
(4)				64,298
(5)				3,559
(6)				-2,122
(7)				9,267
(8)				53,170
(9)				30,924
(10)				23,091
(11)				60,467
(12)				4,162
(13)				66,882
(14)				53,381
(15)				35,146

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX RETURN PREPARATION	$ 650	$ 325	$	$ 325
TOTAL	$ 650	$ 325	$ 0	$ 325

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADVISOR FEES	$ 20,864	$ 20,864	$	$
TOTAL	$ 20,864	$ 20,864	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	$ 1,070	$ 1,070	$	$
INCOME TAXES	1,190			
TOTAL	$ 2,260	$ 1,070	$ 0	$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INSURANCE	1,297	649		648
OFFICE EXPENSES	224	112		112
REPAIRS & MAINTENANCE	3,000	3,000		
TOTAL	$ 4,521	$ 3,761	$ 0	$ 760

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ISHARES TR MSCI EAFE	$ 268,062	$ 146,585	COST	$ 128,433
ISHARES TR RUSSELL 2000	178,602	93,164	COST	109,241
SECTOR SPDR ENGY SELECT	104,020	106,334	COST	103,963
SECTOR SPDR FINCL SELECT	50,537	100,127	COST	103,486
SPDR S&P 500 ETF	58,282	30,060	COST	34,647
VANGUARD FTSE EMERGING	51,193	25,803	COST	23,184
ARTISAN MID CAP VALUE FD	96,146		COST	
BROWN ADVISORY GROWTH	124,237	68,197	COST	72,440
DODGE & COX INTL STOCK	168,923	94,322	COST	137,563
FIDELITY SLCT SOFTWARE	92,943	48,925	COST	62,429
FMI LARGE CAP FUND	424,594	228,506	COST	232,706
OAKMARK INTL FUND	73,217	88,015	COST	95,324
OPPENHEIMER INTL SMALL		55,277	COST	58,398
OSTERWEIS FUND	232,607		COST	
PRIMECAP ODYSSEY GROWTH	153,282	78,151	COST	114,084
ROYCE SPECIAL EQUITY	86,506		COST	
SCHWAB S&P 500	654,607	337,482	COST	408,147
T ROWE PRICE EQUITY	298,903	109,096	COST	116,721
VANGUARD HEALTH CARE		13,537	COST	12,595
VANGUARD TAX MANAGED		88,669	COST	112,603
REAL ESTATE SELECT SCTR		10,090	COST	9,533
SCHWAB FUNDAMENTAL US		61,734	COST	75,838
VANGUARD HEALTH CARE		12,410	COST	12,804
AKAMAI TECHNOLOGIES		113,255	COST	133,360
BANK OF AMERICA CORP		79,384	COST	110,500
TOTAL	$ 3,116,661	$ 1,989,123		$ 2,267,999

Statement 6 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ROBERT HAMBY 405 CRESCENT AVENUE GREENVILLE SC 29605	TRUSTEE	2.00	0	0	0

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Statement 6 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
RANDY HARLING 109 N JAMISON STREET GREENWOOD SC 29646	TRUSTEE	1.00	0	0	0
RALPH S HENDRICKS 7 RALPH HENDRICKS DRIVE SIMPSONVILLE SC 29681	CHAIRMAN	5.00	0	0	0
BRADLEY JENKINS 14 REEF RUN ROAD PAWLEYS ISLAND SC 29585	TRUSTEE	1.00	0	0	0
RICHARD C MOORE P O BOX 606 SIMPSONVILLE SC 29681	TRUSTEE	2.00	0	0	0
MARC L SAUNDERS 210 E TRADE STREET SIMPSONVILLE SC 29681	TRUSTEE	1.00	0	0	0
JOHN R THOMAS 503 THORNBLADE BLVD GREER SC 29650	TRUSTEE	1.00	0	0	0

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Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
RALPH S HENDRICKS	$ 174,256
TOTAL	$ 174,256

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Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
MEALS ON WHEELS GREENVILLE SC 29605	NONE	15 OREGON STREET PUBLIC CHARI	UNRESTRICTED	10,000
GREENVILLE RESCUE MISSION GREENVILLE SC 29602	NONE	P O BOX 2546 PUBLIC CHARI	UNRESTRICTED	5,000
SIMPSONVILLE FIRST BAPTIST CHURCH SIMPSONVILLE SC 29681	NONE	106 CHURCH STREET PUBLIC CHARI	MISSIONS	5,000
BOY SCOUTS OF AMERICA GREENVILLE SC 29607	NONE	1 PARK PLAZA PUBLIC CHARI	UNRESTRICTED	5,000
GHS FAMILY YMCA SIMPSONVILLE SC 29681	NONE	100 ADAMS MILL ROAD PUBLIC CHARI	UNRESTRICTED	5,000
SALVATION ARMY GREENVILLE SC 29602	NONE	P O BOX 1237 PUBLIC CHARI	UNRESTRICTED	4,000
HOME WITH A HEART LIBERTY SC 29657	NONE	220 JAMES MATTISON ROAD PUBLIC CHARI	UNRESTRICTED	4,500
CONNIE MAXWELL CHILDREN'S HOME GREENWOOD SC 29648	NONE	P O BOX 1178 PUBLIC CHARI	UNRESTRICTED	4,000
FURMAN UNIVERSITY GREENVILLE SC 29613	NONE	3300 POINSETT HIGHWAY EDUCATION	SCHOLARSHIPS	50,000
NORTH GREENVILLE UNIVERSITY TAYLORS SC 29687	NONE	7801 N TIGERVILLE ROAD EDUCATION	SCHOLARSHIPS	30,000
GREENVILLE TECHNICAL FOUNDATION GREENVILLE SC 29606	NONE	P O BOX 5616 EDUCATION	SCHOLARSHIPS	30,000
ANDERSON UNIVERSITY ANDERSON SC 29621	NONE	316 BOULEVARD EDUCATION	SCHOLARSHIPS	30,000
THE CHILDREN'S MUSEUM GREENVILLE SC 29601	NONE	18 WEST MCBEE STREET PUBLIC CHARI	UNRESTRICTED	4,500
ROTARY CLUB OF SIMPSONVILLE FOUNDAT SIMPSONVILLE SC 29681	NONE	P O BOX 600 PUBLIC CHARI	RENT	5,000
CULTURAL ARTS FOUNDATION OF FT INN FOUNTAIN INN SC 29644	NONE	315 N MAIN STREET PUBLIC CHARI	UNRESTRICTED	5,000
FIRST BAPTIST CHURCH SIMPSONVILLE SIMPSONVILLE SC 29681	NONE	106 CHURCH STREET PUBLIC CHARI	BRAZIL MISSION	5,000
GREENVILLE TECHNICAL COLLEGE GREENVILLE SC 29606	NONE	P O BOX 5616 EDUCATION	DEVELOPMENT	3,000

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Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
WHITE HORSE MISSIONS SIMPSONVILLE SC 29681	P O BOX 38 NONE	PUBLIC CHARI	MISSOINS	5,000
FIRST BAPTIST CHURCH SIMPSONVILLE SIMPSONVILLE SC 29681	106 CHURCH STREET NONE	PUBLIC CHARI	BUILDING	8,000
TOTAL				218,000