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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation JOHN M RIVERS, JR. FOUNDATION		A Employer identification number 57-0907666
Number and street (or P.O. box number if mail is not delivered to street address) 40 CALHOUN STREET RM/STE 500	Room/suite	B Telephone number (see instructions) 843-723-9900
City or town, state or province, country, and ZIP or foreign postal code CHARLESTON SC 29403		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,530,288	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

SCANNED MAY 24 2017

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	575			
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	67	67		
4	Dividends and interest from securities	50,251	50,251		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	37,479			
b	Gross sales price for all assets on line 6a 735,202				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 2	2,148	2,148		
12	Total. Add lines 1 through 11	90,520	52,466	0	
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 3	6,150	5,535		615
c	Other professional fees (attach schedule) Stmt 4	23,310	20,979		2,331
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 5	256	256		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 6	351	316		35
24	Total operating and administrative expenses. Add lines 13 through 23	30,067	27,086	0	2,981
25	Contributions, gifts, grants paid	127,000			127,000
26	Total expenses and disbursements. Add lines 24 and 25	157,067	27,086	0	129,981
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-66,547			
b	Net investment income (if negative, enter -0-)		25,380		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2016)

P 3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash – non-interest-bearing					
	2	Savings and temporary cash investments			60,358	124,243	124,243
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶					
		Less: allowance for doubtful accounts ▶	0				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			3,015	1,759	1,759
	10a	Investments – U.S. and state government obligations (attach schedule)					
	b	Investments – corporate stock (attach schedule) See Stmt 7			2,040,203	1,924,966	2,404,286
	c	Investments – corporate bonds (attach schedule)					
	11	Investments – land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach sch.) ▶						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)						
14	Land, buildings, and equipment basis ▶						
	Less: accumulated depreciation (attach sch.) ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)			2,103,576	2,050,968	2,530,288	
Liabilities	17	Accounts payable and accrued expenses			1,000		
	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 ▶) See Statement 8			1,218	18,279	
	23	Total liabilities (add lines 17 through 22)			2,218	18,279	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			2,433,492	2,433,492	
	29	Retained earnings, accumulated income, endowment, or other funds			-332,134	-400,803	
	30	Total net assets or fund balances (see instructions)			2,101,358	2,032,689	
	31	Total liabilities and net assets/fund balances (see instructions)			2,103,576	2,050,968	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,101,358
2	Enter amount from Part I, line 27a	2	-66,547
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,034,811
5	Decreases not included in line 2 (itemize) ▶ See Statement 9	5	2,122
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,032,689

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

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

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	131,640	2,053,243	0.064113
2014	141,295	2,343,271	0.060298
2013	217,635	2,414,793	0.090126
2012	117,835	2,096,978	0.056193
2011	100,514	2,056,511	0.048876

2 Total of line 1, column (d)	2	0.319606
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	0.063921
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,044,893
5 Multiply line 4 by line 3	5	130,712
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	254
7 Add lines 5 and 6	7	130,966
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	129,981

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)	1	508
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)		
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	508
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	508
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,759
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	1,759
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,251
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 1,251 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) None		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► RIVERS ENTERPRISES, INC. Telephone no ► 843-723-9900 400 CALHOUN ST. SUITE 500		
Located at ► CHARLESTON SC ZIP+4 ► 29403		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A 1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	N/A 1c	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A 2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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?		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?		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A		5b
	Organizations relying on a current notice regarding disaster assistance check here	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10				

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,981,975
b	Average of monthly cash balances	1b	92,300
c	Fair market value of all other assets (see instructions)	1c	1,759
d	Total (add lines 1a, b, and c)	1d	2,076,034
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,076,034
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	31,141
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,044,893
6	Minimum investment return. Enter 5% of line 5	6	102,245

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	102,245
2a	Tax on investment income for 2016 from Part VI, line 5	2a	508
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	508
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,737
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	101,737
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	101,737

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	129,981
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	129,981
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	129,981

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				101,737
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
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				81,718
d From 2014				24,516
e From 2015				29,490
f Total of lines 3a through e	135,724			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 129,981				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2016 distributable amount				101,737
e Remaining amount distributed out of corpus	28,244			
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	163,968			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 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	163,968			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				81,718
c Excess from 2014				24,516
d Excess from 2015				29,490
e Excess from 2016				28,244

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
JOHN M. RIVERS, JR.
PO BOX 21050 CHARLESTON SC 29413

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

c Any submission deadlines
NONE

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 11				127,000
Total			▶ 3a	127,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	67	
4	Dividends and interest from securities			14	50,251	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income			18	2,148	
8	Gain or (loss) from sales of assets other than inventory		465			37,014
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)		465		52,466	37,014
13	Total. Add line 12, columns (b), (d), and (e)				13	89,945

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Federal Statements

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
65 SH Avis Budget Group	3/04/15	1/14/16	\$	Purchase 1,696	3,959	\$	\$	-2,263
15 SH Avis Budget Group	8/28/15	1/14/16		Purchase 391	658			-267
49 SH Bitauto Hldgs Ltd Adr	6/09/14	1/15/16		Purchase 1,063	2,026			-963
4 SH Bitauto Hldgs Ltd Adr	6/09/14	1/19/16		Purchase 87	165			-78
16 SH Bitauto Hldgs Ltd Adr	8/28/15	1/19/16		Purchase 348	420			-72
44 SH Global Pmts Inc GA	3/12/14	3/18/16		Purchase 2,610	1,594			1,016
70 SH Global Pmts Inc GA	3/13/14	3/18/16		Purchase 4,152	2,503			1,649
30 SH Global Pmts Inc GA	8/25/15	3/18/16		Purchase 1,779	1,684			95
25 SH Towers Watson & Co Cl	10/03/11	1/05/16		Purchase 3,130	1,488			1,642
15 SH Towers Watson & Co Cl	1/10/13	1/05/16		Purchase 1,878	857			1,021
10 SH Towers Watson & Co Cl	8/28/15	1/05/16		Purchase 1,252	1,204			48
7 SH Autoliv Inc	7/11/11	4/26/16		Purchase 795	481			314
17 SH Autoliv Inc	1/17/12	4/26/16		Purchase 1,932	1,009			923
80 SH Carrizo Oil & Gas Inc	10/09/13	4/11/16		Purchase 2,565	3,199			-634
2 SH Carrizo Oil & Gas Inc	8/28/15	4/11/16		Purchase 64	70			-6
14 SH Carrizo Oil & Gas Inc	8/28/15	4/12/16		Purchase 451	491			-40
86 SH Ciena Corp	12/23/13	4/25/16		Purchase 1,450	1,974			-524

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
60 SH Ciena Corp	3/20/14	4/25/16	\$	Purchase 1,012	1,450	\$	\$	-438
12 SH Ciena Corp	12/11/14	4/25/16		Purchase 202	223			-21
27 SH Ciena Corp	8/28/15	4/25/16		Purchase 455	612			-157
10 SH Ciena Corp	8/28/15	4/26/16		Purchase 171	227			-56
10 SH Dillard's Inc	9/24/15	4/26/16		Purchase 714	753			-39
8 SH Dillard's Inc	9/25/15	4/26/16		Purchase 571	606			-35
7 SH Dillard's Inc	1/10/13	4/26/16		Purchase 500	556			-56
7 SH Dillard's Inc	8/28/15	4/26/16		Purchase 500	652			-152
70 SH Fireeye Inc	3/04/15	4/12/16		Purchase 1,200	3,036			-1,836
17 SH Fireeye Inc	8/28/15	4/12/16		Purchase 292	668			-376
47 SH Heartland Pmt Sys Inc	11/18/11	4/25/16		Purchase 2,504				2,504
11 SH Heartland Pmt Sys Inc	11/21/11	4/25/16		Purchase 586				586
20 SH Heartland Pmt Sys Inc	1/10/13	4/25/16		Purchase 1,066				1,066
16 SH Heartland Pmt Sys Inc	8/28/15	4/25/16		Purchase 852	174			678
2 SH IAC Interactive Corp	8/09/11	4/11/16		Purchase 94	73			21
34 SH IAC Interactive Corp	9/29/11	4/11/16		Purchase 1,596	1,366			230
12 SH IAC Interactive Corp	9/29/11	4/12/16		Purchase 558	482			76

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price					
23 SH Old Dominion Fght Lines	12/10/13	4/11/16	Purchase \$ 1,559		1,151	\$	\$	408
3 SH Roberthalf Intl Inc Com	7/17/12	4/25/16	Purchase 131		85			46
17 SH Roberthalf Intl Inc Com	1/10/13	4/25/16	Purchase 742		556			186
26 SH Roberthalf Intl Inc Com	2/27/13	4/25/16	Purchase 1,135		918			217
34 SH Roberthalf Intl Inc Com	12/23/13	4/25/16	Purchase 1,485		1,416			69
8 SH Roberthalf Intl Inc Com	12/23/13	4/26/16	Purchase 350		333			17
25 SH Roberthalf Intl Inc Com	8/28/15	4/26/16	Purchase 1,095		1,289			-194
39 SH Skechers U S A Inc Cl	5/14/15	4/12/16	Purchase 1,040		1,310			-270
50 SH Willis Towers Watson Plc	1/06/16	4/26/16	Purchase 6,187		6,261			-74
42 SH Total Sys Svcs Inc	7/17/12	4/11/16	Purchase 2,079		987			1,092
40 SH Total Sys Svcs Inc	7/18/12	4/11/16	Purchase 1,980		947			1,033
8 SH Total Sys Svcs Inc	9/20/12	4/11/16	Purchase 396		193			203
21 SH Verint Systems Inc	12/04/14	4/25/16	Purchase 722		1,253			-531
24 SH Verint Systems Inc	12/04/14	4/26/16	Purchase 823		1,431			-608
5 SH Verint Systems Inc	12/05/14	4/26/16	Purchase 172		298			-126
3 SH Verint Systems Inc	8/28/15	4/26/16	Purchase 103		160			-57
20 SH Wabtec	7/05/11	4/12/16	Purchase 1,589		670			919

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
10 SH Wabtec	7/11/11	4/12/16	Purchase \$ 795	326	\$	\$	469
21 SH Amag Pharmaceuticals Inc	5/14/15	5/17/16	Purchase 391	1,278			-887
5 SH Amag Pharmaceuticals Inc	5/15/15	5/17/16	Purchase 93	308			-215
7 SH Amag Pharmaceuticals Inc	8/28/15	5/17/16	Purchase 130	458			-328
9 SH Verint Systems Inc	8/28/15	4/27/16	Purchase 308	479			-171
18 SH Anacor Pharmaceuticals Inc	12/14/15	6/29/16	Purchase 1,786	2,102			-316
10 SH Anacor Pharmaceuticals Inc	5/05/16	6/29/16	Purchase 992	583			409
8 SH Tandem Diabetes Care Ord	9/26/14	6/10/16	Purchase 57	106			-49
1 SH Tandem Diabetes Care Ord	9/30/14	6/10/16	Purchase 7	13			-6
12 SH Tandem Diabetes Care Ord	9/30/14	6/13/16	Purchase 87	163			-76
1 SH Tandem Diabetes Care Ord	9/30/14	6/14/16	Purchase 7	14			-7
13 SH Tandem Diabetes Care Ord	10/01/14	6/14/16	Purchase 89	167			-78
11 SH Tandem Diabetes Care Ord	10/02/14	6/14/16	Purchase 75	143			-68
7 SH Tandem Diabetes Care Ord	10/03/14	6/14/16	Purchase 48	94			-46
14 SH Tandem Diabetes Care Ord	8/28/15	6/15/16	Purchase 99	164			-65
17 SH Enanta Pharmaceuticals	1/02/15	6/29/16	Purchase 369	856			-487
5 SH Enanta Pharmaceuticals	1/05/15	6/29/16	Purchase 109	253			-144

Federal Statements

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
24 SH Enanta Pharmaceuticals	1/05/15	6/30/16	\$ 526	\$ 1,212	\$	\$	-686
20 SH Enanta Pharmaceuticals	3/05/15	7/01/16	Purchase 446	705			-259
7 SH Enanta Pharmaceuticals	3/06/15	7/01/16	Purchase 156	245			-89
8 SH Enanta Pharmaceuticals	3/06/15	7/05/16	Purchase 181	280			-99
5 SH Enanta Pharmaceuticals	3/09/15	7/05/16	Purchase 113	171			-58
4 SH Enanta Pharmaceuticals	8/28/15	7/05/16	Purchase 90	164			-74
20 SH Enanta Pharmaceuticals	8/28/15	7/06/16	Purchase 459	824			-365
15 SH Agios Pharmaceuticals	3/04/15	8/26/16	Purchase 559	1,612			-1,053
3 SH Agios Pharmaceuticals	8/28/15	8/26/16	Purchase 112	273			-161
33 SH Burlington Stores Inc	3/06/15	8/26/16	Purchase 2,672	1,860			812
79 SH Infinera Corp	3/09/15	8/23/16	Purchase 720	1,423			-703
106 SH Infinera Corp	3/10/15	8/23/16	Purchase 966	1,903			-937
38 SH Infinera Corp	3/11/15	8/23/16	Purchase 346	693			-347
58 SH Infinera Corp	8/28/15	8/23/16	Purchase 529	1,277			-748
33 SH YY Inc Adr	6/02/14	8/24/16	Purchase 1,553	2,108			-555
26 SH YY Inc Adr	12/11/14	8/24/16	Purchase 1,223	1,721			-498
3 SH YY Inc Adr	8/28/15	8/24/16	Purchase 141	169			-28

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

Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price				
12 SH YY Inc Adr	8/28/15	8/25/16	Purchase \$ 559	677	\$	\$	-118
69 HD Supply Hldgs Inc	12/08/14	9/08/16	Purchase 2,181	2,060			121
22 SH Hain Celestial Group Inc	12/26/14	9/16/16	Purchase 781	1,302			-521
44 SH Hain Celestial Group Inc	12/29/14	9/16/16	Purchase 1,563	2,620			-1,057
10 SH Hain Celestial Group Inc	8/28/15	9/16/16	Purchase 355	622			-267
5 SH Hain Celestial Group Inc	8/28/15	9/19/16	Purchase 176	311			-135
12 SH Signet Jewelers Ltd	8/30/11	9/16/16	Purchase 933	462			471
20 SH Signet Jewelers Ltd	1/10/13	9/16/16	Purchase 1,555	1,186			369
8 SH Signet Jewelers Ltd	8/28/15	9/16/16	Purchase 622	1,128			-506
7 SH United Therapeutics Corp	9/20/12	9/16/16	Purchase 864	406			458
9 SH United Therapeutics Corp	1/10/13	9/16/16	Purchase 1,111	476			635
4 SH United Therapeutics Corp	8/28/15	9/16/16	Purchase 494	634			-140
83 SH Whitewave Foods Co	4/04/16	8/29/16	Purchase 4,589	3,340			1,249
60 SH Medivation Inc	11/22/13	10/03/16	Purchase 4,890	1,948			2,942
28 SH Medivation Inc	8/25/14	10/03/16	Purchase 2,282	1,230			1,052
16 SH Medivation Inc	12/03/14	10/03/16	Purchase 1,304	910			394
24 SH Medivation Inc	8/28/15	10/03/16	Purchase 1,956	1,100			856

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
48 SH Skechers U S A Inc C1	5/14/15	10/10/16	\$	Purchase 1,111	1,611	\$	\$	-500
6 SH Skechers U S A Inc C1	5/15/15	10/10/16		Purchase 139	203			-64
21 SH Skechers U S A Inc C1	8/28/15	10/10/16		Purchase 486	1,000			-514
53 SH Skechers U S A Inc C1	11/16/15	10/10/16		Purchase 1,227	1,327			-100
15 SH Skechers U S A Inc C1	11/16/15	10/11/16		Purchase 342	376			-34
6 SH Universal Health Svcs B	7/17/12	10/10/16		Purchase 733	247			486
9 SH Universal Health Svcs B	7/18/12	10/10/16		Purchase 1,099	366			733
17 SH Universal Health Svcs B	1/10/13	10/10/16		Purchase 2,076	864			1,212
8 SH Universal Health Svcs B	8/28/15	10/10/16		Purchase 977	1,113			-136
31 SH F5 Networks Inc	11/22/13	10/27/16		Purchase 4,091	2,563			1,528
12 SH F5 Networks Inc	8/25/14	10/27/16		Purchase 1,583	1,458			125
11 SH F5 Networks Inc	8/28/15	10/27/16		Purchase 1,452	1,354			98
108 SH Norwegian Cruise Line	2/18/16	11/03/16		Purchase 4,040	4,599			-559
42 SH Norwegian Cruise Line	8/26/16	11/03/16		Purchase 1,571	1,513			58
11 SH Silgan Hldgs Inc	7/05/11	11/01/16		Purchase 556	456			100
3 SH Silgan Hldgs Inc	7/07/11	11/01/16		Purchase 152	125			27
18 SH Silgan Hldgs Inc	7/11/11	11/01/16		Purchase 910	735			175

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

Description		How		Cost	Expense	Depreciation	Net Gain / Loss
		Whom Sold	Date Acquired Date Sold	Sale Price			
19	SH Silgan Hldgs Inc		7/11/11 11/02/16	\$	Purchase	960 \$	775 \$ \$ 185
16	SH Silgan Hldgs Inc		1/10/13 11/02/16		Purchase	809	673 136
3	SH Silgan Hldgs Inc		1/10/13 11/03/16		Purchase	153	126 27
14	SH Silgan Hldgs Inc		8/28/15 11/03/16		Purchase	713	735 -22
4	SH Silgan Hldgs Inc		8/28/15 11/04/16		Purchase	203	210 -7
71	SH Akorn Incorp LA		12/10/13 12/06/16		Purchase	1,351	1,768 -417
35	SH Akorn Incorp LA		12/11/13 12/06/16		Purchase	666	866 -200
17	SH Akorn Incorp LA		8/29/14 12/06/16		Purchase	324	666 -342
26	SH Akorn Incorp LA		8/28/15 12/06/16		Purchase	495	1,073 -578
32	SH Akorn Incorp LA		4/12/16 12/06/16		Purchase	609	787 -178
3	SH Jazz Pharmaceuticals Plc		7/12/13 12/06/16		Purchase	305	218 87
6	SH Jazz Pharmaceuticals Plc		7/15/13 12/06/16		Purchase	609	435 174
6	SH Jazz Pharmaceuticals Plc		6/11/14 12/06/16		Purchase	609	860 -251
4	SH Jazz Pharmaceuticals Plc		6/12/14 12/06/16		Purchase	406	574 -168
6	SH Jazz Pharmaceuticals Plc		9/03/14 12/06/16		Purchase	609	974 -365
6	SH Jazz Pharmaceuticals Plc		8/28/15 12/06/16		Purchase	609	1,023 -414
5	SH Jazz Pharmaceuticals Plc		4/12/16 12/06/16		Purchase	508	691 -183

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

Description			How Received		Cost	Expense	Depreciation	Net Gain / Loss
Whom Sold	Date Acquired	Date Sold	Sale Price	Purchase				
Global Pmts Inc Georgia cash in lieu	11/18/11	5/06/16	\$	Purchase 62 \$	58 \$	\$		4
7500 SH Bibb Steps Issuer Barc	11/24/15	7/21/16		Purchase 71,770	75,000			-3,230
500 SH Newmont Mining Corp	4/25/13	7/21/16		Purchase 20,059	17,263			2,796
10000 SH Aapl Steps Issuer Barc	9/24/15	9/21/16		Purchase 99,595	100,000			-405
7 SH Call MDT	1/21/16	11/18/15		Purchase 1,218	227			991
600 SH Merck and Co Inc	10/23/14	1/27/16		Purchase 30,470	33,981			-3,511
500 SH Merck and Co Inc	9/14/15	1/27/16		Purchase 25,392	26,181			-789
10 Call WFC	6/17/16	1/22/16		Purchase 1,800	449			1,351
500 SH AT&T Inc	8/27/15	7/15/16		Purchase 21,465	16,679			4,786
225 SH Exxon Mobil Corp	6/21/13	7/14/16		Purchase 21,373	20,102			1,271
100 SPDR S&P 500 ETF Trust	1/07/16	7/18/16		Purchase 20,601	19,460			1,141
1300 SH Verizon Communicatns Com	8/19/14	7/11/16		Purchase 72,371	63,138			9,233
4 SH Call DIS	8/24/16	2/02/16		Purchase 1,320	160			1,160
1000 SH Wells Fargo & Co New	1/30/13	9/21/16		Purchase 45,597	34,935			10,662
0.418 SH Natxis Gateway Fund	4/29/16	10/07/16		Purchase 12	12			
678 SH Natxis Gateway Fund	4/29/16	10/07/16		Purchase 20,571	20,001			570
4 SH Call MDT	11/22/16	1/21/16		Purchase 1,172	16			1,156

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Cost	Expense	Depreciation	Net Gain / Loss
				Sale Price	Purchase				
3 SH Call MDT		11/22/16	1/21/16	\$	Purchase 879	12	\$	\$	867
1600 SH Pfizer Inc		8/19/14	12/09/16		Purchase 49,791	46,283			3,508
1500 SH Vodafone Group Plc		9/21/16	12/09/16		Purchase 37,619	44,326			-6,707
900 SH Comcast Corp		8/22/14	12/29/16		Purchase 53,999	48,599			5,400
9 SH Call CMCSA		12/29/16	1/22/16		Purchase 2,565				2,565
Long-term Gain/Loss from Pass-through Entity				465					465
Total				\$ 735,202	\$ 697,723	\$ 0	\$ 0	\$ 0	\$ 37,479

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

Description	Revenue per Books		Net Investment Income		Adjusted Net Income	
SEC LITIGATION SETTLEMENT	\$	23	\$	23	\$	
MISCELLANEOUS INCOME		12,296		12,296		
PLAINS ALL AMERICAN K-1		-10,171		-10,171		
Total	\$	2,148	\$	2,148	\$	0

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Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 6,150	\$ 5,535	\$	\$ 615
Total	\$ 6,150	\$ 5,535	\$ 0	\$ 615

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MGT FEES	\$ 23,310	\$ 20,979	\$	\$ 2,331
Total	\$ 23,310	\$ 20,979	\$ 0	\$ 2,331

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL INCOME TAX	\$ 256	\$ 256	\$	\$
Total	\$ 256	\$ 256	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Total	351	316	0	35
	\$ 351	\$ 316	\$ 0	\$ 35

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
A T & T CORP	59,788	43,109	Cost	55,289
ALIBABA GROUP HOLDING	11,982	11,982	Cost	17,562
APPLE COMPUTER INC	120,365	120,365	Cost	202,685
BAIDU INC	102,796	102,796	Cost	82,205
BRISTOL MYERS SQUIBB CO	94,280	94,280	Cost	116,880
CARNIVAL CORP PAIRED SHS			Cost	52,060
CHEVRON CORP	38,147	38,147	Cost	58,850
CISCO SYSTEMS INC	44,322	44,323	Cost	60,440
COCA COLA CO		47,394	Cost	45,606
COMCAST CORP	48,599		Cost	
DISNEY CO COM STK		38,234	Cost	41,688
ELI LILLY & CO		53,861	Cost	58,840
EXXON MOBIL CORP	68,389	48,287	Cost	50,546
FACEBOOK INC CLASS A		57,700	Cost	57,525
FREEMPORT MCMORAN COPPER & GOLD	36,300	36,300	Cost	13,190
GENERAL ELECTRIC CO	38,073	38,073	Cost	56,564
INTEL CORP	63,494	63,494	Cost	106,271
MEDTRONIC INC	46,802	46,423	Cost	49,861
METLIFE INC		49,739	Cost	64,668
MERCK & CO INC	60,162		Cost	
MICROSOFT	62,447	62,447	Cost	124,280
OCCIDENTAL PETE CORP		52,040	Cost	49,861
ORACLE CORP	51,168	51,168	Cost	69,979
PFIZER INC	46,283		Cost	
PLAINS ALL AMERICAN	75,434	59,722	Cost	48,435
POTASH CORP SASKATCHEWAN	104,796	104,796	Cost	72,360
POWERSHARES QQQ TR UNITS SER 1	55,218	55,218	Cost	71,088
VERIZON COMMUNICATIONS	63,138		Cost	
WALGREEN BOOTS ALLIANCE	90,450	90,450	Cost	124,140
WELLS FARGO & CO	34,935		Cost	
ACI WORLDWIDE INC	4,056	4,056	Cost	3,140
ADVANCED ENERGY INDS INC		2,434	Cost	3,942
AFFILIATED MANAGERS GRP		3,360	Cost	3,051
AGIOS PHARMACEUTICALS INC	1,885		Cost	
AKORN INCORP LA	4,373		Cost	
ALIGN TECH INC	4,633	4,633	Cost	7,979
AMAG PHARMACEUTICALS INC	2,044		Cost	

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$	\$		\$
ANACOR PHARMACEUTICALS	2,102	4,835	Cost	5,903
ARISTA NETWORKS INC		3,321	Cost	5,092
AUTOLIV INC	4,811		Cost	
AVIS BUDGET GROUP INC	4,617		Cost	
B/E AEROSPACE INC	2,599	2,599	Cost	3,190
BANK OF THE OZARKS INC		3,420	Cost	4,102
BED BATH & BEYOND INC		5,272	Cost	4,714
BERRY PLASTICS GROUP INC		3,621	Cost	4,045
BITAUTO HOLDINGS LTD	2,612		Cost	
BOSTON BEER COMPANY INC		3,615	Cost	3,227
BROADRIDGE FINL SOLUTIONS		4,626	Cost	5,636
BROADSOFT INC	1,949	3,721	Cost	4,125
BURLINGTON STORES INC	5,544	3,683	Cost	5,594
CARRIZO OIL & GAS	3,760		Cost	
CARTER HOLDINGS INC	3,996	4,916	Cost	4,233
CB RICHARD ELLIS GROUP INC	5,584	5,584	Cost	6,959
CENTENE CORP	4,006	4,006	Cost	5,368
CHENIERE ENERGY		3,335	Cost	3,853
CHINA LODGING GROUP LTD		2,418	Cost	3,214
CIENA CORP	4,485		Cost	
CINEMARK HLDGS INC		2,575	Cost	2,455
CORE LAB NV COM	3,209	3,209	Cost	2,521
CSRA INC SHS WHEN ISSUED		4,590	Cost	4,553
DAVE & BUSTERS ENTERTNMT		3,430	Cost	4,786
DEXCOM INC	3,355	4,260	Cost	4,537
DIAMONDBACK ENERGY INC	3,658	3,658	Cost	4,851
DILLARDS INC	2,567		Cost	
DOLBY LABORATORIES INC	3,093	3,093	Cost	3,886
DUNKIN BRANDS GROUP INC	3,914	5,456	Cost	5,506
EAGLE MATERIALS INC		3,627	Cost	3,744
EMCOR GROUP INC		3,596	Cost	4,316
ENANTA PHARMACEUTICALS INC	4,710		Cost	
ENTEGRIS INC MINNESOTA	2,682	2,682	Cost	4,565
F5 NETWORKS INC	5,374		Cost	
FIREEYE INC	3,704		Cost	
FIRST REP BK SAN FRANCISCO CALIF	4,661	4,661	Cost	9,859
FOOT LOCKER INC	7,107	7,107	Cost	9,287

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FORTINET INC	\$ 5,903	5,903	Cost	\$ 4,819
GARTNER INC	2,672	2,672	Cost	4,750
GENPACT LTD HAMILTON		3,474	Cost	2,994
GLOBAL PMTS INC	5,782	2,550	Cost	4,303
GUIDEWIRE SOFTWARE INC	1,971	1,971	Cost	1,825
HAIN CELESTIAL GROUP INC	4,854		Cost	
HAWAIIAN HLDGS INC		4,203	Cost	5,529
HD SUPPLY HLDGS INC	6,717	4,657	Cost	6,547
HEARTLAND PMT SYS INC			Cost	
HORIZON PHARMA	2,783		Cost	
IAC INTERACTIVE CORP	3,916	3,916	Cost	1,990
ICON PLC	5,619	3,697	Cost	4,535
IDEXX LAB INC	4,064	4,064	Cost	5,114
IMAX CORP	3,731	3,731	Cost	5,864
INFINERA CORP	3,546	3,546	Cost	3,360
INTERACTIVE BROKERS GROUP INC	5,298		Cost	
IONIS PHARMACEUTICALS	1,818	1,818	Cost	2,629
JAZZ PHARMACEUTICALS	4,456	4,456	Cost	5,022
KAPSTONE PAPR & PCKG CORP	4,085		Cost	
MANHATTAN ASSOCS INC	1,969	1,969	Cost	3,550
MARKETAXESS HOLDINGS INC	2,011	2,011	Cost	3,129
MEDIDATA SOLUTIONS INC	1,702	1,702	Cost	3,526
MEDIVATION INC	4,122	4,122	Cost	4,272
MERCADOLIBRE INC	5,188		Cost	
MICHAELS COS INC	7,211	7,211	Cost	8,900
MIDDLEBY CORP		5,838	Cost	4,622
MOMENTA PHARMA INC	5,500	5,500	Cost	6,440
NAVIENT CORP SHS ISSUED	1,288	2,249	Cost	2,799
NORDSON CORP	3,530	4,536	Cost	5,323
NORDSTROM INC		3,530	Cost	6,611
OLD DOMINION FGHT LINES	5,286	5,286	Cost	4,649
OPHTHOTECH CORP	4,435	4,435	Cost	6,348
OWENS CORNING INC	5,510	5,510	Cost	473
POWER INTEGRATIONS INC	2,750	2,750	Cost	2,578
PRESTIGE BRANDS HLDG INC	3,876	3,876	Cost	4,478
PROTO LABS INC	3,469	3,469	Cost	3,178
RADIUS HEALTH INC	3,643	3,643	Cost	2,773
	2,781	2,678	Cost	2,054
	2,156			

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Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ROBERTHALF INTERNATIONAL INC	\$ 4,597		Cost	\$
RSP PERMIAN INC		3,672	Cost	4,284
SABRE CORP	4,658	6,580	Cost	5,788
SIGNET JEWELERS	2,776		Cost	
SILGAN HOLDINGS INC	3,834		Cost	
SKECHERS USA INC	5,827		Cost	
SPLUNK INC	5,462	5,462	Cost	4,859
SUPERIOR ENERGY SVCS INC		2,750	Cost	2,498
SUPERNUS PHARMACEUTICALS INC	2,412	2,412	Cost	3,560
TABLEAU SOFTWARE INC CLASS A	6,146	6,146	Cost	3,330
TANDEM DIABETES CARE	865		Cost	
TERADATA CORP DEL		3,607	Cost	3,016
TOTAL SYS SVCS INC	5,822	3,695	Cost	5,786
TRIMBLE INC		4,518	Cost	4,764
UNITED RENTALS INC COM	1,516	5,182	Cost	7,179
UNITED THERAPEUTICS CORP	2,590		Cost	
UNIVERSAL HEALTH SERVICES	1,900	1,900	Cost	2,727
VEEVA SYS INC	3,621		Cost	
VERINT SYSTEMS INC	4,538	3,542	Cost	5,147
WABTEC	6,103	6,103	Cost	5,226
WILLIAMS SONOMA INC	3,550		Cost	
WILLIS TOWERS WATSON	2,926	2,926	Cost	5,117
WYNDHAM WORLDWIDE CORP		3,429	Cost	3,962
XYLEM INC SHS ISSUED	4,675		Cost	
YY INC ADR AMERICAN DEPOSITARY	100,000		Cost	
AAPL STEPS ISSUER BARC	28,405	28,406	Cost	241,771
BANK OF SC	75,000		Cost	
BIIB STEPS ISSUER BARC	23,900	23,900	Cost	10,552
FREEPORT MCMORAN COPPER	17,263		Cost	
NEWMONT MINING CORP		28,980	Cost	32,630
UNIFI INC	75,638	75,638	Cost	14,000
UNIQUE			Cost	
Total	\$ 2,040,203	\$ 1,924,966		\$ 2,404,286

Federal Statements**Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
UNEXPIRED CALL OPTIONS	\$ 1,218	\$ 18,279
Total	\$ 1,218	\$ 18,279

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
ADJ SABRE COST	\$ 29
ADJ PLAINS ALL AMERICAN COST	2,093
Total	\$ 2,122

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

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

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

Description

WRITTEN REQUEST

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

Description

NONE

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

Description

CHARLESTON, SC AREA AND CASHIERS, NC AREA

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

Name		Address		Relationship	Status	Purpose	Amount
Address							
ASHLEY HALL SCHOOL	CHARLESTON SC 29403	172 RUTLEDGE AVENUE				MINORITY SCHOLARSHIP	20,000
ASHLEY HALL SCHOOL	CHARLESTON SC 29403	172 RUTLEDGE AVENUE				HEAD OF SCHOOL DISCRETION	4,500
ASHLEY HALL SCHOOL	CHARLESTON SC 29403	172 RUTLEDGE AVENUE				UNRESTRICTED LOYALTY FUND	5,000
ASHLEY HALL SCHOOL	CHARLESTON SC 29403	172 RUTLEDGE AVENUE				FIELD TRIP PROGRAM	500
BUIST FOUNDATION	CHARLESTON SC 29401	103 CALHOUN STREET				IB PROGRAM FUNDING	1,000
CASHIERS HISTORICAL SOCIETY	CASHIERS NC 28717	PO BOX 104				HONOR KATHLEEN RIVERS	500
CATESBY COMMEMORATIVE TRUST	CHARLESTON SC 29414	3245 GLENN MCCONNELL, 217				IN HONOR OF DAVID ELLIOTT	1,000
CHARLESTON AREA THERAPEUTIC RIDING	JOHNS ISLAND SC 29455	2669 HAMILTON ROAD				RAISE THE ROOF CAMPAIGN	1,000
CHARLESTON COLLEGIATE SCHOOL	JOHNS ISLAND SC 29455	2024 ACADEMY ROAD				HONOR HACKER BURR FOR MINORITY SCHOL	1,000
CHARLESTON COUNTY SCHOOL DISTRICT	CHARLESTON SC 29401	75 CALHOUN STREET				CHAS COUNTY SCHOOL TRIPS	12,500
CHARLESTON DAY SCHOOL	CHARLESTON SC 29401	15 ARCHDALE STREET				75TH ANNIVERSARY CAPITAL CAMPAIGN	1,000
CHARLESTON LIBRARY SOCIETY	CHARLESTON SC 29401	164 KING STREET				HONOR ANNE CLEVELAND	500
CHARLESTON PARKS CONSERVANCY	CHARLESTON SC 29413	PO BOX 21000				WRAGG SQUARE RENOVATION	1,500
CHARLESTON PROMISE NEIGHBORHOOD	CHARLESTON SC 29405	1819 MEETING ST RD, STE B				HONOR ANITA ZUCKER & BILL HEWITT	1,000
CHARLESTON SYMPHONY ORCHESTRA	CHARLESTON SC 29407	756 ST ANDREWS BLVD				HONOR JOHN F MAYBANK	1,000
CHARLESTON WATERKEEPER	CHARLESTON SC 29402	PO BOX 29				HONOR LINDSAY NEVIN & WALKER BROCK	1,000
CHURCH OF THE GOOD SHEPHERD	CASHIERS NC 28787	PO BOX 32				HONOR ROB WOOD	5,000

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

Name		Address		Relationship	Status	Purpose	Amount
COASTAL CONSERVATION LEAGUE	CHARLESTON SC 29403	90 ALEXANDER STREET				GENERALFUND	5,000
COASTAL CRISIS CHAPLAINCY	CHARLESTON SC 29407	714 ST ANDREWS BLVD				HONOR KATE WARING	1,000
COLLEGE OF CHARLESTON FOUNDATION	CHARLESTON SC 29424-0001	66 GEORGE STREET				HONOR DAVID COHEN	10,000
COLLEGE OF CHARLESTON WOMENS GOLF	CHARLESTON SC 29401	103 CALHOUN STREET				YEAMANS HALL COUGAR CLASSIC	1,000
COLLEGE OF CHAS WOMENS BASKETBALL	CHARLESTON SC 29424	66 GEORGE STREET				COACHES DISCRETION	2,500
COLLEGE OF CHAS MENS BASKETBALL	CHARLESTON SC 29424	66 GEORGE STREET				COACHES DISCRETION	5,000
COLLEGE OF CHAS SCHOOL OF THE ARTS	CHARLESTON SC 29424	66 GEORGE STREET				INTERNATIONAL PIANO SERIES	1,000
DRAYTON HALL FOUNDATION	CHARLESTON SC 29414	3380 ASHLEY RIVER ROAD				HONOR DRAYTON FAMILY	5,000
ENOUGH PIE	CHARLESTON SC 29405	1600 MEETING STREET				HONOR KATE NEVIN	1,000
GIBBES MUSEUM OF ART	CHARLESTON SC 29401	135 MEETING STREET				EXECUTIVE DIRECTOR'S DISCRETION	1,000
HISTORIC CHARLESTON FOUNDATION	CHARLESTON SC 29401	40 EAST BAY STREET				EXECUTIVE DIRECTOR'S DISCRETION	1,000
LOWCOUNTRY OPEN LAND TRUST	CHARLESTON SC 29401	485 EAST BAY STREET				HONOR RUTLEDGE YOUNG	500
MIDDLETON PLACE FOUNDATION	CHARLESTON SC 29414	4300 ASHLEY RIVER ROAD					500
MUSC E CARWILE LEROY MD FELLOWSHIP	CHARLESTON SC 29425-6230	96 JONATHAN LUCAS STREET				DIVISION RHEUMATOLOGY MATCHING GRANT	2,000
PRESERVATION SOCIETY OF CHARLESTON	CHARLESTON SC 29401	147 KING STREET				SUSAN PRINGLE FROST CIRCLE	1,000
PRESERVATION SOCIETY OF CHARLESTON	CHARLESTON SC 29401	147 KING STREET				ARCHIVING RECORDS	4,000
SC AQUARIUM	CHARLESTON SC 29413-9001	PO BOX 13000				HONOR NIGEL BOWERS	500

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

Name		Address		Relationship	Status	Purpose	Amount
SC HISTORICAL SOCIETY	CHARLESTON SC 29401	100 MEETING STREET				SUPPORT PTRSHIP COC & ADDLESTONE LIB	1,000
SPOLETO FESTIVAL USA	CHARLESTON SC 29401	14 GEORGE STREET				ANNUAL OPERATING BUDGET	10,000
ST PHILIPS CHURCH	CHARLESTON SC 29401	142 CHURCH STREET				RECTORS DISCRETIONARY FUND	1,000
TRIDENT TECHNICAL COLLEGE FOUNDATIO	CHARLESTON SC 29419-1227	PO BOX 61227				SCHOLARSHIP DR MARY THORNLEY AWARD	5,000
TRIDENT UNITED WAY	NORTH CHARLESTON SC 29406	6296 RIVERS AVENUE				ANNUAL COMMUNITY CAMPAIGN	10,000
Total							127,000