ORIGINAL

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: PHIFER/JOHNSON FOUNDATION

A Employer identification number: 57-6153679

Number and street (or P O box number if mail is not delivered to street address): PO BOX 3524 | Room/suite:

B Telephone number (see instructions): (864) 585-2000

City or town, state or province, country, and ZIP or foreign postal code: SPARTANBURG, SC 29304

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 10,848,198.

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

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

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	748,405.	748,405.		ATCH 1
	4	Dividends and interest from securities	44,072.	44,072.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	776,044.			
	b	Gross sales price for all assets on line 6a 8,158,092.				
	7	Capital gain net income (from Part IV, line 2)		776,044.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	678.	678.		
	12	**Total** Add lines 1 through 11	1,569,199.	1,569,199.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	16,600.			
	c	Other professional fees (attach schedule)	55,686.	5,633.		50,053.
	17	Interest	67,620.	67,620.		
	18	Taxes (attach schedule) (see instructions)[4]	4,850.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	56,485.	5,115.		51,370.
	24	**Total operating and administrative expenses** Add lines 13 through 23	201,241.	78,368.		101,423.
	25	Contributions, gifts, grants paid	1,587,043.			1,587,043.
	26	Total expenses and disbursements Add lines 24 and 25	1,788,284.	78,368.	0.	1,688,466.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-219,085.			
	b	**Net investment income** (if negative, enter -0-)		1,490,831.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	781,159.	1,511,738.	1,511,738.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 6	11,043,763.	13,748,609.	9,336,460.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 7)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	11,824,922.	15,260,347.	10,848,198.
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)	367,869.	4,052,297.	ATCH 8
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	367,869.	4,052,297.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	11,457,053.	11,208,050.	
	30	**Total net assets or fund balances** (see instructions)	11,457,053.	11,208,050.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11,824,922.	15,260,347.	

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	11,457,053.
2	Enter amount from Part I, line 27a	2	-219,085.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,237,968.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	29,918.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,208,050.

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)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
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	776,044.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,832,522.	12,750,831.	0.143718
2014	1,890,612.	13,958,124.	0.135449
2013	1,797,956.	14,118,376.	0.127349
2012	2,122,617.	14,631,339.	0.145073
2011	2,162,063.	15,777,500.	0.137035

2	Total of line 1, column (d)	2	0.688624
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	0.137725
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	11,598,791.
5	Multiply line 4 by line 3	5	1,597,443.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,908.
7	Add lines 5 and 6	7	1,612,351.
8	Enter qualifying distributions from Part XII, line 4	8	1,688,466.

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	14,908.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	14,908.
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	14,908.
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 10,425.		
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	10,425.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4,483.
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)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)*

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

Website address ▶ N/A

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

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

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

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

		Line	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.

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	9,256,992.
b	Average of monthly cash balances	1b	681,103.
c	Fair market value of all other assets (see instructions)	1c	1,837,327.
d	**Total** (add lines 1a, b, and c)	1d	11,775,422.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,775,422.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	176,631.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,598,791.
6	**Minimum investment return.** Enter 5% of line 5	6	579,940.

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	579,940.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	14,908.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,908.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	565,032.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	565,032.
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	565,032.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,688,466.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,688,466.
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	14,908.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,673,558.

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					565,032.
2 Undistributed income, if any, as of the end of 2016.					
a Enter amount for 2015 only					
b Total for prior years 20 14 ,20 13 ,20 12					
3 Excess distributions carryover, if any, to 2016:					
a From 2011	1,381,296.				
b From 2012	1,398,704.				
c From 2013	1,113,646.				
d From 2014	1,211,308.				
e From 2015	1,209,230.				
f Total of lines 3a through e		6,314,184.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,688,466.					
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					565,032.
e Remaining amount distributed out of corpus		1,123,434.			
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		7,437,618.			
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					
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)		1,381,296.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		6,056,322.			
10 Analysis of line 9					
a Excess from 2012	1,398,704.				
b Excess from 2013	1,113,646.				
c Excess from 2014	1,211,308.				
d Excess from 2015	1,209,230.				
e Excess from 2016	1,123,434.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2016	(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))

NONE

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

NONE

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

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

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

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 10				
Total . . . . ▶ **3a**				1,587,043.
b *Approved for future payment*				
ATCH 11				
Total . . . . ▶ **3b**				2,908,728.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	748,405.	
4 Dividends and interest from securities			15	44,072.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	776,044.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 12				678.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,569,199.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 1,569,199.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ MR. DAN C. BREEDEN | 5/12/17 | ▶ MANAGER

Signature of officer or trustee | Date | Title

D. C. Breeden

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RENEE F KLEIN	Renee F Klein	05/11/2017		P01330355
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 320 E.MAIN ST.,STE 420 SPARTANBURG, SC 29302			Phone no 864-577-8810	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
1,928,077.		1,949,965.					-21,888.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
2,857,387.		2,899,263.					-41,876.	
		SEE ATTACHED CSCHWAB 7503-8696					VAR	VAR
2,628,422.		1,788,769.					839,653.	
		SEE ATTACHED UBS 03950					VAR	VAR
744,206.		744,051.					155.	
TOTAL GAIN(LOSS)							776,044.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME - SEE ATTACHED	530,251.	530,251.
K-1: JACAR PARENT, LLC (45-3551698)	106,854.	106,854.
K-1: JOHNSON AARON INVESTORS (27-2242383	111,300.	111,300.
TOTAL	748,405.	748,405.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	44,072.	44,072.
TOTAL	44,072.	44,072.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISC INCOME		678.	678.
	TOTALS	678.	678.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAXES		4,850.
	TOTALS	4,850.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MANAGEMENT FEES	51,202.	
K-1 OTHER DED: JACAR PARENT	5,105.	5,105.
BANK SERVICE CHARGES	168.	
K-1: JOHNSON AARON INVESTORS	10.	10.
TOTALS	56,485.	5,115.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VARIOUS	13,748,609.	9,336,460.
TOTALS	13,748,609.	9,336,460.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION
ACCRUED ASSETS
TOTALS

ATTACHMENT 8

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

LENDER: N/P UBS BANK

BEGINNING BALANCE DUE	367,869.
ENDING BALANCE DUE	4,052,297.
TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	367,869.
TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	4,052,297.

ATTACHMENT 9

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

DESCRIPTION		AMOUNT
K-1 INVESTMENT ACTIVITY		29,918.
	TOTAL	29,918.

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL CONTRIBUTION (SEE ATTACHED)	NONE		1,587,043
		TOTAL CONTRIBUTIONS PAID	1,587,043

Phil Johnson Foundation
2016 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
2673	Sep	122 East 66th Street Foundation		1,000 00	1,000 00
2636	Apr	A Child's Place	Swing Fore Golf Tournament	25,000 00	25,000 00
2640	May	Adult Learning Center	John Wardlaw Learning Society level	1,000 00	1,000 00
2628	Apr	Angles Charge Ministry	Calling all Angels	100 00	100 00
2670	Sep	Artists Guild of Spartanburg	Sponsorship of Artists Going Live	250 00	
2661	Jul	Artists Guild of Spartanburg	43rd Annual Jurried Exhibition	1,500 00	1,750 00
2719	Dec	Arts Partnership of Greater Spartanburg	Annual Fund	10,000 00	10,000 00
2607	Jan	Ballet Spartanburg	So You Think You Can Dance	1,000 00	
2638	May	Ballet Spartanburg	Mbrshp $1,000 Perter&Wold $6,000,$3,000 Dansynergy	10,000 00	11,000 00
2647	Jun	Betty Ford Alpine Gardens		1,000 00	1,000 00
2618	Mar	Birth Matters	Spring Soiree Fundraiser	5,000 00	5,000 00
2660	Jul	Boys & Girls Clubs of the Upstate		1,000 00	1,000 00
2698	Nov	Brookgreen Gardens	2016 Annual fund	5,000 00	5,000 00
2667	Aug	Butterfly foundation	Tailgating & Tapas	250 00	250 00
2648	Jun	Casting for Recovery		1,000 00	1,000 00
2702	Nov	Chapman Cultural Center	Peggy Gignilliant Society	10,000 00	10,000 00
2669	Sep	Charles Lea Center Foundation	The Amazing Road Rally	200 00	200 00
2617	Mar	Children's Advocacy Center	2nd Annual Healing Through Art	1,000 00	1,000 00
2597	Jan	Community Care Center	In honor of Ernesto and Mimi de la Torre	500 00	
2688	Oct	Community Care Center		200 00	700 00
2705	Nov	Community Foundation of Burke County	Burke Women's Fund	500 00	500 00
2651	Jun	Converse College	Annual Fund	25,000 00	
2652	Jun	Converse College	Senior Housing Campaign	500,000 00	
2653	Jun	Converse College	1965 50th reunion	9,607 00	
2654	Jun	Converse College	Valkynes Club	1,000 00	535,607 00
2659	Jul	Episcopal Church of the Advent	Annual Pledge	100,000 00	100,000 00
2658	Jul	Episcopal Church of the Transfiguration	Annual Pledge	20,000 00	20,000 00
2674	Sep	ETV Endowment of SC	Membership Renewal	500 00	500 00
2649	Jun	First Tee of Spartanburg	Annual Life Skills & golf skills challenge	1,500 00	1,500 00
2620	Mar	Friends of Brookgreen Gardens	Masquerde at the muses	200 00	200 00
2656	Jul	Friends of the Petrie School of Music	Moseley Series	1,000 00	1,000 00
2679	Sep	Friends of the Spartanburg County Public Libaries		500 00	500 00
2664	Aug	Girl Scouts of SC Mountains to Midlands	Silver Sponsorship	1,000 00	
2619	Mar	Girl Scouts of SC Mountains to Midlands	Women of Distinction Award Dinner	300 00	
2627	Apr	Girl Scouts of SC Mountains to Midlands	Emerald Circle	1,000 00	2,300 00
2602	Jan	Girls on the Run of Spartanburg		500 00	500 00
2612	Feb	Hatcher Garden	2016 Twilight in the Garden	500 00	
2693	Oct	Hatcher Garden	Annual Gift	1,000 00	1,500 00
2687	Oct	HEADWATERS		5,000 00	5,000 00
2666	Aug	Healthy Smiles of spartanburg	11th Annual Laugh for a Child	1,000 00	1,000 00
2720	Dec	Historic Burk Foundation	Annual Pledge	500 00	500 00
2662	Jul	Hollywild Animal Park	Roaring Campaign	1,000 00	1,000 00
2603	Jan	Hope Center for Children		1,000 00	
2689	Oct	Hope Center for Children	Tinis & Tapas	1,030 00	2,030 00
2624	Mar	Hub City Writeres Project	Pmt #1 of 3 annual	5,000 00	5,000 00
2676	Sep	Mayo Clinic		50,000 00	50,000 00
2716	Dec	Music Foundation of Spartanburg	Pmt #3 of 3	1,666 00	1,666 00
2622	Mar	National Museum of Women in the Arts		200 00	200 00
2692	Oct	National Society of the Colonial Dames of America	Friends of Dunbarton House $250 fund for the future $10C	350 00	350 00
2645	Jun	Nationl Museum of Wormen in the Arts	Annual Fund	500 00	500 00
2626	Apr	Nature Conservancy		1,000 00	1,000 00
2644	May	New Day Clubhouse		500 00	500 00
2631	Apr	NPKUA	Bosta Gala	1,000 00	1,000 00
2621	Mar	Palmetto Council, BSA	Friends of Scouting 2016	250 00	250 00
2596	Jan	Partners for Active Living		1,000 00	1,000 00
2668	Aug	Piedmont Care	12th Annual jam for Care	250 00	
2709	Dec	Piedmont Care		500 00	750 00
2697	Nov	Pine Crest School	Pine Crest Fund	200 00	200 00
2699	Nov	Safe Homes Rape Crisis Coalition	in jonor of Lyn Hawkins	1,000 00	
2672	Sep	Safe Homes Rape Crisis Coalition	1 BlueString Hub City 2017	250 00	1,250 00
2637	May	Salvation Army		1,000 00	1,000 00
2635	Apr	SC Arts Foundation	2016 SC Arts Gala	2,000 00	2,000 00
2623	Mar	SC Campaign to Prevent Teen Pregnancy		1,000 00	1,000 00
2599	Jan	SC State University Foundation	in honor of Mary Ann Deku	500 00	500 00
2611	Feb	SDS Parents Club	March Madness Gala & Auction 2016	200 00	200 00
2695	Nov	Senior Deaf and Blind Community	Pmt 2 of 5	15,000 00	15,000 00
2682	Oct	Spartanburg Academic Movement	SAM pege 3of3	5,000 00	
2713	Dec	Spartanburg Academic Movement	Pmt #3 of 3	25,000 00	30,000 00
2642	May	Spartanburg Area Conservancy	Cotton wood Society	1,000 00	1,000 00
2639	May	Spartanburg Art Museum	One time gift	5,000 00	
2677	Sep	Spartanburg Art Museum	Colors Program	1,000 00	
2722	Dec	Spartanburg Art Museum	Phoenix Project Pmt #2 of 3	2,500 00	8,500 00
2681	Oct	Spartanburg Community College Foundation	Arboretum Event	1,000 00	
2717	Dec	Spartanburg Community College Foundation	Pmt #5 of 10	100,000 00	101,000 00

Phi[redacted]Johnson Foundation
2016 DONATIONS

Check #	Date	Payee	Reference	Amount	Total Amount
2601	Jan	Spartanburg County Foundation	Spartanburg Preparatory School	35,000 00	
2608	Jan	Spartanburg County Foundation	Community Fund	1,000 00	
2675	Sep	Spartanburg County Foundation	LGBT Fund	1,000 00	37,000 00
2613	Mar	Spartanburg County Historical Association	Cotton Ball	100 00	100 00
2715	Dec	Spartanburg County School District #7	Pmt #4 of 6	15,000 00	15,000 00
2594	Jan	Spartanburg Day School	Annual Fund	1,500 00	
2595	Jan	Spartanburg Day School	Annual Fund - GDJ III gift	1,000 00	
2707	Nov	Spartanburg Day School	Susanna and Tim Shannon	1,000 00	3,500 00
2641	May	Spartanburg Little Theatre	2016-2017 membership	1,000 00	1,000 00
2605	Jan	Spartanburg Philharmonic Orchestra	Hooray for Hollywood fundraiser	250 00	
2633	Apr	Spartanburg Philharmonic Orchestra	2016 - 2017 membership	1,000 00	
2650	Jun	Spartanburg Philharmonic Orchestra		750 00	2,000 00
2671	Sep	Spartanburg Regional Foundation	An Uplifting Event	250 00	
2710	Dec	Spartanburg Regional Foundation	Regional Hospice	100 00	350 00
2663	Jul	Spartanburg Repertory Opera		250 00	250 00
2704	Nov	Speaking Down Barriers		5,000 00	5,000 00
2598	Jan	SPIHN		500 00	500 00
2616	Mar	Spoleto Festival USA	2016 Operating Fund	33,000 00	33,000 00
2610	Feb	Spot of Pride	41,083,110,128	7,390 00	7,390 00
2646	Jun	SRHS Foundation	Pmt #1 of 5 Betty Ann Moore Colon Cancer	3,000 00	3,000 00
2634	Apr	St Luke's Free Medical Clinic	Concert and Conversation	1,000 00	
2657	Jul	St Luke's Free Medical Clinic	5th Annual Wine Stroll	200 00	1,200 00
2615	Mar	Stratford Hall	Lee Circle	5,000 00	
2703	Nov	Stratford Hall		5,000 00	10,000 00
2609	Feb	Trees Coalition		5,000 00	5,000 00
2694	Nov	United Way of the Piedmont		25,000 00	25,000 00
2643	May	University of the South	Sewanee Annual Fund	500 00	500 00
2604	Jan	Upstate Forever	2016 Forever Green Annual Awards Luncheon	2,500 00	
2632	Apr	Upstate Forever		1,000 00	
2655	Jun	Upstate Forever	5th annual preservation ride	1,000 00	4,500 00
2678	Sep	Urban League of the Upstate	Whitney young Jr Humanitarian Award Gala	1,000 00	1,000 00
2700	Nov	USC Upstate Foundation	JB Edmunds Lecutre Series - GDJ III and Carter	1,000 00	
2701	Nov	USC Upstate Foundation	JB Edmunds Lecutre Series - GDJ and Susu	1,000 00	
2625	Mar	USC Upstate Foundation	John B Edmunds Jr Distinguished Lecture Series	1,000 00	
2686	Oct	USC Upstate Foundation	Brighter Future Conference	1,000 00	4,000 00
2696	Nov	Vail Valley Medical Center	Family Dinner Dance 2016	35,000 00	35,000 00
2711	Dec	Vail Valley Medical Center Foundation	Pmt #2 of 5	100,000 00	100,000 00
2685	Oct	Walker Foundation	Chili Cookoff	1,500 00	
2665	Aug	Walker Foundation	Blind School Outdoor Recreational & Learning Park	1,000 00	2,500 00
2606	Jan	Washington & Lee University	SPJ gift to Annual Fund	3,750 00	
2718	Dec	Washington & Lee University	Annual Fund SPJ gift pmt #1 of 5	2,000 00	
2714	Dec	Washington & Lee University	Center ofr Global Learning	200,000 00	
2721	Dec	Washington & Lee University	Parents Fund	5,000 00	210,750 00
2630	Apr	West Main Artists Co-op		500 00	500 00
2690	Oct	WMAC		500 00	500 00
2614	Mar	Wofford College	Terrier Club annual gift	1,000 00	
2629	Apr	Wofford College	Wofford Fund	5,000 00	6,000 00
2708	Dec	YMCA of Greater Spartanburg		100,000 00	100,000 00
			Total	1,587,043 00	1,587,043 00

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOTAL FUTURE PLEDGES (SEE ATTACHED DETAIL)			2,908,728
		TOTAL CONTRIBUTIONS APPROVED	2,908,728

PHIFER/JOHNSON FOUNDATION PLEDGE SCHEDULE

	PLEDGE AMOUNT	Month Due	2017 AMOUNT	2018 AMOUNT	2019 AMOUNT	2020 AMOUNT	BEYOND 2020	BALANCE DUE
SCHEDULED PLEDGES								
CONVERSE COLLEGE-SENIOR HOUSING/CAMPAIGN UNRESTRICTED	5,000,000	JUNE	500,000	500,000	500,000		-	1,500,000
CONVERSE COLLEGE-ANNUAL FUND	250,000	JUNE	25,000	25,000	25,000		-	75,000
Converse College - Susu Class of '56 pledge	50,000	JUNE	9,607	9,607	9,607	9,607	-	38,428
Spartanburg County School District Seven	90,000	DEC	15,000	15,000	-	-	-	30,000
Hub City Writers Project-SC First Novel Prize	15,000	MAR	5,000	5,000	-	-	-	10,000
Senior Deaf and Blind Community, LLC	75,000	Dec	15,000	15,000	15,000		-	45,000
Spartanburg Art Museum-Phoenix Project	7,500	Dec	2,500	-	-	-	-	2,500
SPARTANBURG COMMUNITY COLLEGE FOUNDATION	1,000,000	APR	100,000	100,000	100,000	100,000	100,000	500,000
Spartanburg Regional Foundation (Betty Ann Moore Colon Cancer Fund)	15,000	JUN	3,000	3,000	3,000	3,000	-	12,000
WASHINGTON & LEE UNIVERSITY- CENTER FOR GLOBAL LEARNING	1,000,000	DEC	200,000	-	-	-	-	200,000
WASHINGTON & LEE UNIVERSITY- SPJ	10,000		2,000	2,000	2,000	2,000	-	8,000
WASHINGTON & LEE UNIVERSITY- GDJ III	50,000	June	PAID	8,750	8,750			17,500
WREN (The Women's Rights Empowerment Network)	15,000	?	5,000	5,000	5,000		-	15,000
UPSTATE FOREVER - FOREVERGREEN ANNUAL AWARDS LUNCHEON	10,000	MAR	2,500	-	-	-	-	2,500
YMCA	1,000,000	DEC	100,000	100,000	100,000		-	300,000
VAIL VALLEY MEDICAL CENTER FOUNDATION	500,000	DEC	100,000	100,000	100,000		-	300,000
City of Morganton/Community House Courtyard	75,000	Dec	25,000	25,000	-	-	-	50,000
TOTAL SCHEDULED PLEDGES			1,109,607	913,357	868,357	114,607	100,000	3,105,928
REPEAT/ANNUAL PLEDGES								
ADVENT CHURCH-ANNUAL PLEDGE	105,000	JUN	105,300	105,000	105,000	105,000	105,000	525,300
ARTS PARTNERSHIP-ANNUAL FUND	10,000	DEC	10,000	10,000	10,000	10,000	10,000	50,000
BROOKGREEN GARDENS-ANNUAL MEMBERSHIP	5,000	DEC	5,000	5,000	5,000	5,000	5,000	25,000
EPISCOPAL CHURCH OF THE TRANSFIGURATION	20,000	JUN	20,000	20,000	20,000	20,000	20,000	100,000
HISTORIC BURKE FOUNDATION	500	JUN	500	500	500	500	500	2,500
UNITED WAY	25,000	DEC	25,000	25,000	25,000	25,000	25,000	125,000
VAIL VALLEY FOUNDATION	35,000	NOV	35,000	35,000	35,000	35,000	35,000	175,000
WASHINGTON & LEE UNIVERSITY-(Parents Fund)	5,000	DEC	5,000	5,000	5,000	5,000	5,000	25,000
WOFFORD COLLEGE-ANNUAL FUND	5,000	NOV	5,000	5,000	5,000	5,000	5,000	25,000
TOTAL REPEAT/ANNUAL PLEDGES			210,800	210,500	210,500	210,500	210,500	1,052,800
POTENTIAL PLEDGES								
ART ON MORGAN SQUARE-SPOT OF PRIDE	250,000	HOLD					250,000	250,000
TOTAL POTENTIAL PLEDGES			-	-	-	-	250,000	250,000
SUB-TOTAL			1,320,407	1,123,857	1,078,857	325,107	560,500	4,408,728
CONVERSE COLLEGE			(500,000)	(500,000)	(500,000)	-	-	(1,500,000)
GRAND TOTAL TO BE PAID BY FOUNDATION			820,407	623,857	578,857	325,107	560,500	2,908,728

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC INCOME			18	678.	
TOTALS				678.	