

Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2016

Open to Public Inspection

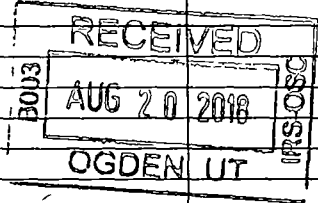
Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning 10/01, 2016, and ending 09/30, 2017

Name of foundation: THE BYERLY FOUNDATION. Employer identification number: 57-0324909. Telephone number: (843) 383-2400. City: HARTSVILLE, SC 29551. Organization type: Section 501(c)(3) exempt private foundation. Fair market value of all assets at end of year: \$22,027,091.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26). Total adjusted net income: 1,849,750.



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing		23,554.			
	2	Savings and temporary cash investments		398,153.	133,442.	133,442.	
	3	Accounts receivable ▶ 3,924.					
		Less allowance for doubtful accounts ▶			3,924.	3,924.	
	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			6,679.		
	10a	Investments - U S and state government obligations (attach schedule)			954,213.		
	b	Investments - corporate stock (attach schedule) ATCH 6			12,247,766.	20,039,318.	21,801,925.
	c	Investments - corporate bonds (attach schedule)			1,101,735.		
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans						
13	Investments - other (attach schedule)			6,083,528.			
14	Land, buildings, and equipment basis ▶ 358,838. Less accumulated depreciation ▶ (attach schedule) 242,942.			125,403.	115,896.	ATCH 7 87,800.	
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			20,941,031.	20,292,580.	22,027,091.	
Liabilities	17	Accounts payable and accrued expenses		6,221.			
	18	Grants payable		1,007,827.	89,107.		
	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 ▶ ATCH 8)			6,524.	1,935.	
23	Total liabilities (add lines 17 through 22)			1,020,572.	91,042.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted		19,920,459.			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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				20,201,538.		
30	Total net assets or fund balances (see instructions)			19,920,459.	20,201,538.		
31	Total liabilities and net assets/fund balances (see instructions)			20,941,031.	20,292,580.		

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)	19,920,459.
2	Enter amount from Part I, line 27a	1,599,157.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	21,519,616.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	1,318,078.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	20,201,538.

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						
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a						
b						
c						
d						
e						
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		1,366,370.
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	{ 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	809,790.	20,051,035.	0.040386
2014	1,275,502.	21,577,912.	0.059111
2013	890,114.	22,214,898.	0.040068
2012	1,284,897.	21,463,695.	0.059864
2011	790,692.	20,311,597.	0.038928
2	Total of line 1, column (d)		2 0.238357
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 0.047671
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 20,780,558.
5	Multiply line 4 by line 3.		5 990,630.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 18,498.
7	Add lines 5 and 6.		7 1,009,128.
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 1,120,119.

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

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits and payments. Total tax due is 19,340.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political influence, expenditures, and assets.

Part VII-A Statements Regarding Activities (continued)

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BYERLYFOUNDATION.ORG
14 The books are in care of THE BYERLY FOUNDATION Telephone no 843-383-2400 Located at PO BOX 1925 HARTSVILLE, SC ZIP+4 29551
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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?
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
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)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No
 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? Yes No
 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? Yes No

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
ATCH 10		60,000.	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 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	19,228,095.
b	Average of monthly cash balances	1b	1,855,822.
c	Fair market value of all other assets (see instructions)	1c	13,096.
d	Total (add lines 1a, b, and c)	1d	21,097,013.
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	21,097,013.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	316,455.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,780,558.
6	Minimum investment return. Enter 5% of line 5	6	1,039,028.

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	1,039,028.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	18,498.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,498.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,020,530.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,020,530.
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	1,020,530.

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	1,120,119.
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	1,120,119.
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	18,498.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,101,621.

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				1,020,530.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only,			951,232.	
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,120,119.				
a Applied to 2015, but not more than line 2a			951,232.	
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,				168,887.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				851,643.
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		0.		
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

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

ATCH 11

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

ATCH 12

c Any submission deadlines

IN 2017 THE DATE WAS JUNE 1. SAME FOR 2018.

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

ALL PROJECTS HAVE TO IMPACT HARTSVILLE, SOUTH CAROLINA

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
<p>a <i>Paid during the year</i></p> <p>ATCH 13</p>				
Total				▶ 3a 932,885.
<p>b <i>Approved for future payment</i></p>				
Total				▶ 3b

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

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
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for both (b) and (d).

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

Sign Here: Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Richard A. Puffer, Date: 8/6/18, Title: EXECUTIVE Director. May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only: Preparer's name: JEFFREY D HASKELL, Signature: JEFFREY D HASKELL, Date: 08/02/2018, PTIN: P01345770, Firm's name: FOUNDATION SOURCE, Firm's EIN: 510398347, Firm's address: ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042, Phone no: 800-839-1754

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CLASS ACTION LAWSUIT PROCEEDS	1,292.	1,292.
FEDERAL TAX REFUND	1,436.	
TOTALS	<u>2,728.</u>	<u>1,292.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT SUPPORT	11,500.			11,500.
BOOKKEEPING	6,870.			6,870.
GENERAL CONSULTATIONS	658.			658.
TOTALS	<u>19,028.</u>			<u>19,028.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	46,570.	46,570.	
PHILANTHROPIC CONSULTING SRVCS	9,875.		9,875.
LOGO DESIGN SERVICES	108.		108.
TOTALS	<u>56,553.</u>	<u>46,570.</u>	<u>9,983.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2017	41,124.	
FOREIGN TAX PAID	262.	262.
TOTALS	<u>41,386.</u>	<u>262.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	26,110.		26,110.
ADMINISTRATIVE SET-UP FEE	4,500.		4,500.
BANK CHARGES	195.	195.	
EQUIPMENT MAINTENANCE	762.		762.
FOUNDATION DUES & MEMBERSHIPS	8,248.		8,248.
INDEMNIFICATION INSURANCE	8,688.		8,688.
OFFICE & SUPPLIES	8,460.		8,460.
PAYROLL PROCESSING FEES	1,179.		1,179.
POSTAGE/DELIVERY SERVICE	389.		389.
PROPERTY INSURANCE	3,616.	35.	3,616.
TRAINING & PROFESSIONAL DEV	2,250.		2,250.
WEBSITE HOSTING/SUPPORT	324.		324.
ADVERTISING EXPENSE	805.		805.
TOTALS	<u>65,526.</u>	<u>230.</u>	<u>65,297.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD TOTAL INTERNATIONAL S	5,417,681.	6,244,231.
VANGUARD TOT INTL BOND IX ADMI	1,676,121.	1,687,745.
VANGUARD INTERMEDIATE TERM INV	841,925.	851,914.
VANGUARD SHORT-TERM CORPORATE	1,245,103.	1,248,691.
VANGUARD TOTAL STOCK MARKET IN	8,323,984.	9,218,690.
VANGUARD TOTAL BOND MARKET IND	2,534,504.	2,550,654.
TOTALS	<u>20,039,318.</u>	<u>21,801,925.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
PAYROLL TAXES WITHHELD	1,935.
TOTALS	<u>1,935.</u>

ATTACHMENT 9

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUST SECURITIES FROM FMV TO BOOK VALUE	1,318,078.
TOTAL	<u>1,318,078.</u>

**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)	
21752834.		PUBLICLY-TRADED SECURITIES 20378435.					1,374,399.	
11,773.		COAST ACCESS LTD 17,795.				P	05/30/2003 -6,022.	07/11/2017
3,924.		COAST ACCESS LTD 5,931.				P	05/30/2003 -2,007.	09/27/2017
TOTAL GAIN (LOSS)							<u>1,366,370.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
EXPENSE ACCT AND OTHER ALLOWANCES

COMPENSATION

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

NAME AND ADDRESS

BOB BROWN PO BOX 1925 HARTSVILLE, SC 29551	TREAS, TRUSTEE 1.00	0.	0.	0.
BRIANNA BUNCE DOUGLAS PO BOX 1925 HARTSVILLE, SC 29551	TRUSTEE 1.00	0.	0.	0.
CHRISTOPHER FRAZIER* PO BOX 1925 HARTSVILLE, SC 29551	TRUSTEE 1.00	0.	0.	0.
ALVIN HEATLEY PO BOX 1925 HARTSVILLE, SC 29551	TRUSTEE 1.00	0.	0.	0.
RAINEY KNIGHT PO BOX 1925 HARTSVILLE, SC 29551	TRUSTEE 1.00	0.	0.	0.

* RESIGNED FROM FOUNDATION

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
NANCY MCGEE PO BOX 1925 HARTSVILLE, SC 29551	SEC, TRUSTEE 1.00	0.	0.	0.
BILL PERRY PO BOX 1925 HARTSVILLE, SC 29551	TRUSTEE 1.00	0.	0.	0.
RICHARD A PUFFER PO BOX 1925 HARTSVILLE, SC 29551	EXECUTIVE DIR 1.00	60,000.	0.	0.
JEROME REYES PO BOX 1925 HARTSVILLE, SC 29551	CHAIR, TRUSTEE 1.00	0.	0.	0.
BARRY SAUNDERS PO BOX 1925 HARTSVILLE, SC 29551	TRUSTEE 1.00	0.	0.	0.
ROGER SCHRUM PO BOX 1925 HARTSVILLE, SC 29551	TRUSTEE 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

COMPENSATION

NAME AND ADDRESS

LEX WEST
PO BOX 1925
HARTSVILLE, SC 29551

TRUSTEE
1.00

0.

0.

0.

60,000.

0.

0.

GRAND TOTALS

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

RICHARD PUFFER
BYERLY FOUNDATION P.O. BOX 1925
HARTSVILLE, SC 29551
BYERLYFDNY@YAHOO.COM

ATTACHMENT 12

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

INDIVIDUAL GRANT LETTER TO THE FOUNDATION ANSWERING QUESTIONS AS TO HOW THE PROJECTS WILL MAKE HARTSVILLE, SC A BETTER COMMUNITY. NAME OF PROJECT ELIGIBILITY PROOF LIST OF BOARD MEMBERS REQUEST FOR FUNDING CONTACT INFORMATION FOR GRANT RESPONSE.

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

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

<u>RECIPIENT NAME AND ADDRESS</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BOYS AND GIRLS CLUBS OF THE PEE DEE AREA INC PO BOX 93 FLORENCE, SC 29503	N/A PC	SPARK-SPHERES OF ACHIEVEMENT IN READING FOR KIDS PROGRAM	54,175
CITY OF HARTSVILLE PO DRAWER 2497 HARTSVILLE, SC 29551	N/A GOV	GENERAL & UNRESTRICTED	25,000
CITY OF HARTSVILLE PO DRAWER 2497 HARTSVILLE, SC 29551	N/A GOV	BYERLY PARK IMPROVEMENTS	35,000
CITY OF HARTSVILLE PO DRAWER 2497 HARTSVILLE, SC 29551	N/A GOV	WAYFINDING PROJECT	9,500
CITY OF HARTSVILLE PO DRAWER 2497 HARTSVILLE, SC 29551	N/A GOV	REVOLVING LOAN FUND PROGRAM	25,000
CITY OF HARTSVILLE PO DRAWER 2497 HARTSVILLE, SC 29551	N/A GOV	POLICE YOUTH ACADEMY	6,000

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

ATTACHMENT 13 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COKER COLLEGE 300 E COLLEGE AVE HARTSVILLE, SC 29550	N/A PC	BUSINESS BUILDER PROGRAM	125,000
CYPRESS ADVENTURES PO BOX 405 HARTSVILLE, SC 29551	N/A PC	GENERAL & UNRESTRICTED	22,000.
DARLINGTON COUNTY DISABILITIES AND SPECIAL NEEDS B 201 N DAMASCUS CHURCH RD HARTSVILLE, SC 29550	N/A GOV	GENERAL & UNRESTRICTED	13,861
EDVENTURE INC 211 GERVAIS ST COLUMBIA, SC 29201	N/A PC	SATELLITE LOCATION IN HARTSVILLE	100,000
EDVENTURE INC 211 GERVAIS ST COLUMBIA, SC 29201	N/A PC	HARTSVILLE SITE PROJECT	400,000
GIRL SCOUTS OF EASTERN SOUTH CAROLINA 7257 CROSS COUNTY RD N CHARLESTON, SC 29418	N/A PC	GIRL SCOUT DIFFERENCE AT FOUR HARTSVILLE ELEMENTARY SCHOOLS	11,665

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PEE DEE COALITION AGAINST DOMESTIC AND SEXUAL ASSA PO BOX 1351 FLORENCE, SC 29503	N/A PC	GENERAL & UNRESTRICTED	25,684
RUBICON INC 510 E CAROLINA AVE HARTSVILLE, SC 29550	N/A PC	NURTURING PARENTING PROGRAM	12,500
SOUTH CAROLINA GOVERNORS SCHOOL FOR SCI & MATH FOU 1122 LADY ST ST 700 COLUMBIA, SC 29201	N/A PC	CHARITABLE EVENT	2,500
SOUTH CAROLINA HUMANITIES COUNCIL PO BOX 5287 COLUMBIA, SC 29250	N/A PC	THE WAY WE WORKED PROGRAM	5,000
WESLEY UNITED METHODIST CHURCH 145 E COLLEGE AVE HARTSVILLE, SC 29550	N/A PC	TO ENLARGE PRESENT FOOD PREPARATION AREA	60,000.
TOTAL CONTRIBUTIONS PAID			<u>932,885</u>

Total Part I, Line 25, Column (d) and Part XV, Line 3a:
 Less amount recorded as grant payable in prior year, paid in current year
 TOTAL Part I, Line 25, Column (a) \$14,165

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

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
CLASS ACTION LAWSUIT PROCEEDS			01	1,292.	
FEDERAL TAX REFUND			01	1,436.	
TOTALS				<u>2,728.</u>	