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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

DEC 1, 2016

, and ending

NOV 30, 2017

Name of foundation

THE FULLERTON FOUNDATION

A Employer identification number

57-0847444

Number and street (or P.O. box number if mail is not delivered to street address)

P. O. BOX 2208

Room/suite

B Telephone number

864-489-6678

City or town, state or province, country, and ZIP or foreign postal code

GAFFNEY, SC 29342-2208

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 changeD 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 foundationE 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)

\$ 37,990,370.

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 ☐

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,001,849.	1,001,849.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,834,622.			
b Gross sales price for all assets on line 6a	22,513,845.			
7 Capital gain net income (from Part IV, line 2)		1,834,622.		
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)				
11 Other income	<113,373.>	<84,467.>		STATEMENT 2
12 Total. Add lines 1 through 11	2,723,098.	2,752,004.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	168,297.	42,074.		126,222.
14 Other employee salaries and wages	40,700.	10,175.		30,525.
15 Pension plans, employee benefits	22,424.	5,606.		16,818.
16a Legal fees				
b Accounting fees STMT 3	16,900.	4,225.		12,675.
c Other professional fees STMT 4	174,752.	174,752.		0.
17 Interest				
18 Taxes STMT 5	38,631.	21,295.		9,087.
19 Depreciation and depletion	6,490.	1,623.		
20 Occupancy				
21 Travel, conferences, and meetings	34,629.	0.		34,629.
22 Printing and publications				
23 Other expenses STMT 6	98,317.	62,279.		35,822.
24 Total operating and administrative expenses. Add lines 13 through 23	601,140.	322,029.		265,778.
25 Contributions, gifts, grants paid	1,620,803.			1,620,803.
26 Total expenses and disbursements. Add lines 24 and 25	2,221,943.	322,029.		1,886,581.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	501,155.			
b Net investment income (if negative, enter -0-)		2,429,975.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,324.	10,815.	10,815.
	2 Savings and temporary cash investments	634,626.	599,593.	599,593.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 9	1,607,177.	2,074,109.	2,058,918.
	b Investments - corporate stock STMT 10	24,015,373.	26,569,557.	29,723,621.
	c Investments - corporate bonds STMT 11	2,013,725.	2,482,825.	2,502,568.
	11 Investments - land, buildings and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	4,169,908.	3,067,548.	2,976,028.	
14 Land, buildings, and equipment: basis ▶ 339,818.				
Less: accumulated depreciation ▶ 220,991.	125,317.	118,827.	118,827.	
15 Other assets (describe ▶ ASSET BACKED SECURI)	1,633,605.	0.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	34,206,055.	34,923,274.	37,990,370.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	34,206,055.	34,923,274.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	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			
	30 Total net assets or fund balances	34,206,055.	34,923,274.	
31 Total liabilities and net assets/fund balances	34,206,055.	34,923,274.		

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	34,206,055.
2 Enter amount from Part I, line 27a	2	501,155.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	216,487.
4 Add lines 1, 2, and 3	4	34,923,697.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	423.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,923,274.

Part IV Capital Gains and Losses for Tax on Investment Income**SEE ATTACHED STATEMENT**

(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				
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	22,130,845.	20,296,223.	1,834,622.

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			1,834,622.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,834,622.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	1,851,606.	35,028,376.	.052860
2014	1,851,202.	38,625,372.	.047927
2013	1,790,898.	39,679,569.	.045134
2012	2,060,923.	39,212,828.	.052557
2011	1,695,348.	38,296,899.	.044269

2 Total of line 1, column (d)	2	.242747
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	.048549
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	36,656,055.
5 Multiply line 4 by line 3	5	1,779,615.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,300.
7 Add lines 5 and 6	7	1,803,915.
8 Enter qualifying distributions from Part XII, line 4	8	1,886,581.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	24,300.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	24,300.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	24,300.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	33,220.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2016 estimated tax payments and 2015 overpayment credited to 2016		6d	
b Exempt foreign organizations - tax withheld at source		7	33,220.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	8,920.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 8,920. Refunded <input type="checkbox"/>			

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
1b 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		X
1c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		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 ► <u>N/A</u>	X	
14 The books are in care of ► <u>W. CARLISLE HAMRICK</u> Telephone no. ► <u>864-489-6678</u> Located at ► <u>GAFFNEY, SC</u> ZIP+4 ► <u>29342-2208</u>		
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 <u>N/A</u>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

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

N/A

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.**

(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 14		175,116.	9,047.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CITIGROUP GLOBAL MARKETS INC. - 700 SPRINGS FOREST RD. SUITE 200, RALEIGH, NC 27609	INVESTMENT MANAGEMENT	174,752.
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	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	36,349,377.
b	Average of monthly cash balances	1b	746,065.
c	Fair market value of all other assets	1c	118,827.
d	Total (add lines 1a, b, and c)	1d	37,214,269.
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	37,214,269.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	558,214.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,656,055.
6	Minimum investment return. Enter 5% of line 5	6	1,832,803.

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	1,832,803.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	24,300.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,300.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,808,503.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,808,503.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,808,503.

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	1,886,581.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,886,581.
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	5	24,300.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,862,281.

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				1,808,503.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,620,803.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,886,581.				
a Applied to 2015, but not more than line 2a			1,620,803.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				265,778.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below.	0.			
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,542,725.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
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 XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT 21		PUBLIC CHARITIES		1,620,803.
Total			3a	1,620,803.
b Approved for future payment				
SEE ATTACHED STATEMENT 21		PUBLIC CHARITIES		1,792,653.
Total			3b	1,792,653.

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	SCHEDULE K-1 NET ST GAINS	P	VARIOUS	VARIOUS
b	SCHEDULE K-1 NET LT GAINS	P	VARIOUS	VARIOUS
c	SCHEDULE K-1 NET SECTION 1231 LOSSES	P	VARIOUS	VARIOUS
d	SCHEDULE K-1 DISPOSITION ADJUSTMENT	P	VARIOUS	VARIOUS
e	WEDGE CAPITAL	P	VARIOUS	VARIOUS
f	UNIFIED MGMT	P	VARIOUS	VARIOUS
g	BLACKROCK	P	VARIOUS	VARIOUS
h	K2 OVERSEAS INVS	P	VARIOUS	VARIOUS
i	SSB	P	VARIOUS	VARIOUS
j	LAZARD	P	VARIOUS	VARIOUS
k	CGA	P	VARIOUS	VARIOUS
l	PELICAN BAY	P	VARIOUS	VARIOUS
m				
n				
o				

(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		17,774.	<17,774.>
b		21,842.	<21,842.>
c		1,295.	<1,295.>
d	12,790.		12,790.
e	3,293,259.	3,426,434.	<133,175.>
f	15,198,701.	13,768,899.	1,429,802.
g	647,887.	660,763.	<12,876.>
h	634,960.		634,960.
i	1,470,500.	1,470,880.	<380.>
j	33,600.	30,142.	3,458.
k			0.
l	839,148.	898,194.	<59,046.>
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<17,774.>
b			<21,842.>
c			<1,295.>
d			12,790.
e			<133,175.>
f			1,429,802.
g			<12,876.>
h			634,960.
i			<380.>
j			3,458.
k			0.
l			<59,046.>
m			
n			
o			

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	1,834,622.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CASH DIVIDENDS -					
UNIFIED MGMT	598,573.	0.	598,573.	598,573.	
DIVIDENDS - AIP	14,260.	0.	14,260.	14,260.	
DIVIDENDS -					
BLACKROCK	6,185.	0.	6,185.	6,185.	
DIVIDENDS -					
BLACKSTONE ENERGY	10,546.	0.	10,546.	10,546.	
DIVIDENDS - CGA					
LAZARD	33,132.	0.	33,132.	33,132.	
DIVIDENDS -					
HAMILTON LANE	49,240.	0.	49,240.	49,240.	
DIVIDENDS -					
PELICAN BAY	83,220.	0.	83,220.	83,220.	
DIVIDENDS -					
PRIVATE EQUITY	33,824.	0.	33,824.	33,824.	
DIVIDENDS - SSB	6,010.	0.	6,010.	6,010.	
INTEREST -					
BLACKROCK	45,383.	0.	45,383.	45,383.	
INTEREST - GOLDMAN					
MMLC	10,985.	0.	10,985.	10,985.	
INTEREST - PELICAN					
BAY	34.	0.	34.	34.	
INTEREST - U.S. -					
BLACKROCK	31,197.	0.	31,197.	31,197.	
INTEREST - UNIFIED					
MGMT	131.	0.	131.	131.	
INTEREST - WEDGE	51,697.	0.	51,697.	51,697.	
INTEREST U.S. -					
WEDGE	20,709.	0.	20,709.	20,709.	
K-1 DIVIDENDS -					
VARIOUS PTP					
INVESTMENTS	1,460.	0.	1,460.	1,460.	
K-1 INTEREST -					
VARIOUS PTP/ ALT.					
INVS.	5,263.	0.	5,263.	5,263.	
TO PART I, LINE 4	1,001,849.	0.	1,001,849.	1,001,849.	

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	26,953.	26,953.	
SCH K-1 OTHER LOSS - VARIOUS PTP INVESTMENTS	<128,352.>	<99,446.>	
EQUITY ADJUSTMENTS - MANAGED FUTURES	1,953.	1,953.	
SCH K-1 OTHER LOSS - VARIOUS PTP INVESTMENTS	<13,927.>	<13,927.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<113,373.>	<84,467.>	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,900.	4,225.		12,675.
TO FORM 990-PF, PG 1, LN 16B	16,900.	4,225.		12,675.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	174,752.	174,752.		0.
TO FORM 990-PF, PG 1, LN 16C	174,752.	174,752.		0.

FORM 990-PF	TAXES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL PAYROLL TAXES	12,099.	3,025.		9,074.
FEDERAL EXCISE TAXES	8,249.	0.		0.
FOREIGN TAXES	17,867.	17,867.		0.
FOREIGN TAXES - SCH K-1S	399.	399.		0.
STATE PAYROLL TAXES	17.	4.		13.
TO FORM 990-PF, PG 1, LN 18	38,631.	21,295.		9,087.

FORM 990-PF	OTHER EXPENSES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHOLARSHIP EXPENSE	10,700.	0.		10,700.
DUES & SUBSCRIPTIONS	6,170.	1,543.		4,628.
OFFICE EXPENSE	13,820.	3,455.		10,365.
LIABILITY INSURANCE	8,633.	2,158.		6,475.
TELEPHONE	1,345.	336.		1,009.
WORKERS COMP	1,698.	425.		1,274.
UTILITIES	1,598.	399.		1,198.
MISCELLANEOUS	97.	24.		73.
REPAIRS & MAINTENANCE	217.	0.		0.
SCH K-1 OTHER DEDUCTIONS -				
VARIOUS INVESTMENTS	53,939.	53,939.		0.
EMPLOYEE EXPENSE	100.	0.		100.
TO FORM 990-PF, PG 1, LN 23	98,317.	62,279.		35,822.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION		AMOUNT
ADJUSTMENT FOR TIMING DIFFERENCES BETWEEN BOOKS AND TAX		216,487.
TOTAL TO FORM 990-PF, PART III, LINE 3		216,487.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES		STATEMENT 8
DESCRIPTION		AMOUNT
ADJUSTMENT FOR TIMING DIFFERENCES BETWEEN BOOKS AND TAX		423.
TOTAL TO FORM 990-PF, PART III, LINE 5		423.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 9		
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 18	X		2,074,109.	2,058,918.
STATE AND MUNICIPAL BONDS		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,074,109.	2,058,918.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,074,109.	2,058,918.

FORM 990-PF CORPORATE STOCK		STATEMENT 10	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 22		26,569,557.	29,723,621.
TOTAL TO FORM 990-PF, PART II, LINE 10B		26,569,557.	29,723,621.

FORM 990-PF CORPORATE BONDS		STATEMENT 11	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT 23		2,482,825.	2,502,568.
TOTAL TO FORM 990-PF, PART II, LINE 10C		2,482,825.	2,502,568.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUND OF FUNDS/MANAGED FUTURES	COST	3,067,548.	2,976,028.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,067,548.	2,976,028.

FORM 990-PF

OTHER ASSETS

STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSET BACKED SECURITIES	1,633,605.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,633,605.	0.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HELEN B. ATWOOD P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
CHARLES F. HAMRICK II P.O. BOX 2208 GAFFNEY, SC 29342-2208	CHAIRMAN 1.00	4,000.	0.	0.
LYMAN W. HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	SECRETARY 1.00	4,000.	0.	0.
W. CARLISLE HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	TREASURER 1.00	4,000.	0.	0.
A. WARDLAW HAMRICK P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 1.00	4,000.	0.	0.
ELAINE HAMRICK SHIELDS P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
THOMAS J. BADEN P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
PACE H. BEATTIE P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	3,000.	0.	0.
MARY CARLISLE BENSON P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.
ELIZABETH H. FREEMAN P.O. BOX 2208 GAFFNEY, SC 29342-2208	DIRECTOR 0.25	4,000.	0.	0.

THE FULLERTON FOUNDATION57-0847444

ANSLEY H. CHEATHAM
P.O. BOX 2208
GAFFNEY, SC 29342-2208

ADVISOR
0.25 600. 0. 0.

CATHERINE H. HAMPTON
P.O. BOX 2208
GAFFNEY, SC 29342-2208

ADVISOR
0.25 600. 0. 0.

CHARLES F. HAMRICK III
P.O. BOX 2208
GAFFNEY, SC 29342-2208

ADVISOR
0.25 500. 0. 0.

CHRIS M. STEED
P.O. BOX 2208
GAFFNEY, SC 29342-2208

EXECUTIVE DIRECTOR
40.00 134,416. 9,047. 0.

FRANCES R. ROSS
P.O. BOX 2208
GAFFNEY, SC 29342-2208

DIRECTOR
0.25 0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

<u>175,116.</u>	<u>9,047.</u>	<u>0.</u>
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Fullerton Foundation

EIN:57-0847444

SCHEDULE OF INVESTMENTS

11/30/2017

DESCRIPTION	INTEREST RATE	MATURITY DATE	QUANTITY	TOTAL COST	MARKET VALUE
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U.S. Government and U.S. Government agency obligations

UNITED STATES TREASURY NOTE	2 625	8/15/2020	130,000	133,711.43	132,523 30
UNITED STATES TREASURY NOTE	3 500	5/15/2020	122,000	127,918 96	126,789 72
UNITED STATES TREASURY NOTE	0 625	4/30/2018	145,000	144,304 31	144,541 80
UNITED STATES TREASURY NOTE	2 000	2/15/2025	55,000	56,212 21	53,794.95
UNITED STATES TREASURY NOTE	2 250	2/15/2027	116,000	115,320 59	114,355 12
UNITED STATES TREASURY NOTE	1 625	5/15/2026	127,000	120,144.29	119,553 99
UNITED STATES TREASURY NOTE	2 000	11/30/2022	101,000	101,220 68	100,306 13
UNITED STATES TREASURY NOTE	1 625	11/30/2020	160,000	160,573 71	158,606 40
UNITED STATES TREASURY NOTE	1 375	3/31/2020	154,000	153,615 31	152,339 88
UNITED STATES TREASURY NOTE	1 500	5/31/2020	274,000	273,925 47	271,558 66
UNITED STATES TREASURY NOTE	1 375	10/31/2020	150,000	148,845 90	147,721 50
UNITED STATES TREASURY NOTE	0 750	7/31/2018	105,000	104,450 54	104,462 40
TOTAL				1,640,243.40	1,626,553.85

FEDERAL AGENCIES

FED FARM CR BK FLOATER	1 504	2/25/2019	95,000	95,000 00	95,308 75
FEDERAL NATIONAL MTG	3 500	5/1/2047	155,000	153,229 37	152,423 90
FHLMC 30 YR GOLD G08764	4 500	5/1/2047	123,285	119,745.32	117,815 26
TOTAL				367,975	365,548

SOVEREIGN SECURITIES

UNITED MEXICAN STATES	3 625	3/15/2022	64,000.00	65,891	66,816
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GRAND TOTAL

2,074,109

2,058,918

THE FULLERTON FOUNDATION

57-0847444

Form 990-PF, Part XV, Line 2(b)

Initial letter of application should be brief and contain background of grant requester, purpose of the grant, general financial information and documentation of Section 501(c)(3) federal tax exempt status

Form 990-PF, Part XV, Line 2(d)

Geographical Primarily South Carolina and North Carolina Primary field of interest is health care and medicine with higher education secondary

THE FULLERTON FOUNDATION, INC.
GRANTS PAID IN 2017

GRANTEE	PURPOSE	AMOUNT
Anderson University Anderson, SC	Equipment and support for the doctor of physical therapy and nurse practitioner programs at the University Center in Greenville	\$ 43,278
Cherokee County School District Gaffney, SC	Up-fit health sciences laboratory space at the district's new Career Center	\$ 75,000
Clemson University Clemson, SC	Extend driving simulator application for persons with Autism Spectrum Disorder	\$ 49,876
Edward Via College of Osteopathic Medicine Spartanburg, SC	Purchase ultrasound equipment to support implementations of USC SOM's curriculum at VCOM	\$ 50,000
Fellowship of Christian Athletes Gaffney, SC	Help cover three years of FCA's general operating expense in Cherokee County.	\$ 20,000
Fullerton Genetics Center Asheville, NC	Establishment of TeleGenetics Program	\$ 107,690
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC.	\$ 391,500
	East Carolina	\$ 13,500
	Duke University	\$ 101,000
	Medical University of SC	\$ 75,000
	University of NC	\$ 25,000
	University of SC - Columbia	\$ 51,000
	University of SC - Greenville	\$ 26,000
	Wake Forest University	\$ 100,000
Gateway House Greenville, SC	Match funding for the organization's \$5 million capital campaign to build a new facility	\$ 25,000
Greenville Hospital System Greenville, SC	Expanded collaborative services and build a statewide think-tank for coordination/growth of services for Autism Spectrum Disorder.	\$ 32,000

Greenwood Genetic Center Greenwood, SC	Pilot rural tele-genetic clinic in partnership with SC Telehealth Alliance	\$	50,000
Impact America Greenville, SC	Implement the highly successful Focus First program to provide free vision screening to young children in	\$	28,063
Know(2) Gaffney, SC	Challenge grant to underwrite cost of dedicated development director and support project sustainability	\$	40,000
Palmetto Project (World Class Scholars) Charleston, SC	Staff support to further enhance the World Class Scholars program in Cherokee County Schools	\$	10,000
Presbyterian College Clinton, SC	Purchase and installation of equipment for the Virtual Anatomy Lab in the College's new physician assistant program	\$	35,625
South Carolina Office of Rural Health Lexington, SC	Implementation of the SC Rural Health Action Plan	\$	50,000
Spartanburg Community College Foundation Spartanburg, SC	Purchase equipment for the new Center for Advanced Manufacturing and Industrial Technology building on the Cherokee County Campus	\$	50,000
University of North Carolina at Chapel Hill Chapel Hill, NC	M3 App Collaborative aimed at utilizing smartphone technology to improve graduate medical education training programs	\$	125,000
Senior Center of Cherokee County Gaffney, SC	Support continued growth of Cherokee County's Free Medical Clinic by underwriting various operating cost for 3 years	\$	50,000
Spartanburg Regional Hospital Foundation Spartanburg, SC	Purchase equipment for Outpatient Infusion Therapy at the hospital's Next Generation Cancer Center at Pelham	\$	40,000

University of SC Upstate Spartanburg, SC	Scholarship funds for child welfare professions from Cherokee, Union, Greenwood, Laurens and Pickens Counties to complete a graduate certificate program in Child Advocacy Studies	\$	4,821
University of SC Educational Foundation Columbia, SC	Expansion of the USC Salkehatchie Rural Nursing Initiative Clinical Simulation Lab	\$	50,000
University of South Carolina School of Medicine Greenville, SC	Validate the efficacy of NeuroDirect telestroke network in evaluating acute ischemic stroke remotely versus standard face-to-face examination	\$	37,950
Wake Forest School of Medicine Winston-Salem, NC	Development and implementation of an Underserved Populations curriculum to be delivered in 3rd year at Medical School in partnership with UNC Chapel Hill School of Medicine	\$	120,000
Wake Forest School of Medicine Winston-Salem, NC	Work with USCSOM to incorporate a longitudinal ultrasound curriculum with supporting faculty and equipment into the Wake Forest University Medical School	\$	100,000
WelVista Columbia, SC	Establish community patient advocacy program for Cherokee, York, Union, Chester, Lancaster, Fairfield and Kershaw Counties	\$	35,000
TOTAL PAID IN CURRENT YEAR		\$	<u>1,620,803</u>

2018

Anderson University Anderson, SC	Equipment and support for the doctor of physical therapy and nurse practitioner programs at the University Center in Greenville	\$	43,222
Cherokee County School District Gaffney, SC	Up-fit health sciences laboratory space at the district's new career center	\$	75,000
Edward Via College of Osteopathic Medicine Blacksburg, VA 24060	Purchase ultrasound equipment to support the implementation of US SCOM's curriculum at VCOM	\$	50,000
Fellowship of Christian Athletes Gaffney, SC	Help cover three years of FCA's general operating expense in Cherokee County.	\$	10,000
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC.	\$	226,000
Gateway House Greenville, SC	Match funding for the organization's \$5 million capital campaign to build a new facility	\$	25,000
Greenville Hospital System Greenville, SC	Expanded collaborative services and build a statewide think-tank for coordination/growth of services for Autism Spectrum Disorder.	\$	18,000
Greenwood Genetic Center Greenwood, SC	Pilot rural tele-genetic clinic in partnership with SC Telehealth Alliance	\$	50,000
Impact America Greenville, SC	Implement the highly successful Focus First program to provide free vision screening to young children in	\$	26,000
Know(2) Gaffney, SC	Challenge grant to underwrite cost of dedicated development director and support project sustainability	\$	25,000
Mission Healthcare Foundation, Inc Asheville, NC	Pilot project aimed at implementing telegenetic services throughout North Carolina focusing on cancer and prenatal counseling at Fullerton Genetics center	\$	95,471
Presbyterian College Clinton, SC	Purchase and installation of equipment for the Virtual Anatomy Lab in the College's new physician assistant program	\$	35,625
Senior Centers of Cherokee County	Support continued growth of Cherokee County's	\$	50,000

Gaffney, SC	free medical clinic by underwriting various operating costs		
SC Office of Rural Health Lexington, SC	Implementation of the SC Rural Health Action Plan	\$	50,000
Spartanburg Regional Hospital Foundation Spartanburg, SC	Purchase equipment for Outpatient Infusion Therapy at the hospital's Next Generation Cancer Center at Pelham	\$	40,000
Wake Forest School of Medicine Winston-Salem, NC	Development and implementation of an Underserved Populations curriculum to be delivered in 3rd year at Medical School in partnership with UNC Chapel Hill School of Medicine	\$	120,000
Welvista Columbia, SC	Establish community patient advocacy program for Cherokee, York, Union, Chester, Lancaster, Fairfield and Kershaw Counties	\$	50,000

2019

Edward Via College of Osteopathic Medicine Blacksburg, VA 24060	Purchase ultrasound equipment to support the implementation of US SCOM's curriculum at VCOM	\$	50,000
Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$	240,000
Know(2) Gaffney, SC	Challenge grant to underwrite cost of dedicated development director and support project sustainability	\$	15,000
Mission Healthcare Foundation, Inc. Asheville, NC	Pilot project aimed at implementing telegenetic services throughout North Carolina focusing on cancer and prenatal counseling at Fullerton Genetics center	\$	98,335
Senior Centers of Cherokee County Gaffney, SC	Support continued growth of Cherokee County's free medical clinic by underwriting various operating costs	\$	50,000
SC Office of Rural Health Lexington, SC	Implementation of the SC Rural Health Action Plan	\$	50,000
Welvista Columbia, SC	Establish community patient advocacy program for Cherokee, York, Union, Chester, Lancaster, Fairfield and Kershaw Counties	\$	50,000

2020

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 152,500
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2021

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC	\$ 77,500
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2022

Fullerton Medical Scholarship Program Gaffney, SC	To assist medical students in medical school in NC and SC.	\$ 20,000
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		<u>\$ 1,792,653</u>
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Fullerton Foundation

EIN: 57-0847444

SCHEDULE OF INVESTMENTS

11/30/2017

Quantity	Name	Total Cost	Market Value
<u>Equities</u>			
124.000	AAC TECHNOLOGIES HLDG INC	17,421.16	25,235.24
553.000	ACCENTURE PLC IRELAND CL A	63,421.64	81,849.53
661.000	ACI WORLDWIDE INC	15,252.27	15,123.68
8,136.000	ACS ACTIV DE CONSTRUCC Y SERV	56,408.03	62,321.76
743.000	ADOBE SYSTEMS	74,896.50	134,832.21
306.000	ADVANCED ENERGY IND INC	16,457.08	22,940.82
1,856.000	AERCAP HOLDINGS N V.	82,601.00	96,456.32
5,931.000	AIA GROUP LTD SPON ADR	156,672.71	194,299.56
4,777.000	AIR LIQUIDE ADR	109,806.72	119,606.52
2,455.000	AIRBUS SE UNSPONSORED ADR	44,616.72	63,633.60
3,116.000	AKBANK TURK ANONIM SIRKETI ADR	18,329.87	14,177.80
1,656.000	ALFA LAVAL AB-UNSPONS ADR	30,999.30	39,040.20
427.000	ALIGN TECHNOLOGY	44,629.47	111,395.76
442.000	ALKERMES PLC SHS	25,517.44	23,112.18
628.000	ALLERGAN PLC SHS	138,880.53	109,165.24
4,013.000	ALLIANZ SE ADS	75,234.94	94,606.47
1,621.000	ALLISON TRANSMN HLDGS INC	59,930.64	66,525.84
772.000	ALLSTATE CORP	68,852.67	79,253.52
111.000	ALPHABET INC CL A	85,348.70	115,014.87
140.000	ALPHABET INC CL C	109,253.76	142,997.40
14,236.000	AMBEV S A SPONSORED ADR	84,673.81	88,120.84
954.000	AMER INTL GP INC NEW	54,417.82	57,201.84
906.000	AMEREN CORP (HLDG CO)	51,116.43	57,947.76
2,218.000	AMERICA MOVIL SA DE CV ADR L	38,837.18	37,927.80
989.000	AMERICAN CAMPUS CMMTYS INC	48,311.66	41,913.82
519.000	AMERICAN EXPRESS CO	34,727.82	50,711.49
1,309.000	ANDEAVOR LOGISTICS LP	65,296.80	58,590.84
1,863.000	ANTERO MIDSTREAM PARTNERS LP	60,294.36	51,325.65
364.000	APPLE INC	39,166.21	62,553.40
2,398.000	ARCELORMITTAL CL A NY REGISTRY	57,984.17	72,539.50
219.000	ARISTA NETWORKS INC	26,800.85	51,053.28
1,077.000	ASPEN PHARMACARE HLDGS LTD ADR	23,334.95	23,947.10
1,108.000	ATLAS COPCO AS A ADR A NEW	35,712.48	47,744.83
191.000	AUTOLIV INC	21,592.14	24,432.72
776.000	AUTOMATIC DATA PROCESSING INC	70,729.08	88,820.96
71.000	AUTOZONE INC	36,301.41	48,759.96
2,072.000	AXA ADS	52,142.26	62,615.84
2,834.000	AXALTA COATING SYSTEMS LTD	92,791.03	89,724.44

1,904 000	BAE SYS PLC SPON ADR	65,352 33	57,576 96
1,120.000	BAIDU INC ADS	209,624 82	267,209 60
17,135.000	BANCO BILBAO VIZ ARG SA ADS	148,685 39	146,675.60
3,713 000	BANCO DO BRASIL SA SPON ADR	34,800 46	34,308.12
325 000	BANCO MACRO S.A. SPONS ADR	28,588.98	33,000.50
2,084.000	BANK OF AMERICA CORP	52,602.45	58,706.28
321 000	BANK OF THE OZARKS INC	14,700 12	15,478.62
5,821 000	BAYER AG SPON ADR	180,388 23	185,980 95
1,132.000	BAYERISCHE MOTOREN WERKE ADR	38,051.84	38,148.40
2,992.000	BB SEGURIDADE PARTICIPACOES	27,556.32	24,265.12
753.000	BBA AVIATION PLC ADR	13,083.76	17,190.99
870.000	BERKLEY W R CORP	44,290.77	60,134.40
357.000	BERKSHIRE HATHAWAY CL-B NEW	47,193.05	68,904.57
532 000	BERRY GLOBAL GROUP INC	27,323 74	31,797 64
2,534.000	BHP BILLITON PLC SPONS ADR	80,079 38	92,161.58
889.000	BIDVEST GROUP LTD SPONS ADR	23,355.19	25,000.90
172.000	BIOGEN INC COM	41,405.80	55,413.24
1,347.000	BLACK KNIGHT INC	62,701.96	60,480.30
623 000	BORG WARNER INC	26,824.61	34,688.64
881 000	BRISTOL MYERS SQUIBB CO	55,150.68	55,670.39
993.000	BRITISH AMER TOB SPON ADR	61,825 97	63,184.59
423.000	BROADRIDGE FIN SOLU LLC	29,545 57	38,179.98
878.000	BUCKEYE PARTNERS L P	58,687 44	40,326.54
1,389.000	CA INCORPORATED	47,738 12	45,934.23
27.000	CABLE ONE INC COM	20,020 77	18,543.87
254.000	CAMBREX CORP	12,917.27	12,407.90
905.000	CANADIAN NATL RAILWAY CO	61,055.74	70,571.90
2,067 000	CANADIAN NATURAL RESOURCES LTD	64,627.45	70,112.64
2,818 000	CARLSBERG AS	53,192.36	66,673.88
12,835 000	CARREFOUR SA SPONSORED ADR	65,798.06	53,124 07
939 000	CBRE GROUP INC	34,689 73	40,715.04
1,071 000	CELGENE CORP	111,546.75	107,988 93
784.000	CHECK POINT SOFTWARE TECH LTD	73,458 39	81,763.36
390 000	CHENIERE ENERGY INC NEW	16,513.91	18,844.80
3,711 000	CHINA CONSTRUCTION BANK CORP	60,340.86	64,831.17
327.000	CHINA LODGING GRP LTD SPON ADR	21,742.43	34,894.17
916.000	CHINA MOBILE LTD	50,191 03	46,569 44
1,813 000	CHINA SHENHUA ENERGY LTD ADR	17,604 23	17,713 01
4,996 000	CIELO SA SPONSORED ADR NEW	40,420 57	35,271.76
4,699.000	CK HUTCHISON HLDGS LTD ADR	59,242 23	59,019.44
1,229.000	CLICKS GROUP LTD SPONS ADR	28,463 64	31,216 60
1,370 000	CMS ENERGY CP	63,825 70	68,363 00
114 000	CNOOC LTD ADS	12,648 07	15,599.76
3,064 000	COMMERCIAL INTL BNK LTD SP ADR	15,289 36	13,175.20
7,208.000	COMPAGNIE FIN RICHEMONTAG ADR	46,710 94	61,678.86
1,831 000	COMPANHIA DE SANAMENTO BASI	18,364 19	18,255.07
1,697 000	COPART INC	53,384 67	73,242.52

338 000	CRANE CO	28,248.62	28,855.06
656 000	CSL LTD	26,817 53	36,022.27
975.000	CSRA INC	31,336 64	28,206 75
1,034.000	DASSAULT SYSTEMS SA ADS	82,889 53	111,134.32
189.000	DAVE & BUSTERS ENTMT INC COM	10,157.21	10,022 67
1,973.000	DBS GROUP HOLDINGS LTD SP	104,989.54	144,401.89
1,294.000	DCT INDUSTRIAL TRUST INC	70,833 30	77,821 16
5,984.000	DEUTSCHE BOERSE AG UNSPON ADR	65,070 99	67,738 88
158.000	DIAGEO PLC SPON ADR NEW	17,109 92	21,878.26
220.000	DIAMONDBACK ENERGY INC	19,152.68	24,048.20
2,373.000	DISCOVERY COMMUNICATIONS SER C	63,553.56	42,903.84
3,113 000	DNB ASA SPONSORED ADR	49,927.47	56,669 05
490.000	DOLBY CLA A COM STK	23,760.38	30,468 20
606.000	DOLLAR GEN CORP NEW COM	47,629.55	53,376 48
119 000	DOMINOS PIZZA INC	25,312.52	22,153 04
548 000	DUN & BRADSTREET CP NEW	60,624.69	67,464 28
475.000	DUNKIN BRANDS GROUP INC	24,744 44	28,357.50
6,261 000	E.ON SE	59,955.10	72,721.52
246.000	EAGLE MATLS INC	23,819.00	27,534.78
426.000	EMCOR GROUP INC	26,832.88	34,408 02
4,937 000	ENERGY TRANS EQTY LP	85,492 26	79,979 40
13,749 000	ENERGY TRANSFER PARTNER L.P.	346,586 08	228,370 89
3,861.000	ENGIE SPONS ADR	60,593.14	67,413.06
3,557.000	ENLINK MIDSTREAM PARTNERS LP	64,928 62	56,876.43
761.000	ENN ENERGY HOLDINGS LTD UNSPON	20,432.47	22,417.54
1,287.000	ENTEGRIS INC	26,111.04	38,996.10
14,871 000	ENTERPRISE PROD PRTRNS L P.	403,411 31	366,272 73
606.000	EQT CORPORATION COM NEW	38,486.33	36,117.60
1,671 000	EQT MIDSTREAM PTNRS LP	123,354 60	114,664 02
913.000	ESSILOR INTL SA SPONS ADR	56,327.65	58,705.90
205.000	EVERCORE INC CLASS A	15,823 78	17,804.25
930 000	EXPEDITORS INTL WASH INC	45,142 86	60,245 40
742.000	FACEBOOK INC CL-A	87,351 87	131,467.56
4,398 000	FANUC CORPORATION UNSP ADR	79,777.08	109,963.19
247.000	FAST RETAILING LTD UNSPON ADR	9,313.35	9,612 25
1,428.000	FASTENAL CO	64,610.44	74,812.92
631.000	FIRST REPUBLIC BANK	63,115.14	60,285.74
628.000	FORTINET INC	24,144 48	26,413.68
1,355 000	FRESENIUS MEDICAL CARE AG&CO	63,353.25	67,587.40
2,994 000	FUCHS PETROLUB AG UNSPON ADR	37,324 28	39,272.30
452.000	GARTNER INC	40,250 37	54,642.28
704.000	GILEAD SCIENCE	58,784 86	52,645 12
234 000	GOLDMAN SACHS GRP INC	57,309 09	57,947.76
140 000	GRACO INC	18,060 64	18,422.60
1,479.000	GRIFOLS SA ADR	27,804 77	33,647 25
503.000	GRUBHUB INC.	22,092 11	33,982.68
1,253 000	GRUPO FINANCIERO BANORTE SAB	34,834.38	36,612.66

286 000	GUIDEWIRE SOFTWARE INC	17,517 10	21,275 54
443.000	HANOVER INSURANCE GROUP INC	40,793 61	47,666 80
440.000	HAWAIIAN HLDGS INC	20,823 38	18,986 00
333.000	HDFC BANK LTD ADR	29,739 50	32,334 30
478.000	HENGAN INTL GROUP CO LTD ADR	23,361.91	23,751 82
587 000	HILTON GRND VCTN	22,029.79	23,462 39
2,495 000	HOST HOTEL & RESORTS INC	45,917 48	49,376 05
2,125 000	HSBC HOLDINGS PLC SPON ADR NEW	91,959 88	105,506 25
314.000	IAC INTERACTIVECORP COM	26,851 75	39,962 78
3,833 000	ICICI BANK LTD	30,524 58	36,566 82
281.000	ICON PLC	22,981.92	32,823.61
130.000	ICU MEDICAL INC	22,028 75	27,742 00
401.000	ILL TOOL WORKS INC	32,766 02	67,869 25
1,460 000	IMPERIAL HLDGS LTD ADR	20,394 74	24,356 45
1,929.000	INFINEON TECHNOLOGIES AG	45,883 18	53,404 37
1,399 000	INFOSYS LIMITED ADR	20,816 98	21,768 44
376.000	INGREDION INC COM	45,583.23	52,068 48
3,067.000	INTESA SANPAOLO S P.A ADR	47,113.39	62,152 76
492 000	IONIS PHARMACEUTICALS INC	27,182.26	27,301.08
4,145 000	ITAU UNIBANCO MULTIPLE ADR	36,392 07	52,019.75
728 000	JACOBS ENGINEERING GROUP INC	38,050.67	47,778 64
626.000	JB HUNT TRANS SERV	60,488.84	69,573 64
875.000	JGC CORP UNSPONSORED ADR	44,052 13	30,546 25
339.000	JOHNSON & JOHNSON	32,542 05	47,232 87
570 000	JPMORGAN CHASE & CO	49,131 32	59,576.40
5,303.000	JULIUS BAER GROUP LTD UN ADR	49,737.07	62,098.13
729.000	KASIKORNBANK PUB CO LTD UNSPON	17,813.12	21,068 10
904.000	KB FINANCIAL GRP INC SONS ADR	48,288 15	50,000.24
2,648.000	KEYCORP NEW	47,814 94	50,259 04
1,985 000	KIMBERLY CLARK SPON ADR	20,808.25	17,745.90
958.000	KOC HLDG AS UNSPON ADR	22,829 14	20,204 22
1,888 000	KOMATSU LTD SPON ADR NEW	47,091 92	59,035 87
740.000	KRAFT HEINZ CO	61,540.66	60,213 80
2,663 000	KROGER CO	85,038.75	68,865.18
355.000	KUBOTA CP ADR	28,079 18	33,974 92
1,618.000	L OREAL CO ADR	63,251.20	71,654.75
625 000	LIBERTY MEDIA CORP SER C	23,111 44	22,750 00
1,279 000	LIFE HEALTHCARE GRP HLDGS LTD	10,206 42	9,784 35
1,044 000	LINCOLN NTL CORP IND	73,874 17	79,918 20
397.000	LIONS GATE ENTMTNT CORP CL A	12,907 74	12,985 87
152.000	LITHIA MOTORS INC A	15,470 71	17,828 08
643.000	LIVE NATION ENTERTAINMENT INC	26,159 84	29,179 34
17,289 000	LLOYDS BANKING GROUP PLC	61,735 56	62,413.29
1,826 000	LOCALIZA RENT A CAR SA SPON	30,275.08	33,452.32
623.000	LOWES COMPANIES INC	46,526 61	51,939 51
842.000	LVMH MOET HENNESSY LOUIS VUITT	35,943 98	49,111 33
206.000	M&T BANK CORP	32,629 89	34,803.70

3,334 000	MAGELLAN MIDSTREAM PARTNERS LP	224,716 32	223,378 00
61 000	MARKEL CORP (HOLDING CO)	46,735.69	67,520 90
958 000	MASTERCARD INC CL A	87,541 24	144,150 26
365.000	MEDIDATA SOLUTIONS INC COM	22,726.79	24,323 60
714 000	MEDTRONIC PLC SHS	62,614.21	58,640 82
127 000	MERCADOLIBRE INC	26,708 60	34,942.78
2,225.000	MICROSOFT CORP	144,661 82	187,278 25
435 000	MID AMER APART COMM INC	43,831 34	44,561 40
214.000	MIDDLEBY CORP DEL	26,284 76	27,289 28
4,760 000	MITSUBISHI EST ADR	98,881.18	84,918 40
3,024.000	MOBILE TELESYSTEMS PJSC	25,228.93	31,358.88
887.000	MOMENTA PHARM INC	14,968 28	12,240 60
684.000	MONOTARO CO LTD ADR	10,041.39	19,562.40
7,111 000	MPLX LP COM UNIT REP LTD	269,081.92	255,000 46
1,555.000	MURATA MANUFACTURING CO LTD	55,705 67	52,849 79
1,922 000	NASPERS LTD ADR	63,011 25	105,037 30
697 000	NATL FUEL GAS CO	41,002 91	40,983 60
1,362.000	NAVIENT CORP COM	20,196.64	17,174.82
1,212.000	NEDBANK GRP LTD SPON ADR	20,179.80	20,201 01
2,036 000	NESTLE SPON ADR REP REG SHR	157,317.18	173,894 76
190 000	NETEASE.COM INC ADS	58,427 60	62,454 90
1,573 000	NIKE INC B	95,557 22	95,040.66
246 000	NORDSON CP	25,519 56	31,576.56
1,015.000	NUTANIX INC CL A	28,146 27	33,292.00
762.000	NXP SEMICONDUCTORS NV	64,109.21	86,403.18
315.000	OLD DOMINION FREIGHT LINE	26,480.05	40,710.60
2,251.000	ONEOK INC NEW	118,929.42	116,826.90
1,627 000	ORACLE CORP	66,377.83	79,820.62
3,679 000	ORANGE NEW	62,186 71	63,389 17
329 000	O'REILLY AUTOMOTIVE INC NEW	82,875 56	77,713 09
2,842.000	OTSUKA HOLDINGS CO LTD UNS ADR	53,677.41	63,135 03
235 000	OWENS CORNING INC	13,949.92	20,762 25
6,714.000	PANASONIC CORP - SPON ADR	83,641 54	100,837 57
1,105 000	PARK24 CO LTD SPONSORED	29,174.47	27,321 13
809 000	PAYPAL HLDGS INC COM	30,907.97	61,265 57
1,308.000	PEMBINA PIPELINE CORP COM	46,988.71	45,596 88
529 000	PEPSICO INC NC	46,704 57	61,639 08
951.000	PHILLIPS 66 PARTNERS LP	52,185 05	44,563 86
281.000	PIONEER NATURAL RESOURCES CO	45,292.99	43,847 24
2,543 000	PJSC GAZPROM SPON ADR	10,133 86	11,418.07
630 000	PJSC LUKOIL SPONSORED ADR	30,249 45	35,248.50
5,473 000	PLAINS ALL AMERICAN PIPLIN L P	163,835 73	106,723 50
453 000	PLDT INC ADR	15,132 10	13,223.07
281 000	POWER INTEGRATIONS INC	18,281.90	22,058 50
244 000	PRESTIGE BRANDS HOLDINGS INC	13,291.24	11,028 80
40 000	PRICELINE GRP INC COM NEW	53,121 01	69,588 40
2,747 000	PT ASTRA INTERNATIONAL TBK ADR	34,227 62	33,513 40

3,897 000	PT BK MANDIRI PERSERO TBK UNSP	38,357 39	43,373.61
991.000	PT SEMEN GRESIK PERSERO ADR	14,988 88	14,220.85
967 000	PT TELEKOMUNIKASI INDONESIA	33,067 92	30,054 36
1,087 000	PUBLIC SERVICE ENTERPRISE GP	48,480 96	57,676 22
1,447 000	PULTE GROUP INC	34,050 23	49,386.11
770 000	RALPH LAUREN CORP CL A	67,856.01	73,265 50
158 000	REGENERON PHARM	59,249 58	57,173.88
267.000	REINSURANCE GROUP OF AMERICA	34,467 90	43,267.35
2,784 000	RETAIL PPTYS AMER CL-A	35,148 00	36,359.04
5,012 000	ROCHE HOLDINGS ADR	166,017.49	158,278 96
292.000	ROCKWELL AUTOMATION INC	48,163.94	56,379.36
375 000	ROCKWELL COLLINS INC	40,930 80	49,616.25
3,310 000	ROYAL DSM NV SPONSORED ADR	52,806.48	77,487 10
1,020 000	ROYAL DUTCH SHELL PLC	53,643 00	65,402.40
1,565.000	ROYAL DUTCH SHELL PLC CL B	78,325 54	103,196 10
17,442 000	ROYAL KPN NV SPONS ADR	60,612 76	63,820.28
380.000	RSP PERMIAN INC	14,074 75	13,957.40
1,873.000	SANLAM LTD ADR	20,219.04	21,689.34
1,028 000	SAP AG	94,553.06	116,523 80
880 000	SASOL LTD SPON ADR	29,374 91	27,711 20
3,517 000	SBERBANK RUSSIA SPONSORED ADR	40,603 77	58,311.86
3,061 000	SCHLUMBERGER LTD	229,952 22	192,383.85
3,311.000	SECOM LTD ADR	53,550 99	61,948 81
3,057 000	SEVEN & I HLDGS CO LTD ADR	61,796 77	64,365.14
3,263.000	SHELL MIDSTREAM PARTNERS L.P.	112,498 49	88,264 15
709 000	SHINHAN FINANCIAL GROUP CO LTD	33,202 19	32,025.53
361 000	SHIRE PLC ADR	62,096 16	53,698.75
1,137 000	SHOPRITE HLDGS LTD SPONSORED A	17,686.04	18,931 05
1,743 000	SMITH & NEPHEW PLC ADR	59,936 78	62,469 12
406 000	SNAP-ON INC	62,020.57	68,788.58
1,086 000	SONOVA HLDG AG UNSP ADR	32,219 87	34,515 25
376 000	SPLUNK INC	23,790 42	30,113 84
2,254 000	STANDARD BANK GROUP LTD SPON	28,084 84	28,806.12
3,488.000	STARBUCKS CORP WASHINGTON	207,408.72	201,676.16
207 000	STRYKER CORP	20,119.84	32,292.00
12,049.000	SUMITOMO MITSUI FINL GROUP INC	91,990.15	98,801.80
687 000	SUPERIOR ENERGY SERVICES INC	10,279 69	6,629 55
663.000	SUPERNUS PHARMACEUTICALS INC	19,168 28	25,061 40
2,047 000	SYMRISE AG UNSPONS ADR	32,540.66	43,470 09
1,156 000	SYNCHRONY FINANCIAL	35,535 21	41,488.84
1,609 000	SYSMEX CORP UNSPON ADR	41,883 63	61,421 97
4,839.000	TAIWAN SMCNDCR MFG CO LTD ADR	145,298 41	191,624 40
1,531 000	TALLGRASS ENERGY PTNRS LP	72,135 49	67,241.52
2,056 000	TATA MOTORS LTD	72,071.72	64,126.64
632.000	TENARIS S A	18,370 67	18,479.68
521 000	TERADATA CORP	16,017 96	19,803 21
94.000	TESARO INC	13,437 07	7,952.40

253.000	THERMO FISHER SCIENTIFIC	32,164 32	48,768 28
1,658 000	TJX COS INC NEW	129,534 15	125,261.90
703 000	TOLL BROTHERS	27,689 55	35,381.99
3,106.000	TORAY INDS ADR	61,453 53	59,368.08
1,227 000	TOTAL S A SPON ADR	60,162 05	69,386.85
498.000	TOTAL SYSTEM SVCS	26,023 11	37,031.28
947.000	TRIMBLE INC	31,872 22	39,764 53
1,966 000	TURK TELEKOMUNIKASYON AS ADR	7,681 16	5,485 14
1,758 000	TURKCELL ILETISM HIZM AS NEW	15,286 86	16,841.64
10,243 000	TURKIYE GARANTI BANKASI A S	30,239 38	25,505.07
79.000	ULTIMATE SOFTWARE GP INC	17,334.02	16,671.37
983.000	UNILEVER PLC (NEW) ADS	47,652 66	55,519.84
294.000	UNITED RENTALS INC	28,829.95	46,887.12
375.000	UNITED TECHNOLOGIES CORP	36,039 43	45,543.75
274.000	UNITEDHEALTH GP INC	38,229 63	62,518.58
109.000	VAIL RESORTS	22,506 43	24,542.44
2,372.000	VALVOLINE INC COM	53,100 52	58,493 52
895.000	VECTREN CP	53,682 82	62,202.50
484.000	VEEVA SYS INC CL A	23,907 82	29,141.64
935.000	VISA INC CL A	71,373 45	105,271 65
1,997 000	VODACOM GROUP LIMITED	28,223 87	20,888.45
567.000	VULCAN MATERIALS CO	71,409.34	71,243 55
259.000	WABTEC	23,181 30	19,917 10
155.000	WAGeworks INC COM	11,384 28	9,943.25
576.000	WALT DISNEY CO HLDG CO	54,125 64	60,376.32
462.000	WEIBO CORPORATION	44,867.88	50,154.72
4,380 000	WEICHAI PWR CO LTD UNSPON ADR	35,040 00	39,573 30
138 000	WELLCARE HEALTH PLANS INC.	25,249 86	29,392.62
542.000	WESTERN ALLIANCE BANCORP	27,388 01	31,533.56
2,700 000	WESTERN GAS PARTNERS LP	135,064.67	121,014 00
3,038 000	WILLIAMS PARTN LP NEW COM UNIT	116,513.63	111,494 60
3,046.000	WOOLWORTHS HLDGS LTD	15,077 70	12,724.67
397 000	WPP PLC SPON NEW ADR	42,321 48	34,912.18
296.000	WYNDHAM WORLDWIDE CORP	27,074 97	33,267.44
1,554 000	YPF SOCIEDAD ADS REP 1 CL-D SH	31,817.53	35,260.26
439.000	ZOETIS INC CLASS-A	30,695.17	31,735.31
800.000	ANHEUSER BUSCH INBEV SA SPON	87,936 00	91,592 00
1,300 000	AT&T INC	52,981 50	47,294 00
1,300 000	BRISTOL MYERS SQUIBB CO	72,345 00	82,147.00
1,300 000	CISCO SYS INC	40,438 19	48,490 00
1,300 000	COCA COLA CO	57,024 50	59,501 00
1,300 000	FORD MOTOR CO NEW	16,063 19	16,276 00
1,300 000	GENERAL ELECTRIC CO	40,646.06	23,777.00
1,300 000	INTEL CORP	45,847 10	58,292 00
1,100 000	JOHNSON & JOHNSON	131,109 00	153,263 00
1,300 000	JPMORGAN CHASE & CO	85,991 23	135,876 00
1,200 000	MC DONALDS CORP	138,162 00	206,364 00

1,200 000	MERCK & CO INC NEW COM	76,054.32	66,324.00
1,300.000	METLIFE INCORPORATED	47,770 69	69,784.00
1,300 000	PROCTER & GAMBLE	113,356 10	116,987 00
1,300 000	VERIZON COMMUNICATIONS	68,103 23	66,157.00
1,300 000	WAL MART STORES INC	94,207.23	126,399.00
1,100 000	ENERGY SEL SECT SPDR FD	73,854 00	76,010 00
	Total	17,449,022.96	19,239,657.04

Mutual Funds

128,648.027	BLACKROCK HI YIELD BD PTF INST	946,757.19	1,004,741 09
32,937.229	MATTHEWS ASIAN JAPAN INV	644,474.97	821,783.86
118,550.635	VIRTUS VONTOBEL EMRG MKT OPP I	1,191,300.77	1,401,268.51
104,063.940	LAZARD GLB LSTD INFR PTF INST	1,520,390.02	1,764,924.42
25,562	BLACKROCK BATS: SERIES A PTF	260,221.16	262,010.50
26,969	BLACKROCK BATS: SERIES M PTF	263,217.44	260,790.23
	Total	4,826,361.55	5,515,518.61

Exchange-Traded & Closed-End Funds

15,557.000	S & P 500 INDEX FUND	3,571,129 22	4,152,007.73
13,930.000	WISDOMTREE TRUST JAPN HEDGE EQ	723,042 68	816,437.30
	Total	4,294,171.90	4,968,445.03

Grand Total	26,569,556.41	29,723,620.68
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Fullerton Foundation
 EIN:57-0847444
 SCHEDULE OF INVESTMENTS
 11/30/2017

DESCRIPTION	INTEREST RATE	MATURITY DATE	QUANTITY	TOTAL COST	MARKET VALUE
<u>CORPORATE BONDS</u>					
ALABAMA POWER CO	5.875	12/1/2022	75,000	83,317.99	86,033.25
ALLSTATE CORP	7.450	5/16/2019	50,000	52,309.08	53,728.50
AMERICAN EXPRESS CREDIT	2.200	3/3/2020	56,000	56,175.91	55,910.40
ANHEUSER-BUSCH	2.650	2/1/2021	56,000	56,481.65	56,443.52
AT&T INC	2.450	6/30/2020	105,000	103,429.75	104,764.80
BANK OF AMERICA CORP	5.625	7/1/2020	95,000	100,423.02	102,497.40
BANK OF AMERICA CORP	3.248	10/21/2027	41,000	39,311.21	40,538.34
BERKSHIRE HATHAWAY FIN	3.000	5/15/2022	75,000	73,903.94	76,846.50
BERKSHIRE HATHAWAY INC	3.125	3/15/2026	50,000	49,939.50	50,357.00
BRANCH BANKING & TRUST	2.300	10/15/2018	35,000	35,127.75	35,114.10
BRANCH BANKING & TRUST	2.625	1/15/2022	95,000	95,284.07	95,315.40
CATERPILLAR INC	3.900	5/27/2021	65,000	69,745.44	68,331.25
CHEVRON CORP	3.191	6/24/2023	100,000	100,396.72	102,677.00
CITIGROUP INC	3.668	7/24/2028	41,000	41,257.49	41,546.12
CVS HEALTH CORP	3.500	7/20/2022	52,000	53,757.64	52,962.00
DEERE & COMPANY	2.600	6/8/2022	80,000	76,732.80	80,270.40
ENTERPRISE PRODUCTS	3.750	2/15/2025	52,000	53,358.61	53,450.80
EXXON MOBIL CORPORATION	3.176	3/15/2024	100,000	102,071.12	102,953.00
GENERAL ELEC CAP CORP	1.771	5/5/2026	120,000	112,903.20	115,696.80
JOHNSON & JOHNSON	3.550	5/15/2021	50,000	52,058.20	52,147.50
JP MORGAN CHASE & CO	6.000	1/15/2018	110,000	110,425.35	110,517.00
JPMORGAN CHASE & CO	3.540	5/1/2028	44,000	44,422.12	44,377.08
KINDER MORGAN ENER PART	3.950	9/1/2022	49,000	50,624.62	50,716.96
MCDONALD'S CORP	2.750	12/9/2020	50,000	50,381.98	50,596.00
METLIFE INC	3.600	4/10/2024	49,000	50,841.79	51,069.27
MICROSOFT CORP	2.400	2/6/2022	68,000	68,840.80	68,039.44

MICROSOFT CORP	2 375	5/1/2023	70,000	66,756 35	69,374 20
ORACLE CORP	2 800	7/8/2021	79,000	80,672 88	80,463 87
PEPSICO INC	3.100	7/17/2022	70,000	73,258 98	71,760.50
SUNTRUST BANKS INC	2.700	1/27/2022	55,000	55,097 71	54,928 50
TOYOTA MOTOR CREDIT CORP	3 400	9/15/2021	100,000	103,274 01	103,573 00
UNITEDHEALTH GROUP INC	3 350	7/15/2022	65,000	67,722 35	67,121 60
VERIZON COMMUNICATIONS	5 150	9/15/2023	90,000	100,792 19	99,555.30
VIRGINIA ELEC & POWER CO	2.950	1/15/2022	75,000	76,384 47	76,048 50
WELLS FARGO & COMPANY	3 550	9/29/2025	75,000	75,344 72	76,842 75
TOTAL				2,482,825	2,502,568