

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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation THE ROE FOUNDATION		A Employer identification number 23-7011541
Number and street (or P.O. box number if mail is not delivered to street address) 301 N. MAIN STREET	Room/suite 1735	B Telephone number (864) 242-5007
City or town, state or province, country, and ZIP or foreign postal code GREENVILLE, SC 29601		C If exemption application is pending, check here <input type="checkbox"/> 6
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation 04		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 28,134,334.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
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		9,832.	9,832.		STATEMENT 1
4 Dividends and interest from securities		574,451.	574,451.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		615,142.			
b Gross sales price for all assets on line 6a		7,122,865.			
7 Capital gain net income (from Part IV, line 2)			615,142.		
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					
12 Total. Add lines 1 through 11		1,199,425.	1,199,425.		
13 Compensation of officers, directors, trustees, etc		6,000.	1,200.		4,800.
14 Other employee salaries and wages		45,564.	9,113.		36,451.
15 Pension plans, employee benefits					
16a Legal fees STMT 3		7,750.	1,550.		6,200.
b Accounting fees STMT 4		1,750.	350.		1,400.
c Other professional fees STMT 5		92,401.	92,401.		0.
17 Interest					
18 Taxes STMT 6		13,841.	720.		2,870.
19 Depreciation and depletion		1,218.	1,218.		
20 Occupancy		18,770.	3,754.		15,016.
21 Travel, conferences, and meetings		5,006.	1,001.		4,005.
22 Printing and publications					
23 Other expenses STMT 7		12,793.	2,559.		10,234.
24 Total operating and administrative expenses. Add lines 13 through 23		205,093.	113,866.		80,976.
25 Contributions, gifts, grants paid		2,045,750.			2,045,750.
26 Total expenses and disbursements. Add lines 24 and 25		2,250,843.	113,866.		2,126,726.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,051,418.			
b Net investment income (if negative, enter -0-)			1,085,559.		
c Adjusted net income (if negative, enter -0-)				N/A	

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		34,153.	126,637.	126,628.
	2	Savings and temporary cash investments		379,923.	934,963.	934,963.
	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				
	b	Investments - corporate stock STMT 8	24,733,026.	23,035,303.	27,072,340.	
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other				
14		Land, buildings, and equipment: basis ▶ 21,722.				
		Less: accumulated depreciation ▶ 21,319.	1,622.	403.	403.	
15		Other assets (describe ▶)	0.	0.	0.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,148,724.	24,097,306.	28,134,334.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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 FASB ASC 958, check here ▶ <input type="checkbox"/>					
	and complete lines 24, 25, 29, and 30.					
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 26 through 30					
	26	Capital stock, trust principal, or current funds	0.	0.		
27	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
28	Retained earnings, accumulated income, endowment, or other funds	25,148,724.	24,097,306.			
29	Total net assets or fund balances	25,148,724.	24,097,306.			
30	Total liabilities and net assets/fund balances	25,148,724.	24,097,306.			

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 29 (must agree with end-of-year figure reported on prior year's return)	1	25,148,724.
2	Enter amount from Part I, line 27a	2	-1,051,418.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,097,306.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	24,097,306.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 WEDGE	P	VARIOUS	VARIOUS
b RICE, HALL, JAMES	P	VARIOUS	VARIOUS
c VARIOUS MUTUAL FUND SHARES	P	VARIOUS	VARIOUS
d VARIOUS	P	VARIOUS	VARIOUS
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 2,308,141.		2,067,798.	240,343.
b 2,600,595.		2,539,025.	61,570.
c 1,950,000.		1,900,900.	49,100.
d 264,129.			264,129.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			240,343.
b			61,570.
c			49,100.
d			264,129.
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	615,142.
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 doesn't 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))
2018	1,939,284.	28,896,771.	.067111
2017	2,007,361.	28,655,368.	.070052
2016	1,916,472.	27,271,620.	.070273
2015	1,998,357.	29,528,605.	.067675
2014	1,994,012.	31,729,178.	.062845

2 Total of line 1, column (d)	2	.337956
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.067591
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	26,650,941.
5 Multiply line 4 by line 3	5	1,801,364.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,856.
7 Add lines 5 and 6	7	1,812,220.
8 Enter qualifying distributions from Part XII, line 4	8	2,126,726.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2019 estimated tax payments and 2018 overpayment credited to 2019

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

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 2020 estimated tax** ☐ **Refunded** ☐

1	10,856.
2	0.
3	10,856.
4	0.
5	10,856.
6a	9,000.
6b	0.
6c	0.
6d	0.
7	9,000.
8	0.
9	1,856.
10	
11	

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.
(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by *General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ SC

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation **SEE STATEMENT 10**

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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b		X
9		X
10		X

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► SHIRLEY W. ROE Telephone no. ► (864) 242-5007 Located at ► 301 N. MAIN ST, STE. 1735, GREENVILLE, SC ZIP+4 ► 29601		
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	N/A
16 At any time during calendar year 2019, 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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► , , , b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,	2b	
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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) N/A	3b	
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 2019?	4a	X
	4b	X

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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
Organizations relying on a current notice regarding disaster assistance, check here **N/A** ☒

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ 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? **7b** ☐ Yes ☒ No

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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 11		6,000.	0.	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**

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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	26,697,022.
b	Average of monthly cash balances	1b	359,771.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	27,056,793.
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	27,056,793.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	405,852.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,650,941.
6	Minimum investment return. Enter 5% of line 5	6	1,332,547.

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	1,332,547.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	10,856.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,856.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,321,691.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,321,691.
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	1,321,691.

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	2,126,726.
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	2,126,726.
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	10,856.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,115,870.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,321,691.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015	310,445.			
c From 2016	562,779.			
d From 2017	597,491.			
e From 2018	534,049.			
f Total of lines 3a through e	2,004,764.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 2,126,726.				
a Applied to 2018, but not more than line 2a			0.	
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 2019 distributable amount				1,321,691.
e Remaining amount distributed out of corpus	805,035.			
5 Excess distributions carryover applied to 2019 (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:	2,809,799.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	2,809,799.			
10 Analysis of line 9.				
a Excess from 2015	310,445.			
b Excess from 2016	562,779.			
c Excess from 2017	597,491.			
d Excess from 2018	534,049.			
e Excess from 2019	805,035.			

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 SEE ATTACHED STATEMENT GREENVILLE, SC 29601			SEE ATTACHED STATEMENT	
Total			3a	0.
b Approved for future payment				
NONE				
Total			3b	0.

Form **990-PF** (2019)

Part XVII	Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations
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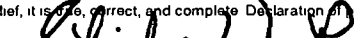
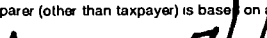
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below? See instr. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 7/1/20	Title OFFICER		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SHAWN T HENDERSON		6/29/20		P01201517
	Firm's name ▶ DIXON HUGHES GOODMAN LLP			Firm's EIN ▶ 56-0747981	
	Firm's address ▶ P.O. BOX 25849 GREENVILLE, SC 29616			Phone no. (864) 288-5544	

The Roé Foundation

EIN 23-7011541

December 2019

Form 990PF, Part XV-Grants Contributions Paid During Year

	Name	Amount	Purpose
620 • Grants			
621 • National Grants			
	Acton Institute	5,000.00	General Operating Expense
	American Legislative Exchange Cou	2,500.00	General Operating Expense
	America's Future Foundation	10,000.00	General Operating Expense
	ATLAS NETWORK	10,000.00	General Operating Expense
	Ballotpedia	10,000.00	General Operating Expense
	Exponent Philanthropy	750.00	General Operating Expense
	Federalist Society	5,000.00	General Operating Expense
	Foundation for Economic Education	5,000.00	General Operating Expense
	Foundation for Government Accour	25,000.00	General Operating Expense
	Franklin Center	1,000.00	General Operating Expense
	Freedom Foundation	25,000.00	General Operating Expense
	Fund for American Studies	5,000.00	General Operating Expense
	THE HERITAGE FOUNDATION	125,000.00	General Operating Expense
	Institute for Humane Studies	5,000.00	General Operating Expense
	Institute for Justice	10,000.00	General Operating Expense
	Intercollegiate Studies Institute	10,000.00	General Operating Expense
	Charlotte Lozier Institute	2,500.00	General Operating Expense
	Media Research Center	1,000.00	General Operating Expense
	Mercatus Center	2,500.00	General Operating Expense
	Mont Pelerin Society	10,000.00	General Operating Expense
	National Review Institute	1,000.00	General Operating Expense
	Network of Enlightened Women	1,000.00	General Operating Expense
	Pacific Research Institute	25,000.00	General Operating Expense
	Philadelphia Society	10,000.00	General Operating Expense
	Philanthropy Roundtable	2,500.00	General Operating Expense
	Reason Foundation	5,000.00	General Operating Expense
	State Policy Network	125,000.00	General Operating Expense
	Talent Market	10,000.00	General Operating Expense
	Young America's Foundation	2,500.00	General Operating Expense
	Total 621 • National Grants	452,250.00	
622 • State Grants			
	Alabama Policy Institute	25,000.00	General Operating Expense
	Alaska Policy Forum	15,000.00	General Operating Expense
	Ethan Allen Institute	10,000.00	General Operating Expense
	Arkansas Policy Foundation	7,500.00	General Operating Expense
	Badger Institute	20,000.00	General Operating Expense
	Josiah Bartlett Center for Public Pol	20,000.00	General Operating Expense
	Beacon Center of Tennessee	25,000.00	General Operating Expense
	Bluegrass Institute	25,000.00	General Operating Expense
	Buckeye Institute	25,000.00	General Operating Expense
	California Policy Center	25,000.00	General Operating Expense
	Cardinal Institue of West Virginia	20,000.00	General Operating Expense
	Cascade Policy Institute	20,000.00	General Operating Expense
	Center of the American Experiment	20,000.00	General Operating Expense
	Civitas Institute	20,000.00	General Operating Expense
	Commonwealth Foundation	25,000.00	General Operating Expense

The Roe Foundation

EIN 23-7011541

December 2019

Form 990PF, Part XV-Grants Contributions Paid During Year

Name	Amount	Purpose
Empire Center for State Policy	15,000.00	General Operating Expense
Empower Mississippi	20,000.00	General Operating Expense
Freedom Foundation of Minnesota	20,000.00	General Operating Expense
Garden State Initiative	20,000.00	General Operating Expense
Georgia Center of Opportunity	25,000.00	General Operating Expense
Georgia Public Policy Foundation	20,000.00	General Operating Expense
Goldwater Institute	25,000.00	General Operating Expense
Granite Institute	2,500.00	General Operating Expense
Grassroot Institute of Hawaii	20,000.00	General Operating Expense
Idaho Freedom Foundation	20,000.00	General Operating Expense
Illinois Policy Institute	25,000.00	General Operating Expense
Independence Institute	25,000.00	General Operating Expense
Indiana Policy Review Foundation	20,000.00	General Operating Expense
Thomas Jefferson Institute	15,000.00	General Operating Expense
Kansas Policy Institute	18,000.00	General Operating Expense
Libertas Institute	15,000.00	General Operating Expense
John Locke Foundation	20,000.00	General Operating Expense
Mackinac Center for Public Policy	25,000.00	General Operating Expense
James Madison Institute	25,000.00	General Operating Expense
Maine Heritage Policy Center	25,000.00	General Operating Expense
Maryland Public Policy Institute	20,000.00	General Operating Expense
Mississippi Center for Public Policy	25,000.00	General Operating Expense
Montana Policy Institute	15,000.00	General Operating Expense
Nevada Policy Research Institute	25,000.00	General Operating Expense
Oklahoma Council of Public Affairs	25,000.00	General Operating Expense
Pelican Institute for Public Policy	25,000.00	General Operating Expense
Pioneer Institute	25,000.00	General Operating Expense
Platte Institute for Economic Research	15,000.00	General Operating Expense
Rhode Island Center	15,000.00	General Operating Expense
Rio Grande Foundation	12,500.00	General Operating Expense
Caesar Rodney Institute	20,000.00	General Operating Expense
Show-Me Institute	20,000.00	General Operating Expense
Sutherland Institute	25,000.00	General Operating Expense
Texas Public Policy Foundation	25,000.00	General Operating Expense
Virginia Institute for Public Policy	15,000.00	General Operating Expense
Washington Policy Center	25,000.00	General Operating Expense
Wisconsin Institute for Law & Liberty	25,000.00	General Operating Expense
Wyoming Liberty Group	8,000.00	General Operating Expense
Yankee Institute	25,000.00	General Operating Expense
Total 622 - State Grants	1,093,500.00	
620 - Grants - Other		
FIDELITY CHARITABLE GIFT FUND	500,000.00	
Transfer to Checking	0.00	
Total 620 - Grants-Other	500,000.00	
Total 620 - Grants	2,045,750.00	
TOTAL	2,045,750.00	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	9,832.	9,832.	
TOTAL TO PART I, LINE 3	9,832.	9,832.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	574,451.	0.	574,451.	574,451.	
TO PART I, LINE 4	574,451.	0.	574,451.	574,451.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,750.	1,550.		6,200.
TO FM 990-PF, PG 1, LN 16A	7,750.	1,550.		6,200.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,750.	350.		1,400.
TO FORM 990-PF, PG 1, LN 16B	1,750.	350.		1,400.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGERS	39,698.	39,698.		0.
INVESTMENT COUNSELORS	28,663.	28,663.		0.
FIDUCIARY FEES	24,040.	24,040.		0.
TO FORM 990-PF, PG 1, LN 16C	92,401.	92,401.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	3,588.	718.		2,870.
FOREIGN TAXES	2.	2.		0.
FEDERAL EXCISE TAXES	10,251.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,841.	720.		2,870.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,563.	513.		2,050.
OFFICE EXPENSE	5,232.	1,046.		4,186.
POSTAGE	1,083.	217.		866.
TELEPHONE	2,735.	547.		2,188.
SUBSCRIPTIONS	1,130.	226.		904.
MISCELLANEOUS	50.	10.		40.
TO FORM 990-PF, PG 1, LN 23	12,793.	2,559.		10,234.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS	2,426,760.	2,518,579.
BLACKROCK 2	2,805,205.	2,720,193.
DODGE & COX	1,809,523.	2,495,999.
FIRST UNION - WEDGE	2,712,105.	3,356,603.
IRM	3,656,342.	4,117,720.
PRIMECAP	961,325.	2,662,008.
RICE, HALL JAMES	1,282,624.	1,589,676.
TEMPLETON	3,183,259.	2,592,245.
WESTERN ASSET	2,422,527.	2,409,572.
WESTWOOD	1,775,633.	2,609,745.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,035,303.	27,072,340.

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LEASEHOLD IMPROVEMENTS	18,292.	18,292.	18,292.
LESS ACCUMULATED AMORTIZATION	-18,292.	-18,292.	-18,292.
TO FORM 990-PF, PART II, LINE 15	0.	0.	0.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT 10
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EXPLANATION

IN PRIOR YEARS, THE SC ATTORNEY GENERAL'S OFFICE REQUESTED A COPY OF THE FEDERAL 990-PF. AT THIS POINT IN TIME, THE ATTORNEY GENERAL'S OFFICE NO LONGER REQUESTS THE ANNUAL FILING. HOWEVER, THE ATTORNEY GENERAL'S OFFICE MAINTAINS THE RIGHT TO REQUEST THE 990-PF SHOULD NEED ARISE. THE ROE FOUNDATION WILL COMPLY WITH ANY SUCH REQUESTS AS APPLICABLE.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SHIRLEY W. ROE 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	CHAIRMAN 10.00	1,000.	0.	0.
EDWIN J. FEULNER, JR. 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	VICE CHAIRMAN 0.50	1,000.	0.	0.
CARL O. HELSTROM, III 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	DIRECTOR 0.50	1,000.	0.	0.
TRACIE SHARP 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	DIRECTOR 0.50	1,000.	0.	0.
THOMAS L. WILLCOX 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	DIRECTOR 0.50	1,000.	0.	0.
BYRON S. LAMM 301 N. MAIN STREET, SUITE 1735 GREENVILLE, SC 29601	DIRECTOR 0.50	1,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. SHIRLEY W. ROE
301 N. MAIN ST., SUITE 1735
GREENVILLE, SC 29601

TELEPHONE NUMBER

(864)242-5007

FORM AND CONTENT OF APPLICATIONS

LIST OF DIRECTORS, LATEST AUDITED FINANCIAL STATEMENTS, DESCRIPTION OF
ORGANIZATION

ANY SUBMISSION DEADLINES

OCTOBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

PUBLIC POLICY ORGANIZATION SUPPORTIVE OF A FREE MARKET AND INSTITUTIONS IN
GREENVILLE