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Form **990-PF**

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

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

▶ 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.

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation COMPANION FOUNDATION		A Employer identification number 20-3050085
Number and street (or P O box number if mail is not delivered to street address) 2 WHARFSIDE STREET	Room/suite 3-0	B Telephone number (see instructions) 843-377-0572
City or town, state or province, country, and ZIP or foreign postal code CHARLESTON, SC 29401		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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 04 <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		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) ▶ \$ 25,239,790	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0	0	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	4,676,484				
12 Total. Add lines 1 through 11	4,676,484				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	111,998			
	14 Other employee salaries and wages	447,310			
	15 Pension plans, employee benefits	100,254			
	16a Legal fees (attach schedule)	6,944			
	b Accounting fees (attach schedule)	7,200			
	c Other professional fees (attach schedule)	22,498			
	17 Interest	1,758,449			
	18 Taxes (attach schedule) (see instructions)	45,196			
	19 Depreciation (attach schedule) and depletion	969,580			
	20 Occupancy	0			
	21 Travel, conferences, and meetings	23,839			
	22 Printing and publications	0			
	23 Other expenses (attach schedule)	1,670,624			
	24 Total operating and administrative expenses. Add lines 13 through 23	5,163,892			
25 Contributions, gifts, grants paid	0				
26 Total expenses and disbursements. Add lines 24 and 25	5,163,892				
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(487,408)				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	51,655	66,549	66,549
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 10,191			
	Less: allowance for doubtful accounts ▶ 0	7,668	10,191	10,191
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	257,598	200,873	200,873
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment: basis ▶ 13,196,649				
Less: accumulated depreciation (attach schedule) ▶ 5,116,385	8,406,391	8,080,264	8,080,264	
15 Other assets (describe ▶ INVESTMENT IN LLC)	17,152,511	16,881,913	16,881,913	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	25,875,823	25,239,790	25,239,790	
Liabilities	17 Accounts payable and accrued expenses	1,256,790	1,373,563	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	11,606,102	11,343,759	
	22 Other liabilities (describe ▶ PREPAID EXP. SECURITY DEP)	66,440	63,385	
	23 Total liabilities (add lines 17 through 22)	12,929,332	12,780,707	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	19,174,093	19,174,093	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	(6,227,602)	(6,715,010)	
30 Total net assets or fund balances (see instructions)	12,946,491	12,459,083		
31 Total liabilities and net assets/fund balances (see instructions)	25,875,823	25,239,790		

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	12,946,491
2	Enter amount from Part I, line 27a	2	(487,408)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	12,459,083

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		✓
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	✓	
14 The books are in care of ▶ COMPANION ASSOCIATES, INC Telephone no. ▶ 843-377-0572 Located at ▶ 2 WHARFSIDE STREET, 3-O, CHARLESTON, SC ZIP+4 ▶ 29401		
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		<input type="checkbox"/>
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		✓

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <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 type="checkbox"/> Yes <input checked="" 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 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"/>		
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 2018?		✓
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2018 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 2018.)		✓
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 2018?		✓

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

		Yes	No
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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. See instructions.

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

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

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

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

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling **1b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets	25,239,790				25,239,790
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	25,239,790				25,239,790
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- NONE
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- NONE
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.
- a** The name, address, and telephone number or email address of the person to whom applications should be addressed.
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information** *(continued)*

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

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

FEDERAL STATEMENTS

EIN: 20-3050085

COMPANION FOUNDATION

12/31/2018

STATEMENT #1**Part I, Line 11**

Rental Income - Noninvestment Property	<u>4,676,484</u>
Total Other Income	4,676,484

STATEMENT #2**Part I, Line 16**

Legal Fees (line 16a)	6,944
Audit/Accounting Fees (line 16b)	7,200
Other Professional Fees (line 16c)	<u>22,498</u>
Total Legal & Professional Fees	36,642

STATEMENT #3**Part I, Line 18**

Real Estate Taxes - Sewer Fees	-
Payroll Taxes	44,855
Other Taxes	342
Personal Property Taxes	<u>-</u>
Total Taxes	45,196

**COMPANION FOUNDATION
FIXED ASSETS**

EIN: 20-3050085

12/31/2018

STATEMENT #4					
Part I, Line 19					
DESCRIPTION	DATE ACQUIRED	BASIS	TOTALS	DEPRECIATION/ AMORTIZATION	
2013 Odyssey	1/1/2013	28,475			
Office Furniture/Equip	1/1/2010	55,809			
Fitness & Pool Equipment	1/1/2010	26,495			
The Palms - FF	1/1/2014	35,000	145,779		10,695
The Palms - Buildings	1/1/2014	16,716,450			
Thornhill - Buildings/Imp	1/1/2010	10,397,182			
4 Plex - Summerville	2/1/2009	293,042			
4 Plex - Easley	2/1/2009	150,683			
100 Barshay	1/1/2011	143,571			
211 Walnut Hill	6/1/2011	198,064	27,898,991		897,256
Amortization					
Summerville Closing Costs	2/1/2009	12,435			
Easley Closing Costs	2/1/2009	11,500			
Intangible Assets	1/1/2010	1,168,184			
Intangible Assets - Palms	1/1/2014	475,698	1,667,817		61,628
The Palms - Land	1/1/2014	1,525,000			
Land	1/1/2010	711,210	2,236,210		
TOTAL CORPORATE ASSETS		31,948,797			

FEDERAL STATEMENTS

EIN: 20-3050085

COMPANION FOUNDATION

12/31/2018

STATEMENT #5**Part I, Line 23**

Management Fees	258,059
Advertising	19,581
Credit Reports	5,018
Bad Debt Expense	77,260
Model & Guest Suite Expenses	132
Telephone	15,733
Office Supplies	8,572
Misc Admin Expenses	14,993
Bank Fees	4,873
Late Fees	1,082
Auto/Other Insurance	6,421
Property & Liability Insurance	117,852
Program Expenses	37,762
Utilities	452,520
Corporate Rental Expense	24,211
Janitorial/Cleaning Supplies	82,547
Refuse Removal	25,879
Exterminating	26,034
Security	3,302
Grounds	75,599
Repairs - Properties	413,192
Total Other Expenses	<u>1,670,624</u>

STATEMENT 6**Part II, Line 14**

	<u>BASIS</u>	<u>ACCUM DEP</u>	<u>BOOK VALUE</u>	<u>FMV</u>
Auto/Transportation Equip	28,475	28,475	-	8,080,264
Furniture and Fixtures	82,304	82,304	-	
Buildings	11,182,541	4,824,860	6,357,681	
Improvements	1,192,119	180,746	1,011,373	
Land	711,210	-	711,210	
Totals	<u>13,196,649</u>	<u>5,116,385</u>	<u>8,080,264</u>	

STATEMENT 7**Part II, Line 21****Mortgages and Notes Payable**

Mortgage Payable - Wells Fargo	-
Regions Bank - Summerville	58,273
Notes Pay - Limited Ptnrs	-
BB&T LOC	11,285,486
Total Mort/Note Payable	<u>11,343,759</u>

FEDERAL STATEMENTS

EIN: 20-3050085

COMPANION FOUNDATION

12/31/2018

STATEMENT 8**Part VIII, Line 1**

NAME AND ADDRESS	TITLE/AVG HRS	COMPENSATION	CONTRIBUTION TO EBP & DC	EXPENSE ACCTOUNT/OTHER
Roger Jones 2 Wharfside Street, 3-O Charleston, SC 29401	President 3	0	0	0
Allyson Thornton 2 Wharfside Street, 3-O Charleston, SC 29401	Program Director 20	38750	0	0
Teresa Jones 2 Wharfside Street, 3-O Charleston, SC 29401	Director 0.5	0	0	0
Roger Jones, JR 2 Wharfside Street, 3-O Charleston, SC 29401	Program Director 32	49248	0	0
Erin Jones-Smith 2 Wharfside Street, 3-O Charleston, SC 29401	Director 20	24000	0	0