

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

Fdn's copy

2008

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE MARK ELLIOTT MOTLEY FOUNDATION, INC.	A Employer identification number 27-0013752
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite C/O DOUGLAS D. KUGLEY P. O. BOX 7	B Telephone number 843-216-9467
	City or town, state, and ZIP code MOUNT PLEASANT, SC 29465-0007	C If exemption application is pending, check here <input type="checkbox"/> 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		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) \$ 2,167,648.	J Accounting method: <input checked="" type="checkbox"/> Cash <input 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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	8,645.		N/A	
	2 Check <input 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	95,247.	95,247.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-645,174.			Statement 1
	b Gross sales price for all assets on line 6a	2,244,257.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	1,196.		0.		Statement 2
12 Total. Add lines 1 through 11	-540,086.	95,247.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	1,170.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	20,170.	19,520.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	21,340.	19,520.		0.
	25 Contributions, gifts, grants paid	156,000.			156,000.
26 Total expenses and disbursements. Add lines 24 and 25	177,340.	19,520.		156,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-717,426.				
b Net investment income (if negative, enter -0-)		75,727.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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			
	2 Savings and temporary cash investments	37,612.	16,009.	16,009.
	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 5	1,521,129.	1,068,952.	1,064,630.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 6	1,406,333.	1,162,687.	1,087,009.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	2,965,074.	2,247,648.	2,167,648.	
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 type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	2,965,074.	2,247,648.		
30 Total net assets or fund balances	2,965,074.	2,247,648.		
31 Total liabilities and net assets/fund balances	2,965,074.	2,247,648.		

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	2,965,074.
2 Enter amount from Part I, line 27a	2	-717,426.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	2,247,648.
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 30	6	2,247,648.

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			
b See Attached Statements			
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 2,244,257.		2,889,431.	-645,174.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-645,174.

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	-645,174.
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 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))
2007	141,916.	2,950,443.	.048100
2006	133,107.	2,925,892.	.045493
2005	134,702.	2,754,142.	.048909
2004	131,599.	2,705,920.	.048634
2003	81,450.	2,672,725.	.030475

2 Total of line 1, column (d)	2	.221611
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	.044322
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	2,199,702.
5 Multiply line 4 by line 3	5	97,495.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	757.
7 Add lines 5 and 6	7	98,252.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	156,000.

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 letter: _____ (attach copy of ruling letter if necessary-see instructions)			
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		1	757.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	757.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	757.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	1,120.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,120.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	363.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 363. Refunded <input type="checkbox"/>	11	0.	

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
c 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? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	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? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.MOTLEYFOUNDATION.ORG
14 The books are in care of DOUGLAS D. KUGLEY Telephone no. 843-216-9466
Located at 28 BRIDGESIDE BLVD, RM564B, MT PLEASANT, SC ZIP+4 29465
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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2008 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 2008.)
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 2008?

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 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **N/A**
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RONALD L. MOTLEY P.O. BOX 7 MT. PLEASANT, SC 29465	CHAIRMAN 0.00	0.	0.	0.
DOUGLAS D. KUGLEY P.O. BOX 7 MT. PLEASANT, SC 29465	PRESIDENT/TREASURER 0.00	0.	0.	0.
ALLISON T. SELANDER P.O. BOX 7 MT. PLEASANT, SC 29465	VICE PRES/SECRETARY 0.00	0.	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

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
NONE		

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	
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	2,165,253.
b	Average of monthly cash balances	1b	67,947.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	2,233,200.
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	2,233,200.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,498.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,199,702.
6	Minimum investment return. Enter 5% of line 5	6	109,985.

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	109,985.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	757.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	757.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,228.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	109,228.
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	109,228.

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	156,000.
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	156,000.
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	757.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	155,243.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				109,228.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			145,825.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 156,000.				
a Applied to 2007, but not more than line 2a			145,825.	
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 2008 distributable amount				10,175.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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:				
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				99,053.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

RONALD L. MOTLEY

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

None

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

See Statement 7

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)				
<i>a Paid during the year</i>				
See Statement 8				
Total			▶ 3a	156,000.
<i>b Approved for future payment</i>				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include Program service revenue, membership dues, interest on savings, dividends, net rental income, other investment income, gain/loss from sales, and other revenue. Total amounts are shown at the bottom.

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

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

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

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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 tax payer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: DD Kugley, Date: 10-15-09, Title: Pres. Preparer's signature: Thomas V. Taylor, CPA, Date: 10/12/2009, Firm's name: ELLIOTT DAVIS, LLC/PLLC, 100 CALHOUN ST., STE. 300, CHARLESTON, SC 29401, Phone no.: 843-577-7040.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No. 1545-0047

2008

Name of the organization

Employer identification number

THE MARK ELLIOTT MOTLEY FOUNDATION, INC.

27-0013752

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

THE MARK ELLIOTT MOTLEY FOUNDATION, INC.

27-0013752

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	VARIOUS <\$5000 EACH	\$ 8,645.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

THE MARK ELLIOTT MOTLEY FOUNDATION, INC. 27-0013752

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 EFA - ISHARES MSCI EAFE INDEX	P	Various	05/27/09
b EFA-ISHARES MSCI EAFE INDEX	P	Various	05/27/09
c CIU-ISHARES BRCLY INTER CRED	P	12/31/07	02/19/09
d TLH-ISHRS BRCLY 10-20YR TRES	P	12/31/07	02/19/09
e TLT-ISHRE BRCLY 20+ YR TREAS	P	12/13/07	02/13/09
f ITS-ISHARES DJ US AERO & DEF	P	11/01/07	03/11/09
g KIE-KBW INSURANCE ETF	P	05/25/07	03/11/09
h XRT-SPDR S&P RETAIL ETF	P	12/13/00	03/11/09
i CGW-CLAYMORE S&P GLOBAL	P	07/09/07	05/26/09
j CSJ-ISHRS BRCLYS 1-3YR ETF	P	12/13/07	05/26/09
k DBA-POWERSHARES DB AGRICL FD	P	05/25/07	05/26/09
l DBC-POWERSHARES DB COMMODITY	P	07/09/07	05/26/09
m DLS-WISDOMTR INTL S/C DVD FD	P	05/25/07	05/26/09
n EPP-ISHARES MSCI PAD EX-JAPN	P	05/25/07	05/26/09
o EWS-ISHARES MSCI SINGAPORE	P	12/31/07	05/26/09

(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 113,940.		215,415.	-101,475.
b 100,604.		100,883.	-279.
c 66,526.		69,103.	-2,577.
d 81,290.		74,217.	7,073.
e 33,605.		29,585.	4,020.
f 14,681.		34,208.	-19,527.
g 4,147.		15,845.	-11,698.
h 7,941.		13,621.	-5,680.
i 14,267.		24,641.	-10,374.
j 95,132.		94,004.	1,128.
k 17,226.		15,931.	1,295.
l 22,276.		28,434.	-6,158.
m 8,142.		15,998.	-7,856.
n 11,007.		16,900.	-5,893.
o 5,013.		7,853.	-2,840.

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			-101,475.
b			-279.
c			-2,577.
d			7,073.
e			4,020.
f			-19,527.
g			-11,698.
h			-5,680.
i			-10,374.
j			1,128.
k			1,295.
l			-6,158.
m			-7,856.
n			-5,893.
o			-2,840.

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
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

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 EXB-CLAYMORE/CLEAR ETF	P	12/13/07	05/26/09
b FDN-FIRST TR D/J INTER IN FD	P	07/06/07	05/26/09
c FIRST TR AMEX BIO IND FD	P	11/01/07	05/26/09
d IEF-ISHRE BRCLY 7-10 YR TREA	P	12/19/07	05/26/09
e IGV-S&P NRTH AMR TCH-SFT ETF	P	11/01/07	05/26/09
f IHI-ISHARES DJ US MED DEVICE	P	05/25/07	05/26/09
g LQD-ISHARES INV GR BOND ETF	P	12/13/07	05/26/09
h MBB-ISHARES BRCLYS MBS BD FD	P	12/13/07	05/26/09
i NY-ISHARES NYSE 100 INDEX	P	03/11/09	05/26/09
j PJB-POWERSHARES DYN BNK PORTFL	P	11/01/07	05/26/09
k PTJ-POWERSHRS DYNM HEALTHCR	P	05/25/07	05/26/09
l PWB-PWRSHRS DYN LRG CAP GRW	P	11/01/07	05/26/09
m SHY-ISHRE BRCLY 1-3YR TRE BD	P	12/13/07	05/26/09
n VAW-VANGUARD MATERIALS ETF	P	05/25/07	05/26/09
o VCR-VANGUARD CON DISCR ETF	P	05/25/07	05/26/09

(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 3,982.		8,924.	-4,942.
b 9,399.		13,580.	-4,181.
c 11,172.		15,006.	-3,834.
d 78,629.		74,338.	4,291.
e 15,593.		22,452.	-6,859.
f 15,568.		21,117.	-5,549.
g 63,866.		68,912.	-5,046.
h 84,019.		80,627.	3,392.
i 62,782.		51,663.	11,119.
j 6,695.		11,288.	-4,593.
k 11,065.		19,975.	-8,910.
l 33,810.		56,655.	-22,845.
m 54,116.		52,942.	1,174.
n 7,089.		11,369.	-4,280.
o 20,683.		33,922.	-13,239.

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			-4,942.
b			-4,181.
c			-3,834.
d			4,291.
e			-6,859.
f			-5,549.
g			-5,046.
h			3,392.
i			11,119.
j			-4,593.
k			-8,910.
l			-22,845.
m			1,174.
n			-4,280.
o			-13,239.

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
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

THE MARK ELLIOTT MOTLEY FOUNDATION, INC. 27-0013752

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 VDC-VANGUARD CONSUMER STAPLE	P	05/25/07	05/26/09
b VDE-VANGUARD ENERGY ETF	P	05/25/07	05/26/09
c VFH-VANGUARD FINANCIALS ETF	P	05/25/07	05/26/09
d VIS-VANGUARD INDSTRLS ETF	P	05/25/07	05/26/09
e VPU-VANGUARD UTILITIES ETF	P	05/25/07	05/26/09
f XES-SPDR S&P OIL & GAS ETF	P	05/25/07	05/26/09
g XLK-TECHNOLOGY SECTOR SPDR	P	05/25/07	05/26/09
h IJH-ISHARES S&P MIDCAP 400	P	05/26/09	05/27/09
i IJR-ISHARES S&P SMALLCAP 600	P	05/26/09	05/27/09
j PJP-POWERSHARES DYNAMIC PHAR	P	07/06/07	05/26/09
k VARIOUS SHORT-TERM (SEE ATTACHED STATEMENT) /./	P	Various	Various
l VARIOUS LONG-TERM (SEE ATTACHED STATEMENT) /./	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 37,559.		44,702.	-7,143.
b 31,749.		45,498.	-13,749.
c 28,742.		75,890.	-47,148.
d 17,417.		30,575.	-13,158.
e 13,839.		21,344.	-7,505.
f 15,341.		25,209.	-9,868.
g 51,280.		76,405.	-25,125.
h 93,009.		92,133.	876.
i 127,241.		126,914.	327.
j 11,535.		15,117.	-3,582.
k 127,156.		159,500.	-32,344.
l 615,124.		876,736.	-261,612.
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			-7,143.
b			-13,749.
c			-47,148.
d			-13,158.
e			-7,505.
f			-9,868.
g			-25,125.
h			876.
i			327.
j			-3,582.
k			-32,344.
l			-261,612.
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	-645,174.
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 Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
EFA - ISHARES MSCI EAFE INDEX	113,940.	215,415.	0.	0.	-101,475.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
EFA-ISHARES MSCI EAFE INDEX	100,604.	100,883.	0.	0.	-279.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
CIU-ISHARES BRCLY INTER CRED	66,526.	69,103.	0.	0.	-2,577.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
TLH-ISHRS BRCLY 10-20YR TRES	81,290.	74,217.	0.	0.	7,073.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
TLT-ISHRE BRCLY 20+ YR TREAS	33,605.	29,585.	0.	0.	4,020.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
ITS-ISHARES DJ US AERO & DEF	14,681.	34,208.	0.	0.	-19,527.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
KIE-KBW INSURANCE ETF	4,147.	15,845.	0.	0.	-11,698.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
XRT-SPDR S&P RETAIL ETF	Purchased	12/13/00	03/11/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
7,941.	13,621.	0.	0.
(f) Gain or Loss	-5,680.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
CGW-CLAYMORE S&P GLOBAL	Purchased	07/09/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
14,267.	24,641.	0.	0.
(f) Gain or Loss	-10,374.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
CSJ-ISHRS BRCLYS 1-3YR ETF	Purchased	12/13/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
95,132.	94,004.	0.	0.
(f) Gain or Loss	1,128.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DBA-POWERSHARES DB AGRICL FD	Purchased	05/25/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
17,226.	15,931.	0.	0.
(f) Gain or Loss	1,295.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DBC-POWERSHARES DB COMMODITY	Purchased	07/09/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
22,276.	28,434.	0.	0.
(f) Gain or Loss	-6,158.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DLS-WISDOMTR INTL S/C DVD FD	Purchased	05/25/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
8,142.	15,998.	0.	0.
(f) Gain or Loss	-7,856.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
EPP-ISHARES MSCI PAD EX-JAPN	Purchased	05/25/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
11,007.	16,900.	0.	0.
(f) Gain or Loss	-5,893.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
EWS-ISHARES MSCI SINGAPORE	Purchased	12/31/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.
5,013.	7,853.	0.	0.
(f) Gain or Loss	-2,840.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
EXB-CLAYMORE/CLEAR ETF	Purchased	12/13/07	05/26/09	3,982.	8,924.	0.	0.	-4,942.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
FDN-FIRST TR D/J INTER IN FD	Purchased	07/06/07	05/26/09	9,399.	13,580.	0.	0.	-4,181.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
FIRST TR AMEX BIO IND FD	Purchased	11/01/07	05/26/09	11,172.	15,006.	0.	0.	-3,834.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
IEF-ISHRE BRCLY 7-10 YR TREA	Purchased	12/19/07	05/26/09	78,629.	74,338.	0.	0.	4,291.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
IGV-S&P NRTH AMR TCH-SFT ETF	Purchased	11/01/07	05/26/09		
	15,593.	22,452.	0.	0.	-6,859.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
IHI-ISHARES DJ US MED DEVICE	Purchased	05/25/07	05/26/09		
	15,568.	21,117.	0.	0.	-5,549.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
LQD-ISHARES INV GR BOND ETF	Purchased	12/13/07	05/26/09		
	63,866.	68,912.	0.	0.	-5,046.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
MBB-ISHARES BRCLYS MBS BD FD	Purchased	12/13/07	05/26/09		
	84,019.	80,627.	0.	0.	3,392.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
NY-ISHARES NYSE 100 INDEX		Purchased	03/11/09	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
62,782.	51,663.	0.	0.	11,119.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
PJB-POWERSHARES DYN BNK PORTFL		Purchased	11/01/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6,695.	11,288.	0.	0.	-4,593.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
PTJ-POWERSHRS DYNM HEALTHCR		Purchased	05/25/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
11,065.	19,975.	0.	0.	-8,910.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
PWB-PWRSHRS DYN LRG CAP GRW		Purchased	11/01/07	05/26/09
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
33,810.	56,655.	0.	0.	-22,845.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
SHY-ISHRE BRCLY 1-3YR TRE BD	54,116.	52,942.	0.	0.	1,174.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
VAW-VANGUARD MATERIALS ETF	7,089.	11,369.	0.	0.	-4,280.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
VCR-VANGUARD CON DISCR ETF	20,683.	33,922.	0.	0.	-13,239.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
VDC-VANGUARD CONSUMER STAPLE	37,559.	44,702.	0.	0.	-7,143.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
VDE-VANGUARD ENERGY ETF	31,749.	45,498.	0.	0.	-13,749.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
VFH-VANGUARD FINANCIALS ETF	28,742.	75,890.	0.	0.	-47,148.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
VIS-VANGUARD INDSTRLS ETF	17,417.	30,575.	0.	0.	-13,158.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
VPU-VANGUARD UTILITIES ETF	13,839.	21,344.	0.	0.	-7,505.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
XES-SPDR S&P OIL & GAS ETF	15,341.	25,209.	0.	0.	-9,868.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
XLK-TECHNOLOGY SECTOR SPDR	51,280.	76,405.	0.	0.	-25,125.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
IJH-ISHARES S&P MIDCAP 400	93,009.	92,133.	0.	0.	876.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
IJR-ISHARES S&P SMALLCAP 600	127,241.	126,914.	0.	0.	327.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
PJP-POWERSHARES DYNAMIC PHAR	11,535.	15,117.	0.	Purchased	07/06/07	05/26/09
				(e) Deprec.	(f) Gain or Loss	
				0.	0.	-3,582.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
VARIOUS SHORT-TERM (SEE ATTACHED STATEMENT) /./	127,156.	159,500.	0.	Purchased	Various	Various
				(e) Deprec.	(f) Gain or Loss	
				0.	0.	-32,344.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
VARIOUS LONG-TERM (SEE ATTACHED STATEMENT) /./	615,124.	876,736.	0.	Purchased	Various	Various
				(e) Deprec.	(f) Gain or Loss	
				0.	0.	-261,612.

Capital Gains Dividends from Part IV						0.
Total to Form 990-PF, Part I, line 6a						-645,174.

The Mark Elliott Motley Foundation, Inc.
 Sales of Securities 1783
 July 1, 2008 - June 30, 2009

Quantity	Securities	Date Purchased	Date Sold	Sales Prices	Cost	Gain(Loss)
LONG TERM						
3076.99	CAMWX-CAMBIAR OPPORTUNITY FD	VAR	11/17/2008	32,162.26	53,879.82	(21,717.56)
1140.261	CRIMX-CRM MID CAP VALUE INSTL	VAR	11/14/2008	21,106.24	30,946.68	(9,840.44)
767.893	FFMIX-FORWARD MINI CAP INSTITUT	VAR	11/17/2008	8,242.16	14,017.93	(5,775.77)
1798.86	FSMXX-GS FINL SQ MMKT INSTL	VAR	7/11/2008	1,798.86	1,798.86	-
1195.444	JMIVX-JANUS MD CAP VAL FD INST	VAR	11/14/2008	18,237.04	27,982.31	(9,745.27)
2074.696	KNPYX-KINETICS PARADIGM FUND-1	VAR	11/17/2008	29,291.52	45,752.58	(16,461.06)
3128.747	MDLVX-BLACKROCK LRG CAP VAL A	VAR	11/17/2008	34,333.38	57,101.29	(22,767.91)
2762.201	NMTAX-COLUMBIA FUNDS MARISCO-A	VAR	11/17/2008	24,209.62	39,770.46	(15,560.84)
14537.95	PTTRX-PIMCO TOTAL RETURN INSTL	VAR	VAR	150,517.98	154,013.42	(3,495.44)
985.084	RYVPX-ROYCE VALUE PLUS FD-INV	VAR	11/17/2008	7,471.76	14,766.41	(7,294.65)
2353.716	TGCEX-TCW SEL EQTYS FD CL I	VAR	11/17/2008	27,515.46	45,439.97	(17,924.51)
14706.18	WATFX-WESTERN ASSET CORE BD-I	VAR	11/14/2008	132,813.99	166,646.03	(33,832.04)
918.219	ARTIO INTL EQ FD CL I	VAR	11/14/2008	21,743.42	31,696.91	(9,953.49)
139.809	FMIOX-FMI FOCUS FUND	VAR	11/14/2008	2,120.91	4,975.81	(2,854.90)
59.379	HASCX-HARBOR SML CAP VALU FD-I	VAR	11/14/2008	709.58	1,214.90	(505.32)
40.729	LMNVX-LEGG MASON VALUE TRUST	VAR	11/14/2008	1,152.23	2,941.45	(1,789.22)
107.609	CRIMX-CRM MID CAP VALUE INSTL	VAR	VAR	1,958.04	2,920.51	(962.47)
128.825	CVGRX-CALAMOX GROWTH FD CL A	VAR	VAR	3,921.44	6,868.97	(2,947.53)
330.007	FMIOX-FMI FOCUS FUND	VAR	VAR	5,398.42	11,744.95	(6,346.53)
280.536	HASCX-HARBOR SML CAP VALU FD-I	VAR	VAR	3,213.36	5,739.78	(2,526.42)
779.055	IGNAX-IVY FD GLOBAL NAT RES A	VAR	VAR	9,388.00	27,694.65	(18,306.65)
547.248	JIEIX-ARTIO GLBL INTL EQTY I	VAR	VAR	12,525.02	18,890.99	(6,365.97)
276.825	LMNVX-LEGG MASON VALUE TRUST	VAR	VAR	8,450.71	19,992.32	(11,541.61)
339.911	PTTRX-PIMCO TOTAL RETURN INSTL	VAR	VAR	3,505.51	3,519.48	(13.97)
1392.18	QFVOX-QUANTITATIVE VAL FD ORD	VAR	VAR	11,723.16	33,137.58	(21,414.42)
4523.569	WATFX-WESTERN ASSET CORE BD-I	VAR	VAR	39,636.43	50,861.49	(11,225.06)
84.307	CAMSX-CAMBIAR CONQUISTADOR FD	VAR	VAR	711.55	1,155.01	(443.46)
1265.81	FSMXX-GS FINL SQ MMKT INSTL	VAR	VAR	1,265.81	1,265.81	-
TOTAL LONG TERM				615,123.86	876,736.37	(261,612.51)
SHORT TERM						
153.782	CAMWX-CAMBIAR OPPORTUNITY FD	VAR	11/17/2008	1,568.60	2,952.02	(1,383.42)
93.067	FFMIX-FORWARD MINI CAP INSTITUT	VAR	11/17/2008	994.90	1,613.75	(618.85)
166.657	JMIVX-JANUS MD CAP VAL FD INST	VAR	11/14/2008	2,501.53	3,729.77	(1,228.24)
19.788	KNPYX-KINETICS PARADIGM FUND-1	VAR	11/17/2008	271.70	611.25	(339.55)
227.65	MDLVX-BLACKROCK LRG CAP VAL A	VAR	11/17/2008	2,440.42	4,177.38	(1,736.96)
52.115	NMTAX-COLUMBIA FUNDS MARISCO-A	VAR	11/17/2008	449.24	873.96	(424.72)
52.51	RYVPX-ROYCE VALUE PLUS FD-INV	VAR	11/17/2008	393.30	740.39	(347.09)
249.022	TGCEX-TCW SEL EQTYS FD CL I	VAR	11/17/2008	2,856.29	4,920.68	(2,064.39)
4667.157	TRERX-TIAA-CREF INST INTL EQ-R	VAR	11/17/2008	28,804.62	53,625.63	(24,821.01)
1091.859	AMVAX-RIVERSOURCE M/C VAL CL A	VAR	VAR	4,854.68	5,295.52	(440.84)
1173.313	EIBIX-EATON VANCE INCOME FD I	VAR	VAR	5,315.03	4,927.93	387.10
97.078	FVADX-FRANKLIN VALUE ADVISOR	VAR	VAR	2,451.40	2,500.73	(49.33)
1465.095	HAIGX-HARBOR FD INTL GROWTH FD	VAR	VAR	12,257.17	10,973.58	1,283.59
2019.437	HWCIX-HOTCHIS&WILEY COR VAL-I	VAR	VAR	12,220.43	12,197.41	23.02
79.248	IGNAX-IVY FD GLOBAL NAT RES A	VAR	VAR	1,134.85	1,131.67	3.18
151.576	MGOYX-MUNDER M/C CORE GROWTH-Y	VAR	VAR	2,496.24	2,420.68	75.56
383.551	NVEAX-MARSICO FOCSD EQUITES-A	VAR	VAR	5,373.21	5,672.73	(299.52)
1139.277	OAKIX-OAKMARK ASSOC INV TR I	VAR	VAR	13,234.54	13,147.26	87.28
287.756	OIGYX-OPP INTERNATL GRWTH CL Y	VAR	VAR	5,209.35	4,782.51	426.84
845.95	TGDIX-TCW DIVERS VAL-I	VAR	VAR	7,352.23	7,385.16	(32.93)
1397.982	WATFX-WESTERN ASSET CORE BD-I	VAR	VAR	12,260.37	12,890.05	(629.68)
95.583	BLUEX-BRANDYWINE BLUE FIND	VAR	VAR	1,715.71	1,854.32	(138.61)
52.124	MFINX-DWS INV TR CORE FXD CL I	VAR	VAR	445.66	465.47	(19.81)
51.782	NBMIX-N&B SMALL CAP GRWTH INVS	VAR	VAR	554.59	610.00	(55.41)
TOTAL SHORT TERM				127,156.06	159,499.85	(32,343.79)
				742,279.92	1,036,236.22	(293,956.30)

STATEMENT 1-1

Form 990-PF	Other Income		Statement	2
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
INCOME TAX REFUND	1,196.	0.		
Total to Form 990-PF, Part I, line 11	1,196.	0.		

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	1,170.	0.		0.	
To Form 990-PF, Pg 1, ln 16b	1,170.	0.		0.	

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INVESTMENT FEES	19,520.	19,520.		0.	
COMPUTER ASSISTANCE	650.	0.		0.	
To Form 990-PF, Pg 1, ln 23	20,170.	19,520.		0.	

Form 990-PF	Corporate Stock		Statement	5
Description	Book Value	Fair Market Value		
WACHOVIA ACCOUNT - STOCKS	1,068,952.	1,064,630.		
Total to Form 990-PF, Part II, line 10b	1,068,952.	1,064,630.		

Form 990-PF	Other Investments	Statement	6
Description	Valuation Method	Book Value	Fair Market Value
WACHOVIA ACCOUNT-MUTUAL FUNDS-1783	COST	1,162,687.	1,087,009.
Total to Form 990-PF, Part II, line 13		<u>1,162,687.</u>	<u>1,087,009.</u>

Form 990-PF	Grant Application Submission Information	Statement	7
	Part XV, Lines 2a through 2d		

Name and Address of Person to Whom Applications Should be Submitted

DOUGLAS D. KUGLEY, PRESIDENT
PO BOX 7
MT. PLEASANT, SC 29465

Telephone Number

843-216-9466

Form and Content of Applications

QUALIFIED CHARITIES SHOULD MAKE A PROPOSAL IN LETTER FORM AND INCLUDE THE FOLLOWING INFORMATION:

- 1) A DESCRIPTION OF THE ORGANIZATION, ITS PURPOSE, PROGRAMS, STAFFING AND GOVERNING BOARD.
- 2) THE ORGANIZATION'S LATEST FINANCIAL STATEMENTS, INCLUDING INTERIM AND LAST ANNUAL STATEMENT.
- 3) EVIDENCE FROM THE IRS OF THE ORGANIZATION'S TAX-EXEMPT STATUS AND THAT THE APPLYING ORGANIZATION ITSELF IS NOT A PRIVATE FOUNDATION.
- 4) A DESCRIPTION OF THE PROPOSED PROJECT AND FULL JUSTIFICATION FOR ITS FUNDING, INCLUDING A PROJECT BUDGET AND OTHER FUNDING SOURCES OF THE PROJECT.
- 5) SUBMIT TWO COPIES OF THE PROPOSAL.

Any Submission Deadlines

APPLICATIONS SHOULD GENERALLY BE RECEIVED BY MARCH 1ST.

Restrictions and Limitations on Awards

THE MAIN PLANNED ACTIVITY IS TO MAKE GRANTS TO ORGANIZATIONS FOCUSED ON IMPROVING THE HEALTH, EDUCATION AND WELFARE OF CHILDREN AND YOUNG ADULTS IN THE COMMUNITY OF CHARLESTON, SOUTH CAROLINA. ALTHOUGH DUE TO THE FOUNDER'S NATIONAL INTERESTS, GRANTS MAY BE MADE TO ORGANIZATIONS OUTSIDE THE COMMUNITY. THE FOUNDATION HAS NOT DETERMINED SPECIFIC CHARITABLE ORGANIZATIONS TO SUPPORT. GRANTS ARE GENERALLY LIMITED TO TAX-EXEMPT CHARITIES AND GOVERNMENT AGENCIES WHICH HAVE DEMONSTRATED HAVING A MAJOR IMPACT ON ASSISTING CHILDREN AND YOUNG ADULTS. NO GRANTS ARE MADE TO INDIVIDUALS AND NO LOANS ARE ENVISIONED TO CHARITIES.

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 8

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
WINGS FOR KIDS, P.O. BOX 369, SULLIVAN'S ISLAND, SC 29482	NONE KIDS SCHOOL PROGRAMS	501(C)(3) ORGANIZATIO	5,000.
NEXT CHILD FUND, INC, 1061 KING STREET, CHARLESTON, SC 29403	NONE PREVENT CHILD ABUSE	501(C)(3) ORGANIZATIO	20,000.
DUOLOS DISCIPLES, 2737 GASTON GATE, MT. PLEASANT, SC 29466	NONE CHRISTIAN MISSIONARY	501(C)(3) ORGANIZATIO	10,000.
WELVISTA, 2700 MIDDLEBURG DRIVE, SUITE 104, COLUMBIA, SC 29204	NONE DENTAL CARE FOR UNDERPRIVILIGED KIDS	501(C)(3) ORGANIZATIO	11,000.
COMMUNITIES IN SCHOOLS, MSC 1201, 701 EAST BAY STREET, CHARLESTON, SC 29403	NONE KIDS OUTREACH	501(C)(3) ORGANIZATIO	10,000.
YESCAROLINA, ONE CARRIAGE LANE BUILDING G, CHARLESTON, SC 29407	NONE CAMP FOR KIDS & TEACHERS	501(C)(3) ORGANIZATIO	30,000.
WINGS FOR KIDS, P.O. BOX 369, SULLIVAN'S ISLAND, SC 29482	NONE KIDS SCHOOL PROGRAMS	501(C)(3) ORGANIZATIO	10,000.

CHARLESTON COLLEGIATE SCHOOL, 2024 ACADEMY DRIVE, JOHNS ISLAND, SC 29455	NONE	501(C)(3) ORGANIZATIO	10,000.
	PRIVATE SCHOOL		

THE DEE NORTON LOWCOUNTRY CENTER, 1061 KING STREET, CHARLESTON, SC 29403	NONE	501(C)(3) ORGANIZATIO	10,000.
	PREVENT CHILD ABUSE		

FROM DARKENSS TO LIGHT, 247 MEETING STREET, SUITE 200, CHARLESTON, SC 29401	NONE	501(C)(3) ORGANIZATIO	20,000.
	PREVENT CHILD ABUSE		

MUSC FOUNDATION, 18 BEE STREET, CHARLESTON, SC 29425	NONE	501(C)(3) ORGANIZATIO	20,000.
	EPILEPSY CHILD RESEARCH		

RON MOTLEY

Total to Form 990-PF, Part XV, line 3a			<u>156,000.</u>
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