



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

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 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type See Specific Instructions.	Name of foundation HAYNE HIPP FOUNDATION		A Employer identification number 57-0861526
	Number and street (or P.O. box number if mail is not delivered to street address) 135 S. MAIN STREET		B Telephone number
	City or town, state, and ZIP code GREENVILLE, SC 29601		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) \$ 11,141,285.		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	140.		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	2,442.	2,442.		STATEMENT 1
	4 Dividends and interest from securities	109,335.	109,335.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<726,831.>			
	b Gross sales price for all assets on line 6a	3,780,401.			
	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	738.	<187.>		STATEMENT 3	
12 Total. Add lines 1 through 11	<614,176.>	111,590.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	25,000.	12,500.		12,500.
	14 Other employee salaries and wages	66,090.	33,045.		33,045.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	6,369.	3,185.		3,184.
	b Accounting fees STMT 5	11,750.	5,875.		5,875.
	c Other professional fees STMT 6	79,658.	50,658.		29,000.
	17 Interest				
	18 Taxes STMT 7	5,781.	3,253.		2,527.
	19 Depreciation and depletion	17,175.	0.		
	20 Occupancy	66,724.	33,362.		33,362.
	21 Travel, conferences, and meetings	155.	0.		155.
	22 Printing and publications	30.	0.		30.
	23 Other expenses STMT 8	61,735.	5,014.		54,872.
	24 Total operating and administrative expenses. Add lines 13 through 23	340,467.	146,892.		174,550.
	25 Contributions, gifts, grants paid	1,470,110.			1,470,110.
26 Total expenses and disbursements. Add lines 24 and 25	1,810,577.	146,892.		1,644,660.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<2,424,753.>				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED MAY 24 2010

2

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			2,289,979.	635,922.	635,922.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶			1,500.		
	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 9			5,945,889.	4,703,975.	4,716,689.
	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 ▶ 150,316.					
	Less accumulated depreciation STMT 10 ▶ 124,947.			37,129.	25,369.	25,369.
	15 Other assets (describe ▶ STATEMENT 11)			4,628,193.	5,178,489.	5,763,305.
	16 Total assets (to be completed by all filers)			12,902,690.	10,543,755.	11,141,285.
	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					
Net Assets or Fund Balances	22 Other liabilities (describe ▶ STATEMENT 12)			34,927.	100,745.	
	23 Total liabilities (add lines 17 through 22)			34,927.	100,745.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <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			12,867,763.	10,443,010.	
30 Total net assets or fund balances			12,867,763.	10,443,010.		
31 Total liabilities and net assets/fund balances			12,902,690.	10,543,755.		

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	12,867,763.
2 Enter amount from Part I, line 27a	2	<2,424,753.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,443,010.
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	10,443,010.

Form 990-PF (2009)

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 3,780,401.		4,507,232.	<726,831.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<726,831.>

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	<726,831.>
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))
2008	1,875,037.	14,039,930.	.133550
2007	2,128,252.	18,790,542.	.113262
2006	1,821,006.	17,728,783.	.102715
2005	1,434,786.	12,624,610.	.113650
2004	862,560.	12,978,128.	.066463

2 Total of line 1, column (d)	2	.529640
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	.105928
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,280,326.
5 Multiply line 4 by line 3	5	1,088,974.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	1,088,974.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,644,660.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	0.
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 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 10,267.		
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	10,267.
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	10,267.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax	10,267. Refunded	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV.	X	
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2009)

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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ELIZABETH OWINGS</u> Telephone no. ► <u>(864) 241-5432</u> Located at ► <u>135 S MAIN STREET, GREENVILLE, SC</u> ZIP+4 ► <u>29601</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		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.

	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 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 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

Form 990-PF (2009)

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
W. HAYNE HIPP 135 S. MAIN STREET GREENVILLE, SC 29602	PRESIDENT 16.00	25,000.	0.	0.
ANNA KATE HIPP 135 S. MAIN STREET GREENVILLE, SC 29602	VICE PRESIDENT/SECRETARY/T 2.00	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

Form 990-PF (2009)

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.

Form 990-PF (2009)

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	3,938,586.
b	Average of monthly cash balances	1b	955,824.
c	Fair market value of all other assets	1c	5,542,469.
d	Total (add lines 1a, b, and c)	1d	10,436,879.
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	10,436,879.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	156,553.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,280,326.
6	Minimum investment return. Enter 5% of line 5	6	514,016.

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	514,016.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	514,016.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	514,016.
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	514,016.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,644,660.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,644,660.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,644,660.

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.

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				514,016.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	140,459.			
b From 2005	830,283.			
c From 2006	1,009,782.			
d From 2007	1,208,821.			
e From 2008	1,173,040.			
f Total of lines 3a through e	4,362,385.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	1,644,660.			
a Applied to 2008, 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)	1,644,660.	* SEE ELECTION *		
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	514,016.			514,016.
6 Enter the net total of each column as indicated below:	5,493,029.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,493,029.			
10 Analysis of line 9:				
a Excess from 2005	456,726.			
b Excess from 2006	1,009,782.			
c Excess from 2007	1,208,821.			
d Excess from 2008	1,173,040.			
e Excess from 2009	1,644,660.			

Form 990-PF (2009)

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 2009, 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)

- 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.**

- 3 Subtract line 2d from line 2c.
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**

[illegible]

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).)

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. (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 ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

- c Any submission deadlines:**

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE ATTACHED SCHEDULE</div>				<div>1,470,110.</div>
<div>Total</div>			<div>▶ 3a</div>	<div>1,470,110.</div>
<div>b Approved for future payment</div> <div>NONE</div>				
<div>Total</div>			<div>▶ 3b</div>	<div>0.</div>

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	2,442.		
4 Dividends and interest from securities			14	109,335.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	532000	925.	14	<187.>		
8 Gain or (loss) from sales of assets other than inventory			18	<726,831.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		925.		<615,241.>		0.
13 Total. Add line 12, columns (b), (d), and (e).					13	<614,316.>

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

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | 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) of the Code (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		

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

Sign Here	Signature of officer or trustee <u>Hans Rupp</u>		Date <u>5-14-10</u>	Title <u>Chair</u>	
	Preparer's signature <u>Martha Louise Ramage Lewis</u>	Date <u>5/14/2010</u>	Check if self-employed <input checked="" type="checkbox"/>	Preparer's identifying number	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code			EIN	
	<u>MARTHA LOUISE RAMAGE LEWIS LLC</u> <u>1310 AUGUSTA STREET</u> <u>GREENVILLE, SC 29605</u>			<u>Phone no. (864) 250-1818</u>	

Hayne Hipp Foundation
EIN: 57-0861526
Attachment to Form 990PF, Part XIII

**SECTION 4942(h)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS**

Pursuant to IRC Sec 4942(h)(2) and Reg 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of (check one)

☐ Undistributed income from the tax year(s) ending

Tax Year	Amount
	\$

☒ Corpus.

Signed:

Hayne Hipp
HAYNE N. HIP CHAIR
Name and Title

5/14/10
Date

Hayne Hipp Foundation

EIN: 57-0861526

Supplementary Statements

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS, OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY ACCEPT APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

HAYNE HIPP FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 12/31/2009
EIN 57-0861526

Date	Name	City	State	Relationship of recipient to		Foundation Status of Recipient	Purpose	Amount
				Foundation members	or contributors			
01/09/2009	FIRST PRESBYTERIAN CHURCH OF ARKADELPHIA	ARKADELPHIA	AR	None	None	Religious	GENERAL PURPOSE FUND	1,000 00
01/09/2009	FOURTH PRESBYTERIAN CHURCH	GREENVILLE	SC	None	None	Religious	GENERAL PURPOSE FUND	15,000 00
01/13/2009	CHILDREN'S MUSEUM	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	500 00
01/13/2009	PEACE CENTER FOR THE PERFORMING ARTS	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	3,320 00
01/13/2009	PEACE CENTER FOR THE PERFORMING ARTS	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	5,000 00
01/15/2009	METROPOLITAN ARTS COUNCIL	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	2,500 00
01/19/2009	YWCA OF GREENVILLE	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
01/21/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	LIBERTY FELLOWSHIP FUND	200,000 00
02/03/2009	HOSPICE HOUSE OF GREENVILLE	GREENVILLE	SC	None	None	Public Charity	CAPITAL CAMPAIGN	20,000 00
02/03/2009	UPSTATE HOMELESS COALITION	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
02/06/2009	UNITED WAY OF GREENVILLE COUNTY	GREENVILLE	SC	None	None	Public Charity	CAPITAL CAMPAIGN	10,000 00
02/10/2009	GREENVILLE CHORALE	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	2,500 00
02/11/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	DISCRETIONARY	750 00
02/19/2009	ST BALDRICKS FOUNDATION	PASADENDA	CA	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
02/20/2009	CHRIST CHURCH EPISCOPAL	GREENVILLE	SC	None	None	Religious	GENERAL PURPOSE FUND	200 00
02/20/2009	FIRST PRESBYTERIAN CHURCH	GREENVILLE	SC	None	None	Religious	GENERAL PURPOSE FUND	100 00
02/20/2009	GOVERNOR'S SCHOOL FOR ARTS FOUNDATION	GREENVILLE	SC	None	None	Educational Institution	GENERAL PURPOSE FUND	1,000 00
02/23/2009	CAMP TWIN LAKES	ATLANTA	GA	None	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
02/24/2009	MUSCULAR DYSTROPHY ASSN	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
03/10/2009	A SAM KARESH LONGTERM CARE	CAMDEN	SC	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
03/10/2009	DR WILLIAM R DELOACH CENTER	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
03/10/2009	FOURTH PRESBYTERIAN CHURCH	GREENVILLE	SC	None	None	Religious	GENERAL PURPOSE FUND	100 00
03/10/2009	MARCH OF DIMES	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
03/12/2009	GREENVILLE COUNTY MUSEUM OF ART	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	2,500 00
03/12/2009	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	8,750 00
03/12/2009	PARIS MOUNTAIN STATE PARK	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
03/20/2009	ASPEN INSTITUTE	ASPEN	CO	None	None	Public Charity	GENERAL PURPOSE FUND	6,000 00
03/20/2009	FINE ARTS CENTER OF GREENVILLE COUNTY	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	2,500 00
03/20/2009	SOUTH CAROLINA BUSINESS HALL OF FAME	COLUMBIA	SC	None	None	Public Charity	GENERAL PURPOSE FUND	2,250 00
03/26/2009	ROLLING GREEN VILLAGE FOUNDATION, INC	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	5,000 00
03/26/2009	WATER OF LIFE	GREENVILLE	SC	None	None	Religious	GENERAL PURPOSE FUND	1,000 00
03/26/2009	YMCA CAMP GREENVILLE	CEDAR MOUNTAIN	NC	None	None	Public Charity	GENERAL PURPOSE FUND	400 00
03/31/2009	UPSTATE FOREVER	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	25,000 00
04/01/2009	CLEMENTS KINDNESS FOR THE CHILDREN	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
04/03/2009	PEABODY INSTITUTE, JOHNS HOPKINS UNIV	BALTIMORE	MD	None	None	Public Charity	CAPITAL CAMPAIGN	10,000 00
04/06/2009	FRIENDS OF BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None	None	Public Charity	GENERAL PURPOSE FUND	800 00
04/06/2009	YMCA CAMP GREENVILLE	CEDAR MOUNTAIN	NC	None	None	Public Charity	GENERAL PURPOSE FUND	500 00
04/08/2009	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None	None	Public Charity	GENERAL PURPOSE FUND	250 00
04/08/2009	GREENVILLE CHAMBER OF COMMERCE	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	400 00
04/09/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	LIBERTY FELLOWSHIP FUND	100,000 00
04/20/2009	YMCA CAMP GREENVILLE	CEDAR MOUNTAIN	NC	None	None	Public Charity	GENERAL PURPOSE FUND	400 00
04/28/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	LIBERTY FELLOWSHIP FUND	100,000 00
04/30/2009	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	220 00
05/01/2009	LEADERSHIP SOUTH CAROLINA	COLUMBIA	SC	None	None	Public Charity	GENERAL PURPOSE FUND	150 00
05/06/2009	ARKANSAS COMMUNITY FOUNDATION	LITTLE ROCK	AR	None	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
05/07/2009	PAZAPA	DEXTER	MI	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
05/11/2009	MUSC HEALTH SCIENCES FOUNDATION	CHARLESTON	SC	None	None	Public Charity	CAPITAL CAMPAIGN	31,000 00
05/13/2009	SOUTH CAROLINA FOOD BANK ASSOCIATION	COLUMBIA	SC	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
05/14/2009	AMERICAN RED CROSS	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
05/14/2009	CHARITY BALL INC	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
05/14/2009	LEUKEMIA & LYMPHOMA SOCIETY	IRMO	SC	None	None	Public Charity	GENERAL PURPOSE FUND	200 00
05/26/2009	ROPER MOUNTAIN SCIENCE CENTER	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	200 00
05/26/2009	YMCA CAMP GREENVILLE	CEDAR MOUNTAIN	NC	None	None	Public Charity	GENERAL PURPOSE FUND	1,100 00
06/01/2009	FAVOR GREENVILLE	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	15,000 00
06/03/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	LIBERTY FELLOWSHIP FUND	3,000 00
06/04/2009	WAREHOUSE THEATRE	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	125 00
06/04/2009	YWCA OF GREENVILLE	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	50 00
06/05/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	LIBERTY FELLOWSHIP FUND	107,000 00
06/08/2009	CENTRE STAGE	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	125 00
06/08/2009	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	8,750 00
06/08/2009	UPSTATE FOREVER	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	2,500 00
06/15/2009	ASPEN INSTITUTE	ASPEN	CO	None	None	Public Charity	GENERAL PURPOSE FUND	2,500 00
06/24/2009	YMCA CAMP GREENVILLE	CEDAR MOUNTAIN	NC	None	None	Public Charity	GENERAL PURPOSE FUND	1,200 00
06/30/2009	WASHINGTON & LEE UNIVERSITY	LEXINGTON	VA	None	None	Educational Institution	GENERAL PURPOSE FUND	500 00
07/01/2009	JUNIOR ACHIEVEMENT OF CENTRAL SC	COLUMBIA	SC	None	None	Public Charity	GENERAL PURPOSE FUND	500 00
07/02/2009	MARY BALDWIN COLLEGE	STAUNTON	VA	None	None	Educational Institution	CAPITAL CAMPAIGN	50,000 00
07/15/2009	GREENVILLE FORWARD	GREENVILLE	SC	None	None	Public Charity	GREENVILLE FORWARD CAMPAIGN	30,000 00
07/17/2009	AMERICAN CANCER SOCIETY	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	600 00
07/21/2009	NATIONAL OUTDOOR LEADERSHIP SCH	LANDER	WY	None	None	Public Charity	GENERAL PURPOSE FUND	250 00
07/21/2009	SCANPO	COLUMBIA	SC	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
08/04/2009	BEYOND DIFFERENCES, INC	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
08/04/2009	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None	None	Public Charity	GENERAL PURPOSE FUND	5,000 00
08/04/2009	FIRST BAPTIST CHURCH OF GREENVILLE	GREENVILLE	SC	None	None	Religious	GENERAL PURPOSE FUND	200 00
08/06/2009	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None	None	Public Charity	GENERAL PURPOSE FUND	100 00
08/07/2009	MARY BALDWIN COLLEGE	STAUNTON	VA	None	None	Educational Institution	CAPITAL CAMPAIGN	25,000 00
08/11/2009	MARY BALDWIN COLLEGE	STAUNTON	VA	None	None	Educational Institution	CAPITAL CAMPAIGN	25,000 00
08/21/2009	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	8,750 00
08/21/2009	TREES GREENVILLE	GREENVILLE	SC	None	None	Public Charity	GENERAL PURPOSE FUND	10,000 00
08/25/2009	HIDDEN TREASURE	TAYLORS	SC	None	None	Public Charity	GENERAL PURPOSE FUND	5,000 00
08/25/2009	MUSC HEALTH SCIENCES FOUNDATION	CHARLESTON	SC	None	None	Public Charity	CAPITAL CAMPAIGN	25,000 00
09/01/2009	FAMILIES UNITED TOWARD UNIVERSAL RESPECT	LEESBURG	VA	None	None	Public Charity	GENERAL PURPOSE FUND	500 00
09/02/2009	CLASSIC CENTER CULTURAL FDN	ATHENS	GA	None	None	Public Charity	GENERAL PURPOSE FUND	5,000 00
09/04/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	LIBERTY FELLOWSHIP FUND	50,000 00
09/04/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	LIBERTY FELLOWSHIP FUND	50,000 00
09/04/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	LIBERTY FELLOWSHIP FUND	50,000 00
09/04/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	None	Educational Institution	LIBERTY FELLOWSHIP FUND	50,000 00
09/29/2009	FIRST CALVARY MISSIONARY CHURCH	GEORGETOWN	SC	None	None	Religious	GENERAL PURPOSE FUND	1,000 00

HAYNE HIPP FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 12/31/2009
EIN 57-0861526

Date	Name	City	State	Relationship of recipient to Foundation members or contributors	Foundation Status of Recipient	Purpose	Amount
10/01/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	Educational Institution	LIBERTY FELLOWSHIP FUND	100,000 00
10/05/2009	CAROLINA FOOTHILLS GARDEN CLUB	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	150 00
10/05/2009	HOLY CROSS FAITH MEMORIAL CHURCH	PAWLEYS ISLAND	SC	None	Religious	GENERAL PURPOSE FUND	2,500 00
10/05/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	Educational Institution	LIBERTY FELLOWSHIP FUND	3,000 00
10/06/2009	COMMUNITY FOUNDATION OF GREENVILLE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	200 00
10/13/2009	TALL TIMBERS RESEARCH STATION	TALLAHASSEE	FL	None	Public Charity	GENERAL PURPOSE FUND	3,500 00
10/15/2009	GREENVILLE COUNTY MUSEUM OF ART	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	500 00
10/21/2009	BLUE RIDGE COUNCIL, BSA	MAULDIN	SC	None	Public Charity	GENERAL PURPOSE FUND	200 00
10/21/2009	MEYER CENTER	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
10/28/2009	TREES GREENVILLE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	150 00
10/28/2009	TREES GREENVILLE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	150 00
10/29/2009	GREENVILLE WOMEN GIVING	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,100 00
10/29/2009	GREENVILLE WOMEN GIVING	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,100 00
10/29/2009	GREENVILLE WOMEN GIVING	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,100 00
11/02/2009	PEACE CENTER FOR THE PERFORMING ARTS	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	750 00
11/10/2009	ASPEN INSTITUTE	ASPEN	CO	None	Public Charity	TRUSTEES ANNUAL FUND	32,000 00
11/10/2009	COASTAL CONSERVATION LEAGUE	CHARLESTON	SC	None	Public Charity	GENERAL PURPOSE FUND	200 00
11/10/2009	EPISCOPAL HIGH SCHOOL	ALEXANDRIA	VA	None	Educational Institution	GENERAL PURPOSE FUND	1,000 00
11/10/2009	FRIENDS OF SPRINGWOOD CEMETERY	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
11/10/2009	MARY BALDWIN COLLEGE	STAUNTON	VA	None	Educational Institution	GENERAL PURPOSE FUND	1,000 00
11/10/2009	MARY BALDWIN COLLEGE	STAUNTON	VA	None	Educational Institution	CAPITAL CAMPAIGN	100,000 00
11/10/2009	WASHINGTON & LEE UNIVERSITY	LEXINGTON	VA	None	Educational Institution	GENERAL PURPOSE FUND	1,000 00
11/10/2009	WOFFORD COLLEGE	SPARTANBURG	SC	None	Educational Institution	LIBERTY FELLOWSHIP FUND	100,000 00
11/11/2009	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	8,750 00
11/11/2009	UPSTATE FOREVER	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	250 00
11/18/2009	A CHILD'S HAVEN INC	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
11/18/2009	AVON OLD FARMS	AVON	CT	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
11/18/2009	EMORY UNIVERSITY	ATLANTA	GA	None	Educational Institution	GENERAL PURPOSE FUND	500 00
11/18/2009	NOLS	LANDER	WY	None	Public Charity	GENERAL PURPOSE FUND	300 00
11/18/2009	WELVISTA	COLUMBIA	SC	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
11/24/2009	ARKADELPHIA PRESBYTERIAN CHURCH	ARKADELPHIA	AR	None	Religious	GENERAL PURPOSE FUND	100 00
11/24/2009	FULLER NORMAL CHARTER SCHOOL	GREENVILLE	SC	None	Educational Institution	GENERAL PURPOSE FUND	100 00
11/24/2009	UPCOUNTY HISTORY MUSEUM	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
12/01/2009	SPRINGFIELD BAPTIST CHURCH	GREENVILLE	SC	None	Religious	GENERAL PURPOSE FUND	100 00
12/09/2009	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	120 00
12/15/2009	PAWLEYS ISLAND BEAUTIFICATION FDN	PAWLEYS ISLAND	SC	None	Public Charity	GENERAL PURPOSE FUND	3,350 00
12/29/2009	FRIENDS OF THE ZOO	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	500 00
12/29/2009	WASHINGTON & LEE UNIVERSITY	LEXINGTON	VA	None	Educational Institution	GENERAL PURPOSE FUND	1,000 00
TOTAL CONTRIBUTIONS PAID							<u>\$ 1,470,110 00</u>

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 ACADIAN ALL COUNTRY NET GAIN	P	VARIOUS	02/24/09
b TEEKAY LNG LLC NET GAIN	P	VARIOUS	VARIOUS
c FRANKLIN ST MULTI STRAT FD NET GAIN	P	VARIOUS	VARIOUS
d FSP MANAGER OF MGRS LLC II NET GAIN	P	VARIOUS	VARIOUS
e 34,873.58 SHS PIONEER CULLEN VALUE FUND	P	02/27/09	10/30/09
f RANGER SMALL CAP FUND NET LOSS	P	VARIOUS	VARIOUS
g RANGER SMALL CAP FUND NET LOSS	P	VARIOUS	VARIOUS
h 73,184.68 SHS JOHN HANCOCK INT'L CORE FD	P	VARIOUS	VARIOUS
i 15,732.27 SHS JOHN HANCOCK INT'L CORE FD	P	VARIOUS	VARIOUS
j 11,793.46 SHS KEELEY SMALL CAP VALUE FUND	P	VARIOUS	VARIOUS
k 15,912.35 SHS DODGE & COX INTERNATIONAL STOCK	P	06/27/06	02/25/09
l 1,914.65 SHS DODGE & COX INTERNATIONAL STOCK	P	12/22/08	02/25/09
m 12,647.56 SHS SCHNEIDER VALUE FUND	P	VARIOUS	VARIOUS
n ARGENT CAPITAL MANAGEMENT LLC - SEE STATEMENT A	P	VARIOUS	VARIOUS
o ARGENT CAPITAL MANAGEMENT LLC - SEE STATEMENT A	P	VARIOUS	VARIOUS

(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 2,348.			2,348.
b 2.			2.
c 376,769.			376,769.
d 31,083.			31,083.
e 547,864.		400,000.	147,864.
f <26,030.>			<26,030.>
g <13,192.>			<13,192.>
h 1,177,160.		1,280,000.	<102,840.>
i 292,620.		629,291.	<336,671.>
j 212,282.		279,078.	<66,796.>
k 277,193.		588,279.	<311,086.>
l 33,353.		40,131.	<6,778.>
m 150,000.		259,435.	<109,435.>
n 361,150.		514,082.	<152,932.>
o 130,464.		157,294.	<26,830.>

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			2,348.
b			2.
c			376,769.
d			31,083.
e			147,864.
f			<26,030.>
g			<13,192.>
h			<102,840.>
i			<336,671.>
j			<66,796.>
k			<311,086.>
l			<6,778.>
m			<109,435.>
n			<152,932.>
o			<26,830.>

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	NEUBERGER BERMAN - SEE STATEMENT B	P	VARIOUS	VARIOUS
b	NEUBERGER BERMAN - SEE STATEMENT B	P	VARIOUS	VARIOUS
c	ARTWORK - CHARLESTON SAMPLER	D	01/31/06	08/25/09
d				
e				
f				
g				
h				
i				
j				
k				
l				
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 103,698.		217,785.	<114,087.>
b 110,137.		132,357.	<22,220.>
c 13,500.		9,500.	4,000.
d			
e			
f			
g			
h			
i			
j			
k			
l			
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			<114,087.>
b			<22,220.>
c			4,000.
d			
e			
f			
g			
h			
i			
j			
k			
l			
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	<726,831.>
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

Argent Capital Management LLC
REALIZED GAINS AND LOSSES
W. Hayne Hipp Foundation - cs8102a
Schwab #6014-1938
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
07-10-06	01-06-09	0.67500	Bank of America Corp.	56		10		-46
07-10-06	01-08-09	150.00000	Cisco Systems, Inc.	2,844		2,576		-268
12-20-07	01-08-09	350.00000	EMC Corp.	6,558		4,065		-2,493
07-10-06	01-16-09	1,250.00000	JP Morgan Chase & Co.	53,244		28,344		-24,899
07-10-06	01-22-09	558.00000	Bank of America Corp.	46,190		3,403		-42,787
07-10-06	02-03-09	300.00000	Johnson & Johnson	18,270		17,550		-721
07-10-06	02-05-09	350.00000	Walt Disney Co.	10,336		6,586		-3,750
08-21-06	02-05-09	850.00000	Walt Disney Co.	25,088		15,994		-9,094
03-07-08	03-06-09	850.00000	Covidien, Ltd.	35,465		23,438	-12,027	
03-23-07	03-13-09	400.00000	Oracle Corp.	7,424		6,176		-1,248
07-10-06	03-13-09	1,100.00000	Oracle Corp.	15,996		16,985		989
08-12-08	03-19-09	350.00000	Ralcorp Holdings, Inc.	20,812		18,804	-2,008	
08-01-07	04-03-09	500.00000	Genzyme Corp.	31,470		27,859		-3,611
09-17-07	04-22-09	600.00000	Colgate-Palmolive Co.	40,921		35,740		-5,181
05-12-08	04-24-09	600.00000	Abbott Laboratories	31,638		25,863	-5,776	
11-19-07	06-08-09	700.00000	Microsoft Corp.	23,863		15,259		-8,604
07-10-06	06-08-09	250.00000	Microsoft Corp.	5,868		5,460		-408
07-10-06	07-24-09	950.00000	Microsoft Corp.	22,300		22,125		-176
07-10-06	08-03-09	1,000.00000	Dover Corp.	48,423		34,370		-14,053
09-09-08	08-13-09	850.00000	NASDAQ OMX Group, Inc.	27,217		18,446	-8,771	
10-01-08	08-13-09	550.00000	NASDAQ OMX Group, Inc.	17,415		11,936	-5,480	
01-31-08	08-13-09	200.00000	J. Crew Group, Inc.	8,891		6,142		-2,748
05-03-07	08-13-09	550.00000	J. Crew Group, Inc.	22,109		16,891		-5,218
07-10-06	08-19-09	500.00000	Baker Hughes Inc.	39,614		18,473		-21,141
12-20-07	09-15-09	550.00000	EMC Corp.	10,305		9,266		-1,039
08-22-07	09-15-09	250.00000	Citrix Systems, Inc.	8,751		9,107		356
03-09-09	09-29-09	450.00000	PepsiCo, Inc.	20,863		26,291	5,428	
05-03-07	10-26-09	350.00000	J. Crew Group, Inc.	14,069		14,982		913
09-03-08	11-06-09	750.00000	St Jude Medical, Inc.	34,696		26,074		-8,622
04-22-09	11-12-09	10.00000	Google, Inc.	3,882		5,686	1,804	
07-10-06	11-12-09	250.00000	Cisco Systems, Inc.	4,740		5,824		1,084
09-12-08	11-12-09	200.00000	Allergan, Inc.	12,057		11,890		-167
TOTAL GAINS							7,232	3,341
TOTAL LOSSES							-34,062	-156,273
TOTAL REALIZED GAIN/LOSS							-26,830	-152,932

	Cost Basis	Proceeds	Gain / (Loss)
Total Short Term	\$157,294	\$130,464	(\$ 26,830)
Total Long Term	\$514,082	\$361,150	(\$152,932)

This information was compiled from sources we believe to be reliable. This report should not be used as a replacement for the actual information reported to the IRS on Form 1099.

STATEMENT A

Hayne Hipp Foundation
Neuberger Berman Gain/Loss Schedule
2009
57-0861526

Equity	Units Sold	Purchased Date	Sold Date	Cost Basis	Sale Price	Gain Loss
Short Term Sales						
Seahawk Drilling		8/28/2009	8/28/2009		\$ 15.69	\$ 15.69
Rockwell Automation	200	5/6/2008	1/21/2009	11,214.63	5,581.83	(5,632.80)
Foster Wheeler	700	5/27/2009	8/10/2009	16,111.11	19,450.36	3,339.25
Nokia Corp	1200	4/23/2009	8/28/2009	35,064.12	15,122.37	(19,941.75)
United States Treasury Bill		4/9/2009	7/2/2009	69,966.75	69,966.75	-
Total Short Term				<u>\$ 132,356.61</u>	<u>\$ 110,137.00</u>	<u>\$ (22,219.61)</u>
Long Term Sales						
Rockwell Automation	400	5/10/2007	1/21/2009	\$ 25,406.00	\$ 11,163.66	\$ (14,242.34)
Xerox Corp	1500	7/26/2006	1/22/2009	21,268.47	11,423.84	(9,844.63)
Caterpillar	400	7/23/2007	3/3/2009	32,858.00	10,034.18	(22,823.82)
Xerox Corp	1500	7/26/2006	3/13/2009	21,268.48	7,006.01	(14,262.47)
News Corp	2200	7/26/2006	5/12/2009	42,421.77	20,802.66	(21,619.11)
Oracle Corp	400	4/23/2008	6/25/2009	8,728.35	8,013.02	(715.33)
Pride International	250	10/30/2007	9/1/2009	8,492.22	6,087.27	(2,404.95)
XTO Energy	125	7/27/2006	9/1/2009	4,522.33	4,824.86	302.53
TUI Ag	1500	7/2/2007	9/2/2009	41,726.81	13,088.98	(28,637.83)
Seahawk Drilling	66	10/30/2007	9/23/2009	2,379.32	2,241.76	(137.56)
Pride International	150	10/30/2007	12/1/2009	5,095.33	4,803.65	(291.68)
XTO Energy	100	7/27/2006	12/1/2009	3,617.86	4,208.27	590.41
Total Long Term				<u>\$ 217,784.94</u>	<u>\$ 103,698.16</u>	<u>\$ (114,086.78)</u>

Form **4562**Department of the Treasury
Internal Revenue Service (99)

Name(s) shown on return

Depreciation and Amortization 990-PF
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2009Attachment
Sequence No 67**HAYNE HIPP FOUNDATION****FORM 990-PF PAGE 1****57-0861526****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	2,404.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	14,290.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		2,403.	5 YRS.	HY	200DB	481.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.	22	17,175.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

918251
11-04-09 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2009)

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---	--------------------------------------

42 Amortization of costs that begins during your 2009 tax year:

SEE STATEMENT 14					630.
------------------	--	--	--	--	------

43 Amortization of costs that began before your 2009 tax year

43

1,219.

44 Total. Add amounts in column (f). See the instructions for where to report

44

1,849.

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	EQUIPMENT	10/31/05	200DB	5.00		MC17	61,104.				61,104.	48,801.		6,562.	55,363.
2	EQUIPMENT	03/16/04	200DB	5.00		HY17	827.				827.	792.		35.	827.
3	EQUIPMENT	07/06/02	200DB	5.00		HY17	355.				355.	355.		0.	355.
4	EQUIPMENT	09/17/02	200DB	5.00		HY17	601.				601.	601.		0.	601.
5	EQUIPMENT	10/18/01	200DB	5.00		MC17	18,035.				18,035.	16,580.		0.	16,580.
6	EQUIPMENT	11/21/05	200DB	5.00		MC17	14,232.				14,232.	11,340.		1,542.	12,882.
7	EQUIPMENT	11/30/05	200DB	5.00		MC17	2,307.				2,307.	1,838.		250.	2,088.
8	FURNITURE AND FIXTURES	10/14/02	200DB	7.00		HY17	1,843.				1,843.	1,678.		165.	1,843.
9	FURNITURE AND FIXTURES	10/11/02	200DB	7.00		HY17	1,215.				1,215.	1,106.		109.	1,215.
10	FURNITURE AND FIXTURES	02/20/02	200DB	7.00		HY17	2,367.				2,367.	2,087.		280.	2,367.
11	FURNITURE AND FIXTURES	10/01/02	200DB	7.00		HY17	884.				884.	805.		79.	884.
12	FURNITURE AND FIXTURES	09/26/02	200DB	7.00		HY17	1,723.				1,723.	1,570.		153.	1,723.
13	COMPUTER EQUIPMENT	05/18/06	200DB	5.00		HY17	833.				833.	593.		96.	689.
14	FURNITURE AND FIXTURES	03/15/06	200DB	7.00		HY17	3,248.				3,248.	1,827.		406.	2,233.
15	OFFICE EQUIPMENT	06/21/06	200DB	5.00		HY17	3,744.				3,744.	2,666.		431.	3,097.
16	OFFICE EQUIPMENT	07/24/06	200DB	5.00		HY17	3,840.				3,840.	2,734.		442.	3,176.
17	FURNITURE AND FIXTURES	07/09/07	200DB	7.00		HY17	15,845.				15,845.	6,144.		2,772.	8,916.
18	COMPUTER EQUIPMENT	01/17/08	200DB	5.00		HY17	367.			184.	183.	37.		58.	95.

828111
04-24-06

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
19	COMPUTER EQUIPMENT	02/13/08	200DE	5.00		HY17	635.			318.	317.	63.		102.	165.
20	SOFTWARE	06/20/08		36M		HY43	3,657.				3,657.	610.		1,219.	1,829.
21	FURNITURE AND FIXTURES	01/03/08	200DE	7.00		HY17	653.			327.	326.	47.		80.	127.
22	FURNITURE AND FIXTURES	11/20/08	200DE	7.00		HY17	799.			400.	399.	57.		98.	155.
23	OFFICE EQUIPMENT	01/07/08	200DE	5.00		HY17	535.			268.	267.	53.		86.	139.
24	OFFICE EQUIPMENT	06/27/08	200DE	5.00		HY17	3,403.			1,702.	1,701.	340.		544.	884.
35	COMPUTER EQUIPMENT	01/19/09	200DE	5.00		HY19B	336.			168.	168.			202.	34.
36	COMPUTER EQUIPMENT	02/03/09	200DE	5.00		HY19B	3,917.			1,959.	1,958.			2,351.	392.
37	COMPUTER EQUIPMENT	06/23/09	200DE	5.00		HY19B	554.			277.	277.			332.	55.
38	SOFTWARE	01/14/09		36M		HY42	127.				127.			42.	42.
39	SOFTWARE	03/12/09		36M		HY42	210.				210.			58.	58.
40	SOFTWARE	04/09/09		36M		HY42	2,120.				2,120.			530.	530.
	* TOTAL 990-PF PG 1 DEPR & AMORT						150,316.			5,603.	144,713.	102,724.		19,024.	119,344.

828111
04-24-09

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

SOURCEAMOUNT

ARTHUR STATE BANK CD	869.
FSB OPPORTUNISTIC LLC	308.
NEUBERGER BERMAN - US GOV'T INTEREST	1,133.
TEEKAY LNG PTNR LLC	85.
WACHOVIA #5129	47.

TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A

2,442.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARGENT CHARLES SCHWAB	12,456.	0.	12,456.
FRANKLIN STREET	34,082.	0.	34,082.
FRANKLIN STREET US GOVT DIVIDENDS	421.	0.	421.
FSB OPPORTUNISTIC LLC	54,676.	0.	54,676.
NEUBERGER BERMAN LEHMAN	6,656.	0.	6,656.
RANGER SMALL CAP FUND DIVIDENDS	965.	0.	965.
TEEKAY LNG PTNRS LLC	79.	0.	79.
TOTAL TO FM 990-PF, PART I, LN 4	109,335.	0.	109,335.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET UBTI	925.	0.	
TEEKAY LNG LLC - ORD BUS LOSS	<312.>	<312.>	
TEEKAY LNG LLC - OTHER INCOME	125.	125.	
TOTAL TO FORM 990-PF, PART I, LINE 11	738.	<187.>	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,369.	3,185.		3,184.
TO FM 990-PF, PG 1, LN 16A	6,369.	3,185.		3,184.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,750.	5,875.		5,875.
TO FORM 990-PF, PG 1, LN 16B	11,750.	5,875.		5,875.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	50,658.	50,658.		0.
CONSULTING FEES	29,000.	0.		29,000.
TO FORM 990-PF, PG 1, LN 16C	79,658.	50,658.		29,000.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	725.	725.		0.
PAYROLL TAXES	5,056.	2,528.		2,527.
TO FORM 990-PF, PG 1, LN 18	5,781.	3,253.		2,527.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE FEES	1,323.	0.		1,323.
COMPUTER MAINTENANCE	16,725.	0.		16,725.
CLEANING EXPENSE	6,471.	0.		6,471.
COURIER SERVICE	990.	0.		990.
POSTAGE, FED EX, COPYING	2,785.	0.		2,785.
OFFICE EXPENSE	9,626.	0.		9,626.
PAYROLL PROCESSING FEES	877.	439.		438.
TELEPHONE	11,251.	0.		11,251.
REPAIRS AND MAINTENANCE	3,965.	0.		3,965.
INSURANCE	1,298.	0.		1,298.
OTHER PASSTHROUGH DEDUCTIONS	4,575.	4,575.		0.
AMORTIZATION	1,849.	0.		0.
TO FORM 990-PF, PG 1, LN 23	61,735.	5,014.		54,872.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ARGENT CAPITAL - SCHWAB - SEE STATEMENT C	1,104,184.	1,277,602.
NEUBERGER BERMAN - LEHMAN BROTHERS - SEE STATEMENT D	511,098.	603,298.
SCHNEIDER VALUE FUND	974,133.	626,279.
HARDING LOEVNER EMERGING MKTS	245,354.	231,050.
CRM SMALL/MIDCAP VALUE FUND	500,000.	551,457.
I SHARES TRUST	350,570.	374,385.
MATTHEWS PACIFIC TIGER FUND	252,060.	273,392.
GMO INTERNATIONAL EQUITY	766,576.	779,226.
DODGE & COX INTERNATIONAL STOCK FUND	0.	0.
KEELEY SMALL CAP VALUE FUND	0.	0.
RAINER LARGE CAP GROWTH FUND	0.	0.
JOHN HANCOCK INT'L CORE	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,703,975.	4,716,689.

Argent Schwab Cost Basis (FIFO)
AS OF 12/31/2009

DATE	EQUITIES	SYM	SHARES	COST PER SHARE	SOLD CURR MO	PURCHASED CURR MO	REPORT COST	TOTAL COST BY EQUITY
9/12/2008	ALLERGAN	AGN	350	60.2577			21,099.15	
11/26/2008	ALLERGAN	AGN	500	35.5332			17,775.55	
	ALLERGAN	AGN	-200		12,057.00		(12,057.00)	
	ALLERGAN	AGN	650				26,817.70	26,817.70
8/18/09	BEST BUY	BBY	600	36.8592			22,124.47	22,124.47
7/10/06	BIOMED IDEC	BIIB	1000	45.3107			45,419.66	
3/7/08	BIOMED IDEC	BIIB	-300	45.3107			(13,893.21)	
	BIOMED IDEC	BIIB	700				31,526.45	31,526.45
4/3/09	CARNIVAL CORP	CCL	900	24.9744			22,496.91	
8/18/09	CARNIVAL CORP	CCL	350	30.1196			10,550.81	
							33,047.72	33,047.72
10/29/09	CHICOS	CHS	1,400	42.8325			19,363.81	19,363.81
7/10/06	CISCO SYSTEMS	CSCO	2600	18.9605			49,297.62	
1/8/09	CISCO SYSTEMS	CSCO	-150				(2,844.00)	
	CISCO SYSTEMS	CSCO	-250		4,740.00		(4,740.00)	
	CISCO SYSTEMS	CSCO	2200				41,713.62	41,713.62
8/27/07	CITRIX	CTXS	1200	34.9957			42,004.79	
1/28/08	CITRIX	CTXS	150	33.9267			5,098.96	
9/18/09	CITRIX	CTXS	-250				(8,751.00)	
	CITRIX	CTXS	1100				38,352.75	38,352.75
9/4/08	DANAHER CORP	DHR	400	81.7830			32,722.15	
10/1/08	DANAHER CORP	DHR	200	68.4992			13,708.79	
	DANAHER CORP		600				46,430.94	46,430.94
11/27/07	EMC CORP	EMC	3000	18.3200			54,965.68	
	EMC CORP	EMC	-350	18.3200			(6,558.00)	
9/15/09	EMC CORP	EMC	-550				(10,305.00)	
	EMC CORP	EMC	2100				38,102.68	38,102.68
7/10/06	ENERGIZER HOLDING	ENR	500	57.7612			28,880.65	
3/12/09	ENERGIZER HOLDING	ENR	200	43.8266			8,774.27	
	ENERGIZER HOLDING	ENR	500				37,654.92	37,654.92

12/22/08	FACTSET RESEARCH SYS	FDS	300	43 6661	13,108.78
3/24/09	FACTSET RESEARCH SYS	FDS	400	44 7515	17,909.55
					31,018.33
1/23/09	GOOGLE	GOOG	70	327.2089	22,913.57
4/22/09	GOOGLE	GOOG	35	387.6415	13,587.40
11/12/09	GOOGLE	GOOG	-10		(3,882.00)
				3,882.00	
					32,618.97
					32,618.97
7/10/06	HEWLETT PACKARD	HPQ	1700	31 9239	54,270.83
6/16/08	HEWLETT PACKARD	HPQ	-650	31.9239	(20,750.54)
	HEWLETT PACKARD	HPQ	1050		33,520.29
					33,520.29
7/10/06	INGERSOLL RAND	INTC	700	38.4258	26,898.03
12/31/08	RETURN OF CAPITAL	PER 2008 ACCOUNT SUMMARY			(504.00)
4/27/09	INGERSOLL RAND	INTC	600	19 6155	11,789.25
	INGERSOLL RAND	INTC	700		38,183.28
					38,183.28
7/10/06	INTEL CORP	IR	2050	18 4800	37,890.58
	INTEL CORP	IR	2050		37,890.58
					37,890.58
5/8/07	J CREW GROUP	JCG	950	40 1897	38,188.09
2/5/08	J CREW GROUP	JCG	200	44 4031	8,890.57
4/29/09	J CREW GROUP	JCG	550	16.1480	8,901.35
8/18/09	J CREW GROUP	JCG	-750	30 7234	(30,999.01)
10/29/09	J CREW GROUP	JCG	-350	40.2000	(14,069.54)
	J CREW GROUP	JCG	600		10,911.46
					10,911.46
7/10/06	JANUS CAP GROUP	JNS	1800	17 4537	31,416.80
7/9/08	JANUS CAP GROUP	JNS	-450	17 4537	(7,854.17)
4/24/09	JANUS CAP GROUP	JNS	1050	9 3857	9,875.69
	JANUS CAP GROUP	JNS	1350		33,438.33
					33,438.33
10/2/09	LEGG MASON	LM	900	31.4628	28,325.47
					28,325.47
7/10/06	JOHNSON & JOHNSON	JNJ	750	60 9002	45,675.21
2/3/09	JOHNSON & JOHNSON	JNJ	-300	60.9002	(18,270.00)
	JOHNSON & JOHNSON	JNJ	450		27,405.21
					27,405.21
3/13/09	MASTERCARD	MSFT	140	157.9961	22,128.40
8/6/09	MASTERCARD	MSFT	55	199.3316	10,972.19
			195		33,100.59
					33,100.59
6/11/09	MAXIM	MXIM	1375	15.8909	21,858.94
					21,858.94

8/18/09 MAXIM	MXIM	600	18,9560	11,382.55	
MAXIM	MXIM	1975		33,241.49	33,241.49
8/6/09 MCKESSON	MCK	450	52.5135	23,640.03	23,640.03
6/16/08 MOLEX INC	MOLX	1050	27.6654	29,057.62	
4/29/09 MOLEX INC	MOLX	600	16.0528	9,651.63	
		1650		38,709.25	38,709.25
9/15/09 MOTOROLA	MOT	2700	9.1785	24,790.90	
11/12/09 MOTOROLA	MOT	1150	9.0437	10,409.21	
				35,200.11	35,200.11
6/1/07 MURPHY OIL	MUR	650	59.4987	38,681.91	
5/7/08 MURPHY OIL	MUR	-300	59.4987	(17,853.00)	
MURPHY OIL	MUR	350		20,828.91	20,828.91
10/10/07 NEWELL RUBBERMAID	NWL	2000	28.6900	57,380.26	
4/22/09 NEWELL RUBBERMAID	NWL	1100	8.3397	9,195.12	
NEWELL RUBBERMAID	NWL			66,575.38	66,575.38
7/10/06 ORACLE CORP	ORCL	3000	15.0800	45,233.46	
3/13/09 ORACLE CORP	ORCL	-1500	15.0800	(23,420.46)	
ORACLE CORP	ORCL	1500		21,813.00	21,813.00
3/9/09 PEPSICO	PRP	450	46.3434	20,863.48	
10/2/09 PEPSICO	PRP	-450		(20,863.48)	
11/12/09 PRINCIPAL FINANCIAL GRCPFG		950	25.6705	24,395.93	24,395.93
2/22/08 RALCORP HOLDINGS	RAH	50	54.9835	2,749.18	
2/22/08 RALCORP HOLDINGS	RAH	50	55.2548	2,771.69	
2/22/08 RALCORP HOLDINGS	RAH	100	57.0922	5,718.17	
2/27/08 RALCORP HOLDINGS	RAH	300	57.3326	17,208.73	
8/12/08 RALCORP HOLDINGS	RAH	350	59.4625	20,811.87	
3/19/09 RALCORP HOLDINGS	RAH	-350	59.4625	(20,812.87)	
RALCORP HOLDINGS	RAH	500		28,446.77	28,446.77
9/8/08 ST JUDE MEDICAL	STJ	750	46.2500	34,696.45	
11/12/09 ST JUDE MEDICAL	STJ	-750		(34,696.45)	
ST JUDE MEDICAL	STJ	750		34,696.45	
7/24/09 STARWOOD HTLS	HOT	1000	22.8886	22,897.55	
STARWOOD HTLS	HOT	350	30.9239	10,832.32	
STARWOOD HTLS	HOT			33,729.87	33,729.87

3/19/09 SYSCO	800	23.0452	18,445.11	18,445.11
2/6/09 UNITEDHEALTH GROUP INC UNH	600	29.9544	17,981.59	
8/24/09 UNITEDHEALTH GROUP INC UNH	550	28.0082	15,413.46	
			33,395.05	33,395.05
9/24/08 V F CORP	350	77.9132	27,278.57	
3/17/09 V F CORP	150	52.3068	7,854.97	
V F CORP	350		35,133.54	35,133.54
1/7/09 WALGREEN	750	27.1114	20,342.50	20,342.50
5/7/08 XTO ENERGY	450	65.0603	29,281.59	29,281.59
TOTALS		55,375.45	45,637.46	1,104,726.10
			REPORT BAL	\$ 1,104,726.00
			Adjustment for Ingersol Return of Principal	(542.00)
			Securities Balance 12/31/09	\$ 1,104,184.00

Client Statement

For the period 12/01/2009 to 12/31/2009

W HAYNE HIPP FOUNDATION

NEUBERGER BERMAN

Positions in Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average (1)(4)(9)	Total (1)(4)(9)	Price	Mkt Value	% Portfolio	Annual Income	Yield
----------	-------------	--------------	---------------	-------------------	-----------------	-------	-----------	-------------	---------------	-------

EQUITIES

1,100	***ABB LTD SPONSORED ADR	ABB	09/23/2008	21.2172	23,338.92	19.1000	21,010.00	3.30	508.77	2.42
200	ABBOTT LABORATORIES		04/17/2009	43.7661	8,753.22		10,798.00			
200	ABBOTT LABORATORIES		10/13/2009	49.6970	9,839.40		10,798.00			
400	POSITION TOTAL	ABT		45.7316	18,692.62	53.9900	21,596.00	3.39	640.00	2.96
450	***ACCENTURE PLC IRELAND SHS CL A		07/01/2009	33.6399	15,137.94		18,675.00			
150	***ACCENTURE PLC IRELAND SHS CL A		10/13/2009	38.3161	5,897.41		6,229.00			
600	POSITION TOTAL	ACN		35.0589	21,035.35	41.5000	24,800.00	3.91	450.00	3.81
850	ANADARKO PETROLEUM CORP	APC	07/26/2008	44.0452	37,756.99	62.4200	53,057.00	8.34	306.00	0.58

Client Statement

For the period 12/01/2009 to 12/31/2009

W HAYNE HIPP FOUNDATION

NEUBERGER BERMAN

Positions in Your Account

Quantity	Description	Ticker/Cusip	Purchase Date	Average Unit Cost	Total (1)(4)(9)	Cost	Price	Mkt Value	% Portfolio	(12)	Annual Income	(10)	Yield
EQUITIES (Continued)													
50	APACHE CORP		09/01/2006	69.5480	3,477.40			5,168.50					
150	APACHE CORP		10/13/2006	54.8700	8,730.50			15,475.50					
200	POSITION TOTAL	APA		68.0395	13,207.90		103.1700	20,634.00	3.24		120.00	0.58	
700	BANK OF AMER CORP		10/13/2009	17.7742	12,441.94			10,542.00					
300	BANK OF AMER CORP		11/25/2009	16.0848	4,825.44			4,518.00					
1,000	POSITION TOTAL	BAC		17.2674	17,267.38		15.0600	15,060.00	2.37		40.00	0.27	
150	***BHP BILLITON LTD SPONSORED ADR		06/17/2009	54.5517	8,182.76			11,487.00					
100	***BHP BILLITON LTD SPONSORED ADR		07/01/2009	55.9777	5,597.77			7,658.00					
250	POSITION TOTAL	BHP		55.1221	13,780.53		76.5800	19,145.00	3.01		410.00	2.14	
350	CVS CORP		10/24/2008	27.4119	9,594.17			11,273.50					
150	CVS CORP		10/13/2009	37.0050	5,550.75			4,831.50					
150	CVS CORP		11/25/2009	31.7564	4,763.46			4,831.50					
650	POSITION TOTAL	CVS		30.6283	19,908.38		32.2100	20,936.50	3.29		198.25	0.95	
400	INTERNATIONAL BUSINESS MACHINES CORP	IBM	07/26/2006	75.7443	30,616.47		130.9000	52,360.00	8.23		880.00	1.69	
250	JOHNSON & JOHNSON		07/01/2009	56.9945	14,248.63			16,102.50					
100	JOHNSON & JOHNSON		11/25/2009	63.1587	6,315.87			8,441.00					
350	POSITION TOTAL	JNJ		58.7557	20,564.50		64.4100	22,543.50	3.54		686.00	3.04	
550	KROGER CO.		10/13/2008	22.7037	12,487.04			11,291.50					
100	KROGER CO.		11/25/2009	23.0866	2,308.66			2,053.00					
650	POSITION TOTAL	KR		22.7626	14,795.70		20.5300	13,344.50	-2.10		247.00	1.85	

Client Statement

For the period 12/01/2009 to 12/31/2009

W HAYNE HIPP FOUNDATION

NEUBERGER BERMAN

Positions in Your Account

Quantity	Description	Ticker/Usb	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt Value	% Portfolio	Annual Income	Yield
EQUITIES (Continued)										
200	LOCKHEED MARTIN CORP	LMT	08/06/2009	75.3781	15,075.62	75.3500	15,070.00	2.37	504.00	3.34
1,000	LOEWS CORP	L	12/01/2006	40.1362	40,136.20	36.3500	36,350.00	5.71	250.00	0.69
750	MICROSOFT CORP	MSFT	10/13/2009	25.8569	19,392.70	30.4800	22,860.00	9.59	390.00	1.71
550	MORGAN STANLEY		07/01/2009	28.6051	15,732.83		16,280.00			
200	MORGAN STANLEY		10/13/2009	31.1395	6,227.90		5,920.00			
750	POSITION TOTAL	MS		29.2810	21,960.73	29.8000	22,200.00	3.49	150.00	0.69
500	NEWS CORPORATION CLASS A		07/26/2006	19.0883	9,541.31		6,845.00			
800	NEWS CORPORATION CLASS A		06/10/2008	17.2552	13,804.17		10,952.00			
1,300	POSITION TOTAL	NWSA		17.9526	23,445.48	13.6900	17,797.00	2.80	156.00	0.88
500	OCCIDENTAL PETE CORP	OXY	02/12/2007	35.9503	22,975.15	81.3500	40,675.00	6.39	660.00	1.62
1,000	ORACLE CORP		04/23/2008	21.8208	21,820.88		24,530.00			
300	ORACLE CORP		05/08/2008	21.0931	6,327.83		7,359.00			
1,300	POSITION TOTAL	ORCL		21.5528	28,148.61	24.5300	31,889.00	5.01	260.00	0.82
300	PIONEER NATURAL RESOURCES CO	PXD	11/25/2009	42.2058	12,661.74	43.1700	14,451.00	2.27	24.00	0.17
600	PRIDE INTERNATIONAL INC DEL	PDE	10/30/2007	33.9689	20,381.33	31.9100	19,146.00	3.01	0.00	0.00
350	REINSURANCE GROUP OF AMERICA INCORPORATED	RGA	01/22/2009	38.6466	13,528.30	47.6500	16,677.50	2.82	126.00	0.76
800	TEEKAY LNG PARTNERS LP UNIT LTD PARTNERSHIP INT	TGP	07/01/2009	19.6828	15,746.23	26.4700	21,176.00	3.33	1,824.00	8.61
400	TRAVELERS COMPANIES INC THE		06/11/2009	43.6657	17,466.28		19,944.00			
200	TRAVELERS COMPANIES INC THE		10/13/2009	49.4340	9,886.80		9,972.00			
600	POSITION TOTAL	TRV		46.3885	27,353.08	49.8800	29,916.00	4.70	792.00	2.65

Client Statement

For the period 12/01/2009 to 12/31/2009

W HAYNE HIPPO FOUNDATION

NEUBERGER BERMAN

Positions In Your Account

Quantity	Description	Ticker/Unit	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt. Value	% Portfolio	Annual Income	Yield
EQUITIES (Continued)										
300	WHITING PETROLEUM CORPORATION	WLL	07/01/2009	35.8920	10,767.60	71.4500	21,435.00	3.37	0.00	0.00
550	XTO ENERGY INC	XTO	07/27/2006	36.1786	20,518.12	46.6300	30,244.50	4.75	325.00	1.07
TOTAL EQUITIES					525,971.23		624,473.50	98.13	9,947.02	1.59

Less: TeeKay LLC <15,146.37

Add: OID 872.32

\$ 511,097.92

\$ 603,297.50

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT	61,104.	55,363.	5,741.
EQUIPMENT	827.	827.	0.
EQUIPMENT	355.	355.	0.
EQUIPMENT	601.	601.	0.
EQUIPMENT	18,035.	16,580.	1,455.
EQUIPMENT	14,232.	12,882.	1,350.
EQUIPMENT	2,307.	2,088.	219.
FURNITURE AND FIXTURES	1,843.	1,843.	0.
FURNITURE AND FIXTURES	1,215.	1,215.	0.
FURNITURE AND FIXTURES	2,367.	2,367.	0.
FURNITURE AND FIXTURES	884.	884.	0.
FURNITURE AND FIXTURES	1,723.	1,723.	0.
COMPUTER EQUIPMENT	833.	689.	144.
FURNITURE AND FIXTURES	3,248.	2,233.	1,015.
OFFICE EQUIPMENT	3,744.	3,097.	647.
OFFICE EQUIPMENT	3,840.	3,176.	664.
FURNITURE AND FIXTURES	15,845.	8,916.	6,929.
COMPUTER EQUIPMENT	367.	279.	88.
COMPUTER EQUIPMENT	635.	483.	152.
SOFTWARE	3,657.	1,829.	1,828.
FURNITURE AND FIXTURES	653.	454.	199.
FURNITURE AND FIXTURES	799.	555.	244.
OFFICE EQUIPMENT	535.	407.	128.
OFFICE EQUIPMENT	3,403.	2,586.	817.
COMPUTER EQUIPMENT	336.	202.	134.
COMPUTER EQUIPMENT	3,917.	2,351.	1,566.
COMPUTER EQUIPMENT	554.	332.	222.
SOFTWARE	127.	42.	85.
SOFTWARE	210.	58.	152.
SOFTWARE	2,120.	530.	1,590.
TOTAL TO FM 990-PF, PART II, LN 14	150,316.	124,947.	25,369.

FORM 990-PF

OTHER ASSETS

STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	24,368.	14,868.	14,868.
CHILTON GLOBAL NATURAL RESOURCES INTERNATIONAL LTD.	1,000,000.	1,000,000.	1,194,490.
RANGER SMALL CAP FUND LP	430,986.	388,731.	441,913.
CHESAPEAKE PARTNERS INTERNATIONAL LTD.	1,187,698.	1,187,698.	1,333,969.
FRANKLIN STREET MULTI STRATEGY FUND, LP	1,985,141.	2,361,910.	2,361,781.
TEEKAY LNG PARTNERS LLC	0.	14,697.	21,176.
FSP OPPORTUNISTIC FIXED INCOME	0.	210,585.	395,108.
TO FORM 990-PF, PART II, LINE 15	4,628,193.	5,178,489.	5,763,305.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 12

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

CREDIT CARD LIABILITY

34,927.

100,745.

TOTAL TO FORM 990-PF, PART II, LINE 22

34,927.

100,745.

FORM 4562

PART VI - AMORTIZATION

STATEMENT 14

(A) DESCRIPTION OF COSTS	(B) DATE BEGAN	(C) AMORTIZABLE AMOUNT	(D) CODE SECTION	(E) PERIOD/ PERCENT	(F) AMORTIZATION THIS YEAR
SOFTWARE	01/14/09	127.		36M	42.
SOFTWARE	03/12/09	210.		36M	58.
SOFTWARE	04/09/09	2,120.		36M	530.
TOTAL TO FORM 4562, LINE 42					630.