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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

Use the IRS label. When the IRS label. Otherwise. First return a decrease of the control of the IRS label. Otherwise. First return a decrease of the control of the IRS label. Otherwise. First return a decrease of the IRS label. Otherwise. First return a decrease of the IRS label. Otherwise of the IRS label. I Section 497(a)(1) nonexempt charinable trust of the Irs labels provide foundation of the Irs market walk of all assets and of year of the Irs labels provide foundation. I section 497(a)(1) nonexempt charinable trust of the Irs labels provide foundation. I section 497(a)(1) nonexempt charinable trust of the Irs labels of the Irs labels provide foundation. I section 497(a)(1) nonexempt charinable trust of the Irs labels provide foundation. I serve the Irs label. Part II analysis of Revenue and Expenses. I Sold of the Irs labels of anoxes in common 6) (c), the ore of the Irs labels of anoxes in common 6) (c), the ore of the Irs labels of anoxes in common 6) (c), the ore of the Irs labels of anoxes in common 6) (c), the ore of the Irs labels of anoxes in common 6) (c), the ore of the Irs labels of anoxes in common 6) (c), the Irs labels of anoxes in common 6) (c), the Irs labels of the Irs labels of anoxes in common 6) (c), the Irs labels of the Irs labels of anoxes in common 6) (c), the Irs labels of the Irs			ndar year 2009, or tax year beginning MAR	1, 2009			
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Use the IRS Name of foundation A Employer identification number 57-0792719	G C	Jneci	···		· · · · · · · · · · · · · · · · · · ·	7	11
See Specific (nor Power Internation See Specific (nor Power Inter			Name of foundation			-,	n numher
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See Specific City or town, state, and ZIP code Instructions ROCK HILL SC 29731-6470 Cit common and the second seed of regressions of the seed of th				elivered to street address)	Room/suite		
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Section 4947(a)t1) nonexemptic haritable trust	Insti	ructi	ROCK HILL, SC 29731-			D 1. Foreign organization	ıs, check here 🕨 🗀
Far market value of all assets at end of year (from Part II, cot (c), line 16) S 12,517,917, (Part I, counting (b), (c), and (d) may not necessary (d) may no	H_C	_		kempt private foundation		Foreign organizations m check here and attach of	computation
I Fair market value of all assets at end of year						E If private foundation st	atus was terminated
Part I Analysis of Revenue and Expenses The special Part I Analysis of			· 	~	X Accrual	under section 507(b)(1	1)(A), check here 🕨 📖
Part Analysis of Revenue and Expenses (to hard proposed in colours of (b), (c) and (c) may not necessarily equal the amounts in column (b) (c), and (c) may not necessarily equal the amounts in column (b) (c), and (c) may not necessarily equal the amounts in column (c) (c), and (c) may not necessarily equal the amounts in column (c) (c), and (c) may not necessarily equal the amounts in column (c) (c), and (c) may not necessarily equal the amounts in column (c) (c), and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and (c) may not necessarily equal the amounts in column (c) (c) and							
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1 Contributions, gifts, grants, etc., received 2 Check	Pa	aπ	(The total of amounts in columns (b), (c), and (d) may not				for charitable purposes
2 Check Note of the fundations and required to attach Sch 8 increased an accuracy at temporary and t		Τ.					(cash basis only)
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O 25 Contributions rufts grants haid 597 000	per		expenses. Add lines 13 through 23		0	•	0.
25 Official building, girls, grants paid 5577,000.	0	25	Contributions, gifts, grants paid	597,000.			597,000.
26 Total expenses and disbursements		26			_		
		<u> </u>		599,893.	0	•	597,000.
27 Subtract line 26 from line 12:		Į.		.400 001			
a Excess of revenue over expenses and disbursements <402,831.>		1	•	<402,831.		 	
b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A	İ	ı			545,588		
	92350			Ant Notice and the instruct	ione	N/A	Form 990-PF (2009)

Fo	rm 99	0-PF(2009) HOPEWELL FOUNDATION, IN		57-	0792719 Page 2
PART II Datable Collects assume should be for and of year amounts only					year
Ŀ	art		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
		Savings and temporary cash investments	45,198.	679,673.	679,673.
	3	Accounts receivable >			
	١.	Less: allowance for doubtful accounts			
	4	Pledges receivable			
	_ ا	Less: allowance for doubtful accounts Grants receivable			
	5	<u> </u>			
	6	Receivables due from officers, directors, trustees, and other			
	,	disqualified persons Other notes and loans receivable			
	7	Less: allowance for doubtful accounts			
m	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
As	_	Investments - U.S. and state government obligations STMT 3	2 824 694	3,622,586.	3 612 785
	l l	Investments - corporate stock STMT 4	5,582,914.		4,673,549.
		Investments - corporate bonds STMT 5	4,961,093.	3,158,990.	3,318,882.
	11	Investments - land, buildings, and equipment basis	1/301/0331	3,130,330.	3,310,002.
	-	Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	0.	250,016.	233,028.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation			
	15	Other assets (describe ► ACCRUED INTEREST)	84,430.	59,939.	0.
	16	Total assets (to be completed by all filers)	13,498,329.	13,095,498.	12,517,917.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
es	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
jab	21	Mortgages and other notes payable			
_	22	Other liabilities (describe)			
		Table Pak (Price (add been 47 thorough 00)	_		
_	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			
S	0.4	and complete lines 24 through 26 and lines 30 and 31. Unrestricted			
ğ	24 25	Temporarily restricted			
3ala	26	Permanently restricted			
B	20	Foundations that do not follow SFAS 117, check here			
Ξ		and complete lines 27 through 31.			
ō	27	Capital stock, trust principal, or current funds	0.	0.	
šets	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds	13,498,329.	13,095,498.	
det	30	Total net assets or fund balances	13,498,329.	13,095,498.	
	31	Total liabilities and net assets/fund balances	13,498,329.	13,095,498.	
F	art	Analysis of Changes in Net Assets or Fund B			
_					
1		net assets or fund balances at beginning of year - Part II, column (a), line	30		
_		t agree with end-of-year figure reported on prior year's return)		1	13,498,329.
		amount from Part I, line 27a		2	<u><402,831.</u> >
		increases not included in line 2 (itemize)		3	0.
		ines 1, 2, and 3		4	13,095,498.
		eases not included in line 2 (itemize)	luma (b) luma 00	5	13 005 400
6	rutal	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	numm (b), nne 30	6	13,095,498.

02-02-10

	WELL FOUNDATION nd Losses for Tax on in		t Incomo			5	<u>7-079</u>	<u> 2719</u>	Page 3
(a) List and descrit	e the kind(s) of property sold (e.g.	., real estate,	t income	(ь) н	ow acquired Purchase		acquired	(d) Dat	e sold
2-story brick ware	chouse; or common stock, 200 shs	. MLC Co.)	-	D -	Donation	(mo., d	lay, yr.)	(mo., da	ıy, yr.)
1a CUE A META CUED	CM3 MEMPING								
b SEE ATTACHED	STATEMENTS								
<u>c</u> d	 	 -							
e				 					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	, , ,	st or other basis expense of sale		····		ain or (loss) s (f) minus (i	3)	
a									
b									
C									
d									· · · · · · · · · · · · · · · · · · ·
e 6,098,168.			<u>6,446,69</u>	4.				<348	<u>526.</u>
Complete only for assets showing	gain in column (h) and owned by t						ol. (h) gain r		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (ı) col. (ı), ıf any				ot less than (from col. (h		
a	· ·								
<u>b</u>									
C	.=.						······································		
d	-							-210	F 2 6
<u>e</u>	I	5		$\overline{}$	I			<348	520.
2 Capital gain net income or (net capi	tal loss) { If gain, also enter If (loss), enter -0-	In Part I, line	/ 7	•	2			<348	526.
, , , , , , , , , , , , , , , , , , , ,	•		,	7	-			1310	320.
3 Net short-term capital gain or (loss) If gain, also enter in Part I, line 8, co		u (6).		٦١					
If (loss), enter -0- in Part I, line 8				J.	3		N/A		
Part V Qualification Un	der Section 4940(e) for	Reduced	Tax on Net	Inve	stment Inc	ome			
(For optional use by domestic private f	oundations subject to the section 4	940(a) tax on	net investment in	rcome.)				
If section 4940(d)(2) applies, leave this	nart blank								
Was the foundation liable for the section			•	rıod?				Yes	X No
If "Yes," the foundation does not qualify									
1 Enter the appropriate amount in ea		ictions before	making any entri					(d)	
(a) Base period years Colondar year (or toy year beginning	(b) Adjusted qualifying dist	ributions	Net value of no	(C) inchard	table-use assets		Distribi	itión ratio	(0))
Calendar year (or tax year beginning 2008	""/	9,155.					(col. (b) divid		
2007		$\frac{3}{1}, \frac{133}{1332}$.			318,022 710,117				9452 18966
2006		$\frac{1}{6},000.$			962,063				7176
2005		5,000.			735,894				6764
2004		0,000.			765,488				7299
		<u> </u>			7007200			• • •	.,,,,
2 Total of line 1, column (d)						2		. 22	<u> </u>
3 Average distribution ratio for the 5-	year base period - divide the total o	n line 2 by 5,	or by the number	of yea	rs				
the foundation has been in existenc			•	•		3		.04	5931
4 Enter the net value of noncharitable	-use assets for 2009 from Part X, I	ine 5				4	11	.,847	533.
5 Multiply line 4 by line 3						5		544	169.
6 Enter 1% of net investment income	(1% of Part I, line 27b)					6		5_	456.
7 Add lines 5 and 6						7		549	625.
O Fator analytima district	Seat VIII here d							F 2 =	000
8 Enter qualifying distributions from F						8		597	000.
If line 8 is equal to or greater than li See the Part VI instructions.	ne 7, check the box in Part VI, line	1b, and comp	lete that part usin	g a 1%	tax rate.				
323521 02-02-10				_			r-	rm 990-F	E (0000)
72-UZ-1U							ru.	JJU-F	• (7009)

Part VII - Excise Tax Based on Investment Income (Section 4940(s), 4940(s), 4940(s), 4940(s), 4940(s), 4940(s) and 1 samp operanted in action 4940(s); check here Mainted the Vivo or line 1; but or futing or determination fatter: (attach copy of letter innecessary-see instructions) 1 5, 456, or Part I, line 270 2 0 3 5, 456, or Part I, line 270 2 0 3 3 5, 456, or Part I, line 270 3 4 0 0 3 3 5, 456, or Part I, line 17, ool. (b) 2 2 0 3 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 17, ool. (b) 2 2 0 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 17, ool. (b) 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 17, ool. (b) 3 3 5, 456, or Part I, line 17, ool. (b) 3 3 5, 456, or Part I, line 17, ool. (b) 3 3 5, 456, or Part I, line 17, ool. (b) 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 270 3 3 5, 456, or Part I, line 270 3 3 3 3 3 3 3 3 3		1990-PF (2009) HOPEWELL FOUNDATION, INC.	<u>57-0</u>	792	<u>719</u>		Page 4
Date of prising or determination letter: of Part I, line 270 Denses in Consideration State the section 4940(e) requirements in Part V, check here A and enter 1% of Part I, line 270 a All other domestic doundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, cot. (b) Tax under section 511 (domestic section 4947(a)(1) trusts and faxable foundations only. Others enter -0-) 3 And lines 1 and 2 Subtible A (mocrowe) lax (domestic section 4947(a)(1) trusts and faxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 Tax based with application for extension of time to life 10 rom 8868) 6 Backup withholding erroneously withhold 7 Toblat redist and payments. And lines 5 taircuigh 6d 8 Enter any penalty for underpayment of estimated tax. Check here [X] if Form 2220 is attached 8 Enter any penalty for underpayment of estimated tax. Provided the amount overpaid 10 Overpayment I filter 7 is more than the total of lines 5 and 5, enter the amount overpaid 10 Overpayment I filter 7 is more than the total of lines 5 and 5, enter the amount overpaid 10 During the tax year, did the foundation attempt to milliance any national, state, or local legislation or 3 did participated by 10 Ja 332. 11 During the tax year, did the foundation attempt to milliance any national, state, or local legislation or 3 did participated by 11 Ja X is a second or 10 the 10 line			948 -	see ir	ıstrı	ictio	ns)
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## 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 © Did the foundation file Form 1120-POL for this year? It is the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ O. (2) On foundation managers. ► \$ O. Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ O. Has the foundation engaged in any activities that have not previously been reported to the IRS? Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 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 Has the foundation have unrelated business gross income of \$1,000 or more during the year? Was there a liquidation, termination, dissolution, or substantial contraction during the year? Was there a liquidation, termination, dissolution, or substantial contraction during the year? Why A to the foundation the statement required by General Instruction T 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, 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 or the tran		••		 			v
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	1 990-PF (2009) HOPEWELL FOUNDATION, INC. 57-07 Part VII-A Statements Regarding Activities (continued)	92719	_	Page 5
	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		х
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before	''-		
12	August 17, 2008?	12		х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	х	
10	Website address ► N/A	المال		
14	The books are in care of ► E.L. BARNES Telephone no. ► 803 -	326-6	007	
17		29731		70
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<u> </u>	<u> </u>	
10	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	ш
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required		<u> </u>	
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1.	During the year did the foundation (either directly or indirectly):			110
ıa	(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)	'		
		1 1		
		4 1		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?	'	1	
	(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)?	<u> 1b</u>		
	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 2009?	1c		<u>X</u>
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)):			
а	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		İ	
	before 2009? Yes X No	,		
	If "Yes," list the years \blacktriangleright		- 1	
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.			
2.	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		-	
υd	during the year?	,		
_		'		
D	of "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after		ļ	
	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,	_	ļ	
	Form 4720, to determine if the foundation had excess business holdings in 2009) N/A			
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<u>X</u>
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		<u>X</u>
		Form 990	-PF (:	2009)

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orm 990-PF (2009) HOPEWELL FOUNDATION, INC Part VII-B │ Statements Regarding Activities for Which F	orm 4720 May Da I	Deguired (<u>57-07927</u>	19	Page 6
	Offit 4720 Way Be	Required (contil	lued)		
5a During the year did the foundation pay or incur any amount to:	- 4045/->>0	Г¬,,	[]		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	, ,,		es X No		
(2) Influence the outcome of any specific public election (see section 4955); o	or to carry on, directly or indir		TT		
any voter registration drive?	0		es X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes		L Y	es [X] No	ļ	
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section			l	
509(a)(1), (2), or (3), or section 4940(d)(2)?			es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or				
the prevention of cruelty to children or animals?			es X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	·	in Regulations	27/2		
section 53.4945 or in a current notice regarding disaster assistance (see instru	•		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check h					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		. —			
expenditure responsibility for the grant?		I/A ∟ Y	es L No		
If "Yes," attach the statement required by Regulations section 53.4945	` '				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	pay premiums on		es X No		
a personal benefit contract?		L Y6		<u>., </u>	٠,
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p if "Yes" to 6b, file Form 8870	ersonal denent contract?		-	6b	X_
7a At any time during the tax year, was the foundation a party to a prohibited tax s	halter transaction?		es X No		
b If yes, did the foundation receive any proceeds or have any net income attribute		L 11		7b	
Information About Officers Directors Trust		nagers. Highly		<u> </u>	
Part VIII Paid Employees, and Contractors	·		•		
List all officers, directors, trustees, foundation managers and their	compensation.				
(-) Norma and address	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) E	xpense int, other
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	allo	wances
SEE STATEMENT 7		0.	0.		0.
				:	
	•				
Compensation of five highest-paid employees (other than those inc	luded on line 1) If none	enter "NONF "			
	(b) Title, and average	The Hone	(d) Contributions to	(e) E	xpense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	accou	xpense int, other wances
NONE	dovoted to position	-	compensation	41101	ivarious_
		}			
		-			
	· 				
		<u> </u>			
otal number of other employees paid over \$50,000			▶		0
			Form	990-PI	F (2009)

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Part VIII Information About Officers, Directors, Trustees, Foundation Manage Paid Employees, and Contractors (continued)	ers, Highly	
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) Type of service (c)	Compensation
NONE		
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities	>	0
	al and the	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information significant of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expe	nses
1 <u>N/A</u>		
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.	Amo	unt
1 N/A	AIIIO	uiit
27/ 22		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	•	0.

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P	art X Minimum Investment Return (All domestic foundations in	nust (complete this p	art Foreign fou	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitab	le, etc.	., purposes:			
a	Average monthly fair market value of securities	•			1a	11,960,274.
b	Average of monthly cash balances				1b	7,739.
c	Fair market value of all other assets				1c	59,939.
d	Total (add lines 1a, b, and c)				1d	12,027,952.
е	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	
3	Subtract line 2 from line 1d				3	12,027,952.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount	t, see ii	nstructions)		4	180,419.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and o	n Part	V, line 4		5	11,847,533.
6	Minimum investment return. Enter 5% of line 5				6	592,377.
P	art XI Distributable Amount (see instructions) (Section 4942(I)(3) a foreign organizations check here and do not complete this part.		5) private operat	ng foundations ar	ıd certaın	
1	Minimum investment return from Part X, line 6			_	1	592,377.
2a	Tax on investment income for 2009 from Part VI, line 5	2a		5,456.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b				
C	Add lines 2a and 2b				2c	5,456.
3	Distributable amount before adjustments. Subtract line 2c from line 1				3	586,921.
4	Recoveries of amounts treated as qualifying distributions				4	0.
5	Add lines 3 and 4				5	586,921.
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, I	ine 1		7	<u>586,921.</u>
P	art XII Qualifying Distributions (see instructions)					
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., pur	poses	:			
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26				1a	<u>597,000.</u>
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 charital	ble, etc	c., purposes		2	
3	Amounts set aside for specific charitable projects that satisfy the:					
а	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, a	nd Par	rt XIII, line 4		4	<u>597,000.</u>
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investigations.	estmer	nt			
	income. Enter 1% of Part I, line 27b				5	5,456.
6	Adjusted qualifying distributions. Subtract line 5 from line 4				6	591,544.
	Note The amount on line 6 will be used in Part V, column (b), in subsequent years v	vhen c	alculating wheth	er the foundation of	qualifies for	the section

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4940(e) reduction of tax in those years.

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				586,921.
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				
b From 2005				
c From 2006				
d From 2007 3, 162.				
e From 2008 4,944.				
f Total of lines 3a through e	8,106.			
4 Qualifying distributions for 2009 from				
Part XII, line 4: ► \$ 597,000.				
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)	0.			
d Applied to 2009 distributable amount				586,921.
e Remaining amount distributed out of corpus	10,079.			
Excess distributions carryover applied to 2009 (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:				
& Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,185.			
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				<u> </u>
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	18,185.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 3,162.				
d Excess from 2008 4,944.				
e Excess from 2009 10,079.				- 000 PE

	L FOUNDATIC		W A		792719 Page 10
Part XIV Private Operating F				N/A	
1 a If the foundation has received a ruling o					
foundation, and the ruling is effective fo			▶ └		
b Check box to indicate whether the found		ng foundation described		4942(j)(3) or4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years	T	
income from Part I or the minimum	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
investment return from Part X for					
each year listed					ļ. <u>-</u>
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		ļ	_		
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)		L			
(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		<u> </u>			<u> </u>
Part XV Supplementary Info			if the foundation	ı had \$5,000 or m	ore in assets
at any time during t		instructions.)			· · · · · · · · · · · · · · · · · ·
1 Information Regarding Foundation		than 20/ of the total cor	atributions resoured by the	foundation before the als	on of any toy
a List any managers of the foundation wh year (but only if they have contributed n			imbutions received by the	Houndation before the cit	ise of any tax
NONE	. , , ,	· ///			
b List any managers of the foundation wh	o own 10% or more of th	ne stock of a corporation	ı (or an equally large porti	on of the ownership of a p	partnership or
other entity) of which the foundation ha					•
NONE					
2 Information Regarding Contribut	ion, Grant, Gift, Loan	, Scholarship, etc., F	Programs:		
Check here ► X If the foundation of	nly makes contributions	to preselected charitable	e organizations and does	not accept unsolicited req	uests for funds. If
the foundation makes gifts, grants, etc.	(see instructions) to indi	viduals or organizations	under other conditions, c	omplete items 2a, b, c, an	d d.
a The name, address, and telephone num	ber of the person to who	m applications should b	e addressed:		
b The form in which applications should b	e submitted and informa	ation and materials they	should include:		
c Any submission deadlines:					
d Any restrictions or limitations on award	s, such as by geographic	al areas, charitable field	s, kınds of ınstitutions, or	other factors:	

	(,
3 Grants and Contributions Paid During the Recipient	Year or Approved for Future I	Payment		
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year				
				1
				İ
SEE STATEMENT 8	<u> </u>			
Total	1		► 3a	597,000.
b Approved for future payment				
		·		
Total SEE STATEMENT 9			▶ 3b	530,000. orm 990-PF (2009)
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Part XVI-A **Analysis of Income-Producing Activities**

inter gross amounts unless otherwise indicated	Unrelater	d business income	Evolu	ded by section 512, 513, or 514	
There gross amounts unless otherwise indicated.	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	(e) Related or exempt function income
1 Program service revenue:	code	711100111	code	Amount	Turicuon income
a			-	<u> </u>	
b					
<u> </u>	 	<u> </u>		· -	
d	 		 		
e					
g Fees and contracts from government agencies			-		
					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments	 		1.4	545 500	
4 Dividends and interest from securities	 		14	545,588.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			\vdash		
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income	-+		\vdash		
8 Gain or (loss) from sales of assets other			۱	240 506	
than inventory	<u> </u>	 	18	<348,526.	>
9 Net income or (loss) from special events					
Office of Gross profit or (loss) from sales of inventory					
1 Other revenue:	1				
ā	 				
b	 	·			- -
<u> </u>	 	 ·	\vdash		
d					
C Cubtatal Add columns (b) (d) and (c)	+	0.		107 060	
2 Subtotal. Add columns (b), (d), and (e)		0.	L l	197,062.	
3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations.)				13	197,062.
					·
Part XVI-B Relationship of Activities to Line No. Explain below how each activity for which incom					nplishment of
the foundation's exempt purposes (other than b	y providing fun	ds for such purposes).			
		<u></u>			
			_		
			_		
				······································	
					
				· · · · · · · · · · · · · · · · · · ·	

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orm 990		WELL FOUNDATION			57-0	792719 Page 13
Part /	Exempt Organ		o and Transaction	s and	Relationships With None	charitable
the a Tra (1) (2) b Oth (1) (2) (3) (4) (5) (6) c Sha d If th	Code (other than section 501(consfers from the reporting found Cash Other assets er transactions: Sales of assets to a noncharita Purchases of assets from a no Rental of facilities, equipment, Reimbursement arrangements Loans or loan guarantees Performance of services or me arring of facilities, equipment, ma the answer to any of the above is the services given by the reporting f	oncharitable exempt organization, or other assets s embership or fundraising solicita ailing lists, other assets, or paid s "Yes," complete the following sifoundation. If the foundation rec	a 527, relating to political or organization of: ations employees chedule. Column (b) should eived less than fair market	ganizat I alway:	, ,	
a) Line n	* - '-' 	other assets, or services receive	ea. able exempt organization	$\overline{}$	(d) Description of transfers, transactions,	and sharing arrangements
	(5)	N/A	· · · · · · · · · · · · · · · · · · ·	-+	(a) becampion of datasets, datasets	and sharing analyements
			<u></u>			
		<u> </u>				
		<u>.</u>		\rightarrow		
						·
	 	 	·			
		<u> </u>				
		 		\dashv		
ın s	ection 501(c) of the Code (othe 'es," complete the following sch		ection 527?		ons described	Yes X No
	(a) Name of org	ganization	(b) Type of organization	<u>in </u>	(c) Description of relat	ionship
	N/A_			+		
			-	+		
			-	+		
	 			+		
and o		have examined this return, including a ter than taxpayer or fiduciary) is based		arer has	s, and to the best of my knowledge and belief any knowledge ASSISTANT SECRE! Title	
ř	Prenarer's			Date		eparer's identifying number
P S	signature				self- employed ►	- -
Sign Paid Preparer's	Firm's name (or yours			Ь	EIN >	
- e	if self-employed),				LIIV	
٦ م	address, and ZIP code				Phone no	

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Phone no.

Part IV Capital Gains and Losses for Tax on Investment Income	<u> </u>				
(a) List and describe the kind(s) of property so 2-story brick warehouse; or common stock, 2	ld, e.g., real estate, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)		
1a 125,0000 FED HOME LOAN BANK (5	58: 3/5/18)	P	02/22/0803/05/09		
b 35,000 TVA (5%, 8/15/20)		P	11/30/0703/09/09		
d 75,000 TVA (5.125%, 5/15/13)		P	05/05/0803/19/09		
e 22,000 TVA (5.275%, 4/15/24)	e 22,000 TVA (5.275%, 4/15/24)				
f 65,000 TVA (5%, 2/15/25)		P	01/23/0803/19/09		
	5%, 3/12/18)	P P	VARIOUS 04/08/09		
	5.5%, 10/15/20)	P	03/10/0805/05/09		
100,000 FED HOME LOAN MTG. CO	(5%, 8/13/20)	P	02/15/0811/16/09		
_ 250,000 FED HOME LOAN MTG CO (5%, 3/15/21)	P	03/04/0812/01/90		
k 275,000 FED HOME LOAN MTG CO	(5.5%, 3/20/23)		VARIOUS 12/21/09		
150,000 HARTFORD LIFE INS (5.5%			01/08/0701/15/10		
m 310,000 FED FARM CREDIT BANK (5.375%, 1/25/23)		04/01/0901/25/10		
n 100,000 AMERICAN EXPRESS CREDI	T CORP (5.3% 12/2/	<u>1</u>	01/07/0902/24/10		
0 100,000 BB&T (4.9%, 6/30/17)			01/05/0902/24/10		
(e) Gross sales price (f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) olus (f) minus (g)		
a 125,000.	125,007.		<u> </u>		
b 35,000.	34,001.		999.		
c 1,000,000.	1,000,000.		0.		
d 75,000.	75,007.		<u> </u>		
e 22,000.	22,007.		<u> </u>		
f 65,000.	65,007.		<u> </u>		
g 875,000.	875,021.		< <u>21.</u> >		
h 25,000.	25,007.		<u> </u>		
100,000.	100,007.		<u> </u>		
250,000.	250,007.		<u> </u>		
k 275,000. I 50,000.	275,014.		<u><14.</u> >		
m 310,000.	50,000. 319,308.		0.		
n 105,013.	99,050.		<9,308.> 5,963.		
98,800.	93,303.		5,497.		
Complete only for assets showing gain in column (h) and owned by		(1) L os	sses (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	Gains (excess	of col. (h) gain over col. (k), not less than "-0-")		
a			<7.>		
b			999.		
<u>c</u>			0.		
d			<7.		
е			<7.>		
ſ			<u> </u>		
0			<u> </u>		
<u>h</u>			<u> <7.</u> >		
<u> </u>			<u> </u>		
			<u> </u>		
K			<u> </u>		
I m			0.		
m n			<9,308.>		
<u>n</u>	 - 	· - · <u>- · - · - · - · - · - · · - · · - ·</u>	5,963.		
O If gain, also enter	r in Part I line 7		5,497.		
	r in Part I, line 7)-" in Part I, line 7				
3 Net short-term capital gain or (loss) as defined in sections 1222(5) ar if gain, also enter in Part I, line 8, column (c). if (loss), enter "-0-" in Part I, line 8	nd (6):				

Part IV Capital Gains and Lo	sses for Tax on Investment Income		
	f describe the kind(s) of property sol rick warehouse; or common stock, 2		(b) How acquired P - Purchase D - Donation (c) Date acquired (mo., day, yr) (mo., day, yr.)
1a 150,000 BANK O	F AMERICA (5.1%,	2/15/18)	02/12/0802/24/10
b 125,000 BANK O	F MELLON (5.05%,	1/17/23)	01/23/0802/24/10
c 100,000 BEAR S	TEARNS (4.%, 7/1	5/13)	06/30/0302/24/10
d 200,000 WALT D	ISNEY COMPANY (5	.5%, 3/15/19)	03/25/0902/24/10
e 100,000 WALT D	ISNEY COMPANY (5	.5%, 3/15/19)	03/25/0902/24/10
f 50,000 GENERAL	ELECTRIC CAPITA	L CORP (5.125%, 4/	1 04/02/08/02/24/10
	ELECTRIC CAPITA		/ 10/08/09/02/24/10
	OLD FINANCE COPR		05/01/0802/24/10
100,000 HSBC F			02/15/0802/24/10
	<u>STANLEY DEAN WIT</u>		05/08/0802/24/10
	STANLEY DEAN WI		10/14/0902/24/10
	TIAL FINANCIAL I		01/09/0902/24/10
m 100,000 WACHOV		10/15/16)	02/02/0902/24/10
n 125,000 WESTER		(5.93%, 10/1/16)	02/13/0802/24/10
0 10,101.01 SHAR	ES AFS INVESTMEN		VARIOUS 10/15/09
(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 146,738.		150,016.	<u> </u>
b 117,875.		125,013.	<7,138.>
c 102,110.		100,009.	2,101.
d 215,752.		204,669.	11,083.
e 107,876.		102,459.	5,417.
f 49,280.		50,016.	<u><736.</u> >
g 48,738.		49,892.	<1,154.>
h 145,950.		148,394.	<2, <u>444.</u> >
$\frac{1}{1}$ 99,250.		100,213.	<963.>
0.00	-	25,016. 100,017.	<533.>
$\frac{k}{1}$ 102,850.		90,220.	<2,617.> 12,630.
m 102,427.		95,386.	7,041.
n 136,480.		128,083.	8,397.
0 250,000.		325,611.	<75,611.>
	ng gain in column (h) and owned by		(I) 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	Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<3,278.>
b			<7,138.>
<u>c</u>			2,101.
<u>d</u>			11,083.
<u>e</u>			5,417.
f			<u> </u>
<u>g</u>			<u> </u>
<u>h</u>			<2,444.>
<u> </u>	, , , , , , , , , , , , , , , , , , ,		<u><963.</u> >
1			<u><533.</u> >
<u>k</u>			<2,617.>
<u></u>			12,630.
<u>m</u>			7,041.
<u>n</u>			8,397.
0		ın Part I, line 7	<75,611.>
2 Capital gain net income or (net ca	(1000), 61161	, I	
3 Net short-term capital gain or (los if gain, also enter in Part I, line 8, If (loss), enter "-0-" in Part I, line 8		d (6):	

Part IV	/ Capital Gains and Lo	sses for Tax on Investment Income				
	(a) List and 2-story bi	describe the kind(s) of property sol rick warehouse; or common stock, 2	d, e.g., real estate, 00 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 6,3	359.975 SHAR	ES CAPITAL INCOM	E BUILDER MUTUAL		VARIOUS	10/15/09
b 13,	642.599 SHA	RES CAPITAL WORL	D GRTH & INC FUNI			10/15/09
c 7,4	107.037 SHAR	ES GROWTH FUND A	MERICA INC.		VARIOUS	10/15/09
d						
е						
f						
<u>g</u>						
<u>h</u>						
		·····				
_k						
			 			
<u>m</u>						
n						
0		// Depression charge	(a) Cost == =15==1) Com a - (1 - 1)	
(e)	Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(e) t) Gain or (loss) lus (f) minus (g)	
<u>a</u>	300,000.		382,266.			<82,266.> 146,118.>
b	447,341.		593,459.		<	<u>146,118.</u> >
С	192,805.		268,209.			<75,404.>
<u>d</u>						
<u>e</u>						
<u>f</u>	-		-			
9		-				
<u>h</u>						
<u>.</u>					<u></u>	
<u></u> k				 .		
1						·
m				<u> </u>		
n				· · · · · · · · · · · · · · · · · · ·		
0						
	lete only for assets showing	ng gain in column (h) and owned by	the foundation on 12/31/69	(I) Los	ses (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	Gains (excess of	of col. (h) gain over ot less than "-0-")	col. (k),
a						< <u>82,266.</u> >
b					<	146,118.>
С						<75,404.>
d						
e						
<u>f</u>		_				
<u>g</u>						
<u>h</u>				••		.
<u> </u>						
						
<u>k</u>		<u> </u>		- ·		
<u> </u>						
<u>m</u>						
<u>n</u>						
0	· <u>-</u>		L			
2 Capital	gain net income or (net ca	upital loss) { If gain, also enter "-0"	in Part I, line 7)-" in Part I, line 7	2	<	<u>348,526.</u> >
If gaın,	also enter in Part I, line 8,		d (6).			
If (loss)), enter "-0-" ın Part I, line 8	3	<u></u>	3	N/A	

FORM 990-PF DIVIDENT	DS AND	INTER	EST	FROM	SECUI	RITIES	STATEMENT	1
SOURCE		GROSS	AM	OUNT		TAL GAINS	COLUMN (A) AMOUNT	
ACCRUED INTEREST ON ASSETS PURCHASED AND DECREASE IN ACCRUED INTEREST INTEREST AND DIVIDEND INCOME				,883.> ,471.	•	0.	<40,88 586,47	
TOTAL TO FM 990-PF, PART I, 1	LN 4	545,588. 0.		545,588.				
FORM 990-PF		TAX	ES				STATEMENT	2
DESCRIPTION	EXPE:	A) NSES BOOKS		(B) T INVE NT INC		(C) ADJUSTED NET INCOM		
FEDERAL EXCISE TAX		2,893.			0.			0.
TO FORM 990-PF, PG 1, LN 18		2,893.			0.			0.
FORM 990-PF U.S. AND	STATE/	CITY G	OVE	RNMENT	OBL	GATIONS	STATEMENT	3
DESCRIPTION		U.S GOV'		OTHER GOV'T	вос	OK VALUE	FAIR MARKET VALUE	
GOVERNMENT AND AGENCY BONDS		X		_	3	3,622,586.	3,612,78	5.
TOTAL U.S. GOVERNMENT OBLIGAT	TIONS				3	3,622,586.	3,612,78	5.
TOTAL STATE AND MUNICIPAL GOV	VERNME:	NT OBL	IGA'	TIONS				

FORM 990-PF	CORPORATE STOCK		STATEMENT 4
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS		5,324,294.	4,673,549.
TOTAL TO FORM 990-PF, PART II,	LINE 10B	5,324,294.	4,673,549.
FORM 990-PF	CORPORATE BONDS		STATEMENT 5
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		3,158,990.	3,318,882.
TOTAL TO FORM 990-PF, PART II,	LINE 10C	3,158,990.	3,318,882.
FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UNIT INVESTMENT TRUSTS	COST	250,016.	233,028.
TOTAL TO FORM 990-PF, PART II,	LINE 13	250,016.	233,028.

FORM 990-PF PART VIII - LIST TRUSTEES AND	OF OFFICERS, D	STATEMENT 7		
NAME AND ADDRESS	TITLE AND AVRG HRS/WK			EXPENSE -
FRANK S. BARNES, JR. P.O.BOX 470 ROCK HILL, SC 297316470	PRESIDENT & DI	RECTOR 0.	0.	0.
E.L. BARNES P.O.BOX 470 ROCK HILL, SC 297316470	SECRETARY/TREA	S.&DIRECTOR 0.	0.	0.
JOHN M. BARNES, JR. P.O.BOX 470 ROCK HILL, SC 297316470	DIRECTOR 0.00	0.	0.	0.
L.A. BARNES, JR. P.O.BOX 470 ROCK HILL, SC 297316470	DIRECTOR 0.00	0.	0.	0.
ROBERT L. HELMLY P.O.BOX 1194 MONCKS CORNER, SC 294611194	DIRECTOR 0.00	0.	0.	0.
T. FAILE P.O.BOX 470 ROCK HILL, SC 297316470	ASST. SECRETAR	y 0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6,	PART VIII	0.	0.	0.

FORM 990-PF GF		AND CONTRIBUTIONS DURING THE YEAR	STAT	EMENT 8
RECIPIENT NAME AND ADDRESS		RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ASSOCIATION FOR THE BLIND, 1 1071 MORRISON DRIVE, SUITE A CHARLESTON, SC 29403		NONE	PUBLIC CHARITY	42,000.
CAROLINA COMMUNITY CARE, INC POST OFFICE BOX 993 ROCK HI SC 29731	C. ILL,	NONE HEALTH & WELFARE	PUBLIC CHARITY	10,000.
COVENANT COLLEGE (CAPITAL FU CAMPAIGN) 14049 SCENIC HIGHWAY LOOKOU MOUNTAIN, GA 30750		NONE EDUCATIONAL	PUBLIC CHARITY	30,000.
COVENANT COLLEGE FOUNDATION (SCHOLARSHIP FUND) 535 CHESTNUT STREET, SUITE 1 CHATANOOGA, TN 37402		NONE EDUCATIONAL	PUBLIC CHARITY	25,000.
HISTORIC ROCK HILL POST OFFICE BOX 651 ROCK HI SC 29731			PUBLIC CHARITY	20,000.
JAARS, INC. POST OFFICE BOX 248 WAXHAW, 28173-0248	, NC		PUBLIC CHARITY	10,000.
MONCKS CORNER UNITED METHODICHURCH 200 N. LIVE OAK DRIVE MONCECORNER, SC 29461	-	NONE RELIGIOUS	PUBLIC CHARITY	25,000.
PALMETTO PREGNANCY CENTER 828 LUCAS STREET ROCK HILL, 29730	, SC	NONE HEALTH & WELFARE	PUBLIC CHARITY	10,000.

• • •			
HOPEWELL FOUNDATION, INC.			57-0792719
REFORMED THEOLOGICAL SEMINARY 2101 CARMEL ROAD CHARLOTTE, NC 282266399		PUBLIC CHARITY	50,000.
THE CAROLINAS HEALTHCARE FOUNDATION, INC (LEVINE CHILDREN'S HOSPITAL) - POST OFFICE BOX 32861 CHARLOTTE, NC 282322861	NONE HEALTH & WELFARE	PUBLIC CHARITY	40,000.
TRIDENT TECHNICAL COLLEGE FOUNDATION, (SCHOLARSHIP FUND) POST OFFICE BOX 61227 CHARLESTON, SC 294191227	NONE EDUCATIONAL	PUBLIC CHARITY	25,000.
TVC EDUCATION & LEGAL INSTITUTE, INC. 100 S ANAHEIM BLVD, SUITE 350 ANAHEIM, CA IFORNIA 92	NONE EDUCATIONAL	PUBLIC CHARITY	5,000.
UNITY PREBYTERIAN CHURCH 303 TOM HALL STREET FORT MILL, SC 29715		PUBLIC CHARITY	50,000.
UPPER PALMETTO YMCA 323 OAKLAND AVENUE ROCK HILL, SC 29730	NONE HEALTH & WELFARE	PUBLIC CHARITY	30,000.
WESTMINSTER CATAWBA CHRISTIAN SCHOOL 2650 INDIA HOOK ROAD ROCK HILL, SC 297328666	NONE EDUCATIONAL	PUBLIC CHARITY	100,000.
WESTMINSTER PRESBYTERIAN CHURCH 1300 INDIA HOOK ROAD ROCK HILL, SC 29732	NONE RELIGIOUS	PUBLIC CHARITY	55,000.
YORK TECHNICAL COLLEGE FOUNDATION(SCHOLARSHIP FUND) 452 S ANDERSON ROAD ROCK HILL, SC 29730	NONE EDUCATIONAL	PUBLIC CHARITY	25,000.
TOTAL TO FORM 990-PF, PART XV, LI	NE 3A		597,000.

	AND CONTRIBUTIONS FOR FUTURE PAYMENT	STATEMENT 9		
RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT		AMOUNT	
CAROLINA COMMUNITY CARE, INC. (WAYNE T. PATRICK HOSPICE HOUSE CPTL CAMPGN) - POST OFFICE BOX 993 ROCK HILL, SC 29731	NONE HEALTH & WELFARE	PUBLIC CHARITY	20,000.	
COVENANT COLLEGE (CAPITAL FUND CAMPAIGN) 14049 SCENIC HIGHWAY LOOKOUT MOUNTAIN, GA 30750	NONE EDUCATIONAL	PUBLIC CHARITY	30,000.	
CULTURE & HERITAGE FOUNDATION, INC. 4621 MT. GALLANT ROAD ROCK HILL, SC 29732	NONE HEALTH & WELFARE	PUBLIC CHARITY	20,000.	
FELLOWSHIP OF CHRISTIAN ATHLETES 452 LAKESHORE PARKWAY, SUITE 205 ROCK HILL, SC 29730		PUBLIC CHARITY	25,000.	
MONCKS CORNER UNITED METHODIST CHURCH 200 N. LIVE OAK DRIVE MONCKS CORNER, SC 29461	NONE RELIGIOUS	PUBLIC CHARITY	25,000.	
PALMETTO PARTNERS FOR SCIENCE AND TECHNOLOGY PO BOX 25099 GREENVILLE, SC 296160099	NONE EDUCATIONAL	PUBLIC CHARITY	10,000.	
PALMETTO PREGNANCY CENTER 828 LUCAS STREET ROCK HILL, SC 29730	NONE HEALTH & WELFARE	PUBLIC CHARITY	20,000.	
REFORMED THEOLOGICAL SEMINARY 2101 CARMEL ROAD CHARLOTTE, NC 282266399	NONE EDUCATIONAL	PUBLIC CHARITY	50,000.	

HOPEWELL FOUNDATION, INC.			57-0792719
THE CAROLINAS HEALTHCARE FOUNDATION, INC (LEVINE CHILDREN'S HOSPITAL) - POST OFFICE BOX 32861 CHARLOTTE, NC 282262861	NONE HEALTH & WELFARE	PUBLIC CHARITY	80,000.
TVC EDUCATION & LEGAL INSTITUTE, INC. 100 S ANAHEIM BLVD, SUITE 350 ANAHEIM, CA IFORNIA 92	NONE HEALTH & WELFARE	PUBLIC CHARITY	15,000.
UNITY PREBYTERIAN CHURCH 303 TOM HALL STREET FORT MILL, SC 29715	NONE RELIGIOUS	PUBLIC CHARITY	150,000.
WESTMINSTER CATAWBA CHRISTIAN SCHOOL 2650 INDIA HOOK ROAD ROCK HILL, SC 29732	NONE EDUCATIONAL	PUBLIC CHARITY	75,000.
WESTMINSTER PRESBYTERIAN CHURCH 1300 INDIA HOOK ROAD ROCK HILL, SC 29732	NONE RELIGIOUS	PUBLIC CHARITY	55,000.
TOTAL TO FORM 990-PF, PART XV, LI	NE 3B		530,000.