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## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

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

For calendar year 2010, 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

Name of foundation <b>HAYNE HIPP FOUNDATION</b>		A Employer identification number <b>57-0861526</b>
Number and street (or P O box number if mail is not delivered to street address) <b>135 S. MAIN STREET</b>	Room/suite	B Telephone number <b>(864) 241-5432</b>
City or town, state, and ZIP code <b>GREENVILLE, SC 29601</b>		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>11,354,428.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		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		1,860.	1,860.		STATEMENT 1
4 Dividends and interest from securities		78,779.	78,779.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		318,941.			
b Gross sales price for all assets on line 6a	2,347,037.				
7 Capital gain net income (from Part IV, line 2)			318,941.		
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		29,232.	677.		STATEMENT 3
12 Total. Add lines 1 through 11		428,812.	400,257.		
13 Compensation of officers, directors, trustees, etc		73,000.	12,500.		60,500.
14 Other employee salaries and wages		70,084.	35,042.		35,042.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	11,500.	5,750.		5,750.
c Other professional fees	STMT 5	59,412.	59,412.		0.
17 Interest		6,460.	6,460.		0.
18 Taxes	STMT 6	7,814.	5,133.		2,681.
19 Depreciation and depletion		31,157.	0.		
20 Occupancy		55,462.	27,731.		27,731.
21 Travel, conferences, and meetings		826.	0.		826.
22 Printing and publications					
23 Other expenses	STMT 7	109,296.	23,883.		83,375.
24 Total operating and administrative expenses. Add lines 13 through 23		425,011.	175,911.		215,905.
25 Contributions, gifts, grants paid		749,872.			749,872.
26 Total expenses and disbursements. Add lines 24 and 25		1,174,883.	175,911.		965,777.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<746,071.>			
b Net investment income (if negative, enter -0-)			224,346.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	635,922.	274,142.	274,142.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	4,703,975.	4,238,677.	4,933,736.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment, basis ▶ 167,748.			
	Less: accumulated depreciation STMT 9 ▶ 138,926.	25,369.	28,822.	28,822.
	15 Other assets (describe ▶ STATEMENT 10)	5,166,286.	5,144,022.	6,117,728.
	16 Total assets (to be completed by all filers)	10,531,552.	9,685,663.	11,354,428.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	100,745.	927.	
	23 Total liabilities (add lines 17 through 22)	100,745.	927.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	10,430,807.	9,684,736.	
	30 Total net assets or fund balances	10,430,807.	9,684,736.	
	31 Total liabilities and net assets/fund balances	10,531,552.	9,685,663.	

## 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	10,430,807.
2 Enter amount from Part I, line 27a	2	<746,071.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,684,736.
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	9,684,736.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,347,037.		2,028,096.	318,941.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			318,941.	
2 Capital gain net income or (net capital loss)		2		318,941.
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))
2009	1,644,660.	10,280,326.	.159981
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
2 Total of line 1, column (d)			.623158
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			.124632
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			10,571,270.
5 Multiply line 4 by line 3			1,317,519.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,243.
7 Add lines 5 and 6			1,319,762.
8 Enter qualifying distributions from Part XII, line 4			965,777.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 4,487.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 4,487.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5 4,487.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	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 5,780.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 5,780. Refunded <input type="checkbox"/>	11 0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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 XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2010 or the taxable year beginning in 2010 (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

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**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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2010?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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	
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 2010 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 2010.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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 2010?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

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

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

If "Yes" to 6b, file Form 8870

6b

X

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		73,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELIZABETH OWINGS - 200 BOUCHILLION DRIVE, GREENVILLE, SC 29615	EXECUTIVE ASSISTANT 36.00	50,500.	0.	0.

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

0

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**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

[illegible]

C

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		

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		
<b>Total.</b> Add lines 1 through 3		0.

Form **990-PF** (2010)

**AS AMENDED**



**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	4,607,287.
b	Average of monthly cash balances	1b	317,940.
c	Fair market value of all other assets	1c	5,807,027.
d	Total (add lines 1a, b, and c)	1d	10,732,254.
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	10,732,254.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	160,984.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,571,270.
6	Minimum investment return. Enter 5% of line 5	6	528,564.

**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	528,564.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,487.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,487.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	524,077.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	524,077.
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	524,077.

**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	965,777.
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	965,777.
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	965,777.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				524,077.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	456,726.			
b From 2006	1,009,782.			
c From 2007	1,208,821.			
d From 2008	1,173,040.			
e From 2009	1,644,660.			
f Total of lines 3a through e	5,493,029.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 965,777.				
a Applied to 2009, 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)	965,777.	*SEE ELECTION*		
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	524,077.			524,077.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,934,729.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,934,729.			
10 Analysis of line 9:				
a Excess from 2006	942,431.			
b Excess from 2007	1,208,821.			
c Excess from 2008	1,173,040.			
d Excess from 2009	1,644,660.			
e Excess from 2010	965,777.			

**AS AMENDED**

<b>Part XIV</b>	<b>Private Operating Foundations</b> (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 2010, 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.

**b 85% of line 2a**

**c** Qualifying distributions from Part XII,  
line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e** Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

**(1) Value of all assets**

**(2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

**b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

**c "Support" alternative test - enter:**

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

**(3) Largest amount of support from an exempt organization**

**(4) Gross investment income**

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

### 1 Information Regarding Foundation Managers:

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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

- |          |  | Yes | No |
|----------|--|-----|----|
| <b>1</b> | 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?  |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
|          | (1) Cash   |     | X  |
|          | (2) Other assets   |     | X  |
| <b>b</b> | Other transactions:  |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|          | (3) Rental of facilities, equipment, or other assets   |     | X  |
|          | (4) Reimbursement arrangements   |     | X  |
|          | (5) Loans or loan guarantees   |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> | 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		

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☒ self-employed

PTIN
------

MARTHA LOUISE LEWIS

Mathew Frank Jones

6/19/2012

P00040094

Firm's address ► 1310 AUGUSTA STREET  
GREENVILLE, SC 29605

Firm's EIN ► 57-1072095

Phone no. (864) 250-1818

Form 990-PF (2010)

**AS AMENDED**

**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	TEEKAY LNG PARTNERS 1231 LOSS	P	VARIOUS	VARIOUS
b	14,216.935 SHS MATTHEWS PACIFIC TIGER FUND	P	VARIOUS	VARIOUS
c	8,385.964 SHS CRM SMALL/MID CAP VALUE FUND	P	VARIOUS	VARIOUS
d	1,793.709 SHS HARDING LOEVNER EMERGING MKTS	P	04/02/08	05/10/10
e	4,306.828 SHS HARDING LOEVNER EMERGING MARKETS	P	VARIOUS	05/10/10
f	5,500 SHS ISHARES TRUST 2000 GROWTH INDEX	P	VARIOUS	VARIOUS
g	13,207.547 SHS SCHNEIDER VALUE FUND	P	06/27/06	10/07/10
h	7,912.957 SHS GMO INTERNATIONAL EQUITY FUND	P	VARIOUS	10/07/10
i	ARGENT CAPITAL MANAGEMENT - SEE STATEMENT A	P	VARIOUS	VARIOUS
j	ARGENT CAPITAL MANAGEMENT - SEE STATEMENT A	P	VARIOUS	VARIOUS
k	NEUBERGER BERMAN - SEE STATEMENT B	P	VARIOUS	VARIOUS
l	NEUBERGER BERMAN - SEE STATEMENT B	P	VARIOUS	VARIOUS
m	RANGER SMALL CAP FUND	P	VARIOUS	VARIOUS
n	RANGER SMALL CAP FUND	P	VARIOUS	VARIOUS
o	FRANKLIN STREET MULTI-STRATEGY FUND	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 <32.>			<32.>
b 260,028.		252,060.	7,968.
c 108,902.		92,078.	16,824.
d 77,411.		95,354.	<17,943.>
e 185,870.		179,752.	6,118.
f 405,060.		350,570.	54,490.
g 174,604.		268,774.	<94,170.>
h 79,832.		73,439.	6,393.
i 138,347.		142,815.	<4,468.>
j 299,967.		302,414.	<2,447.>
k 81,018.		83,095.	<2,077.>
l 187,032.		187,745.	<713.>
m 32,724.			32,724.
n 63,725.			63,725.
o 125,988.			125,988.

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			<32.>
b			7,968.
c			16,824.
d			<17,943.>
e			6,118.
f			54,490.
g			<94,170.>
h			6,393.
i			<4,468.>
j			<2,447.>
k			<2,077.>
l			<713.>
m			32,724.
n			63,725.
o			125,988.

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

**AS AMENDED**

**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	FSP MANAGER OF MANAGERS LLC II	P	VARIOUS	VARIOUS
b	FSP MANAGER OF MANAGERS LLC II	P	VARIOUS	VARIOUS
c	CHILTON GLOBAL NATURAL RESOURCES	P	VARIOUS	VARIOUS
d	CHILTON GLOBAL NATURAL RESOURCES	P	VARIOUS	VARIOUS
e	CHILTON GLOBAL NATURAL RESOURCES - SEC 1256	P	VARIOUS	VARIOUS
f	CHILTON GLOBAL NATURAL RESOURCES - SEC 1256	P	VARIOUS	VARIOUS
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 <1,816.>			<1,816.>
b 1,680.			1,680.
c 20,058.			20,058.
d 108,420.			108,420.
e <712.>			<712.>
f <1,069.>			<1,069.>
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			<1,816.>
b			1,680.
c			20,058.
d			108,420.
e			<712.>
f			<1,069.>
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	318,941.
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 01-01-10 Through 12-31-10*

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
05-03-07	01-21-10	50,000	J. Crew Group, Inc.	2,010		2,017		7
04-24-09	01-21-10	550,000	J. Crew Group, Inc.	8,901		22,188	13,287	
07-10-06	01-29-10	550,000	Hewlett-Packard Co.	17,558		26,163		8,605
08-22-07	01-29-10	500,000	Citrix Systems, Inc.	17,502		20,826		3,324
07-10-06	02-03-10	1,350,000	Janus Capital Group Inc	23,563		16,349		-7,214
04-24-09	02-03-10	1,050,000	Janus Capital Group Inc.	9,876		12,716	2,840	
09-15-09	02-22-10	2,700,000	Motorola, Inc.	24,791		18,586	-6,204	
11-06-09	02-22-10	1,150,000	Motorola, Inc.	10,409		7,916	-2,493	
11-06-09	03-01-10	350,000	Starwood Hotels & Resorts Worldwide, Inc.	10,832		13,606	2,774	
05-07-08	03-12-10	450,000	XTO Energy Inc.	29,282		21,203		-8,079
12-22-08	03-12-10	200,000	Factset Research Systems, Inc.	8,739		14,146		5,407
07-10-06	04-08-10	350,000	Ingersoll-Rand Co. Ltd.	13,022		12,748		-274
05-12-10	07-21-10	100,000	Johnson & Johnson	6,487		5,781	-705	
07-10-06	07-21-10	450,000	Johnson & Johnson	27,405		26,016		-1,389
05-12-10	07-26-10	100,000	Hewlett-Packard Co.	4,964		4,625	-339	
07-10-06	07-26-10	500,000	Hewlett-Packard Co.	15,962		23,123		7,161
05-12-10	08-09-10	100,000	McKesson Corp.	6,900		6,233	-667	
08-03-09	08-09-10	450,000	McKesson Corp.	23,640		28,048		4,408
05-12-10	08-23-10	100,000	Sysco Corp.	3,070		2,867	-203	
03-19-09	08-23-10	800,000	Sysco Corp.	18,445		22,934		4,489
05-12-10	10-22-10	450,000	Chico's FAS, Inc.	6,970		4,444	-2,526	
03-01-10	10-22-10	950,000	Chico's FAS, Inc.	13,149		9,382	-3,767	
10-26-09	10-22-10	1,400,000	Chico's FAS, Inc.	19,364		13,826	-5,538	
06-16-08	10-29-10	1,050,000	Molex Inc.	29,058		21,250		-7,807
05-12-10	10-29-10	300,000	Molex Inc.	6,822		6,071	-750	
04-24-09	10-29-10	600,000	Molex Inc.	9,652		12,143		2,491
10-10-07	11-05-10	1,200,000	Newell Rubbermaid Inc.	34,983		20,935		-14,048
11-19-07	11-05-10	100,000	Newell Rubbermaid Inc.	2,800		1,745		-1,055
11-19-07	11-30-10	700,000	Newell Rubbermaid Inc.	19,597		11,791		-7,807
05-12-10	11-30-10	600,000	Newell Rubbermaid Inc.	10,283		10,106	-177	
04-22-09	11-30-10	1,100,000	Newell Rubbermaid Inc.	9,195		18,528		9,333
TOTAL GAINS							18,901	45,226
TOTAL LOSSES							-23,369	-47,673
							-4,468	-2,447
TOTAL REALIZED GAIN/LOSS				445,229	0	438,314		

TOTAL REALIZED GAIN/LOSS -6,915

	Cost Basis	Proceeds	Gain/ (Loss)
Short Term	\$142,815	\$138,347	(\$4,468)
Long Term	\$302,414	\$299,967	(\$2,447)
Total	\$445,229	\$438,314	(\$6,915)

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  
**AS AMENDED**

Hayne Hipp Foundation  
Neuberger Berman Gain/Loss Schedule  
2010  
EIN: 57-0861526

Description	Purchased Date	Sold Date	Sale Price	Cost Basis	Gain Loss
<b>Short Term</b>					
550 SHS Kroger Co	10/13/09	01/13/10	\$ 11,118.72	\$ 12,487.04	\$ (1,368.32)
100 SHS Kroger Co	11/25/09	01/13/10	2,021.59	2,308.66	(287.07)
150 SHS BHP Billiton, PLC	06/17/09	01/15/10	11,809.59	8,182.76	3,626.83
100 SHS BHP Billiton, PLC	07/01/09	01/15/10	7,873.06	5,597.77	2,275.29
550 SHS Morgan Stanley	07/01/09	01/21/10	16,568.79	15,732.83	835.96
200 SHS Morgan Stanley	10/13/09	01/21/10	6,025.02	6,227.90	(202.88)
200 SHS BHP Billiton, PLC	01/12/10	07/06/10	10,353.84	13,180.10	(2,826.26)
50 SHS Pioneer Nat Resources	11/25/09	07/06/10	3,025.21	2,110.29	914.92
150 SHS Bank of America	12/13/09	09/28/10	2,005.46	2,666.13	(660.67)
650 SHS Bank of America	12/13/09	10/20/10	7,812.86	9,775.81	(1,962.95)
200 SHS Bank of America	11/25/09	10/20/10	2,403.96	4,825.44	(2,421.48)
<b>Total Short Term</b>			<b>\$ 81,018.10</b>	<b>\$ 83,094.73</b>	<b>\$ (2,076.63)</b>

Description	Purchased Date	Sold Date	Sale Price	Cost Basis	Gain Loss
<b>Long Term</b>					
650 SHS XTO Energy	07/27/06	03/16/10	\$ 30,816.75	\$ 23,516.12	\$ 7,300.63
500 SHS News Corp	07/26/06	03/30/10	7,344.95	9,641.31	(2,296.36)
800 SHS News Corp	06/10/08	03/30/10	11,751.93	13,804.17	(2,052.24)
300 SHS ABB, LTD	09/23/08	03/31/10	6,437.94	6,365.16	72.78
200 SHS Loews Corp	12/01/06	03/31/10	7,449.92	8,027.24	(577.32)
300 SHS Oracle Corp	05/08/08	03/31/10	7,670.93	6,546.26	1,124.67
100 SHS Anadarko Petroleum Corp	07/26/06	04/15/10	7,318.56	4,446.70	2,871.86
150 SHS Anadarko Petroleum Corp	07/26/06	05/14/10	8,528.23	6,670.06	1,858.17
200 SHS Anadarko Petroleum Corp	07/26/06	06/15/10	7,623.24	8,893.41	(1,270.17)
200 SHS Loews Corp	12/01/06	06/25/10	6,754.50	8,027.24	(1,272.74)
200 SHS Anadarko Petroleum Corp	07/26/06	07/06/10	7,239.01	8,893.41	(1,654.40)
50 SHS Apache Corp	08/01/06	07/06/10	4,242.44	3,477.40	765.04
100 SHS Pride Int'l Inc	10/30/07	07/06/10	2,217.09	3,396.89	(1,179.80)
200 SHS ABB, LTD	09/23/08	07/27/10	3,919.77	4,243.44	(323.67)
200 SHS Loews Corp	12/01/06	07/27/10	7,354.89	8,027.24	(672.35)
400 SHS Loews Corp	12/01/06	09/28/10	14,854.65	16,054.48	(1,199.83)
650 SHS CVS Caremark	10/24/08	11/04/10	19,491.03	19,908.38	(417.35)
200 SHS Lockheed Martin Corp	08/06/09	11/09/10	14,364.61	15,075.62	(711.01)
600 SHS ABB, LTD	09/23/08	12/03/10	11,651.70	12,730.32	(1,078.62)
<b>Total Long Term</b>			<b>\$ 187,032.14</b>	<b>\$ 187,744.85</b>	<b>\$ (712.71)</b>

STATEMENT B  
**AS AMENDED**

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

OMB No 1545-0172

**2010**

Attachment  
 Sequence No 67

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

**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 instructions)	1	500,000.
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	2,000,000.
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 2009 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 2011. 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	16,841.
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 2010	17	10,949.
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 2010 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		16,839.	5 YRS.	HY	200DB	3,367.
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	
	/		27.5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2010 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	31,157.
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	

**Part V****Listed Property** (Include automobiles, certain other vehicles, 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
<b>30</b> Total business/investment miles driven during the year (do not include commuting miles)						
<b>31</b> Total commuting miles driven during the year						
<b>32</b> Total other personal (noncommuting) miles driven						
<b>33</b> Total miles driven during the year. Add lines 30 through 32						
<b>34</b> Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?						
<b>36</b> 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.

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
<b>38</b> 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		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> 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?		
<b>41</b> 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
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**42** Amortization of costs that begins during your 2010 tax year.


**43** Amortization of costs that began before your 2010 tax year

43

2,038.

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

44

2,038.

2010 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
	FURNITURE AND FIXTURES														
8	FURNITURE AND FIXTURES	10/14/02	200DB	7.00		HY17	1,843.				1,843.	1,843.		0.	1,843.
9	FURNITURE AND FIXTURES	10/11/02	200DB	7.00		HY17	1,215.				1,215.	1,215.		0.	1,215.
10	FURNITURE AND FIXTURES	02/20/02	200DB	7.00		HY17	2,367.				2,367.	2,367.		0.	2,367.
11	FURNITURE AND FIXTURES	10/01/02	200DB	7.00		HY17	884.				884.	884.		0.	884.
12	FURNITURE AND FIXTURES	09/26/02	200DB	7.00		HY17	1,723.				1,723.	1,723.		0.	1,723.
14	FURNITURE AND FIXTURES	03/15/06	200DB	7.00		HY17	3,248.				3,248.	2,233.		290.	2,523.
17	FURNITURE AND FIXTURES	07/09/07	200DB	7.00		HY17	15,845.				15,845.	8,916.		1,980.	10,896.
21	FURNITURE AND FIXTURES	01/03/08	200DB	7.00		HY17	653.			327.	326.	127.		57.	184.
22	FURNITURE AND FIXTURES	11/20/08	200DB	7.00		HY17	799.			400.	399.	155.		70.	225.
* 990-PF PG 1 TOTAL -							28,577.			727.	27,850.	19,463.		2,397.	21,860.
	FURNITURE AND FIXTURES														
	COMPUTER EQUIPMENT														
13	COMPUTER EQUIPMENT	05/18/06	200DB	5.00		HY17	833.				833.	689.		96.	785.
18	COMPUTER EQUIPMENT	01/17/08	200DB	5.00		HY17	367.			184.	183.	95.		35.	130.
19	COMPUTER EQUIPMENT	02/13/08	200DB	5.00		HY17	635.			318.	317.	165.		61.	226.
20	SOFTWARE	06/20/08		36M		HY43	3,657.				3,657.	1,829.		1,219.	3,048.
35	COMPUTER EQUIPMENT	01/19/09	200DB	5.00		HY17	336.			168.	168.	34.		54.	88.
36	COMPUTER EQUIPMENT	02/03/09	200DB	5.00		HY17	3,917.			1,959.	1,958.	392.		626.	1,018.

28111  
05-01-10

(D) - Asset disposed

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

AS AMENDED

2010 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
37	COMPUTER EQUIPMENT	06/23/09	200DB	5.00		HY17	554.			277.	277.	55.		89.	144.
38	SOFTWARE	01/14/09		36M		HY43	127.				127.	42.		42.	84.
39	SOFTWARE	03/12/09		36M		HY43	210.				210.	58.		70.	128.
40	SOFTWARE	04/09/09		36M		HY43	2,120.				2,120.	530.		707.	1,237.
41	COMPUTER EQUIPMENT	04/19/10	200DB	5.00		HY19B	18,013.			9,007.	9,006.			10,808.	1,801.
42	SERVER	04/19/10	200DB	5.00		HY19B	9,586.			4,793.	4,793.			5,752.	959.
43	COMPUTER EQUIPMENT	05/13/10	200DB	5.00		HY19B	2,090.			1,045.	1,045.			1,254.	209.
44	COMPUTER EQUIPMENT	06/24/10	200DB	5.00		HY19B	2,522.			1,261.	1,261.			1,513.	252.
45	COMPUTER EQUIPMENT	03/08/10	200DB	5.00		HY19B	794.			397.	397.			476.	79.
46	COMPUTER EQUIPMENT	06/14/10	200DB	5.00		HY19B	211.			106.	105.			127.	21.
47	COMPUTER EQUIPMENT	08/31/10	200DB	5.00		HY19B	464.			232.	232.			278.	46.
* 990-PF PG 1 TOTAL - COMPUTER EQUIPMENT							46,436.			19,747.	26,689.	3,889.		23,207.	10,255.
OFFICE EQUIPMENT															
1	EQUIPMENT	10/31/05	200DB	5.00		MQ17	39,356.				39,356.	36,041.		3,315.	39,356.
2	EQUIPMENT	03/16/04	200DB	5.00		HY17	827.				827.	827.		0.	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		MQ17	18,035.				18,035.	16,580.		1,455.	18,035.

(D) - Asset disposed

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

AS AMENDED

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	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
6	EQUIPMENT	11/21/05	200DB	5.00	MACRS	14,232.				14,232.	12,882.		1,350.	14,232.
7	EQUIPMENT	11/30/05	200DB	5.00	MACRS	2,307.				2,307.	2,088.		219.	2,307.
15	OFFICE EQUIPMENT	06/21/06	200DB	5.00	HY17	3,744.				3,744.	3,097.		431.	3,528.
16	OFFICE EQUIPMENT	07/24/06	200DB	5.00	HY17	3,840.				3,840.	3,176.		443.	3,619.
23	OFFICE EQUIPMENT	01/07/08	200DB	5.00	HY17	535.			268.	267.	139.		51.	190.
24	OFFICE EQUIPMENT	06/27/08	200DB	5.00	HY17	3,403.			1,702.	1,701.	884.		327.	1,211.
* 990-PF PG 1 TOTAL - OFFICE EQUIPMENT						87,235.			1,970.	85,265.	76,670.		7,591.	84,261.
* GRAND TOTAL 990-PF PG 1 DEPR & AMORT						162,248.			22,444.	139,804.	100,022.		33,195.	116,376.

028111  
05-01-10

(D) - Asset disposed

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

AS AMENDED

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

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SOURCE	AMOUNT
CHILTON GLOBAL	1,581.
FSP MANAGER OF MANAGERS LLC II	8.
RANGER SMALL CAP FUND	138.
TEEKAY LNG PTNR LLC	96.
WACHOVIA #5129	37.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,860.

**AS AMENDED**



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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARGENT CHARLES SCHWAB	13,769.	0.	13,769.
CHILTON GLOBAL	6,524.	0.	6,524.
FRANKLIN STREET	20,964.	0.	20,964.
FSP MANAGER OF MANAGERS LLC II	27,769.	0.	27,769.
FSP MANAGER OF MANAGERS LLC II - TAX EXEMPT	211.	0.	211.
NEUBERGER BERMAN LEHMAN	8,119.	0.	8,119.
RANGER SMALL CAP FUND DIVIDENDS	1,234.	0.	1,234.
TEEKAY LNG PTNRS LLC	189.	0.	189.
TOTAL TO FM 990-PF, PART I, LN 4	78,779.	0.	78,779.

**AS AMENDED**

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET UBTI	28,555.	0.	
TEEKAY LNG LLC - OTHER INCOME	221.	221.	
CHILTON GLOBAL - SEC 988	<963.>	<963.>	
CHILTON GLOBAL - OTHER INCOME FROM TRADE OR BUSINESS	<5.>	<5.>	
CHILTON GLOBAL - ORDINARY INCOME	1,424.	1,424.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,232.	677.	

**AS AMENDED**

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,500.	5,750.		5,750.
TO FORM 990-PF, PG 1, LN 16B	11,500.	5,750.		5,750.

**AS AMENDED**

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	59,412.	59,412.		0.
TO FORM 990-PF, PG 1, LN 16C	59,412.	59,412.		0.

**AS AMENDED**

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	2,452.	2,452.		0.
PAYROLL TAXES	5,362.	2,681.		2,681.
TO FORM 990-PF, PG 1, LN 18	7,814.	5,133.		2,681.

**AS AMENDED**

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE FEES	606.	0.		606.
COMPUTER MAINTENANCE	33,896.	0.		33,896.
CLEANING EXPENSE	3,625.	0.		3,625.
COURIER SERVICE	715.	0.		715.
POSTAGE, FED EX, COPYING	1,796.	0.		1,796.
OFFICE EXPENSE	11,105.	0.		11,105.
PAYROLL PROCESSING FEES	900.	450.		450.
TELEPHONE	6,913.	0.		6,913.
REPAIRS AND MAINTENANCE	22,671.	0.		22,671.
INSURANCE	1,298.	0.		1,298.
DUES	300.	0.		300.
OTHER PASSTHROUGH DEDUCTIONS	23,433.	23,433.		0.
AMORTIZATION	2,038.	0.		0.
TO FORM 990-PF, PG 1, LN 23	109,296.	23,883.		83,375.

**AS AMENDEL**

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ARGENT CAPITAL - SCHWAB - SEE STATEMENT C	1,345,072.	1,743,036.
NEUBERGER BERMAN - LEHMAN BROTHERS - SEE STATEMENT D	401,490.	548,736.
SCHNEIDER VALUE FUND	708,733.	543,053.
HARDING LOEVNER EMERGING MKTS	670,248.	745,347.
CRM SMALL/MIDCAP VALUE FUND	407,930.	556,535.
I SHARES TRUST	0.	0.
MATTHEWS PACIFIC TIGER FUND	0.	0.
GMO INTERNATIONAL EQUITY	705,204.	797,029.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,238,677.	4,933,736.

**AS AMENDED**

Argent Schwab Cost Basis  
AS OF 12/31/2010

DATE	EQUITIES	SYM	SHARES	COST PER SHARE	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)	
5/12/2010	ALLERGAN	AGN	100	63.2860	6,328.60	
	ALLERGAN	AGN	750		33,146.30	33,146.30
8/18/09	BEST BUY	BBY	600	36.8592	22,124.47	
4/8/10	BEST BUY	BBY	350	44.5515	15,601.98	
5/12/10	BEST BUY	BBY	150	45.0980	6,764.70	
			1,100		44,491.15	44,491.15
7/10/06	BIOGEN IDEC	BIIB	1,000	46.3107	45,419.66	
3/7/08	BIOGEN IDEC	BIIB	(300)	46.3107	(13,893.21)	
5/12/10	BIOGEN IDEC	BIIB	200	51.9380	10,387.60	
	BIOGEN IDEC	BIIB	900		41,914.05	41,914.05
4/3/09	CARNIVAL CORP	CCL	900	24.9744	22,496.91	
8/18/09	CARNIVAL CORP	CCL	350	30.1196	10,550.81	
5/12/10	CARNIVAL CORP	CCL	200	40.0780	8,015.60	
			1,450		41,063.32	41,063.32
7/10/06	CISCO SYSTEMS	CSCO	2,600	18.9605	49,297.62	
1/8/09	CISCO SYSTEMS	CSCO	(150)		(2,844.00)	
	CISCO SYSTEMS	CSCO	(250)		(4,740.00)	
5/12/10	CISCO SYSTEMS	CSCO	650	26.6980	17,453.70	
	CISCO SYSTEMS	CSCO	2,850		59,167.32	59,167.32
8/27/07	CITRIX	CTXS	1,200	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)	
1/29/10	CITRIX	CTXS	(500)		(17,502.00)	
5/12/10	CITRIX	CTXS	100	47.4580	4,745.80	
	CITRIX	CTXS	700		25,596.55	25,596.55
9/4/08	DANAHER CORP	DHR	400	81.7830	32,722.15	
10/1/08	DANAHER CORP	DHR	200	68.4992	13,708.79	
5/12/10	DANAHER CORP	DHR	100	87.2280	8,722.80	
	DANAHER CORP		700		55,153.74	55,153.74
1/29/10	EBAY	EBAY	1,050	23.4221	24,602.16	
5/12/10	EBAY	EBAY	200	55.4580	4,491.60	
			1,250		29,093.76	29,093.76
11/27/07	EMC CORP	EMC	3,000	18.3200	54,965.68	
	EMC CORP	EMC	(350)	18.3200	(6,558.00)	
9/15/09	EMC CORP	EMC	(550)		(10,305.00)	
5/12/10	EMC CORP	EMC	400	19.0900	7,636.00	
	EMC CORP	EMC	2,500		45,738.68	45,738.68
7/10/06	ENERGIZER HOLDING	ENR	500	57.7612	28,880.65	
3/12/09	ENERGIZER HOLDING	ENR	200	43.8266	8,765.27	

**AS AMENDED**  
STATEMENT C



**Argent Schwab Cost Basis**
**AS OF 12/31/2010**

DATE	EQUITIES	SYM	SHARES	COST PER SHARE	REPORT COST	TOTAL COST BY EQUITY
5/12/10	ENERGIZER HOLDING	ENR	150	59.2140	8,882.10	
	ENERGIZER HOLDING	ENR	850		46,537.02	46,537.02
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	
3/17/10	FACTSET RESEARCH SYS	FDS	(200)		(8,739.00)	
5/12/10	FACTSET RESEARCH SYS	FDS	100	74.3300	7,433.00	
			600		29,712.33	29,712.33
1/26/10	GILEAD SCIENCE	GILD	550	45.6648	25,124.59	
5/12/10	GILEAD SCIENCE	GILD	150	40.0780	6,011.70	
10/22/10	GILEAD SCIENCE	GILD	450	38.9006	17,514.22	
			1,150		48,650.51	48,650.51
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)	
5/12/10	GOOGLE	GOOG	30	504.6700	15,140.10	
			125		47,759.07	47,759.07
8/9/10	HANSEN NATURAL CORP	HANS	700	45.5411	31,887.72	31,887.72
12/3/10	HASBRO	HAS	700	47.6153	33,339.66	33,339.66
8/27/10	HERBAL LIFE	HLF	450		24,598.57	24,598.57
7/10/06	INGERSOLL RAND	INTC	700	38.4258	26,898.03	
12/31/08	INGERSOLL RAND	INTC - ROC			(504.00)	
4/27/09	INGERSOLL RAND	INTC	600	19.6155	11,789.25	
12/31/09	INGERSOLL RAND	INTC - ROC			(542.00)	
4/13/10	INGERSOLL RAND	INTC	(350)		(13,022.00)	
5/12/10	INGERSOLL RAND	INTC	150	39.5280	5,929.20	
12/31/10	INGERSOLL RAND	INTC - ROC			(322.00)	
	INGERSOLL RAND	INTC	1,100		30,226.48	30,226.48
7/10/06	INTEL CORP	IR	2,050	18.4800	37,890.58	
5/12/10	INTEL CORP	IR	300	23.0781	6,923.43	
	INTEL CORP	IR	2,350		44,814.01	44,814.01
11/0/2010	JABIL CIRCUIT	JBL	2,350	14.9933	35,243.21	
12/31/10	JABIL CIRCUIT	JBL - ROC			(164.50)	35,078.71
10/2/09	LEGG MASON	LM	900	31.4628	28,325.47	
5/12/10	LEGG MASON	LM	150	34.1880	5,128.20	
11/10/10	LEGG MASON	LM	500	35.2619	17,639.90	
			1,550		51,093.57	51,093.57
3/13/09	MASTERCARD	MSFT	140	157.9961	22,128.40	
8/6/09	MASTERCARD	MSFT	55	199.3316	10,972.19	
5/12/10	MASTERCARD	MSFT	40	232.3500	9,294.00	
			235		42,394.59	42,394.59
6/11/09	MAXIM	MXIM	1,375	15.8909	21,858.94	

STATEMENT C  
**AS AMENDED**

Argent Schwab Cost Basis

AS OF 12/31/2010

DATE	EQUITIES	SYM	SHARES	COST PER SHARE	REPORT COST	TOTAL COST BY EQUITY
8/18/09	MAXIM	MXIM	600	18.9560	11,382.55	
5/12/10	MAXIM	MXIM	350	19.4890	6,821.15	
	MAXIM	MXIM	2,325		40,062.64	40,062.64
6/1/07	MURPHY OIL	MUR	650	59.4987	38,681.91	
5/7/08	MURPHY OIL	MUR	(300)	59.4987	(17,853.00)	
5/12/10	MURPHY OIL	MUR	50	57.9800	2,899.00	
7/26/10	MURPHY OIL	MUR	300	50.6904	15,216.07	
	MURPHY OIL	MUR	700		38,943.98	38,943.98
10/10/07	NEWELL RUBBERMAID	NWL	2,000	28.6900	57,380.26	
4/22/09	NEWELL RUBBERMAID	NWL	1,100	8.3397	9,195.12	
5/12/10	NEWELL RUBBERMAID	NWL	600	17.1380	10,282.80	
11/30/10	NEWELL RUBBERMAID	NWL	(1,300)		(37,783.00)	
12/3/10	NEWELL RUBBERMAID	NWL	(2,400)		(39,075.18)	
	NEWELL RUBBERMAID	NWL	-		-	-
7/10/06	ORACLE CORP	ORCL	3,000	15.0800	45,233.46	
3/13/09	ORACLE CORP	ORCL	(1,500)	15.0800	(23,420.46)	
5/12/10	ORACLE CORP	ORCL	250	24.6400	6,160.00	
	ORACLE CORP	ORCL	1,750		27,973.00	27,973.00
11/12/09	PRINCIPAL FINANCIAL GROUP	PFG	950	25.6705	24,395.93	
5/12/10	PRINCIPAL FINANCIAL GROUP	PFG	150	30.6580	4,598.70	
			1,100		28,994.63	28,994.63
7/29/10	QUALCOMM	QCOM	750	39.1317	29,357.73	
11/10/10	QUALCOMM	QCOM	550	48.1509	26,491.95	
	QUALCOMM		1,300		55,849.68	55,849.68
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)	
5/17/10	RALCORP HOLDINGS	RAH	100	61.4980	6,149.80	
	RALCORP HOLDINGS	RAH	600		34,596.57	34,596.57
7/24/09	STARWOOD HTLS	HOT	1,000	22.8886	22,897.55	
11/6/09	STARWOOD HTLS	HOT	350	30.9239	10,832.32	
3/1/10	STARWOOD HTLS	HOT	(350)		(10,832.32)	
5/19/10	STARWOOD HTLS	HOT	200	53.1180	10,623.60	
	STARWOOD HTLS	HOT	1,200		33,521.15	33,521.15
2/8/10	STATE STREET	STT	550		24,398.92	
5/12/10	STATE STREET	STT	100	42.8380	4,283.80	
			650		28,682.72	28,682.72
2/22/10	TRIMBLE NAVIGATION	TRMB	950	26.9205	25,583.43	
	TRIMBLE NAVIGATION	TRMB	200	31.5990	6,319.80	
			1,150		31,903.23	31,903.23

STATEMENT C  
AS AMENDED

**Argent Schwab Cost Basis**  
**AS OF 12/31/2010**

DATE	EQUITIES	SYM	SHARES	COST PER SHARE	REPORT COST	TOTAL COST BY EQUITY
3/17/10	ULTRAS PETROLEUM	UPL	600	48.5467	29,136.97	
5/12/10	ULTRAS PETROLEUM	UPL	100	46.4960	4,649.60	
7/26/10	ULTRAS PETROLEUM	UPL	350		15,493.37	
			<b>1,050</b>		<b>49,279.94</b>	<b>49,279.94</b>
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	
5/12/10	UNITEDHEALTH GROUP INC	UNH	150	30.3280	4,549.20	
			<b>1,300</b>		<b>37,944.25</b>	<b>37,944.25</b>
1/29/10	VARIAN MEDICAL SYS	VAR	500	50.4606	25,239.25	
5/12/10	VARIAN MEDICAL SYS	VAR	100	54.3492	5,434.92	
			<b>600</b>		<b>30,674.17</b>	<b>30,674.17</b>
9/24/08	V F CORP	VFC	350	77.9132	27,278.57	
3/17/09	V F CORP	VFC	150	52.3068	7,854.97	
5/12/10	V F CORP	VFC	50	84.5600	4,228.00	
	<b>V F CORP</b>	<b>VFC</b>	<b>350</b>		<b>39,361.54</b>	<b>39,361.54</b>
1/7/09	WALGREEN	WAG	750	27.1114	20,342.50	
5/12/10	WALGREEN	WAG	150	36.5680	5,485.20	
			<b>900</b>		<b>25,827.70</b>	<b>25,827.70</b>
<b>TOTALS</b>						<b>1,345,072.31</b>

STATEMENT C  
**AS AMENDED**

## NEUBERGER | BERMAN

**W HAYNE HIPPI FOUNDATION**

## ÉQUITÉS

200 BECTON DICKINSON & CO.

# AS AMENDED

# Client Statement

For the period 12/01/2010 to 12/31/2010

W HAYNE HIPP FOUNDATION

NEUBERGER BERMAN

## Positions in Your Account

Quantity	Description	Ticker/ISIN	Purchase Date	Average Unit Cost	Total Cost	Price	Mkt. Value	% Portfolio	Annual Income	Yield
<b>EQUITIES (Continued)</b>										
700	COMCAST CORPORATION	CMCSK	1/01/2010	19.5933	13,715.11	208.00	14,587.00	2.44	264.50	1.82
400	INTERNATIONAL BUSINESS MACHINES CORP	IBM	3/26/2009	175.7443	70,297.72	146.7500	58,704.00	9.82	1,040.00	1.77
250	JOHNSON & JOHNSON	JNJ	7/31/2009	58.9945	14,748.63	15.4625	15,462.50			
100	JOHNSON & JOHNSON	JNJ	11/25/2009	63.5587	6,355.87	6.1850	6,185.00			
450	POSITION TOTAL			58.7557	20,554.50	67.9509	21,647.50	3.62	756.00	3.49
200	KIMBERLY CLARK CORP	KMB	09/23/2010	66.5198	13,303.96	63.0400	12,608.00	2.11	526.00	4.19
1450	KRAFT FOODS INC	KFT	09/23/2010	51.4980	74,677.10	31.5500	45,472.50	2.97	522.00	3.68
150	M & T BANK CORP	MTB	10/15/2010	75.7761	11,366.41	13.0575	13,057.50			
100	M & T BANK CORP	MTB	11/01/2010	78.0476	7,804.76	8.7050	8,705.00			
250	POSITION TOTAL			76.9844	19,171.17	87.0500	21,762.50	3.64	700.00	3.22
750	MICROSOFT CORP	MSFT	10/13/2009	25.8569	19,392.70	27.9100	20,932.50	3.50	480.00	2.29
500	OCCIDENTAL PETE CORP	OXY	02/12/2007	45.9503	22,975.15	98.1000	49,050.00	8.20	780.00	1.55
700	ORACLE CORP	ORCL	09/23/2008	28.8209	19,974.63	21.9100	15,337.00			
300	ORACLE CORP	ORCL	04/08/2008	21.0981	6,327.03	9.3900	2,810.00			
1000	POSITION TOTAL			21.8825	26,301.66	31.3000	31,147.00	5.23	200.00	0.64
250	PIONEER NATURAL RESOURCES	PXO	1/25/2010	12.2058	3,051.45	92.0200	23,075.00	1.63	20.00	0.09
500	PRIDE INTERNATIONAL INC	PRD	10/30/2007	33.9509	16,975.45	93.0000	46,590.00	2.76	1,100.00	0.99
250	REINSURANCE GROUP OF AMERICA INCORPORATED	REA	01/25/2009	38.6366	9,659.15	53.7100	13,398.50	3.74	1,688.00	0.89
600	SHIP FINANCE INTERNATIONAL LIMITED	SFI	03/06/2010	16.3565	9,810.90	25.5000	15,315.00	2.76	1,080.00	0.89
680	SUN LIFE FINANCIAL INC	SUN	03/23/2010	25.7940	17,440.38	30.1800	20,558.00	3.12	862.00	1.79

STATEMENT D

AS AMENDED

# Client Statement

For the period 12/01/2010 to 12/31/2010

W HAYNE HIPP FOUNDATION

NEUBERGER BERMAN

## Positions In Your Account

Quantity	Description	Trade Date	Purchase Date	Average Unit Cost	Total Cost	Market Value	% Portfolio	Annual Income	Yield
<b>EQUITIES (continued)</b>									
800	TECKAY LNG PARTNERS L.P.	07/01/2009		18.9110	15,128.80	30,392.80	5.86	1,926.80	6.32
400	UNIT LTD PARTNERSHIP INC	06/11/2009		43.0657	17,246.28	22,288.00			
200	THE TRAVELERS COMPANIES INC	10/13/2009		28.3300	5,666.00	11,142.00			
1500	POSITION TOTAL			15.0885	22,812.08	39,426.00	5.59	864.00	2.58
200	UNIFED PACCEL SVC INC	11/14/2010		68.3474	13,669.48	14,516.00	2.43	376.00	2.59
300	WHITING PETROLEUM CORPORATION	07/01/2009		35.2978	10,589.34	35,157.00	5.86	6.60	0.00
100	XEROX CORP	09/23/2010		18.3686	1,836.86	12,672.00	12.12	887.00	1.48
<b>TOTAL EQUITIES</b>						579,128.00	96.84	12,863.60	2.15

872.32  
401,490.19

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STATEMENT D

AS AMENDED

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT      9

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT	39,356.	39,356.	0.
EQUIPMENT	827.	827.	0.
EQUIPMENT	355.	355.	0.
EQUIPMENT	601.	601.	0.
EQUIPMENT	18,035.	18,035.	0.
EQUIPMENT	14,232.	14,232.	0.
EQUIPMENT	2,307.	2,307.	0.
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.	785.	48.
FURNITURE AND FIXTURES	3,248.	2,523.	725.
OFFICE EQUIPMENT	3,744.	3,528.	216.
OFFICE EQUIPMENT	3,840.	3,619.	221.
FURNITURE AND FIXTURES	15,845.	10,896.	4,949.
COMPUTER EQUIPMENT	367.	314.	53.
COMPUTER EQUIPMENT	635.	544.	91.
SOFTWARE	3,657.	3,048.	609.
FURNITURE AND FIXTURES	653.	511.	142.
FURNITURE AND FIXTURES	799.	625.	174.
OFFICE EQUIPMENT	535.	458.	77.
OFFICE EQUIPMENT	3,403.	2,913.	490.
COMPUTER EQUIPMENT	336.	256.	80.
COMPUTER EQUIPMENT	3,917.	2,977.	940.
COMPUTER EQUIPMENT	554.	421.	133.
SOFTWARE	127.	84.	43.
SOFTWARE	210.	128.	82.
SOFTWARE	2,120.	1,237.	883.
COMPUTER EQUIPMENT	18,013.	10,808.	7,205.
SERVER	9,586.	5,752.	3,834.
COMPUTER EQUIPMENT	2,090.	1,254.	836.
COMPUTER EQUIPMENT	2,522.	1,513.	1,009.
COMPUTER EQUIPMENT	794.	476.	318.
COMPUTER EQUIPMENT	211.	127.	84.
COMPUTER EQUIPMENT	464.	278.	186.
TOTAL TO FM 990-PF, PART II, LN 14	162,248.	138,820.	23,428.

LEASEHOLD IMPROVEMENTS 990-T	<u>5,500.</u>	<u>106.</u>	<u>5,394</u>
TOTAL TO FM 990-PF, PART II, LN 14	<u>167,748.</u>	<u>138,926.</u>	<u>28,822</u>

**AS AMENDED**

FORM 990-PF	OTHER ASSETS		STATEMENT 10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	14,868.	14,868.	14,868.
CHILTON GLOBAL NATURAL RESOURCES INTERNATIONAL LTD.	987,797.	1,121,647.	1,451,220.
RANGER SMALL CAP FUND LP	388,731.	481,239.	578,700.
CHESAPEAKE PARTNERS INTERNATIONAL LTD.	1,187,698.	1,187,698.	1,545,591.
FRANKLIN STREET MULTI STRATEGY FUND, LP	2,361,910.	2,087,898.	2,057,756.
TEEKAY LNG PARTNERS LLC	14,697.	12,837.	30,392.
FSP MANAGER OF MANAGERS OPPORTUNISTIC FIXED INCOME	210,585.	237,835.	439,201.
TO FORM 990-PF, PART II, LINE 15	5,166,286.	5,144,022.	6,117,728.

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FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD LIABILITY	100,745.	927.
TOTAL TO FORM 990-PF, PART II, LINE 22	100,745.	927.

**AS AMENDED**

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
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.
MARY H. HIPP 101 LLOYD STREET GREENVILLE, SC 29601	TRUSTEE 30.00	48,000.	0.	0.
F. REID HIPP 1186 PENDLETON STREET GREENVILLE, SC 29611	TRUSTEE 2.00	0.	0.	0.
ANNA H. SMALL 270 BARROW STREET ATHENS, GA 30601	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		73,000.	0.	0.

**AS AMENDED**

**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.

**AS AMENDED**

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

W. Hayne Hipp  
W Hayne Hipp - President  
Name and Title

6/20/12  
Date

AS AMENDED

HAYNE HIPPO FOUNDATION  
CHARITABLE CONTRIBUTIONS  
FYE 12/31/2010  
EIN: 57-0861526

Date	Name	City	State	Relationship of recipient to Foundation members or		Foundation Status of Recipient	Purpose	Amount
				contributors				
01/06/2010	FIRST PRESBYTERIAN CHURCH OF ARKADDELPHIA	ARKADELPHIA	AR	None		Religious	GENERAL PURPOSE FUND	\$ 1,000 00
01/06/2010	FOURTH PRESBYTERIAN CHURCH	GREENVILLE	SC	None		Religious	GENERAL PURPOSE FUND	15,000 00
01/06/2010	GREENVILLE COUNTY MUSEUM OF ART	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	500 00
01/06/2010	GREENVILLE SYMPHONY ORCHESTRA	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	500 00
01/06/2010	MARCH OF DIMES, SC CHAPTER	COLUMBIA	SC	None		Public Charity	GENERAL PURPOSE FUND	200 00
01/06/2010	YMCA OF GREENVILLE	GREENVILLE	SC	None		Public Charity	WOMENS SUPPORT FUND	200 00
01/13/2010	PEACE CENTER FOR THE PERFORMING ARTS	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	5,000 00
01/15/2010	COMMUNITY FOUNDATION OF GREENVILLE	GREENVILLE	SC	None		Public Charity	FALLS PARK PROGRAM	2,000 00
01/15/2010	HUB CITY WRITERS PROJECT	SPARTANBURG	SC	None		Public Charity	SUPPORT WRITERS	200 00
01/18/2010	UPSTATE FOREVER	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	200 00
01/20/2010	COMMUNITY FOUNDATION OF GREENVILLE	GREENVILLE	SC	None		Public Charity	FALLS PARK PROGRAM	40,000 00
01/21/2010	METROPOLITAN ARTS COUNCIL	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	2,500 00
01/22/2010	BELLE W BARUCH FOUNDATION	GEORGETOWN	SC	None		Environmental	GENERAL PURPOSE FUND	500 00
01/22/2010	PEACE CENTER FOR THE PERFORMING ARTS	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	3,320 00
01/26/2010	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None		Public Charity	SIPS FOR SNIPS	200 00
01/26/2010	WAREHOUSE THEATRE	GREENVILLE	SC	None		Public Charity	SUPPORT OF THE ARTS WACHOVIA BREAST CANCER FUND	1,000 00 50,000 00
01/27/2010	MUSC - HOLLINGS CANCER CENTER	CHARLESTON	SC	None		Public Charity	POWER OF THE LAW CAMPAIGN	25,000 00
01/27/2010	SOUTHERN ENVIRONMENTAL LAW CENTER	CHARLOTTESVILLE	VA	None		Environmental	AK & HH BRIDGE FUND	100,000 00
02/01/2010	MARY BALDWIN COLLEGE	STAUNTON	VA	None		Educational	FIGHTING FOR AIR	100 00
02/02/2010	AMERICAN LUNG ASSOCIATION	WASHINGTON	DC	None		Public Charity	FALLS PARK PROGRAM	10,000 00
02/02/2010	COMMUNITY FOUNDATION OF GREENVILLE	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	100 00
02/04/2010	MARCH OF DIMES WALK AMERICA	GREENVILLE	SC	None		Public Charity	2010 COMMITMENT - LIBERTY FELLOWSHIP FUND	100,000 00
02/11/2010	WOFFORD COLLEGE	SPARTANBURG	SC	None		Educational	GENERAL PURPOSE FUND	1,000 00
02/12/2010	AMERICAN RED CROSS	GREENVILLE	SC	None		Public Charity	LEADERSHIP TRIBUTE	1,000 00
02/12/2010	GOVERNOR'S SCHOOL FOR ARTS FOUNDATION	GREENVILLE	SC	None		Educational	GENERAL PURPOSE FUND	1,000 00
02/12/2010	SOUTH CAROLINA CHRISTIAN ACTION COUNCIL	COLUMBIA	SC	None		Public Charity	GENERAL PURPOSE FUND	500 00
02/23/2010	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	1,000 00
02/23/2010	PEACE CENTER FOR THE PERFORMING ARTS	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	300 00
02/24/2010	GREENVILLE SYMPHONY ORCHESTRA	GREENVILLE	SC	None		Public Charity	PHYSICIANS ASSISTANT STUDIES SCHOLARSHIP	31,000 00
02/27/2010	MUSC HEALTH SCIENCES FOUNDATION	CHARLESTON	SC	None		Public Charity	GENERAL PURPOSE FUND	1,000 00
03/02/2010	UPSTATE SC UNCF CAMPAIGN	GREENVILLE	SC	None		Public Charity	RE-LEAF	100 00
03/03/2010	TREES GREENVILLE	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	500 00
03/10/2010	BREAD FOR LIFE	WATKINSVILLE	GA	None		Public Charity	GENERAL PURPOSE FUND	100 00
03/11/2010	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None		Public Charity	GENERAL PURPOSE FUND	100 00
03/17/2010	LEUKEMIA & LYMPHOMA SOCIETY	IRMO	SC	None		Public Charity	GENERAL PURPOSE FUND	100 00
03/19/2010	KATHY A TAFT SCHOLARSHIP	CHAPEL HILL	NC	None		Educational	GENERAL PURPOSE FUND	100 00
03/24/2010	MAKE A WISH FOUNDATION	GREENVILLE	SC	None		Public Charity	2010 COMMITMENT - LIBERTY FELLOWSHIP FUND	100,000 00
03/25/2010	WOFFORD COLLEGE	SPARTANBURG	SC	None		Educational	EDUCATIONAL FUND	100 00
03/26/2010	FIRST BAPTIST CHURCH KINDERGARTEN	GREENVILLE	SC	None		Educational	MEMBERSHIP SUPPORT	500 00
03/26/2010	FRIENDS OF BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None		Public Charity	GENERAL PURPOSE FUND	75 00
03/26/2010	UPSTATE FOREVER	GREENVILLE	SC	None		Public Charity	GENERAL OPERATING	2,426 00
03/31/2010	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	400 00
04/07/2010	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None		Public Charity	GENERAL PURPOSE FUND	250 00
04/07/2010	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None		Public Charity	GENERAL PURPOSE FUND	100 00
04/07/2010	GREENVILLE BREAKFAST ROTARY CLUB	SIMPSONVILLE	SC	None		Public Charity	RE-LEAF	150 00
04/08/2010	TREES GREENVILLE	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	100 00
04/13/2010	MARCH OF DIMES	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	100 00
04/14/2010	HOLLYWOOD UNITED METHODIST CHURCH	ARKADELPHIA	AR	None		Religious	GENERAL PURPOSE FUND	1,000 00
04/16/2010	URBAN LEAGUE OF THE UPSTATE	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	206 00
04/30/2010	11 D H	BOSTON	MA	None		Public Charity	TRAIL PRESERVATION FUND	100 00
05/01/2010	APPALACHIAN TRAIL CONSERVANCY	HARPER'S FERRY	WV	None		Environmental	2010 COMMITMENT - LIBERTY FELLOWSHIP FUND	100,000 00
05/01/2010	WOFFORD COLLEGE	SPARTANBURG	SC	None		Educational	GENERAL PURPOSE FUND	2,000 00
05/04/2010	GREENVILLE COUNTY MUSEUM OF ART	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	100 00
05/06/2010	FRANCIS ASBURY UNITED METHODIST CHURCH	GREENVILLE	SC	None		Religious	CAINE HALTER YMCA- BUCK MICKEL MEMORIAL	1,000 00
05/06/2010	YMCA OF GREENVILLE	GREENVILLE	SC	None		Public Charity	HALL OF FAME BANQUET	450 00
05/07/2010	SOUTH CAROLINA BUSINESS HALL OF FAME	COLUMBIA	SC	None		Public Charity	GENERAL PURPOSE FUND	200 00
05/13/2010	CENTRE STAGE	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	400 00
05/13/2010	GREENVILLE CHAMBER OF COMMERCE	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	100 00
05/13/2010	LEADERSHIP SOUTH CAROLINA	COLUMBIA	SC	None		Public Charity	GENERAL PURPOSE FUND	100 00
05/13/2010	TREES GREENVILLE	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	750 00
05/14/2010	GREENVILLE COUNTY MUSEUM OF ART	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	2,500 00
05/14/2010	UPSTATE FOREVER	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	85 00
05/17/2010	EMRYS FOUNDATION	GREENVILLE	SC	None		Educational	GENERAL PURPOSE FUND	1,000 00
05/17/2010	GREENVILLE CHORALE	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	200 00
05/17/2010	SAIL	TAYLORS	SC	None		Public Charity	GENERAL PURPOSE FUND	1,000 00
06/01/2010	AVON OLD FARMS	AVON	CT	None		Public Charity	DONOR RECEPTION FUND	250 00
06/01/2010	COMMUNITY FOUNDATION OF GREENVILLE	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	50 00
06/01/2010	EMORY UNIVERSITY	ATLANTA	GA	None		Educational	GENERAL PURPOSE FUND	1,000 00
06/01/2010	FELLOWSHIP HALL	GREENSBORO	NC	None		Public Charity	GENERAL PURPOSE FUND	150 00
06/01/2010	FIRST PRESBYTERIAN CHURCH OF ARKADELPHIA	ARKADELPHIA	AR	None		Religious	GENERAL PURPOSE FUND	1,000 00
06/01/2010	MEALS ON WHEELS	GREENVILLE	SC	None		Public Charity	GENERAL PURPOSE FUND	1,000 00
06/01/2010	MEALS ON WHEELS ATHENS	ATHENS	GA	None		Public Charity	GENERAL PURPOSE FUND	100 00
06/01/2010	NOLS	LANDER	WY	None		Public Charity	GENERAL PURPOSE FUND	100 00
06/01/2010	PLANNED PARENTHOOD FEDERATION OF AMERICA	WASHINGTON	DC	None		Public Charity	GENERAL PURPOSE FUND	150 00
06/01/2010	PLANNED PARENTHOOD FEDERATION OF AMERICA	WASHINGTON	DC	None		Public Charity	GENERAL PURPOSE FUND	100 00
06/01/2010	PLANNED PARENTHOOD OF GEORGIA	ATLANTA	GA	None		Public Charity	GENERAL PURPOSE FUND	1,000 00
06/01/2010	PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS	DENVER	CO	None		Public Charity	GENERAL PURPOSE FUND	150 00
06/01/2010	SALISH SEA EXPEDITIONS	BAINBRIDGE ISLAND	WA	None		Environmental	GENERAL PURPOSE FUND	150 00
06/01/2010	ST GEORGES SCHOOL	NEWPORT	RI	None		Educational	GENERAL PURPOSE FUND	150 00

AS AMENDED

HAYNE HIPP FOUNDATION  
CHARITABLE CONTRIBUTIONS  
FYE 12/31/2010  
EIN. 57-0861526

Date	Name	City	State	Relationship of recipient to Foundation members or contributors	Foundation Status of Recipient	Purpose	Amount
06/01/2010	UPSTATE FOREVER	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	250 00
06/08/2010	SOUTH CAROLINA CHILDREN'S THEATRE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	200 00
06/08/2010	WAREHOUSE THEATRE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
06/08/2010	WOFFORD COLLEGE	SPARTANBURG	SC	None	Educational	DUNLAP DISCRETIONARY FUND	3,000 00
06/14/2010	HABITAT FOR HUMANITY	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
06/14/2010	YMCA OF GREENVILLE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	3,700 00
06/24/2010	SC HOBY YOUTH LEADERSHIP	GREENVILLE	SC	None	Educational	GENERAL PURPOSE FUND GREENVILLE FORWARD CAMPAIGN	100 00 30,000 00
07/08/2010	GREENVILLE FORWARD	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	3,000 00
07/08/2010	SOUTH CAROLINA NATURAL RESOURCES SOCIETY	SPARTANBURG	SC	None	Environmental	GENERAL PURPOSE FUND	300 00
07/19/2010	CHILDREN'S MUSEUM	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
07/20/2010	LEADERSHIP GREENVILLE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	60 00
07/20/2010	SLOW FOOD USA	GREENVILLE	SC	None	Public Charity	COMMITTEE TO HONOR ELAINE FREEMAN	1,000 00
08/02/2010	ETV ENDOWMENT OF SC	SPARTANBURG	SC	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
08/02/2010	HIDDEN TREASURE	TAYLORS	SC	None	Public Charity	GENERAL PURPOSE FUND	500 00
08/02/2010	LATCH KEY, INC	PIEDMONT	SC	None	Educational	GENERAL PURPOSE FUND	100 00
08/02/2010	NETWORK FOR GOOD	COLUMBIA	SC	None	Public Charity	GENERAL PURPOSE FUND	10,000 00
08/06/2010	CLASSIC CENTER CULTURAL FDN	ATHENS	GA	None	Public Charity	HUNTINGTON SOCIETY A J WHITTENBERG ELEM	5,000 00
08/09/2010	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None	Public Charity	SCHOOL PLAYGROUND	500 00
08/10/2010	A J WHITTENBERG ELEMENTARY SCHOOL	GREENVILLE	SC	None	Educational	GENERAL PURPOSE FUND	4,000 00
08/10/2010	GREENVILLE SYMPHONY ORCHESTRA	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,100 00
08/10/2010	NORTH CAROLINA OUTWARD BOUND	ASHEVILLE	NC	None	Public Charity	GREENVILLE COUNTY 5TH GRADE PROGRAM	3,000 00
08/16/2010	GREENVILLE WOMEN GIVING	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
08/25/2010	GREENVILLE COUNTY SCHOOL DISTRICT	GREENVILLE	SC	None	Educational	FRIENDS OF BROOKGREEN LOWCOUNTRY LAND	100 00
08/25/2010	SOUTHERN ENVIRONMENTAL LAW CENTER	CHARLOTTESVILLE	VA	None	Public Charity	PRESERVATION 2010-2011 SCHOLARSHIP	100 00
08/31/2010	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None	Public Charity	FUND	200 00
09/02/2010	LOWCOUNTRY OPEN LAND TRUST	CHARLESTON	SC	None	Environmental	CHILLER FUND	250 00
09/03/2010	MEYER CENTER	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	500 00
09/03/2010	YWCA OF GREENVILLE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	500 00
09/07/2010	CAROLINA FOOTHILLS GARDEN CLUB	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	200 00
09/16/2010	BOB JONES UNIVERSITY MUSEUM & GALLERY	GREENVILLE	SC	None	Public Charity	TOCQUEVILLE SOCIETY PLEDGE	10,000 00
09/16/2010	CAROLINA FOOTHILLS GARDEN CLUB	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	500 00
09/16/2010	UNITED WAY OF GREENVILLE COUNTY	GREENVILLE	SC	None	Public Charity	SC QUAIL PROJECT	3,500 00
09/17/2010	CENTRE STAGE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
09/21/2010	TALL TIMBERS RESEARCH STATION	TALLAHASSEE	FL	None	Public Charity	GENERAL PURPOSE FUND	50 00
09/22/2010	FIRST CALVARY MISSIONARY CHURCH	GEORGETOWN	SC	None	Religious	GENERAL PURPOSE FUND	3,500 00
09/23/2010	CHILDRENS MIRACLE NETWORK	WOODBRIDGE	ON	None	Public Charity	DUNLAP DISCRETIONARY FUND	3,000 00
10/06/2010	OSAGE FOREST OF PEACE	SAND SPRINGS	OK	None	Environmental	GREENVILLE WOMEN GIVING FUND	2,100 00
10/07/2010	WOFFORD COLLEGE	SPARTANBURG	SC	None	Educational	MEMBERSHIP SUPPORT	100 00
10/07/2010	WOFFORD COLLEGE	SPARTANBURG	SC	None	Educational	GENERAL PURPOSE FUND	150 00
10/12/2010	BEYOND DIFFERENCES, INC	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
10/12/2010	COMMUNITY FOUNDATION OF GREENVILLE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	150 00
10/12/2010	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
10/12/2010	HABITAT FOR HUMANITY	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
10/12/2010	PHILLIS WHEATLEY CENTER	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	2,000 00
10/13/2010	BELLE W BARUCH FOUNDATION	GEORGETOWN	SC	None	Environmental	GENERAL PURPOSE FUND	1,000 00
10/13/2010	GREENVILLE COUNTY MUSEUM OF ART	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	500 00
10/13/2010	HOLY CROSS FAITH MEMORIAL CHURCH	PAWLEYS ISLAND	SC	None	Religious	GENERAL PURPOSE FUND	3,000 00
10/13/2010	PEACE CENTER FOR THE PERFORMING ARTS	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	500 00
10/13/2010	SLATER MCLEAN EDUCATION FUND	ASPEN	CO	None	Educational	EDUCATION FUND	100 00
10/20/2010	COMMUNITY FOUNDATION OF GREENVILLE	GREENVILLE	SC	None	Public Charity	GREENVILLE WOMEN GIVING FUND	2,100 00
10/20/2010	UPCOUNTY HISTORY MUSEUM	GREENVILLE	SC	None	Public Charity	MEMBERSHIP SUPPORT	100 00
10/22/2010	CHUCKTOWN SQUASH	CHARLESTON	SC	None	Educational	GENERAL PURPOSE FUND	150 00
10/22/2010	NETWORK FOR GOOD	COLUMBIA	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
10/22/2010	PAWSITIVE EFFECT	SIMPSONVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	150 00
10/26/2010	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
10/26/2010	PUBLIC EDUCATION PARTNERS	GREENVILLE	SC	None	Educational	GENERAL PURPOSE FUND	300 00
10/26/2010	WOFFORD COLLEGE	SPARTANBURG	SC	None	Educational	LIBERTY FELLOWSHIP FUND	3,000 00
10/28/2010	CAMP TWIN LAKES	ATLANTA	GA	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
10/28/2010	COASTAL CONSERVATION LEAGUE	CHARLESTON	SC	None	Public Charity	GENERAL PURPOSE FUND	100 00
11/01/2010	YOUNG LIFE	BUENA VISTA	CO	None	Public Charity	GENERAL PURPOSE FUND	500 00
11/03/2010	WASHINGTON & LEE UNIVERSITY	LEXINGTON	VA	None	Educational	GENERAL PURPOSE FUND	500 00
11/05/2010	GREENVILLE WOMEN GIVING	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,100 00
11/09/2010	GREENVILLE WOMEN GIVING	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,100 00
12/01/2010	ARKADELPHIA PRESBYTERIAN CHURCH	ARKADELPHIA	AR	None	Religious	GENERAL PURPOSE FUND	1,000 00
12/01/2010	TREES GREENVILLE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	10,000 00
12/06/2010	PUBLIC EDUCATION PARTNERS	GREENVILLE	SC	None	Educational	GENERAL PURPOSE FUND	250 00
12/07/2010	AVON OLD FARMS	AVON	CT	None	Public Charity	GENERAL PURPOSE FUND	1,000 00
12/07/2010	EMORY UNIVERSITY	ATLANTA	GA	None	Educational	FUND FOR EXCELLENCE	500 00
12/07/2010	NOLS	LANDER	WY	None	Public Charity	GENERAL PURPOSE FUND	500 00
12/09/2010	TREES GREENVILLE	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	250 00
12/14/2010	NATIONAL SCULPTURE SOCIETY	NEW YORK	NY	None	Public Charity	PATRON MEMBERSHIP SUPPORT	350 00
12/31/2010	FRIENDS OF THE ZOO	GREENVILLE	SC	None	Public Charity	GENERAL PURPOSE FUND	1,500 00
12/31/2010	METROPOLITAN ARTS COUNCIL	GREENVILLE	SC	None	Public Charity	CAMPAIGN FOR THE ARTS	800 00
							<u>\$ 749,872 00</u>

641 DONATION OF 3 DESKTOP COMPUTERS AND MONITORS. VALUE DETERMINED AS NET REMAINING BOOK VALUE AT TIME OF DONATION

AS AMENDED