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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Treated as a Private Foundation

OMB No 1545-0052

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 01-01-2010 , and ending 12-31-2010

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
POPE-BROWN FOUNDATION

A Employer identification number
57-6173490

Number and street (or P O box number if mail is not delivered to street address)
POST OFFICE BOX 190

Room/suite

B Telephone number (see page 10 of the instructions)
(803) 276-9626

City or town, state, and ZIP code
NEWBERRY, SC 29108

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 1,336,184

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,359	9,359		
	4 Dividends and interest from securities.	19,755	19,755		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	6,046			
	b Gross sales price for all assets on line 6a _____ 611,944				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	35,160	29,114		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) 	3,075	3,075		
	c Other professional fees (attach schedule) 	11,601	11,601		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) 	17			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	14,693	14,676		0
	25 Contributions, gifts, grants paid	68,500			68,500
	26 Total expenses and disbursements. Add lines 24 and 25	83,193	14,676		68,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-48,033			
	b Net investment income (if negative, enter -0-)		14,438		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	48,188	49,431	49,431
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,012,787	1,004,106	1,177,671
	c	Investments—corporate bonds (attach schedule).	151,405	110,810	109,082
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,212,380	1,164,347	1,336,184
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	1,212,380	1,164,347	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	1,212,380	1,164,347	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,212,380	1,164,347	

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	1,212,380
2	Enter amount from Part I, line 27a	2	-48,033
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,164,347
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6	1,164,347

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				
(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				
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				
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3	

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 page 18 of the 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	68,880	1,105,235	0 062322
2008	75,919	1,360,100	0 055819
2007	30,000	1,587,618	0 018896
2006	121,591	1,509,535	0 080549
2005	30,000	1,461,307	0 020530
2 Total of line 1, column (d).			2 0 238116
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 047623
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.			4 1,206,682
5 Multiply line 4 by line 3.			5 57,466
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 144
7 Add lines 5 and 6.			7 57,610
8 Enter qualifying distributions from Part XII, line 4.			8 68,500
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 on page 18			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b		1144
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
3 Add lines 1 and 2.		3144
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5144
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a1,092	
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.		71,092
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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.		10948
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 948 Refunded		11

Part VII-A Statements Regarding Activities			
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?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.		1b	No
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
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.		2	No
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		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
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		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) SC			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
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 on page 27)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of THOMAS H POPE III Telephone no (803) 276-2532 Located at PO BOX 190 NEWBERRY SC ZIP+4 29108			
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		
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?	16		
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.				

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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 20____, 20____, 20____, 20____ ☐ Yes ☒ 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 page 20 of the instructions).	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 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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)? (see page 22 of the instructions).

☐ 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

5b

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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.

☐

c

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

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

6b

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

☐ Yes ☒ No

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

7a

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

☐ Yes ☐ No

7b

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

☐ Yes ☒ No

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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARROLL B HART PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0
THOMAS H POPE III PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0
GARY T POPE PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

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 page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,223,474
b	Average of monthly cash balances.	1b	1,584
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,225,058
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,225,058
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	18,376
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,206,682
6	Minimum investment return. Enter 5% of line 5.	6	60,334

Part XI

Distributable Amount (see page 25 of the 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	60,334
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	144
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	144
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	60,190
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	60,190
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	60,190

Part XII

Qualifying Distributions (see page 25 of the 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	68,500
b	Program-related investments—total from Part IX-B.	1b	
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	68,500
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 (see page 26 of the instructions).	5	144
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	68,356
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 24,124			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2010 from Part XII, line 4 ➤ \$ 68,500			
a	Applied to 2009, but not more than line 2a 24,124			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2010 distributable amount. 44,376			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
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.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . .			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 15,814			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

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

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 page 28 of the 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

THOMAS H POPE III
PO BOX 190
NEWBERRY, SC 29108
(803) 276-2532

b

The form in which applications should be submitted and information and materials they should include

NO REQUIRED FORM

c

Any submission deadlines

NO CURRENT DEADLINES PERIODIC CONSIDERATION OF REQUESTS

d

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

CONTRIBUTIONS MADE TO SECTION 501(C)(3) ORGANIZATIONS IN SOUTH CAROLINA OR THE SOUTHEASTERN UNITED STATES

Form 990-PF (2010)

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	68,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	9,359	
4 Dividends and interest from securities. . . .			14	19,755	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					6,046
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				29,114	6,046
13 Total. Add line 12, columns (b), (d), and (e). 13					35,160

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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
--------------------------	--------------------------	---------------------------------

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

2011-05-11

Date

Title

Paid Preparer's Use Only

Preparer's Signature

AGNES E ASMAN

Firm's name

AGNES E ASMAN CPA

P O BOX 61105

Firm's address

COLUMBIA, SC 29260

Date

2011-05-16

Check if self-employed ☒

PTIN

Firm's EIN

Phone no (803) 787-6325

Form 990-PF (2010)

Additional Data

Software ID:
Software Version:
EIN: 57-6173490
Name: POPE-BROWN FOUNDATION

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEWBERRY OPERA HOUSE FDN POST OFFICE BOX 357 NEWBERRY, SC 29108	N/A	PUB CHARITY	CHARITABLE	30,000
BELTON CENTER FOR THE ART POST OFFICE BOX 368 BELTON, SC 29627	N/A	PUB CHARITY	CHARITABLE	5,000
ETV ENDOWMENT OF SC 401 E KENNEDY STSTE B-1 SPARTANBURG, SC 29302	N/A	PUB CHARITY	CHARITABLE	3,000
NEWBERRY COUNTY YMCA POST OFFICE BOX 662 NEWBERRY, SC 29108	N/A	PUB CHARITY	CHARITABLE	5,000
PEACE CTR OUTREACH PROGRA 101 WEST BROAD STREET GREENVILLE, SC 29601	N/A	PUB CHARITY	CHARITABLE	2,500
RIVERBANKS ZOO POST OFFICE BOX 1060 COLUMBIA, SC 292021060	N/A	PUB CHARITY	CHARITABLE	1,000
SC HISTORICAL SOCIETY FIREPRF BLDG100 MEETING CHARLESTON, SC 294012299	N/A	PUB CHARITY	CHARITABLE	3,000
USC EDUCATIONAL FDN 1700 COLLEGE STREET COLUMBIA, SC 292019980	N/A	PUB CHARITY	CHARITABLE	17,500
BELTON AREA MUSEUM ASSOCI POST OFFICE BOX 335 BELTON, SC 29627	N/A	PUB CHARITY	CHARITABLE	1,500
Total ▶ 3a				68,500

TY 2010 Accounting Fees Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,075	3,075		

TY 2010 Compensation Explanation

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Person Name	Explanation
CARROLL B HART	
THOMAS H POPE III	
GARY T POPE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Gain/Loss from Sale of Other Assets Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE ATTACHED STATEMENT	2010-01	PURCHASE	2010-12		611,944	605,898			6,046	

**TY 2010 Investments Corporate
Bonds Schedule****Name:** POPE-BROWN FOUNDATION**EIN:** 57-6173490

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INTERNATIONAL LEASE MEDIUN TERN NOTE		
SOUTH CAROLINA ELECTRIC & GAS		
ENBRIDGE INC	55,960	55,621
GENERAL ELECTRIC CAPITAL CORP	54,850	53,461

TY 2010 Investments Corporate
Stock Schedule

Name: POPE-BROWN FOUNDATION
EIN: 57-6173490

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	25,436	23,955
ACTIVISION BLIZZARD INC	11,380	11,507
APPLE INC	34,654	35,482
AVON PRODUCTS INC	20,075	18,163
BANK AMERICA CORP		
BAXTER INTERNATIONAL INC		
BRISTOL MYERS SQUIBB CO		
CATEPILLAR INC		
CHARLES SCHWAB	9,935	11,549
CISCO SYSTEMS INC	30,850	24,276
CITIGROUP INC	11,519	11,352
COCA COLA CO	10,659	13,154
CONOCOPHILLIPS	26,196	35,753
CORNING INC	9,758	12,075
CVS CAREMARK CORP	15,068	15,646
DIAMOND OFFSHORE DRILLING INC		
DISNEY WALT CO	16,306	20,631
DOW CHEM COMPANY	18,007	22,703
EMC CORP/MASS	7,857	12,595
EMERSON ELECTRIC	21,111	28,585
EXXON MOBIL CORPORATION	30,517	40,216
FLUOR CORP NEW		
GENERAL ELECTRIC CORP	32,455	36,580
GILEAD SCIENCES	27,010	21,019
GOOGLE INC CL A	28,516	35,638
HALLIBURTON CO	8,525	14,290
HEWLETT PACKARD CO	18,773	24,208
HONEYWELL INTERNATIONAL	28,508	37,212
ILLINOIS TOOL WORKS	20,040	22,695
INTEL CORP	23,563	26,287

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTL BUSINESS MACHINES CORP	32,896	44,028
JOHNSON & JOHNSON	10,561	10,824
JOHNSON CTLS INC	25,126	33,425
KELLOGG COMPANY		
LOWES COS INC	24,360	29,845
MCDONALDS CORP	11,846	15,736
MEDTRONIC INC	14,622	12,982
MICROSOFT CORP	27,041	30,003
MONSANTO CO NEW		
MORGAN STANLEY	21,781	20,407
NIKE INC		
NUCOR CORP	11,256	13,146
ORACLE CORPORATION COM	17,016	29,735
PEPSICO INC	11,839	20,252
PRAXAIR INC	9,819	11,934
PROCTOR & GAMBLE	14,876	16,083
PRUDENTIAL FINL INC	25,552	20,548
QUALCOMM INC	29,216	34,643
SCHLUMBERGER LTD	22,081	38,410
SOUTHERN COPPER CORP	10,982	12,672
SOUTHWESTERN ENERGY CO	22,870	22,458
STAPLES INC	21,536	23,339
STATE STREET CORP	15,501	18,536
TARGET CORP	21,209	24,052
TEVA PHARMACEUTICAL INDS LTD	13,568	15,639
TEXAS INSTRUMENTS	10,302	11,375
UNITED PARCEL SVC	26,569	34,476
UNITED TECHNOLOGIES CORP	15,720	17,712
VISA INC	11,931	14,076
WAL-MART STORES INC	11,560	12,134

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WEATHERFORD INTNTL LTD	25,751	33,630
WELLS FARGO & CO PFD	1	

TY 2010 Other Professional Fees Schedule**Name:** POPE-BROWN FOUNDATION**EIN:** 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCBT WEALTH MGMT FEES	4,250	4,250		
GREENWOOD CAPITAL ASSOCIATES	7,351	7,351		

TY 2010 Taxes Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	17			

DETAIL OF GAINS AND LOSSES FROM SALE OF CAPITAL ASSETS

**The Pope-Brown Foundation
2010 Security Sales**

57-6173490

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)
450 shs Lowes	3/3/2008	1/26/2010	10,213.43	11,188.61	(975.18)
700 shs EMC Corp	2/19/2008	1/29/2010	12,167.30	11,982.70	184.60
75 shs Caterpillar	1/5/2009	1/29/2010	4,176.38	3,337.36	839.02
200 shs Staples	8/7/2009	2/9/2010	4,690.73	4,765.00	(74.27)
SC Elec Bond	4/28/2008	2/12/2010	52,859.00	52,811.00	48.00
225 shs Emersom Elec	7/25/2007	3/1/2010	10,593.33	11,224.13	(630.80)
150 shs Emerson Elec	7/25/2007	3/10/2010	7,277.56	7,482.75	(205.19)
100 shs Emerson Elec	7/25/2007	3/16/2010	4,768.94	4,988.50	(219.56)
200 shs Microsoft	2/28/2007	3/10/2010	5,691.46	5,798.00	(106.54)
75 shs Procter & Gamble	5/7/2007	3/10/2010	4,762.80	4,686.13	76.67
100 shs Schlumberger	2/13/2009	3/10/2010	6,372.68	4,455.87	1,916.81
225 shs Cisco Systems	5/14/2007	3/10/2010	5,657.56	5,977.69	(320.13)
450 shs Bristol Myers	8/28/2009	3/15/2010	11,452.67	9,920.26	1,532.41
200 shs Staples	8/7/2009	3/15/2010	10,219.46	9,947.94	271.52
100 shs Nike	3/31/2009	3/18/2010	7,000.51	4,756.46	2,244.05
275 shs Disney Walt	12/16/1997	4/7/2010	9,702.63	8,684.01	1,018.62
200 shs Caterpillar	2/6/2009	4/14/2010	12,902.81	6,009.03	6,893.78
100 shs Praxair	9/25/2008	4/16/2010	8,486.06	8,297.85	188.21
350 shs Intel	2/8/2008	4/16/2010	7,884.33	7,081.97	802.36
150 shs Lowes	3/3/2008	4/30/2010	4,046.84	3,161.62	885.22
150 shs Wal-Mart	11/3/1998	5/28/2010	7,526.84	5,320.50	2,206.34
100 shs Procter & Gamble	5/14/2007	5/28/2010	6,038.36	6,218.53	(180.17)
300 shs CVS	7/24/2009	5/28/2010	10,057.46	9,447.13	610.33
100 shs Diamond Offshore	9/2/2008	6/3/2010	6,474.51	11,311.07	(4,836.56)
150 shs Johnson & Johnson	9/25/2008	6/8/2010	9,000.17	10,358.00	(1,357.83)
175 shs Medtronic	2/28/2007	6/11/2010	6,596.81	9,005.50	(2,408.69)
300 shs Monsanto	Various	6/14/2010	14,736.44	24,677.74	(9,941.30)
75 shs Monsanto	10/30/2009	6/14/2010	3,684.11	5,397.16	(1,713.05)
325 shs Baxter Int'l	12/31/2009	6/28/2010	13,434.69	18,021.32	(4,586.63)
150 shs Procter & Gamble	5/14/2007	6/29/2010	9,168.80	9,327.80	(159.00)
50 shs Abbott Labs	3/28/2008	6/30/2010	2,362.34	2,742.25	(379.91)
125 shs Gilead Sci	7/24/2008	6/30/2010	4,563.58	6,219.54	(1,655.96)
75 shs Wal-Mart	11/3/1998	6/30/2010	3,693.68	2,660.25	1,033.43
100 shs State Street	12/29/2008	7/16/2010	3,804.39	3,789.09	15.30
250 shs Exelon	3/29/2010	7/26/2010	10,527.81	11,251.67	(723.86)
425 shs Bristol Myers	9/18/2009	7/30/2010	10,606.12	9,596.03	1,010.09
100 shs Abbott Labs	3/28/2008	8/2/2010	4,895.71	5,484.50	(588.79)
100 shs Genzyme corp	1/13/2010	8/3/2010	7,011.16	5,392.53	1,618.63
Int'l Lease Bond	4/28/2008	9/15/2010	50,000.00	50,405.00	(405.00)
120 shs Nike	9/18/2009	9/23/2010	9,388.39	6,091.61	3,296.78
130 shs Nike	6/11/2010	9/29/2010	10,499.80	8,614.18	1,885.62
150 shs Honeywell Int'l	8/23/2006	9/27/2010	6,547.73	5,927.25	620.48
145 shs Kellogg	4/28/2008	9/27/2010	7,362.72	7,544.99	(182.27)
90 shs Pepsico	7/21/2006	9/29/2010	5,962.37	3,437.10	2,525.27
95 shs Gilead Sci	7/24/2008	10/6/2010	3,405.06	4,726.85	(1,321.79)
450 shs EMC Corp	3/28/2008	10/8/2010	9,139.31	7,013.34	2,125.97
75 shs Johnson & Johnson	9/18/2009	10/15/2010	4,723.86	4,526.03	197.83
325 shs Fluor	5/28/2010	10/22/2010	15,847.97	14,584.97	1,263.00
300 shs Corning	9/25/2008	10/22/2010	5,431.40	5,339.63	91.77
225 shs Microsoft	3/28/2007	10/22/2010	5,628.41	6,522.75	(894.34)
205 shs Kellogg	8/12/2008	10/26/2010	10,279.94	10,843.32	(563.38)
150 shs Freeport McMoran	7/30/2010	10/29/2010	14,618.26	10,464.37	4,153.89
Gen Elec Cap Bond-6%	11/5/2008	10/29/2010	53,857.50	48,189.00	5,668.50
300 shs Halliburton	6/8/2010	11/3/2010	9,483.08	7,144.26	2,338.82
150 shs Medtronic	2/28/2007	11/26/2010	5,171.88	7,719.00	(2,547.12)
150 shs Praxair Inc	5/15/2009	11/29/2010	13,639.48	10,371.56	3,267.92
150 shs Texas Instruments	3/28/2008	12/10/2010	5,023.99	4,415.33	608.66
675 shs Bank Amer Corp	Various	12/27/2010	8,659.43	14,522.45	(5,863.02)
275 shs Bank Amer Corp	5/28/2010	12/27/2010	3,527.92	5,916.55	(2,388.63)
175 shs Wal-Mart Stores	11/3/1998	12/27/2010	9,381.01	6,207.25	3,173.76
475 shs Cisco Systems	5/18/2007	12/28/2010	9,254.70	12,593.23	(3,338.53)
TOTAL 2010 CAPITAL GAINS & LOSSES			611,943.67	605,897.51	6,046.16