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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

03-01, 2011, and ending

12-31, 2011

Name of foundation HOPEWELL FOUNDATION, INC.		A Employer identification number 57-0792719
Number and street (or P O box number if mail is not delivered to street address) PO BOX 470	Room/suite	B Telephone number (see instructions)
City or town, state, and ZIP code ROCK HILL, SC 29731-6470		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 12,805,733	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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) (see instructions))

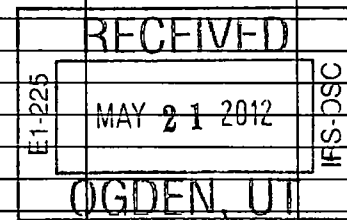
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	393,462	393,462		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	104,973			
b Gross sales price for all assets on line 6a 4,941,417				
7 Capital gain net income (from Part IV, line 2)		104,973		
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) (attach schedule)				
11 Other income (attach schedule) STM106	6,280	6,280		
12 Total. Add lines 1 through 11	504,715	504,715		
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)				
c Other professional fees (attach schedule)				
17 Interest STM110	10,356			
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STM103	65			
24 Total operating and administrative expenses. Add lines 13 through 23	10,421	0		0
25 Contributions, gifts, grants paid	525,000			525,000
26 Total expenses and disbursements. Add lines 24 and 25	535,421	0		525,000
27 Subtract line 26 from line 12	(30,706)			
a Excess of revenue over expenses and disbursements		504,715		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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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
A s s e t s	1 Cash - non-interest-bearing	29,941	2,161,361	2,161,363
	2 Savings and temporary cash investments			
	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 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)	1,429,283	921,528	940,046
	b Investments - corporate stock (attach schedule)	10,643,395	9,735,816	9,277,715
	c Investments - corporate bonds (attach schedule)	1,130,781	398,699	411,048
	L i a b i l i t i e s	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) ▶				
15 Other assets (describe ▶ STM120)		30,271	15,561	15,561
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		13,263,671	13,232,965	12,805,733
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)				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0	0		
N e t A s s e t s o f F u n d s	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	13,263,671	13,232,965	
30 Total net assets or fund balances (see instructions)	13,263,671	13,232,965		
31 Total liabilities and net assets/fund balances (see instructions)	13,263,671	13,232,965		

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	13,263,671
2 Enter amount from Part I, line 27a.	2	(30,706)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	13,232,965
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	13,232,965

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a See STM-134				
b				
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 4,941,417		4,836,444	104,973
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))
a			104,973
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	104,973
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 instructions) If (loss), enter -0- in Part I, line 8 }	3	(16,482)

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 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))
2010	608,108	12,710,602	0.047843
2009	591,544	11,874,533	0.049816
2008	609,155	12,318,022	0.049452
2007	671,332	13,710,117	0.048966
2006	296,000	7,962,063	0.037176

2 Total of line 1, column (d).	2	0.233254
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	0.046651
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,731,350
5 Multiply line 4 by line 3	5	500,628
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,047
7 Add lines 5 and 6.	7	505,675
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	525,000

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,047
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	5,047
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	5,047
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,920	
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	7,920	
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	2,873	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 2,873 Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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?		
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 checked="" type="checkbox"/> SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2011 or the taxable year beginning in 2011 (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

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ EDWIN L BARNES	Telephone no	▶ 803-326-6007	
	Located at ▶ PO BOX 470 ROCK HILL, SC	ZIP+4	▶ 29731-6470	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here ▶ <input type="checkbox"/>	15		
16	At any time during calendar year 2011, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			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 instructions)? <input type="checkbox"/>	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 2011? <input type="checkbox"/>	1c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	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 2011? <input type="checkbox"/>	4b	X

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
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

b 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

b 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 instructions).

(a) Name and address See 990_OFOV	(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
FRANK S BARNES JR PO BOX 470 ROCK HILL, SC 29731-6470	PRESIDENT AND DIRECTOR 0	0	0	0
EDWIN L BARNES PO BOX 470 ROCK HILL, SC 29731-6470	SECRETARY - TREASURER 0	0	0	0
JOHN M BARNES JR PO BOX 470 ROCK HILL, SC 29731-6470	DIRECTOR 0	0	0	0
LADSON A BARNES JR PO BOX 470 ROCK HILL, SC 29731-6470	DIRECTOR 0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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. ▶				

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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 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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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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	10,875,153
b	Average of monthly cash balances	1b	6,652
c	Fair market value of all other assets (see instructions)	1c	12,967
d	Total (add lines 1a, b, and c)	1d	10,894,772
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	0
3	Subtract line 2 from line 1d	3	10,894,772
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	163,422
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,731,350
6	Minimum investment return. Enter 5% of line 5	6	536,568

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	536,568
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,047
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,047
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	531,521
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	531,521
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	531,521

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	525,000
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	525,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,047
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	519,953

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				531,521
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				6,547
e From 2010				
f Total of lines 3a through e	6,547			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 525,000				
a Applied to 2010, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				525,000
e Remaining amount distributed out of corpus . . .				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	6,521			6,521
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.	26			
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	26			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				26
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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)					
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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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

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

- c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLIANCE DEFENSE FUND 15100 N 90TH STREET SCOTTSDALE AZ 85260-2769	NONE	PUBLIC	HEATH AND WELFARE	5,000
CAROLINA COMMUNITY CARE INC PO BOX 993 ROCK HILL SC 29731	NONE	PUBLIC	HEALTH & WELFARE	10,000
CHILDREN'S ATTENTION HOME PO BOX 2912 ROCK HILL SC 29731	NONE		HEALTH & WELFARE	40,000
COVENANT COLLEGE FDTN 535 CHESTNUT STREET STE 100 CHATTANOOGA TN 37402	NONE	PUBLIC	EDUCATION RELIGION	25,000
FELLOWSHIP OF CHRITIAN ATHL 452 LAKESHORE PARKWAY STE 205 ROCK HILL SC 29730	NONE	PUBLIC	RELIGIOUS	25,000
HISTORIC ROCK HILL-WHITE HOME PO BOX 651 ROCK HILL SC 29731	NONE	PUBLIC	HEALTH & WELFARE	20,000
WESTMINSTER MINISTRIES FDNT 1320 INDIA HOOD ROAD ROCK HILL SC 29732	NONE	PUBLIC	RELIGIOUS	50,000
PALMETTO PRNTNS FOR SC and TECH PO BOX 25099 GREENVILLE SC 29616-0099	NONE	PUBLIC	EDUCATION	20,000
Total			3a	
b Approved for future payment				
UNITY PRESBYTERIAN CHURCH 330 TOM HALL STREET FORT MILL SC 29715	NONE	PUBLIC	RELIGIOUS	50,000
TVC EDUC and LEGAL INST INC 100 S ANAHEIM BOULEVARD ANAHEIM CA 92805	NONE	PUBLIC	EDUCATION	5,000
CHILDREN'S ATTENTION HOME PO BOX 2912 ROCK HILL SC 29732	NONE	PUBLIC	HEALTH & WELFARE	60,000
PALMETTO VOLUNTEERS MEDICINE 235 SOUTH HERLONG ROCK HILL SC 29732	NONE	PUBLIC	HEALTH & WELFARE	50,000
Total			3b	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PALMETTO PREGNANCY CENTER 828 LUCAS STREET ROCK HILL SC 29730	NONE	PUBLIC	MEDICAL	10,000
PALMETTO VOLUNTEERS IN MED 235 SOUTH HERLONG AVENUE ROCK HILL SC 29732	NONE	PUBLIC	MEDICAL	50,000
SUMPTER FREE HEALTH CLINIC PO BOX 340 SAINT STEPHEN SC 29479	NONE	PUBLIC	MEDICAL	25,000
CAROLINAS HEALTHCARE FDTN PO BOX 32861 CHARLOTTE NC 28232-2861	NONE	PUBLIC	MEDICAL	40,000
TRIDENT TECH SCHOLARSHIP FUND PO BOX 61227 NORTH CHARLESTON SC 29419-1227	NONE	PUBLIC	EDUCATION	25,000
TVC EDUCATION AND LEGAL INST 100 SOUTH ANAHEIM BLVD STE 350 ANAHEIM CA 92805	NONE	PUBLIC	EDUCATION	5,000
UNITY PRESBYTERIAN CHURCH 303 TOM HALL STREET FORT MILL SC 29715	NONE	PUBLIC	RELIGIOUS	50,000
WESTMINSTER CATAWBA CHR SCHOOL 2650 INDIA HOOK ROAD ROCK HILL SC 29732	NONE	PUBLIC	EDUCATION RELIGIOUS	75,000
Total			3a	
b Approved for future payment				
FELLOWSHIP OF CHRISTIAN ATHL 452 LAKESHORE PARKWAY STE 205 ROCK HILL SC 29730	NONE	PUBLIC	RELIGIOUS	25,000
HISTORIC ROCK HILL-WHITE HOME PO BOX 651 ROCK HILL SC 29731	NONE	PUBLIC	HEALTH & WELFARE	20,000
WESTMINSTER MINISTRIES FDNT 1320 INDIA HOOK ROAD ROCK HILL SC 29732	NONE	PUBLIC	RELIGIOUS	25,000
Total			3b	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
WEST CATAWBA CHR SCH-SCHOLSHIP 2650 INDIA HOOK ROCK HILL SC 29732	NONE	PUBLIC	EDUCATIONAL RELIGIOUS	25,000
YORK TECH COLL FDTN SCHOLSHIP 452 S ANDERSON ROAD ROCK HILL SC 29730	NONE	PUBLIC	EDUCATION	25,000
Total			3a	525,000
b Approved for future payment				
Total			3b	235,000

Part XVI-A	Analysis of Income-Producing Activities
-------------------	------------------------------------------------

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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 . .					
4	Dividends and interest from securities			14	393,462	
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			18	105,911	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a CAPITAL GAIN DISTRIB			18	6,280	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				505,653	
13	Total. Add line 12, columns (b), (d), and (e)				13	505,653

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| 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? | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) Cash | 1a(1) | X |
| (2) Other assets | 1a(2) | X |
| b Other transactions | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) Reimbursement arrangements | 1b(4) | X |
| (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

Sherris W. Earle
Signature of officer or trustee

5/15/2012
Date

ASSISTANT SECRETARY
Title

May the IRS discuss this return with the preparer shown below (see inst)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

Firm's name

Firm's EIN ▶

Firm's address

Phone no

Federal Supporting Statements

2011 PG 01

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

**FORM 990PF, PART II, LINE 15
OTHER ASSETS SCHEDULE**

STATEMENT #120

<u>DESCRIPTION</u>	<u>BOY BOOK</u>	<u>EOY BOOK</u>	<u>FMV</u>
ACCRUED INTEREST	30,271	15,561	15,561
TOTAL	30,271	15,561	15,561

FORM 990PF, PART II, LINE 10(A)

**PG 01
STATEMENT #136**

INVESTMENTS: STATE AND LOCAL GOVERNMENT OBLIGATION SCHEDULE

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
US AND STATE GOVERNMENT OBLIG	1,429,283	921,528	940,046
TOTALS	1,429,283	921,528	940,046

**FORM 990PF, PART II, LINE 10(B)
INVESTMENTS: CORPORATE STOCK SCHEDULE**

**PG 01
STATEMENT #137**

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
CORPORATE STOCK	10,643,395	9,735,816	9,277,715
TOTALS	10,643,395	9,735,816	9,277,715

**FORM 990PF, PART II, LINE 10(C)
INVESTMENTS: CORPORATE BOND SCHEDULE**

**PG 01
STATEMENT #138**

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
CORPORATE BONDS	1,130,781	398,699	411,048
TOTALS	1,130,781	398,699	411,048

Federal Supporting Statements

2011 PG 01

Your Social Security Number

57-0792719

NAME(S) AS SHOWN ON RETURN
HOPEWELL FOUNDATION, INC.

STATEMENT #103

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
BANK WIRE FEES	50	0	0	0
POSTAGE	15	0	0	0
TOTALS	65	0	0	0

PG 01

STATEMENT #106

FORM 990PF, PART I, LINE 11 - OTHER INCOME SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME
CAPITAL GAIN DISTRIBUTION	6,280	6,280	0
TOTALS	6,280	6,280	0

Federal Supporting Statements

2011 PG 01

Your Social Security Number

57-0792719

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

STATEMENT #110

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
DUE WITH 2010 RETURN	2,436	0	0	0
ESTIMATE PAID FOR 2011	7,920	0	0	0
TOTALS	10,356	0	0	0

Federal Supporting Statements

2011 PG 01

Your Social Security Number

57-0792719

HOPEWELL FOUNDATION, INC.

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR		GAINS MINUS	
						OTHER BASIS	GAIN OR LOSS	EXCESS	OR LOSSES
100,000 GOLDMAN SACHS (7.5%; 2/2019)	P	2009-02-02	2011-04-26	116,654		101,071	15,583	15,583	15,583
500 SOUTHWESTERN ENERGY CO	P	2011-02-22	2011-06-23	20,017		18,720	1,297	1,297	1,297
125,000 BANK OF NY (5.05%; 1/17/23)	P	2008-01-30	2011-07-15	125,000		125,004	(4)	(4)	(4)
80,000 US TREASURY BILL	P	2011-08-01	2011-08-17	79,918		79,981	(63)	(63)	(63)
100,000 BK OF NY SR NT 4.15%; 5/2026	P	2011-06-16	2011-09-12	106,040		103,571	2,469	2,469	2,469
50,000 TREASURY BILL	P	2011-08-01	2011-08-26	49,990		49,987	3	3	3
200,000 BOA (5%; 5/27/2026)	P	2011-05-09	2011-09-12	180,491		200,009	(19,518)	(19,518)	(19,518)
100,000 BEAR STEARNS (4%; 7/2013)	P	2010-02-24	2011-09-12	101,491		102,119	(628)	(628)	(628)
100,000 CAP ONE (5%; 1/12/15)	P	2008-03-04	2011-09-12	109,091		102,007	7,084	7,084	7,084
200,000 GE (4%; 1/15/14)	P	2003-06-30	2011-09-12	207,571		200,000	7,571	7,571	7,571
84,000 GE (5%; 2/15/25)	P	2011-05-09	2011-09-12	83,915		86,613	(2,698)	(2,698)	(2,698)
200,000 HSBC BANK (3.25%; 11/23/22)	P	2010-11-30	2011-09-12	197,591		198,009	(418)	(418)	(418)
150,000 JP MORGAN (4.625%; 5/10/21)	P	2011-06-16	2011-09-12	154,818		153,759	1,059	1,059	1,059
125,000 J HANCOCK (4.63%; 5/15/15)	P	2005-05-09	2011-09-12	123,904		125,000	(1,096)	(1,096)	(1,096)
100,000 NORTHERN TR (3.45%; 11/4/20)	P	2011-05-06	2011-09-12	101,300		99,287	2,013	2,013	2,013
25,000 TVA (5%; 10/15/23)	P	2009-01-21	2011-10-17	25,000		25,757	(757)	(757)	(757)
150,000 FED FARM CR BK (4.23%; 12/25)	P	2011-04-26	2011-12-08	150,000		150,009	(9)	(9)	(9)
100,000 CORNELL U (5.345%; 2/1/19)	P	2009-04-06	2011-12-09	116,141		101,930	14,211	14,211	14,211
250,000 FHLB (4.375%; 9/13/24)	P	2009-12-07	2011-12-09	280,303		251,458	28,845	28,845	28,845
100,000 MICH MUNI (6.3%; 5/1/23)	P	2010-08-31	2011-12-09	106,991		107,052	(61)	(61)	(61)
150,000 MICH MUNI (5.6%; 5/1/19)	P	2010-11-29	2011-12-09	158,616		159,304	(688)	(688)	(688)
150,000 SARASOTA FL (6.331%; 10/1/2	P	2010-12-08	2011-12-09	163,116		153,363	9,753	9,753	9,753
200 MATTELL INC	P	2011-11-10	2011-12-19	5,282		5,890	(608)	(608)	(608)
23,970.922 FT INF DEF (30274B-51-5)	P	VARIOUS	2011-05-05	292,211		255,778	36,433	36,433	36,433
46,632 SHARES FT AUTO QUAN ANALYSIS	P	VARIOUS	2011-06-13	496,766		486,359	10,407	10,407	10,407
25,764 SH FT INFL HEDGE OPP	P	VARIOUS	2011-05-05	299,187		253,706	45,481	45,481	45,481
6,076 INCOME FD OF AMER	P	VARIOUS	2011-12-19	100,011		98,791	1,220	1,220	1,220
3,833 AFS INV CO OF AMERICA	P	VARIOUS	2011-12-19	100,003		123,559	(23,556)	(23,556)	(23,556)
54,996 PIMCO	P	VARIOUS	2011-12-19	600,006		606,119	(6,113)	(6,113)	(6,113)
2,066 CAPI INC BLDG FD	P	VARIOUS	2011-12-19	100,036		122,266	(22,230)	(22,230)	(22,230)
165,000 UST BILL (%; 11/3/2011)	P	VARIOUS	2011-12-19	164,957		164,957			
25,000 FFCE BOND (3%; 09/28/18)	P	2011-08-01	2011-11-03	25,000		25,009	(9)	(9)	(9)
TOTAL		2011-05-06	2011-08-29	4,941,417		4,836,444	104,973	104,973	104,973

HOPEWELL FOUNDATION, INC

57-0792719

Tax Year Ending 12/31/2011

CHANGE IN ACCOUNTING PERIOD

Under Rev Proc 85-58, because Hopewell Foundation has not changed its accounting year in the last ten years there will be an automatic acceptance of the change in accounting period accomplished by filing the short year return by the 15th day of the 5th month following the end of the new tax year.

Short Year: March 1, 2011 - December 31st, 2011

990 PF Due Date: May 15th, 2012

Required Distribution Would be Prorated for Short Year By Reducing the Assets Subject to The Minimum Investment Return Calculation as Follows:

10/12 = 83.333% (NUMBER OF MONTHS IN THE SHORT YEAR OVER THE NUMBER OF MONTHS IN THE FULL YEAR)

	Full Value	% of Year	Adjusted Value
Average monthly fair value of securities	\$ 13,050,705	X 83.330%	\$ 10,875,152
Average of monthly cash balances	\$ 7,983	X 83.330%	\$ 6,652
Fair market value of all other assets	\$ 15,561	X 83.330%	\$ 12,967
			\$ 10,894,772