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

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

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) (803) 326-7272
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	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 13,265,839	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)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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)
Revenue				
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	528,929	528,929		
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	(4,053)			
b Gross sales price for all assets on line 6a 4,337,299				
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				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) STM106	50,486	50,486		
12 Total. Add lines 1 through 11	575,362	579,415		
Operating and Administrative Expenses				
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) STM109	9,548	9,548		
17 Interest				
18 Taxes (attach schedule) (see instructions) STM110	5,531	5,531		
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	15,079	15,079		0
25 Contributions, gifts, grants paid	670,000			670,000
26 Total expenses and disbursements. Add lines 24 and 25	685,079	15,079		670,000
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	(109,717)			
b Net investment income (if negative, enter -0-)		564,336		
c Adjusted net income (if negative, enter -0-)			0	

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	2,161,361	11,545	11,545
	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)	921,528	750,096	796,090
	b Investments - corporate stock (attach schedule)	9,735,816	11,763,287	11,856,813
	c Investments - corporate bonds (attach schedule)	398,699	591,815	594,886
	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)	15,561	6,505	6,505	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,232,965	13,123,248	13,265,839	
Liabilities	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	
Net Assets or Fund Balances	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	13,232,965	13,123,248	
30 Total net assets or fund balances (see instructions)	13,232,965	13,123,248		
31 Total liabilities and net assets/fund balances (see instructions)	13,232,965	13,123,248		

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	13,232,965
2 Enter amount from Part I, line 27a	2	(109,717)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	13,123,248
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	13,123,248

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 PUBLICLY TRADED SECURITIES	P	2012-01-01	2012-12-31
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 4,337,299		4,341,352	(4,053)
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			(4,053)
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	(4,053)
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	(4,053)

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))
2011	525,000	10,731,350	0.048922
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

2 Total of line 1, column (d)	2	0.244999
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	0.049
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,024,900
5 Multiply line 4 by line 3	5	638,220
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,643
7 Add lines 5 and 6	7	643,863
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	670,000

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	5,643
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	5,643
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	5,643
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,873	
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	7,873	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	2,230	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,230 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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input 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 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 2012 or the taxable year beginning in 2012 (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, SECRETARY/TRE	Telephone no	▶ 803-326-6007	
	Located at ▶ 330 E. BLACK STREET ROCK HILL, SC	ZIP+4	▶ 29730	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here	▶ <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, 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 Dunning 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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<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)	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 2012 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 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2012?	4b	X

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>				
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?				
<input type="checkbox"/> Yes <input type="checkbox"/> 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?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
See 990 OFOV				
FRANK S BARNES JR PO BOX 470 ROCK HILL, SC 29731-6470	0	0	0	0
EDWIN L BARNES PO BOX 470 ROCK HILL, SC 29731-6470	SECRETARY - TRE 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	PRESIDENT 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	0
--	---

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	▶

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	13,207,659
b	Average of monthly cash balances	1b	9,085
c	Fair market value of all other assets (see instructions)	1c	6,505
d	Total (add lines 1a, b, and c)	1d	13,223,249
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	13,223,249
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	198,349
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,024,900
6	Minimum investment return. Enter 5% of line 5	6	651,245

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	651,245
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,643
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,643
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	645,602
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	645,602
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	645,602

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	670,000
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	670,000
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	5,643
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	664,357

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				645,602
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009 26				
d From 2010				
e From 2011				
f Total of lines 3a through e	26			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 670,000				
a Applied to 2011, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)		11,638		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				645,602
e Remaining amount distributed out of corpus . . .	12,760			
5 Excess distributions carryover applied to 2012 . (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 .	12,786			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	12,786			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009 26				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 12,760				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail 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				
BOY SCOUTS OF AMERICA 420 S CHURCH STREET SPARTANBURG SC 29306	NONE	PUBLIC	EDUCATION	50,000
CHILDREN'S ATTENTION HOME PO BOX 2912 ROCK HILL SC 29731	NONE	PUBLIC	HEALTH & WELFARE	20,000
COVENANT COLLEGE FOUNDATION 535 CHESTNUT STREET SUITE 100 CHATTANOOGA TN 37402	NONE	PUBLIC	RELIGIOUS	25,000
FELLOWSHP OF CHRISTN ATHLETES 452 LAKESHORE PKWY SUITE 205 ROCK HILL SC 29730	NONE	PUBLIC	RELIGIOUS	75,000
HISTORIC ROCK HILL PO BOX 651 ROCK HILL SC 29731	NONE	PUBLIC	EDUCATION	20,000
PALMETTO PTNS FOR MATHSCIENCE PO BOX 25099 GREENVILLE SC 29616-0099	NONE	PUBLIC	EDUCATION	10,000
PALMETTO VOLUNTERS IN MEDICINE 235 S HERLONG AVENUE ROCK HILL SC 29730	NONE	PUBLIC	HEALTH & WELFARE	125,000
REFORMED THEOLOGICAL SEMINARY 2101 CARMEL ROAD CHARLOTTE NC 28226-6399	NONE	PUBLIC	RELIGIOUS	100,000
Total			3a	
b Approved for future payment				
BOY SCOUTS OF AMERICA 420 S CHURCH STREET SPARTANBURG SC 29306	NONE	PUBLIC	EDUCATION	50,000
CHILDREN'S ATTENTION HOME PO BOX 2912 ROCK HILL SC 29731	NONE	PUBLIC	HEALTH & WELFARE	40,000
FELLOWSHP OF CHRISTN ATHLETES 452 LAKESHORE PKWY SUITE 205 ROCK HILL SC 29730	NONE	PUBLIC	RELIGIOUS	100,000
REFORMED THEOLOGICAL SEMINARY 2101 CARMEL ROAD CHARLOTTE NC 28226-6399	NONE	PUBLIC	RELIGIOUS	200,000
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				
SC GOV SCHOOL FOR MATH and SCIEN 1201 MAIN STREET SUITE 2350 COLUMBIA SC 29201	NONE	PUBLIC	EDUCATION	50,000
SUMTER FREE HEALTH CLINIC PO BOX 340 SAINT STEPHEN SC 29479	NONE	PUBLIC	HEALTH & WELFARE	5,000
THE CHARLESTON OPERA HOUSE 5055 LACKAWANNA BLVD NORTH CHARLESTON SC 29405	NONE	PUBLIC	EDUCATION/ARTS	20,000
TRIDENT TECHNICAL COLLEGE FDTN PO BOX 61227 NORTH CHARLESTON SC 29419-1227	NONE	PUBLIC	EDUCATION	25,000
TVC EDUCATION and LEGAL INSTITUT 100 S ANAHEIM BLVD ANAHEIM CA 92805	NONE	PUBLIC	EDUCATION	25,000
UNITY PRESBYTERIAN CHURCH 303 TOM HALL STREET FORT MILL SC 29715	NONE	PUBLIC	RELIGIOUS	50,000
WSTMNSTR CTW CHRST SCHOOL FDTN 2650 INDIA HOOK ROAD ROCK HILL SC 29732	NONE	PUBLIC	RELIGIOUS/EDUCATI ON	25,000
WESTMINSTER MINISTRIES FDTN 1320 INDIA HOOK ROAD ROCK HILL SC 29732	NONE	PUBLIC	RELIGIOUS	5,000
Total			3a	
b Approved for future payment				
SC GOV SCHOOL FOR MATH and SCIEN 1201 MAIN STREET SUITE 2350 COLUMBIA SC 29201	NONE	PUBLIC	EDUCATION	100,000
WSTMNSTR CTWB CHRST SCL GRANT 2650 INDIA HOOK ROAD ROCK HILL SC 29732	NONE	PUBLIC	RELIGIOUS/EDUCATI ON	25,000
WESTMINSTER MINISTRIES FDTN 1320 INDIA HOOK ROAD ROCK HILL SC 29732	NONE	PUBLIC	RELIGIOUS	20,000
Total			3b	

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				
WESTMINSTER MINISTRIES IMPACT 1320 INDIA HOOK ROAD ROCK HILL SC 29732	NONE	PUBLIC	RELIGIOUS	15,000
YORK TECHNICAL COLLEGE FDTN 452 S ANDERSON ROAD ROCK HILL SC 29730	NONE	PUBLIC	EDUCATION	25,000
Total			▶ 3a	670,000
b Approved for future payment				
Total			▶ 3b	535,000

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

Your Social Security Number

HOPEWELL FOUNDATION, INC.

57-0792719

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

STATEMENT #106

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME
CAPITAL GAIN DISTRIBUTIONS	50,486	50,486	0
TOTALS	50,486	50,486	0

PG 01

STATEMENT #109

FORM 990PF, PART I, LINE 16(C) - OTHER PROFESSIONAL FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
INVESTMENT FEES - CARROLL FIN	7,398	7,398	0	0
INVESTMENT FEES - BERNSTEIN	2,150	2,150	0	0
TOTALS	9,548	9,548	0	0

Federal Supporting Statements

2012 PG 01

Your Social Security Number

57-0792719

Name(s) as shown on return

HOPWELL FOUNDATION, INC.

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

STATEMENT #110

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
FOREIGN TAXES WITHHELD	531	531	0	0
ESTIMATED TAXES PAID 2012	5,000	5,000	0	0
TOTALS	5,531	5,531	0	0

Federal Supporting Statements

2012 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	15,561	6,505	6,505
TOTAL	15,561	6,505	6,505

STM136

PG 01

FORM 990PF, PART II, LINE 10(A)
INVESTMENTS: STATE AND LOCAL GOVERNMENT OBLIGATION SCHEDULE

STATEMENT #136

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
US AND STATE GOVERNMENT OBLIG	921,528	404,463	450,457
HILLIARD LYONS MONEY MARKET		345,633	345,633
TOTALS	921,528	750,096	796,090

STM137

PG 01

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

STATEMENT #137

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
CORPORATE STOCK	9,735,816	11,763,287	11,856,813
TOTALS	9,735,816	11,763,287	11,856,813

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

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

STATEMENT #138

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
CORPORATE BONDS	398,699	591,815	594,886
TOTALS	398,699	591,815	594,886

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

Description	Amount
CARROLL FINANCIAL - DIVIDENDS	\$ 42,221
CARROLL FINANCIAL - INTEREST INCOME	1,250
CARROLL FINANCIAL - ACCRUED INTEREST PAID ON PURCHASE	(198)
BERNSTEIN - INTEREST	35
BERNSTEIN - DIVIDENDS	21,345
HILLIARD LYONS - DIVIDENDS	406,129
HILLIARD LYONS - MONEY MARKET DIVIDENDS	35
HILLIARD LYONS - INVESTMENT INTEREST	69,349
LESS INTEREST PAID ON PURCHASE	(2,180)
12/31/2011 ACCRUED INTEREST	(15,561)
12/31/2012 ACCRUED INTEREST	6,504
Total:	\$ 528,929

Description	Amount
BERNSTEIN - VARIOUS COUNTRIES	\$ 2,633
CARROLL FINANCIAL	2,228
Total:	\$ 4,861

Description	Amount
CARROLL FINANCIAL	\$ 267
BERNSTEIN	264
Total:	\$ 531

Description	Amount
TD BANK CHECKING	\$ 5,242
TD BANK MONEY MARKET	6,303
Total:	\$ 11,545

Description	Amount
	\$ 11,545
Total:	\$ 11,545

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

7

Description	Amount
STOCKS	\$ 21,774
MUTUAL FUNDS	8,290,706
UNIT INVESTMENT TRUSTS	1,648,219
BERNSTEIN	733,295
CARROLL FINANCIAL	1,069,293
Total:	\$ 11,763,287

Description	Amount
STOCKS	\$ 12,450
MUTUAL FUNDS	8,410,216
UNIT INVESTMENT TRUSTS	1,569,581
BERNSTEIN	753,157
CARROLL FINANCIAL	1,111,409
Total:	\$ 11,856,813

Description	Amount
BERNSTEIN INTERMEDIATE DURATION FUND	\$ 289,735
HILLIARD LYONS	302,080
Total:	\$ 591,815

Description	Amount
BERNSTEIN INTERMEDIATE DURATION FUND	\$ 295,455
HILLIARD LYONS	299,431
Total:	\$ 594,886

Description	Amount
CARROLL FINANCIAL	\$ 560,099
BERNSTEIN	200,951
HILLIARD LYONS	3,576,249
Total:	\$ 4,337,299

990

Overflow Statement

2012
Page 3

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

Description**Amount**

CARROLL FINANCIAL	\$ 525,043
BERNSTEIN	199,364
HILLIARY LYONS	3,616,945
Total:	\$ 4,341,352