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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

HAYNE HIPP FOUNDATION

A Employer identification number

57-0861526

Number and street (or P.O. box number if mail is not delivered to street address)

135 S. MAIN STREET

Room/suite

B Telephone number

(864) 241-5432

City or town, state, and ZIP code

GREENVILLE, SC 29601

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 8,033,743. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)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 ☐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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		486.	486.		STATEMENT 1
4 Dividends and interest from securities		142,686.	142,686.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<159,493.>			
b Gross sales price for all assets on line 6a		4,337,934.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<1,914.>	0.		STATEMENT 3
12 Total. Add lines 1 through 11		<18,235.>	143,172.		
13 Compensation of officers, directors, trustees, etc		180,000.	70,000.		110,000.
14 Other employee salaries and wages		70,510.	35,255.		35,255.
15 Pension plans, employee benefits		13,057.	3,265.		9,792.
16a Legal fees		576.	288.		288.
b Accounting fees		21,443.	10,722.		10,721.
c Other professional fees		32,719.	32,719.		0.
17 Interest		115.	0.		0.
18 Taxes		22,948.	5,486.		5,462.
19 Depreciation and depletion		9,056.	0.		
20 Occupancy		71,378.	35,689.		35,689.
21 Travel, conferences, and meetings		10,177.	0.		10,177.
22 Printing and publications		542.	0.		542.
23 Other expenses		81,320.	8,302.		72,830.
24 Total operating and administrative expenses. Add lines 13 through 23		513,841.	201,726.		290,756.
25 Contributions, gifts, grants paid		1,120,345.			1,120,345.
26 Total expenses and disbursements. Add lines 24 and 25		1,634,186.	201,726.		1,411,101.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,652,421.>			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		354,632.	270,293.	270,293.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		3,209.		
	10a	Investments - U.S. and state government obligations STMT 9		100,000.	0.	0.
	b	Investments - corporate stock STMT 10		4,217,814.	3,297,705.	3,632,459.
	c	Investments - corporate bonds STMT 11		1,318,918.	1,749,560.	1,750,208.
11	Investments - land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶ 175,149.					
	Less accumulated depreciation STMT 12 ▶ 158,847.		21,365.	16,302.	16,302.	
15	Other assets (describe ▶ STATEMENT 13)		2,817,551.	1,844,599.	2,364,481.	
16	Total assets (to be completed by all filers)		8,833,489.	7,178,459.	8,033,743.	
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				
	22	Other liabilities (describe ▶ STATEMENT 14)		3,647.	1,038.	
23	Total liabilities (add lines 17 through 22)		3,647.	1,038.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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 ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		8,829,842.	7,177,421.	
30	Total net assets or fund balances		8,829,842.	7,177,421.		
31	Total liabilities and net assets/fund balances		8,833,489.	7,178,459.		

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	8,829,842.
2	Enter amount from Part I, line 27a	2	<1,652,421.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,177,421.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,177,421.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 4,337,934.		4,497,427.	<159,493.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			<159,493.>	
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 <159,493.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ }		3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	1,632,732.	9,904,386.	.164849
2010	965,777.	10,571,270.	.091359
2009	1,644,660.	10,280,326.	.159981
2008	1,875,037.	14,039,930.	.133550
2007	2,128,252.	18,790,542.	.113262

2 Total of line 1, column (d)	2	.663001
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	.132600
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,328,104.
5 Multiply line 4 by line 3	5	1,104,307.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	1,104,307.
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	1,411,101.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	0.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 9,725.	7	9,725.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	9,725.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 9,725. Refunded ☐			

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 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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► N/A	13	X	
14	The books are in care of ► ELIZABETH OWINGS Telephone no. ► (864) 241-5432 Located at ► 135 S MAIN STREET, GREENVILLE, SC ZIP+4 ► 29601			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 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? If "Yes," list the years ►	☐ 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 instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 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.)	N/A	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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		180,000.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	5,493,258.
b Average of monthly cash balances	1b	392,560.
c Fair market value of all other assets	1c	2,569,110.
d Total (add lines 1a, b, and c)	1d	8,454,928.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	8,454,928.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	126,824.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,328,104.
6 Minimum investment return. Enter 5% of line 5	6	416,405.

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	416,405.
2a Tax on investment income for 2012 from Part VI, line 5	2a	
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	416,405.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	416,405.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	416,405.

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	1,411,101.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,411,101.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,411,101.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				416,405.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,208,821.			
b From 2008	1,173,040.			
c From 2009	1,644,660.			
d From 2010	965,777.			
e From 2011	1,640,787.			
f Total of lines 3a through e	6,633,085.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	1,411,101.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	1,411,101.	*SEE ELECTION*		
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	416,405.			416,405.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,627,781.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	792,416.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,835,365.			
10 Analysis of line 9:				
a Excess from 2008	1,173,040.			
b Excess from 2009	1,644,660.			
c Excess from 2010	965,777.			
d Excess from 2011	1,640,787.			
e Excess from 2012	1,411,101.			

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				
SEE ATTACHED SCHEDULE	SEE ATTACHED STATEMENT			1,120,345.
Total			3a	1,120,345.
b Approved for future payment				
NONE				
Total			3b	0.

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)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	486.		
4 Dividends and interest from securities			14	142,686.		
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	532000	<1,914.>				
8 Gain or (loss) from sales of assets other than inventory			18	<159,493.>		
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)		<1,914.>		<16,321.>		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	<18,235.>

(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 |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | |
| | (2) Other assets | 1a(2) | |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| | (4) Reimbursement arrangements | 1b(4) | |
| | (5) Loans or loan guarantees | 1b(5) | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| 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. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee *Hazel H. [unclear]*

Date 5/19/13

► Amber
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☒ if self-employed

PTIN	
------	--

MARTHA LOUISE LEWIS

Washburne & Lewis

5/13/2013

P00040094

Firm's name ▶ **MARTHA LOUISE RAMAGE LEWIS LLC**

Firm's EIN ▶ 57-1072095

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

Phone no. (864) 250-1818

Form **990-PF** (2012)

Hayne Hipp Foundation
EIN: 57-0861526
Attachment to Form 990PF, Part XIII

**SECTION 4942(h)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS**

Pursuant to IRC Sec. 4942(h)(2) and Reg 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of (check one):

☐ Undistributed income from the tax year(s) ending:

Tax Year	Amount
_____	_____
_____	\$ _____
_____	_____

☒ Corpus

Signed

Hayne Hipp

Hayne Hipp, Director
Name and Title

5/15/13
Date

Hayne Hipp Foundation

EIN: 57-0861526

Supplementary Statements

PART: XV

LINE: 2

SUPPLEMENTAL INFORMATION

THE ORGANIZATION'S PRIMARY ACTIVITY IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS QUALIFYING FOR EXEMPTION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE TRUSTEES CHOOSE THESE ORGANIZATIONS BASED UPON THEIR KNOWLEDGE OF THE ORGANIZATIONS' ACTIVITIES. NO CONTRIBUTIONS, GRANTS, GIFTS, LOANS, OR SCHOLARSHIPS ARE MADE TO INDIVIDUALS. THE ORGANIZATION DOES NOT PRESENTLY ACCEPT APPLICATIONS OR CONDUCT PROGRAMS FOR DONATIONS IN ITS ACTIVITIES.

HAYNE HIPPO FOUNDATION
CHARITABLE CONTRIBUTIONS
FYE 12/31/2012
EIN 57-0861526

Date	Name	City	State	Relationship of recipient to Foundation members or contributors	Foundation Status of Recipient	Purpose	Amount
09/17/2012	A CHILD'S HAVEN INC	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	\$ 200 00
04/01/2012	ALZHEIMER'S ASSOCIATION	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
09/27/2012	AMERICAN HEART ASSN	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
11/27/2012	AMERICAN LEGION	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
07/16/2012	AMERICAN LUNG ASSOCIATION	WASHINGTON	DC	NONE	Public Charity	FIGHT FOR THE CLIMB	100 00
02/22/2012	APPALACHIAN TRAIL CONSERVANCY	HARPER'S FERRY	WV	NONE	Environmental	GENERAL PURPOSE FUND	100 00
01/11/2012	ASPEN INSTITUTE	ASPEN	CO	NONE	Public Charity	ANNUAL TRUSTEE FUND	35,000 00
10/24/2012	AVON OLD FARMS	AVON	CT	NONE	Public Charity	GENERAL PURPOSE FUND	1,500 00
10/24/2012	AVON OLD FARMS	AVON	CT	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
03/15/2012	BELLE W BARUCH FOUNDATION	GEORGETOWN	SC	NONE	Environmental	GENERAL PURPOSE FUND	1,000 00
11/13/2012	BOB JONES UNIVERSITY MUSEUM & GALLERY	GREENVILLE	SC	NONE	Educational	GENERAL PURPOSE FUND	200 00
04/10/2012	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	NONE	Public Charity	GENERAL PURPOSE FUND	250 00
08/16/2012	BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	NONE	Public Charity	GENERAL PURPOSE FUND	2,500 00
11/21/2012	CAMP TWIN LAKES	ATLANTA	GA	NONE	Public Charity	GENERAL PURPOSE FUND	1,000 00
11/02/2012	CAROLINA EXPRESS	HICKORY	NC	NONE	Public Charity	GENERAL PURPOSE FUND	110 00
10/03/2012	CAROLINA YOUTH SYMPHONY	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
07/18/2012	CASHIERS-GLENVILLE VOL FIRE DEPT	CASHIERS	NC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
07/11/2012	CENTRE STAGE	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
12/18/2012	CENTRE STAGE	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
02/21/2012	CHILDREN'S MUSEUM	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	150 00
02/23/2012	CHILDREN'S MUSEUM	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,000 00
11/27/2012	CHILDREN'S MUSEUM	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
02/15/2012	CHRIST CENTRAL MINISTRIES	WAGENER	SC	NONE	Religious	GENERAL PURPOSE FUND	2,000 00
11/21/2012	CHRISTIAN CENTURY	CHICAGO	IL	NONE	Religious	GENERAL PURPOSE FUND	100 00
02/13/2012	CLASSIC CENTER CULTURAL FDN	ATHENS	GA	NONE	Public Charity	GENERAL PURPOSE FUND	5,000 00
12/31/2012	CLASSIC CENTER CULTURAL FDN	ATHENS	GA	NONE	Public Charity	GENERAL PURPOSE FUND	5,000 00
01/11/2012	CLASSICAL AMERICAN HOME PRESERVATION TRUS	NEW YORK	NY	NONE	Public Charity	GENERAL PURPOSE FUND	4,000 00
10/29/2012	COASTAL CONSERVATION LEAGUE	CHARLESTON	SC	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
06/27/2012	COMMUNITY FOUNDATION OF GREENVILLE	GREENVILLE	SC	NONE	Public Charity	FALLS PARK ENDOWMENT	250 00
09/26/2012	COMMUNITY FOUNDATION OF GREENVILLE	GREENVILLE	SC	NONE	Public Charity	FALLS PARK ENDOWMENT	1,000 00
04/26/2012	CONESTEE FOUNDATION	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
10/15/2012	CURE SEARCH FOR CHILDREN CANCER	CHARLOTTE	NC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
02/22/2012	DINING FOR WOMEN	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,000 00
03/16/2012	EMORY UNIVERSITY	ATLANTA	GA	NONE	Educational	GENERAL PURPOSE FUND	1,000 00
05/03/2012	EMRYS FOUNDATION	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	85 00
06/20/2012	EPISCOPAL HIGH SCHOOL	ALEXANDRIA	VA	NONE	Educational	GENERAL PURPOSE FUND	1,000 00
12/18/2012	FAITH MEMORIAL CHAPEL	GREENVILLE	SC	NONE	Religious	GENERAL PURPOSE FUND	200 00
11/21/2012	FALLS PARK ENDOWMENT FUND	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
01/17/2012	FIRST BAPTIST CHURCH OF GREENVILLE	GREENVILLE	SC	NONE	Religious	GENERAL PURPOSE FUND	100 00
03/15/2012	FIRST CALVARY MISSIONARY CHURCH	GEORGETOWN	SC	NONE	Religious	GENERAL PURPOSE FUND	1,000 00
01/11/2012	FOURTH PRESBYTERIAN CHURCH	GREENVILLE	SC	NONE	Religious	GENERAL PURPOSE FUND	15,000 00
07/11/2012	FOURTH PRESBYTERIAN CHURCH	GREENVILLE	SC	NONE	Religious	GENERAL PURPOSE FUND	1,000 00
08/28/2012	FRIENDS OF BROOKGREEN GARDENS	PAWLEYS ISLAND	SC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
08/15/2012	FRIENDS OF RICHLAND CEMETERY	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
08/15/2012	FRIENDS OF SPRINGWOOD CEMETERY	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
12/31/2012	FRIENDS OF THE ZOO	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	250 00
04/13/2012	GEORGETOWN SOIL & WATER CONSERVATION	GEORGETOWN	SC	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
03/07/2012	GET CARRIED AWAY	PAWLEYS ISLAND	SC	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
01/18/2012	GOODLETTSVILLE CHURCH OF CHRIST	GOODLETTSVILLE	TN	NONE	Religious	GENERAL PURPOSE FUND	1,000 00
03/08/2012	GOVERNOR'S SCHOOL FOR ARTS FOUNDATION	GREENVILLE	SC	NONE	Educational	LEADERSHIP TRIBUTE	1,000 00
05/04/2012	GREENVILLE AIRPORT COMMISSION	GREENVILLE	SC	NONE	Public Charity	PARK AT GMU	200 00
11/14/2012	GREENVILLE CHAMBER OF COMMERCE	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	50 00
05/21/2012	GREENVILLE CHORALE	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,000 00
02/06/2012	GREENVILLE COUNTY MUSEUM OF ART	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	500 00
05/11/2012	GREENVILLE COUNTY MUSEUM OF ART	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,000 00
10/11/2012	GREENVILLE COUNTY MUSEUM OF ART	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	500 00
04/01/2012	GREENVILLE CULTURAL EXCHANGE CENTER	GREENVILLE	SC	NONE	Public Charity	WOMEN MAKING HISTORY	100 00
08/28/2012	GREENVILLE FORWARD	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	250 00
08/30/2012	GREENVILLE HIGH SCHOOL SPIRIT WEEK	GREENVILLE	SC	NONE	Educational	GENERAL PURPOSE FUND	100 00
03/16/2012	GREENVILLE HUMANE SOCIETY	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,000 00
11/27/2012	GREENVILLE LIGHT OPERA	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
10/03/2012	GREENVILLE SYMPHONY ORCHESTRA	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	300 00
03/14/2012	GREENVILLE TECH CHARTER HIGH SCHOOL	GREENVILLE	SC	NONE	Educational	GENERAL PURPOSE FUND	1,000 00
05/07/2012	GREENVILLE TECHNICAL COLLEGE	GREENVILLE	SC	NONE	Educational	GENERAL PURPOSE FUND	1,000 00
10/10/2012	GREENVILLE WOMEN GIVING	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,100 00
10/11/2012	GREENVILLE WOMEN GIVING	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,100 00
11/05/2012	GREENVILLE WOMEN GIVING	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,100 00
11/21/2012	INSTITUTE FOR CHILD SUCCESS	GREENVILLE	SC	NONE	Educational	GENERAL PURPOSE FUND	200 00
02/06/2012	JULIE VALENTINE CENTER	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,000 00
05/17/2012	JUNIOR ACHIEVEMENT OF CENTRAL SC	COLUMBIA	SC	NONE	Public Charity	GENERAL PURPOSE FUND	500 00
03/08/2012	JUVENILE DIABETES RESEARCH FOUNDATION	GREENWOOD VILLAGE	CO	NONE	Public Charity	GENERAL PURPOSE FUND	250 00
08/13/2012	JUVENILE DIABETES RESEARCH FOUNDATION	GREENWOOD VILLAGE	CO	NONE	Public Charity	GENERAL PURPOSE FUND	200 00
08/22/2012	JUVENILE DIABETES RESEARCH FOUNDATION	GREENWOOD VILLAGE	CO	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
11/21/2012	KLAMATH BIRD OBSERVATORY	ASHLAND	OR	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
08/22/2012	LEADERSHIP GREENVILLE	GREENVILLE	SC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
06/21/2012	LEADERSHIP SOUTH CAROLINA	COLUMBIA	SC	NONE	Public Charity	GENERAL PURPOSE FUND	100 00
12/31/2012	LIBERTY FELLOWSHIP	SPARTANBURG	SC	NONE	Public Charity	GENERAL PURPOSE FUND	1,000 00
10/17/2012	LOWCOUNTRY OPEN LAND TRUST	CHARLESTON	SC	NONE	Environmental	GENERAL PURPOSE FUND	100 00
07/23/2012	LOWCOUNTRY PREPARATORY SCHOOL	PAWLEYS ISLAND	SC	NONE	Educational	SCHOLARSHIP FUND	3,000 00

EIN: 57-0861526

Total Charitable Contributions \$1,120,344.77

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	US BANK N.A. - SEE STATEMENT A - S/T	P	VARIOUS	VARIOUS
b	US BANK N.A. - SEE STATEMENT B - L/T	P	VARIOUS	VARIOUS
c	US BANK N.A. - SEE STATEMENT C - S/T	P	VARIOUS	VARIOUS
d	US BANK N.A. - SEE STATEMENT C - L/T	P	VARIOUS	VARIOUS
e	C L KING & ASSOC - SEE STATEMENT D - S/T	P	VARIOUS	VARIOUS
f	C L KING & ASSOC - OPTIONS - SEE STATEMENT E - S/	P	VARIOUS	VARIOUS
g	RANGER SMALL CAP FUND, LP - SHORT TERM	P	VARIOUS	VARIOUS
h	RANGER SMALL CAP FUND, LP - LONG TERM	P	VARIOUS	VARIOUS
i	CHILTON GLOBAL NATURAL RESOURCES - CLASS C - L/T	P	VARIOUS	01/31/12
j	CHILTON GLOBAL NATURAL RESOURCES - CLASS C - L/T	P	VARIOUS	10/31/12
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,463,885.		1,495,326.	<31,441.>
b 781,287.		787,262.	<5,975.>
c 145,528.		145,528.	0.
d 11,197.		11,197.	0.
e 312,333.		387,795.	<75,462.>
f 488,546.		581,192.	<92,646.>
g		19,311.	<19,311.>
h 93,592.			93,592.
i 526,564.		526,564.	0.
j 507,500.		543,252.	<35,752.>
k 7,502.			7,502.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<31,441.>
b			<5,975.>
c			0.
d			0.
e			<75,462.>
f			<92,646.>
g			<19,311.>
h			93,592.
i			0.
j			<35,752.>
k			7,502.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<159,493.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

HAYNE HIPP FOUNDATION
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
423. ABB LTD A D R	06/21/2011	01/30/2012	8,700.56	10,915.81	-2,215.25
423. ABB LTD A D R	06/21/2011	01/31/2012	8,796.33	10,915.80	-2,119.47
75. AMERICAN EAGLE OUTFITTERS INC	01/05/2012	03/15/2012	1,247.56	991.93	255.63
240. AMERICAN EAGLE OUTFITTERS INC	01/05/2012	04/20/2012	4,227.80	3,096.05	1,131.75
299. AMERICAN EAGLE OUTFITTERS INC	08/12/2011	05/03/2012	6,005.97	3,512.03	2,493.94
30. AMERICAN EXPRESS CO	06/21/2011	04/23/2012	1,706.17	1,489.65	216.52
40. AMERICAN EXPRESS CO	06/21/2011	05/10/2012	2,379.66	1,986.20	393.46
35. AMERICAN EXPRESS CO	06/21/2011	05/14/2012	2,064.16	1,737.92	326.24
20. AMERICAN EXPRESS CO	06/21/2011	05/23/2012	1,102.91	993.10	109.81
85. AMERICAN EXPRESS CO	08/12/2011	06/01/2012	4,550.08	3,901.08	649.00
5. AMPHENOL CORP CL A	06/21/2011	05/07/2012	275.28	254.93	20.35
31. AMPHENOL CORP CL A	06/21/2011	05/07/2012	1,702.43	1,580.53	121.90
32. AMPHENOL CORP CL A	06/21/2011	05/08/2012	1,732.16	1,631.52	100.64
7. AMPHENOL CORP CL A	06/21/2011	05/10/2012	381.90	356.90	25.00
3. AMPHENOL CORP CL A	06/21/2011	05/10/2012	163.48	152.95	10.53
33. AMPHENOL CORP CL A	06/21/2011	05/10/2012	1,795.15	1,682.51	112.64
26. AMPHENOL CORP CL A	06/21/2011	05/11/2012	1,412.08	1,325.61	86.47
10. ANSYS INC	05/04/2012	08/06/2012	676.39	620.96	55.43
7. ANSYS INC	05/04/2012	08/06/2012	474.01	434.67	39.34
33. ANSYS INC	05/04/2012	08/07/2012	2,237.78	2,044.57	193.21
9. ANSYS INC	05/03/2012	08/07/2012	612.15	555.10	57.05
4. ANSYS INC	05/03/2012	08/08/2012	267.90	246.71	21.19
15. ANSYS INC	05/03/2012	08/08/2012	998.04	925.16	72.88
2. APPLE INC	06/21/2011	03/13/2012	1,122.41	651.15	471.26
2. APPLE INC	06/21/2011	03/14/2012	1,167.63	651.15	516.48
1. APPLE INC	06/21/2011	03/15/2012	588.43	325.58	262.85
3. APPLE INC	06/21/2011	03/16/2012	1,755.14	976.72	778.42
4. APPLE INC	06/21/2011	04/11/2012	2,505.44	1,302.30	1,203.14
7. APPLE INC	05/18/2012	07/26/2012	4,022.32	3,222.61	799.71
1294.2 ASTRONICS CORP	11/01/2011	06/05/2012	32,544.14	30,892.16	1,651.98
45. B M C SOFTWARE INC	01/31/2012	05/15/2012	2,003.92	1,591.54	412.38
40. B M C SOFTWARE INC	01/20/2012	05/24/2012	1,709.16	1,334.25	374.91
20. B M C SOFTWARE INC	01/17/2012	06/04/2012	835.43	659.32	176.11
15. B M C SOFTWARE INC	01/17/2012	07/26/2012	596.23	494.49	101.74
95. B M C SOFTWARE INC	01/17/2012	08/22/2012	4,007.96	3,131.79	876.17
Totals					

JSA
2F0971 1 000

STATEMENT A

HAYNE HIPP FOUNDATION
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
165. BECTON DICKINSON AND CO	08/12/2011	02/10/2012	12,591.24	14,166.15	-1,574.91
50. BECTON DICKINSON AND CO	08/12/2011	06/27/2012	3,674.32	3,999.31	-324.99
55. BECTON DICKINSON AND CO	11/03/2011	06/28/2012	4,001.25	4,246.75	-245.50
93. CANADIAN NATURAL RESOURCES LTD	02/07/2012	12/03/2012	2,640.48	3,597.05	-956.57
164. CANADIAN NATURAL RESOURCES LTD	05/03/2012	12/04/2012	4,555.18	5,721.71	-1,166.53
78. CANADIAN NATURAL RESOURCES LTD	05/04/2012	12/05/2012	2,173.90	2,504.00	-330.10
20. CARBO CERAMICS INC	02/23/2012	07/26/2012	1,690.16	1,866.90	-176.74
102. CARBO CERAMICS INC	03/05/2012	08/22/2012	7,301.98	9,211.70	-1,909.72
20. CHUBB CORPORATION	06/21/2011	01/04/2012	1,373.80	1,257.90	115.90
30. CHUBB CORPORATION	06/21/2011	01/27/2012	2,014.36	1,886.85	127.51
35. CIMAREX ENERGY CO	01/04/2012	02/29/2012	2,825.36	2,235.54	589.82
20. CIMAREX ENERGY CO	01/04/2012	03/14/2012	1,605.62	1,277.45	328.17
30. CIMAREX ENERGY CO	01/04/2012	07/26/2012	1,646.36	1,916.18	-269.82
125. CIMAREX ENERGY CO	06/18/2012	08/22/2012	7,521.10	7,075.42	445.68
43. COACH INC	06/21/2011	01/19/2012	2,797.24	2,651.39	145.85
25. COACH INC	06/21/2011	01/20/2012	1,617.46	1,541.51	75.95
25. COACH INC	06/21/2011	01/23/2012	1,601.88	1,541.51	60.37
4. COACH INC	06/21/2011	03/12/2012	308.55	246.64	61.91
14. COACH INC	06/21/2011	03/13/2012	1,088.52	863.24	225.28
14. COACH INC	06/21/2011	03/14/2012	1,101.19	863.24	237.95
11. COACH INC	06/21/2011	03/15/2012	855.79	678.26	177.53
29. COACH INC	06/21/2011	03/16/2012	2,266.65	1,788.15	478.50
20. COACH INC	06/08/2012	10/24/2012	1,148.28	1,265.31	-117.03
42. COACH INC	06/08/2012	10/25/2012	2,390.49	2,642.85	-252.36
38. COACH INC	06/07/2012	10/26/2012	2,131.27	2,361.89	-230.62
1. COACH INC	06/07/2012	10/31/2012	55.80	62.15	-6.35
329. CONSOLIDATED EDISON INC	08/12/2011	01/05/2012	19,627.92	17,865.30	1,762.62
1. COVANCE INC	06/21/2011	01/12/2012	45.36	58.42	-13.06
17. COVANCE INC	06/21/2011	01/12/2012	766.93	993.11	-226.18
1. COVANCE INC	06/21/2011	01/13/2012	44.53	58.42	-13.89
11. COVANCE INC	06/21/2011	01/13/2012	484.76	642.60	-157.84
21. COVANCE INC	06/21/2011	01/13/2012	915.84	1,226.79	-310.95
3. COVANCE INC	06/21/2011	01/17/2012	133.10	175.26	-42.16
21. COVANCE INC	06/21/2011	01/17/2012	937.54	1,226.79	-289.25
28. DANAHER CORP	03/30/2012	08/14/2012	1,497.70	1,557.92	-60.22
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
28. DANAHER CORP	03/29/2012	08/15/2012	1,497.79	1,538.42	-40.63
4. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	05/10/2012	339.54	338.90	0.64
21. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	05/10/2012	1,771.72	1,779.23	-7.51
14. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	05/11/2012	1,160.98	1,186.15	-25.17
14. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	06/07/2012	1,188.84	1,186.15	2.69
13. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	06/08/2012	1,105.33	1,101.42	3.91
35. DEERE & CO	08/19/2011	02/16/2012	2,906.17	2,491.31	414.86
20. DEERE & CO	08/19/2011	03/05/2012	1,636.05	1,423.61	212.44
45. DEERE & CO	09/30/2011	03/06/2012	3,561.39	3,090.95	470.44
5046.948 DELAWARE HIGH YLD OPPT FD CL	11/02/2012	12/21/2012	21,500.00	21,299.64	200.36
85. DELL INC	06/21/2011	02/22/2012	1,449.82	1,412.17	37.65
80. DELL INC	06/21/2011	05/18/2012	1,191.98	1,310.00	-118.02
15. DIAGEO PLC SPONSORED A D R	10/27/2011	06/15/2012	1,491.79	1,277.61	214.18
25. DIAGEO PLC SPONSORED A D R	10/27/2011	07/26/2012	2,657.44	2,110.37	547.07
20. DIAGEO PLC SPONSORED A D R	10/20/2011	08/07/2012	2,136.94	1,665.53	471.41
80. DIAGEO PLC SPONSORED A D R	10/20/2011	08/22/2012	8,523.80	6,569.41	1,954.39
332. DOMINION RESOURCES INC	08/12/2011	01/05/2012	17,188.64	16,018.27	1,170.37
8376.945 DOUBLELINE TOTAL RET BD I	11/30/2012	12/14/2012	95,329.63	95,314.82	14.81
763.016 DOUBLELINE EMG MKTS INC I	09/28/2012	10/11/2012	8,500.00	8,230.67	269.33
625.559 DOUBLELINE EMG MKTS INC I	05/01/2012	10/16/2012	7,000.00	6,712.25	287.75
1074.306 DOUBLELINE EMG MKTS INC I	05/01/2012	11/02/2012	12,000.00	11,527.30	472.70
1711.909 DOUBLELINE EMG MKTS INC I	12/05/2012	12/21/2012	18,985.06	18,432.62	552.44
100. DU PONT E I DE NEMOURS & CO	06/21/2011	01/25/2012	4,950.58	5,184.50	-233.92
30. DU PONT E I DE NEMOURS & CO	06/21/2011	05/14/2012	1,530.08	1,555.35	-25.27
20. DU PONT E I DE NEMOURS & CO	10/27/2011	08/22/2012	1,005.66	966.98	38.68
190. EASTERN CO THE	06/24/2011	06/08/2012	3,488.78	3,161.30	327.48
2087. EASTERN CO THE	06/24/2011	06/11/2012	38,417.47	34,724.34	3,693.13
60. EATON CORP	03/16/2012	07/26/2012	2,597.94	3,058.60	-460.66
310. EATON CORP	06/15/2012	08/22/2012	14,172.87	14,572.27	-399.40
304. ECOLOGY AND ENVIRONMENT INC	07/07/2011	06/14/2012	3,796.32	5,177.12	-1,380.80
13. ECOLOGY AND ENVIRONMENT INC	07/07/2011	06/18/2012	149.24	221.39	-72.15
51. ECOLOGY AND ENVIRONMENT INC	07/07/2011	06/19/2012	585.47	868.53	-283.06
89. ECOLOGY AND ENVIRONMENT INC	07/07/2011	06/19/2012	1,022.47	1,515.67	-493.20
38. ECOLOGY AND ENVIRONMENT INC	07/07/2011	06/20/2012	436.23	647.14	-210.91
89. ECOLOGY AND ENVIRONMENT INC	07/07/2011	06/21/2012	1,028.70	1,515.67	-486.97
Totals					

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
163. ECOLOGY AND ENVIRONMENT INC	07/07/2011	06/21/2012	1,871.18	2,775.89	-904.71
198. ECOLOGY AND ENVIRONMENT INC	07/07/2011	06/25/2012	2,299.66	3,371.94	-1,072.28
204. ECOLOGY AND ENVIRONMENT INC	07/07/2011	06/29/2012	2,339.83	3,474.12	-1,134.29
147. ECOLOGY AND ENVIRONMENT INC	07/07/2011	07/02/2012	1,686.05	2,503.41	-817.36
47. ECOLOGY AND ENVIRONMENT INC	07/07/2011	07/03/2012	539.17	800.41	-261.24
148. ECOLOGY AND ENVIRONMENT INC	07/07/2011	07/05/2012	1,698.90	2,520.44	-821.54
45. EMERSON ELEC CO	02/29/2012	07/26/2012	2,091.55	2,292.98	-201.43
215. EMERSON ELEC CO	02/29/2012	08/22/2012	11,130.29	10,224.78	905.51
52. ERIE INDEMNITY CO	08/12/2011	01/05/2012	3,894.56	3,696.90	197.66
45. EXPRESS SCRIPTS INC	06/21/2011	02/13/2012	2,245.19	2,476.58	-231.39
22. EXPRESS SCRIPTS INC	06/21/2011	02/13/2012	1,095.46	1,210.77	-115.31
70. EXPRESS SCRIPTS HLDGS C	06/21/2011	05/10/2012	3,771.89	3,852.45	-80.56
65. EXXON MOBIL CORP	05/04/2011	01/05/2012	5,524.25	5,472.68	51.57
145. EXXON MOBIL CORP	08/12/2011	03/29/2012	12,378.92	11,099.60	1,279.32
170. FLUOR CORP	06/01/2012	08/22/2012	9,081.20	8,547.73	533.47
36. FOSSIL INC	09/21/2011	02/13/2012	3,687.61	3,541.70	145.91
27. FOSSIL INC	09/21/2011	02/14/2012	3,191.94	2,601.02	590.92
5. FOSSIL INC	08/25/2011	03/12/2012	638.98	465.37	173.61
11. FOSSIL INC	08/25/2011	03/13/2012	1,405.50	1,023.81	381.69
6. FOSSIL INC	08/25/2011	03/13/2012	777.10	558.44	218.66
17. FOSSIL INC	09/22/2011	03/14/2012	2,174.70	1,582.03	592.67
2. FOSSIL INC	09/22/2011	03/15/2012	254.75	186.00	68.75
10. FOSSIL INC	09/22/2011	03/15/2012	1,268.88	928.59	340.29
40. FOSSIL INC	11/09/2011	03/16/2012	5,016.42	3,701.71	1,314.71
9. FOSSIL INC	11/09/2011	08/14/2012	762.21	827.46	-65.25
1. FOSSIL INC	11/09/2011	08/14/2012	84.99	91.94	-6.95
37. FOSSIL INC	11/09/2011	08/15/2012	3,200.95	3,379.75	-178.80
80. FREEPORT MCMORAN COPPER GOLD	03/05/2012	07/26/2012	2,555.95	3,369.49	-813.54
375. FREEPORT MCMORAN COPPER GOLD	05/15/2012	08/22/2012	13,649.70	13,552.72	96.98
10.00035 GARDNER DENVER INC	04/20/2012	05/31/2012	540.52	643.30	-102.78
25. GARDNER DENVER INC	03/23/2012	06/04/2012	1,290.72	1,827.64	-536.92
90. GARDNER DENVER INC	04/23/2012	06/15/2012	4,537.36	5,917.21	-1,379.85
1060. GLOBE COMM SYSTEMS INC	08/11/2011	06/05/2012	11,029.58	12,226.61	-1,197.03
4. GOOGLE INC CL A	06/21/2011	01/10/2012	2,493.75	1,972.71	521.04
4. GOOGLE INC CL A	06/21/2011	01/11/2012	2,505.60	1,972.71	532.89
Totals					

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
7. GOOGLE INC CL A	02/13/2012	08/06/2012	4,529.22	4,221.78	307.44
4. GOOGLE INC CL A	01/31/2012	09/21/2012	2,929.79	2,310.56	619.23
140. GUESS INC	03/15/2012	08/22/2012	4,649.29	4,312.14	337.15
79.491 OAKMARK INTL SMALL CAP CL I	05/20/2011	01/19/2012	1,000.00	1,160.38	-160.38
55. HARRIS CORP DEL	06/21/2011	04/20/2012	2,426.02	2,498.93	-72.91
30. HARRIS CORP DEL	06/21/2011	05/03/2012	1,259.02	1,363.05	-104.03
25. HARRIS CORP DEL	10/27/2011	08/22/2012	1,150.72	957.90	192.82
145. HEALTHCARE SVCS GROUP INC	05/04/2011	04/09/2012	2,943.91	2,527.58	416.33
59. HEALTHCARE SVCS GROUP INC	05/04/2011	04/10/2012	1,179.36	1,028.47	150.89
75. ILLINOIS TOOL WORKS	06/21/2011	03/05/2012	4,144.38	4,168.13	-23.75
45. ILLINOIS TOOL WORKS	06/21/2011	03/14/2012	2,562.96	2,500.87	62.09
70. ILLINOIS TOOL WORKS	08/29/2011	04/25/2012	4,031.86	3,584.68	447.18
40. ILLINOIS TOOL WORKS	09/15/2011	06/08/2012	2,235.05	1,818.12	416.93
20. ILLINOIS TOOL WORKS	08/12/2011	07/26/2012	1,061.17	898.93	162.24
25. ILLINOIS TOOL WORKS	09/08/2011	08/22/2012	1,467.44	1,112.36	355.08
2. INTUITIVE SURGICAL INC	06/21/2011	01/06/2012	930.62	704.58	226.04
4. INTUITIVE SURGICAL INC	06/21/2011	01/09/2012	1,809.70	1,409.16	400.54
4. INTUITIVE SURGICAL INC	06/21/2011	01/10/2012	1,800.50	1,409.16	391.34
2. INTUITIVE SURGICAL INC	06/21/2011	04/23/2012	1,134.84	704.58	430.26
3. INTUITIVE SURGICAL INC	06/21/2011	04/24/2012	1,684.40	1,056.87	627.53
4. INTUITIVE SURGICAL INC	06/21/2011	05/03/2012	2,313.44	1,409.15	904.29
4. INTUITIVE SURGICAL INC	06/21/2011	05/04/2012	2,268.35	1,409.16	859.19
50. JOHNSON JOHNSON	05/03/2012	07/26/2012	3,415.92	3,256.88	159.04
230. JOHNSON JOHNSON	06/01/2012	08/22/2012	15,568.35	14,673.78	894.57
55. KINDER MORGAN INC	08/12/2011	01/05/2012	1,786.77	1,539.49	247.28
192. KINDER MORGAN INC	01/26/2012	04/03/2012	7,685.03	6,004.95	1,680.08
157. KOHLS CORP	05/04/2011	02/23/2012	7,826.12	8,315.51	-489.39
108. KOHLS CORP	08/12/2011	02/24/2012	5,346.74	5,627.50	-280.76
190. KOHLS CORP	08/12/2011	02/29/2012	9,487.06	9,136.15	350.91
142. KRAFT FOODS INC CL A	08/12/2011	01/26/2012	5,498.10	4,865.84	632.26
.6667 KRAFT FOODS GROUP INC	10/02/2012	10/19/2012	31.31	30.37	0.94
14. LAUDER ESTEE COS INC CL A	03/15/2012	10/24/2012	869.06	893.19	-24.13
12. LAUDER ESTEE COS INC CL A	03/15/2012	10/25/2012	735.28	762.97	-27.69
53. LAUDER ESTEE COS INC CL A	03/15/2012	10/26/2012	3,228.02	3,356.86	-128.84
12. LAUDER ESTEE COS INC CL A	03/15/2012	10/26/2012	731.86	760.05	-28.19
Totals					

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Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
190. LOEWS CORP	08/12/2011	01/04/2012	7,233.80	7,801.32	-567.52
55. LOEWS CORP	08/12/2011	02/15/2012	2,072.90	2,023.17	49.73
72. LOEWS CORP	08/12/2011	02/16/2012	2,730.02	2,648.52	81.50
90. LOEWS CO INC	06/21/2011	01/19/2012	2,436.48	2,130.75	305.73
132. LOWES CO INC	07/08/2011	03/12/2012	3,937.40	3,011.32	926.08
95. LOWES CO INC	07/21/2011	03/14/2012	2,872.56	2,231.15	641.41
95. LOWES CO INC	08/12/2011	04/02/2012	2,963.71	1,941.15	1,022.56
174. LOWES CO INC	08/12/2011	07/18/2012	4,445.18	3,346.89	1,098.29
65. LOWES CO INC	10/28/2011	08/22/2012	1,757.68	1,408.02	349.66
92. LOWES CO INC	10/28/2011	08/22/2012	2,509.55	1,992.90	516.65
30. M T BANK CORP	07/18/2012	07/26/2012	2,564.34	2,528.23	36.11
125. M T BANK CORP	01/04/2012	08/22/2012	10,872.25	9,222.93	1,649.32
1. MASTERCARD INC	06/21/2011	03/12/2012	419.43	274.56	144.87
3. MASTERCARD INC	06/21/2011	03/13/2012	1,260.76	823.68	437.08
3. MASTERCARD INC	06/21/2011	03/14/2012	1,263.81	823.68	440.13
2. MASTERCARD INC	06/21/2011	03/15/2012	839.14	549.12	290.02
6. MASTERCARD INC	06/21/2011	03/16/2012	2,520.71	1,647.37	873.34
9. MASTERCARD INC	06/21/2011	05/07/2012	3,948.78	2,471.05	1,477.73
23.542 MATTHEWS PACIFIC TIGER FUND	12/13/2012	12/21/2012	564.77	568.30	-3.53
46.377 MATTHEWS ASIAN GROWTH & INCOME FUND	12/13/2012	12/21/2012			
20. MCCORMICK CO INC	06/21/2011	01/17/2012	851.02	848.23	2.79
40. MCCORMICK CO INC	06/21/2011	03/14/2012	1,028.69	1,012.30	16.39
25. MCCORMICK CO INC	08/12/2011	03/16/2012	2,059.54	2,024.60	34.94
12. MCCORMICK CO INC	08/12/2011	03/16/2012	1,294.69	1,234.38	60.31
68. MCCORMICK CO INC	08/12/2011	03/19/2012	621.34	547.98	73.36
3. MEAD JOHNSON NUTRITION CO	07/19/2011	03/12/2012	3,525.79	3,105.22	420.57
12. MEAD JOHNSON NUTRITION CO	07/19/2011	03/13/2012	239.62	226.27	13.35
12. MEAD JOHNSON NUTRITION CO	07/20/2011	03/14/2012	961.00	905.10	55.90
9. MEAD JOHNSON NUTRITION CO	07/20/2011	03/15/2012	962.18	904.64	57.54
23. MEAD JOHNSON NUTRITION CO	07/19/2011	03/16/2012	716.14	677.15	38.99
2. MEAD JOHNSON NUTRITION CO	07/17/2011	03/16/2012	1,835.31	1,728.49	106.82
18. MEAD JOHNSON NUTRITION CO	07/17/2011	06/07/2012	159.61	149.99	9.62
17. MEAD JOHNSON NUTRITION CO	07/17/2011	06/08/2012	1,462.35	1,349.91	112.44
130. MERCK AND CO INC	06/21/2011	01/18/2012	1,371.46	1,273.55	97.91
Totals			5,040.13	4,666.35	373.78

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Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
85. METLIFE INC	03/14/2012	07/26/2012	2,465.79	3,212.47	-746.68
415. METLIFE INC	06/15/2012	08/22/2012	14,600.66	14,592.52	8.14
40. MICROSOFT CORP	08/12/2011	01/17/2012	1,127.89	994.20	133.69
35. MICROSOFT CORP	08/12/2011	01/19/2012	985.11	869.93	115.18
75. MICROSOFT CORP	08/12/2011	01/24/2012	2,200.03	1,864.13	335.90
120. MICROSOFT CORP	08/12/2011	07/26/2012	3,499.12	2,982.60	516.52
65. MICROCHIP TECHNOLOGY INC	08/29/2011	01/17/2012	2,346.06	2,084.54	261.52
70. MICROCHIP TECHNOLOGY INC	05/10/2012	07/26/2012	2,282.64	2,294.18	-11.54
145. MICROCHIP TECHNOLOGY INC	06/04/2012	08/22/2012	5,061.84	4,483.35	578.49
35. NATIONAL OILWELL VARCO INC	08/23/2011	02/08/2012	2,868.44	2,163.13	705.31
30. NATIONAL OILWELL VARCO INC	08/23/2011	02/29/2012	2,482.12	1,854.10	628.02
25. NATIONAL OILWELL VARCO INC	05/10/2012	07/26/2012	1,809.45	1,721.61	87.84
125. NATIONAL OILWELL VARCO INC	05/10/2012	08/22/2012	9,733.52	6,975.15	2,758.37
350. NETAPP INC	06/27/2012	08/22/2012	11,616.23	11,895.64	-279.41
25. NORTHERN TR CORP	08/29/2011	08/22/2012	1,173.72	960.39	213.33
45. NOVARTIS AG A D R	06/21/2011	01/18/2012	2,569.37	2,746.58	-177.21
60. NOVARTIS AG A D R	06/21/2011	01/20/2012	3,315.22	3,662.10	-346.88
30. NOVARTIS AG A D R	08/07/2012	08/22/2012	1,802.66	1,731.59	71.07
30. OCCIDENTAL PETROLEUM CORPORATION	06/21/2011	02/08/2012	3,097.16	3,089.85	7.31
25. OCCIDENTAL PETROLEUM CORPORATION	06/21/2011	02/29/2012	2,614.92	2,574.88	40.04
69. OCCIDENTAL PETROLEUM CORPORATION	01/05/2012	02/29/2012	7,195.60	5,748.35	1,447.25
10. OCCIDENTAL PETROLEUM CORPORATION	05/10/2012	07/26/2012	848.28	856.26	-7.98
50. OCCIDENTAL PETROLEUM CORPORATION	06/04/2012	08/22/2012	4,387.50	4,084.66	302.84
130. ORACLE CORPORATION	01/27/2012	08/22/2012	4,117.66	3,397.25	720.41
407. PMFG INC	10/21/2011	07/02/2012	3,294.35	7,280.86	-3,986.51
373. PMFG INC	10/21/2011	07/03/2012	3,008.66	6,612.13	-3,603.47
1705. PMFG INC	10/21/2011	07/03/2012	13,691.35	29,680.56	-15,989.21
849. PMFG INC	09/09/2011	07/05/2012	6,766.89	12,778.70	-6,011.81
40.0003 PACCAR INC	03/14/2012	07/26/2012	1,529.97	1,897.98	-368.01
385. PACCAR INC	06/08/2012	08/22/2012	15,719.20	16,244.07	-524.87
40. PEPISCO INC	06/21/2011	06/15/2012	2,778.47	2,757.40	21.07
10. PEPISCO INC	08/08/2011	08/07/2012	724.70	642.87	81.83
53. PHILIP MORRIS INTL	01/18/2012	05/16/2012	4,523.94	3,888.91	635.03
30. PHILIP MORRIS INTL	01/18/2012	05/18/2012	2,545.94	2,201.27	344.67
1. PHILIP MORRIS INTL	01/18/2012	05/22/2012	84.97	73.38	11.59
Totals					

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HAYNE HIPP FOUNDATION
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
25. T ROWE PRICE GROUP INC	08/29/2011	01/24/2012	1,502.84	1,312.06	190.78
25. T ROWE PRICE GROUP INC	11/02/2011	01/31/2012	1,437.14	1,279.72	157.42
35. T ROWE PRICE GROUP INC	08/23/2011	02/15/2012	2,099.79	1,689.25	410.54
85. T ROWE PRICE GROUP INC	08/19/2011	04/11/2012	5,265.65	4,021.66	1,243.99
10011.539 BROWN ADV TACTICAL BOND					
115233710	12/30/2011	05/01/2012	98,713.77	100,111.70	-1,397.93
1328.24386 BROWN ADVISORY INTERMED					
115233744	11/10/2011	01/12/2012	14,982.59	15,261.52	-278.93
5807.98698 BROWN ADVISORY INTERMED					
115233744	04/30/2012	05/23/2012	65,978.74	66,703.86	-725.12
150.018 BROWN ADVISORY INTERMED					
115233744	06/29/2012	08/22/2012	1,711.71	1,705.71	6.00
45. PRUDENTIAL FINANCIAL INC	02/29/2012	07/26/2012	2,094.70	2,744.24	-649.54
210. PRUDENTIAL FINANCIAL INC	06/15/2012	08/22/2012	11,509.84	11,638.75	-128.91
127. PUBLIC STORAGE 6.35% PFD	07/19/2011	01/05/2012	3,335.04	3,175.00	160.04
195. PUBLIC STORAGE 6.35% PFD	08/12/2011	01/06/2012	5,118.45	4,872.62	245.83
102. PUBLIC STORAGE 6.35% PFD	08/12/2011	01/09/2012	2,680.54	2,489.35	191.19
21. PUBLIC STORAGE 6.35% PFD	08/12/2011	01/10/2012	553.26	512.51	40.75
147. PUBLIC STORAGE 6.35% PFD	08/12/2011	01/11/2012	3,868.33	3,587.60	280.73
25. QUALCOMM INC	06/21/2011	01/24/2012	1,456.46	1,365.88	90.58
20. QUALCOMM INC	06/21/2011	03/14/2012	1,299.21	1,092.70	206.51
40. QUALCOMM INC	06/21/2011	04/11/2012	2,655.97	2,185.80	470.17
645. RAND CAP CORP	01/12/2012	07/03/2012	1,760.81	1,952.79	-191.98
1609. RAND CAP CORP	01/05/2012	07/03/2012	4,392.79	4,692.81	-300.02
1167. RAND CAP CORP	11/21/2011	07/05/2012	3,196.46	3,383.84	-187.38
322. RAND CAP CORP	11/21/2011	07/06/2012	891.24	933.67	-42.43
1. ROPER INDS INC	06/21/2011	03/29/2012	98.61	82.19	16.42
46. ROPER INDS INC	06/21/2011	03/29/2012	4,540.23	3,780.80	759.43
46. ROPER INDS INC	06/21/2011	03/30/2012	4,564.08	3,780.80	783.28
2. SALESFORCE COM INC	06/21/2011	03/12/2012	294.55	287.07	7.48
6. SALESFORCE COM INC	06/21/2011	03/13/2012	900.04	861.21	38.83
6. SALESFORCE COM INC	06/21/2011	03/14/2012	904.32	861.21	43.11
5. SALESFORCE COM INC	06/21/2011	03/15/2012	763.74	717.68	46.06
15. SALESFORCE COM INC	06/21/2011	03/16/2012	2,270.48	2,153.02	117.46
13. SALESFORCE COM INC	06/21/2011	05/03/2012	2,058.92	1,865.96	192.96
Totals					

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HAYNE HIPP FOUNDATION
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
14. SALESFORCE COM INC	06/21/2011	05/04/2012	2,149.25	2,009.49	139.76
7. SALESFORCE COM INC	06/21/2011	05/10/2012	1,007.55	1,004.74	2.81
2. SALESFORCE COM INC	06/21/2011	05/11/2012	279.95	287.07	-7.12
30. SCHLUMBERGER LTD	06/21/2011	02/07/2012	2,366.76	2,523.15	-156.39
30.00115 SCHLUMBERGER LTD	03/14/2012	07/26/2012	2,136.63	2,226.53	-89.90
230. SCHLUMBERGER LTD	05/31/2012	08/22/2012	17,100.09	16,038.35	1,061.74
36. SHERWIN WILLIAMS CO	08/04/2011	01/05/2012	3,279.94	2,973.31	306.63
135. SHERWIN WILLIAMS CO	08/12/2011	01/26/2012	13,028.77	9,989.61	3,039.16
55. SOUTHWESTERN ENERGY CO	12/16/2011	08/22/2012	1,785.81	1,815.76	-29.95
4. STERICYCLE INC	02/14/2012	07/16/2012	371.62	349.20	22.42
2. STERICYCLE INC	02/14/2012	07/16/2012	186.30	174.60	11.70
14. STERICYCLE INC	02/14/2012	07/17/2012	1,302.38	1,222.22	80.16
2. STERICYCLE INC	02/14/2012	07/17/2012	185.78	174.60	11.18
65. SUNOCO INC	03/26/2012	04/30/2012	3,195.86	2,534.08	661.78
68. SUNOCO INC	03/26/2012	04/30/2012	3,329.89	2,651.03	678.86
70. SUNOCO INC	03/26/2012	05/02/2012	3,476.82	2,729.01	747.81
135. SUNOCO INC	03/26/2012	05/10/2012	6,606.40	5,263.08	1,343.32
20. 3M CO	06/21/2011	01/24/2012	1,709.93	1,875.50	-165.57
75. 3M CO	08/12/2011	01/26/2012	6,555.48	6,855.22	-299.74
30. 3M CO	06/21/2011	03/16/2012	2,686.92	2,813.25	-126.33
145. 3M CO	08/12/2011	04/13/2012	12,488.63	11,745.39	743.24
25. 3M CO	06/21/2011	06/08/2012	2,145.16	2,344.38	-199.22
20. TIFFANY & CO	07/18/2012	07/26/2012	1,111.17	1,108.45	2.72
100. TIFFANY & CO	07/18/2012	08/22/2012	5,869.86	5,387.45	482.41
95. TOTAL S A A D R	06/21/2011	05/10/2012	4,321.20	5,317.63	-996.43
226. TOTAL S A A D R	08/12/2011	05/18/2012	9,927.15	11,424.90	-1,497.75
.6 VALLEY NATL BANCORP	07/08/2011	06/08/2012	6.66	8.01	-1.35
1060. VANGUARD INTERMEDIATE TERM C	11/02/2012	12/12/2012	93,915.07	92,460.16	1,454.91
57. WAL MART STORES INC	02/23/2012	06/04/2012	3,737.91	3,351.27	386.64
155. WISCONSIN ENERGY CORPORATION	08/12/2011	06/13/2012	6,031.09	4,821.55	1,209.54
163. WISCONSIN ENERGY CORPORATION	08/12/2011	07/02/2012	6,518.48	4,908.74	1,609.74
82. WISCONSIN ENERGY CORPORATION	08/12/2011	07/03/2012	3,276.66	2,469.43	807.23
84. WISCONSIN ENERGY CORPORATION	08/12/2011	07/06/2012	3,361.19	2,529.66	831.53
165. WISCONSIN ENERGY CORPORATION	08/12/2011	07/10/2012	6,603.02	4,875.94	1,727.08
160. APCO OIL GAS INTERNATIONAL INC	11/07/2011	07/02/2012	2,981.48	12,907.87	-9,926.39
Totals					

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HAYNE HIPP FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
94. ABBOTT LABORATORIES	05/04/2011	05/23/2012	5,805.29	4,975.89	829.40
36. ABBOTT LABORATORIES	05/04/2011	10/18/2012	2,397.23	1,905.66	491.57
25. AMPHENOL CORP CL A	06/21/2011	11/06/2012	1,554.24	1,274.62	279.62
19. AMPHENOL CORP CL A	06/21/2011	11/07/2012	1,165.32	968.72	196.60
18. AMPHENOL CORP CL A	06/21/2011	11/08/2012	1,085.18	917.73	167.45
17. ANSYS INC	06/21/2011	08/08/2012	1,131.12	927.00	204.12
18. ANSYS INC	06/21/2011	08/09/2012	1,205.17	981.53	223.64
13. ANSYS INC	06/21/2011	09/24/2012	954.50	708.88	245.62
1. ANSYS INC	06/21/2011	09/24/2012	73.61	54.53	19.08
24. ANSYS INC	06/21/2011	09/25/2012	1,752.17	1,308.70	443.47
10. ANSYS INC	06/21/2011	09/26/2012	718.03	545.29	172.74
12. ANSYS INC	06/21/2011	09/27/2012	867.03	654.35	212.68
4. APPLE INC	06/21/2011	07/19/2012	2,452.11	1,302.30	1,149.81
29. APPLE INC	08/18/2011	08/22/2012	19,107.96	10,247.74	8,860.22
5. APPLE INC	06/21/2011	09/21/2012	3,508.19	1,627.88	1,880.31
214.8 ASTRONICS CORP	06/02/2011	06/05/2012	5,401.39	5,231.51	169.88
65. CA INC	06/21/2011	07/26/2012	1,703.61	1,455.88	247.73
286. CA INC	08/12/2011	08/22/2012	7,395.79	6,079.82	1,315.97
45. CANADIAN NATURAL RESOURCES LTD	06/21/2011	10/03/2012	1,375.25	1,820.03	-444.78
40. CANADIAN NATURAL RESOURCES LTD	06/21/2011	10/04/2012	1,240.21	1,617.80	-377.59
58. CANADIAN NATURAL RESOURCES LTD	06/21/2011	10/05/2012	1,793.48	2,345.81	-552.33
37. CANADIAN NATURAL RESOURCES LTD	06/21/2011	10/08/2012	1,133.18	1,496.46	-363.28
96. CANADIAN NATURAL RESOURCES LTD	06/21/2011	11/26/2012	2,732.76	3,882.72	-1,149.96
147. CANADIAN NATURAL RESOURCES LTD	06/21/2011	11/27/2012	4,134.87	5,945.42	-1,810.55
115. CANADIAN NATURAL RESOURCES LTD	06/21/2011	11/28/2012	3,212.80	4,651.17	-1,438.37
95. CANADIAN NATURAL RESOURCES LTD	06/21/2011	11/29/2012	2,733.74	3,842.28	-1,108.54
79. CANADIAN NATURAL RESOURCES LTD	06/21/2011	11/30/2012	2,261.66	3,195.15	-933.49
90. CANADIAN NATURAL RESOURCES LTD	06/21/2011	12/03/2012	2,555.30	3,640.05	-1,084.75
25. CHUBB CORPORATION	06/21/2011	07/26/2012	1,750.21	1,572.37	177.84
119. CHUBB CORPORATION	08/12/2011	08/22/2012	8,742.73	7,214.19	1,528.54
13. COACH INC	06/21/2011	10/31/2012	725.41	801.58	-76.17
84. COCA COLA COMPANY	05/04/2011	10/05/2012	3,227.15	2,829.75	397.40
Totals					

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HAYNE HIPP FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
78. CONSOLIDATED EDISON INC	05/04/2011	10/25/2012	4,661.96	4,125.81	536.15
35. COSTCO WHSL CORP	06/21/2011	06/29/2012	3,316.64	2,849.18	467.46
8. COSTCO WHSL CORP	06/21/2011	07/02/2012	757.55	651.24	106.31
24. COSTCO WHSL CORP	06/21/2011	07/02/2012	2,266.61	1,953.72	312.89
26. COSTCO WHSL CORP	06/21/2011	10/24/2012	2,489.23	2,116.53	372.70
26. COSTCO WHSL CORP	06/21/2011	10/25/2012	2,495.87	2,116.53	379.34
40. DANAHER CORP	06/21/2011	08/15/2012	2,139.70	2,123.47	16.23
4. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	07/20/2012	389.37	338.90	50.47
2. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	07/20/2012	194.50	169.45	25.05
9. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	07/23/2012	857.01	762.53	94.48
1. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	07/23/2012	95.52	84.72	10.80
8. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	07/24/2012	757.28	677.80	79.48
22. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	10/12/2012	2,425.05	1,863.95	561.10
23. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	10/15/2012	2,512.44	1,948.68	563.76
14. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	10/24/2012	1,554.25	1,186.15	368.10
12. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	10/25/2012	1,335.53	1,016.70	318.83
9. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	10/26/2012	999.69	762.52	237.17
27. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	10/31/2012	3,029.99	2,287.58	742.41
10. DAVITA HEALTHCARE PARTNERS INC	06/21/2011	11/01/2012	1,122.84	847.25	275.59
90. DELL INC	06/21/2011	07/26/2012	1,060.17	1,473.75	-413.58
406. DELL INC	08/12/2011	08/22/2012	4,664.75	6,209.99	-1,545.24
50. DU PONT E I DE NEMOURS & CO	06/21/2011	07/26/2012	2,437.44	2,592.25	-154.81
208. DU PONT E I DE NEMOURS & CO	08/12/2011	08/22/2012	10,458.91	10,013.81	445.10
44. EXPRESS SCRIPTS HLDGS C	06/21/2011	07/20/2012	2,527.34	2,421.54	105.80
55. FLUOR CORP	06/21/2011	07/26/2012	2,667.99	3,451.53	-783.54
101. FLUOR CORP	08/12/2011	08/22/2012	5,395.30	5,892.36	-497.06
4.00023 FOSSIL INC	08/24/2011	10/31/2012	348.57	363.95	-15.38
14. FOSSIL INC	08/24/2011	11/01/2012	1,286.05	1,269.23	16.82
3. GOOGLE INC CL A	06/21/2011	09/21/2012	2,197.34	1,479.53	717.81
80. GUESS INC	06/21/2011	07/26/2012	2,302.34	3,457.20	-1,154.86
245. GUESS INC	08/19/2011	08/22/2012	8,136.26	8,963.31	-827.05
189.95836 HARBOR INTERNATIONAL FUND	05/20/2011	12/21/2012	11,726.15	12,123.14	-396.99
40. HARRIS CORP DEL	06/21/2011	07/26/2012	1,644.36	1,817.40	-173.04
176. HARRIS CORP DEL	08/18/2011	08/22/2012	8,101.08	6,644.40	1,456.68
55. HEALTHCARE SVCS GROUP INC	05/04/2011	07/25/2012	1,212.45	958.74	253.71
Totals					

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HAYNE HIPP FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
48. HEALTHCARE SVCS GROUP INC	05/04/2011	07/26/2012	1,055.67	836.72	218.95
82. HEALTHCARE SVCS GROUP INC	05/04/2011	07/27/2012	1,806.77	1,429.39	377.38
4. HEALTHCARE SVCS GROUP INC	05/04/2011	07/30/2012	88.33	69.73	18.60
58. HEALTHCARE SVCS GROUP INC	05/04/2011	08/03/2012	1,277.12	1,011.03	266.09
4. IDEXX LABS INC	06/21/2011	10/24/2012	385.58	303.54	82.04
4. IDEXX LABS INC	06/21/2011	10/25/2012	386.18	303.54	82.64
7. IDEXX LABS INC	06/21/2011	10/26/2012	671.39	531.20	140.19
2. IDEXX LABS INC	06/21/2011	10/31/2012	193.13	151.77	41.36
12. IDEXX LABS INC	06/21/2011	11/01/2012	1,149.88	910.62	239.26
2. IDEXX LABS INC	06/21/2011	11/02/2012	190.82	151.77	39.05
3. IDEXX LABS INC	06/21/2011	11/05/2012	281.81	227.65	54.16
11. IDEXX LABS INC	06/21/2011	11/06/2012	1,034.18	834.74	199.44
2. IDEXX LABS INC	06/21/2011	11/06/2012	187.97	151.77	36.20
6. IDEXX LABS INC	06/21/2011	11/07/2012	556.44	455.31	101.13
10. IDEXX LABS INC	06/21/2011	11/08/2012	906.97	758.85	148.12
9. IDEXX LABS INC	06/21/2011	11/09/2012	807.85	682.96	124.89
86. ILLINOIS TOOL WORKS	08/12/2011	08/22/2012	5,048.00	3,865.39	1,182.61
203. LOWES CO INC	06/13/2011	08/22/2012	5,489.39	4,518.21	971.18
14. LOWES CO INC	08/04/2011	08/22/2012	381.89	281.98	99.91
81. LOWES CO INC	08/15/2011	11/02/2012	2,693.17	1,618.12	1,075.05
221. LOWES CO INC	08/15/2011	11/19/2012	7,513.37	4,288.92	3,224.45
198. LOWES CO INC	08/12/2011	11/26/2012	6,940.99	3,830.31	3,110.68
2790.13 MATTHEWS PACIFIC TIGER FUND	05/12/2011	12/21/2012	66,935.23	66,070.28	864.95
2569.427 MATTHEWS ASIAN GROWTH & INCOME FUND	08/12/2011	12/21/2012	47,148.98	43,320.54	3,828.44
95. MERCK AND CO INC	06/21/2011	07/26/2012	4,134.78	3,410.03	724.75
418. MERCK AND CO INC	08/12/2011	08/22/2012	17,930.21	13,840.62	4,089.59
560. MICROSOFT CORP	08/12/2011	08/22/2012	17,132.81	13,896.65	3,236.16
188. MICROCHIP TECHNOLOGY INC	08/18/2011	08/22/2012	6,562.92	5,527.45	1,035.47
6. NATIONAL INSTRS CORP	06/29/2011	09/21/2012	159.54	176.29	-16.75
15. NATIONAL INSTRS CORP	06/29/2011	09/24/2012	390.85	439.84	-48.99
2. NATIONAL INSTRS CORP	06/28/2011	09/24/2012	52.01	58.18	-6.17
14. NATIONAL INSTRS CORP	06/28/2011	09/25/2012	363.33	407.23	-43.90
13. NATIONAL INSTRS CORP	06/28/2011	09/26/2012	331.38	378.14	-46.76
30. NATIONAL INSTRS CORP	06/28/2011	09/27/2012	764.99	868.04	-103.05
Totals					

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HAYNE HIPP FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
3. NATIONAL INSTRS CORP	06/21/2011	09/27/2012	76.53	85.55	-9.02
27. NATIONAL INSTRS CORP	06/21/2011	09/28/2012	681.60	769.91	-88.31
17. NATIONAL INSTRS CORP	06/21/2011	10/01/2012	425.14	484.75	-59.61
3. NATIONAL INSTRS CORP	06/21/2011	10/02/2012	74.98	85.55	-10.57
7. NATIONAL INSTRS CORP	06/21/2011	10/03/2012	172.66	199.60	-26.94
8. NATIONAL INSTRS CORP	06/21/2011	10/04/2012	196.95	228.12	-31.17
21. NATIONAL INSTRS CORP	06/21/2011	10/05/2012	518.66	598.82	-80.16
5. NATIONAL INSTRS CORP	06/21/2011	10/08/2012	122.29	142.57	-20.28
9. NATIONAL INSTRS CORP	06/21/2011	10/09/2012	217.27	256.64	-39.37
11. NATIONAL INSTRS CORP	06/21/2011	10/10/2012	259.68	313.66	-53.98
1. NATIONAL INSTRS CORP	06/21/2011	11/02/2012	24.70	28.52	-3.82
4. NATIONAL INSTRS CORP	06/21/2011	11/06/2012	99.26	114.06	-14.80
2. NATIONAL INSTRS CORP	06/21/2011	11/23/2012	49.48	57.03	-7.55
7. NATIONAL INSTRS CORP	06/21/2011	11/26/2012	172.04	199.60	-27.56
12. NATIONAL INSTRS CORP	06/21/2011	11/27/2012	293.96	342.18	-48.22
10. NATIONAL INSTRS CORP	06/21/2011	11/28/2012	244.96	285.15	-40.19
2. NATIONAL INSTRS CORP	06/21/2011	11/29/2012	48.98	57.03	-8.05
60. NORTHERN TR CORP	06/21/2011	07/26/2012	2,713.13	2,814.30	-101.17
226. NORTHERN TR CORP	08/12/2011	08/22/2012	10,610.45	9,442.71	1,167.74
239. NOVARTIS AG A D R	08/12/2011	08/22/2012	14,361.18	13,592.83	768.35
15. OCCIDENTAL PETROLEUM CORPORATION	06/23/2011	07/26/2012	1,272.42	1,520.98	-248.56
79. OCCIDENTAL PETROLEUM CORPORATION	08/18/2011	08/22/2012	6,932.26	6,695.14	237.12
90. ORACLE CORPORATION	06/21/2011	07/26/2012	2,692.74	2,933.55	-240.81
280. ORACLE CORPORATION	08/12/2011	08/22/2012	8,868.80	8,266.09	602.71
1691. PMFG INC	06/02/2011	07/02/2012	13,687.32	30,147.99	-16,460.67
1675. PMFG INC	06/03/2011	07/03/2012	13,450.45	28,104.83	-14,654.38
195. PMFG INC	06/03/2011	07/05/2012	1,554.23	3,271.90	-1,717.67
50. PEPSICO INC	05/04/2011	07/10/2012	3,488.59	3,489.25	-0.66
25. PEPSICO INC	07/21/2011	07/26/2012	1,776.46	1,690.46	86.00
5. PEPSICO INC	07/21/2011	08/07/2012	362.35	327.04	35.31
135. PEPSICO INC	08/12/2011	08/22/2012	9,795.37	8,520.73	1,274.64
42. PEPSICO INC	05/04/2011	11/27/2012	2,936.42	2,930.97	5.45
177. PFIZER INC	05/04/2011	05/15/2012	3,990.48	3,629.39	361.09
135. PFIZER INC	05/04/2011	05/21/2012	3,033.38	2,768.17	265.21
244. PFIZER INC	05/04/2011	06/04/2012	5,231.26	5,003.22	228.04
Totals					

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2F0970 1 000

HAYNE HIPP FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
170. PFIZER INC	05/04/2011	06/06/2012	3,689.21	3,485.85	203.36
29. PHILIP MORRIS INTL	05/04/2011	05/22/2012	2,464.07	2,008.11	455.96
35. PHILIP MORRIS INTL	05/04/2011	08/13/2012	3,226.62	2,423.57	803.05
621.083 BROWN ADVISORY INTERMED					
115233744	05/20/2011	05/23/2012	7,055.50	7,024.45	31.05
7395.819 BROWN ADVISORY INTERMED					
115233744	05/20/2011	08/22/2012	84,386.29	83,646.71	739.58
50. QUALCOMM INC	06/21/2011	07/26/2012	2,911.43	2,731.75	179.68
222. QUALCOMM INC	08/12/2011	08/22/2012	13,810.31	11,471.77	2,338.54
30. ROPER INDS INC	06/21/2011	12/19/2012	3,306.46	2,465.74	840.72
41. SALESFORCE COM INC	06/21/2011	11/27/2012	6,457.86	5,884.94	572.92
38. SALESFORCE COM INC	06/21/2011	12/17/2012	6,403.96	5,454.33	949.63
90. SOUTHWESTERN ENERGY CO	06/21/2011	07/26/2012	2,887.13	3,805.65	-918.52
334. SOUTHWESTERN ENERGY CO	08/12/2011	08/22/2012	10,844.73	13,547.08	-2,702.35
5. STERICYCLE INC	06/21/2011	07/17/2012	464.46	436.09	28.37
32. STERICYCLE INC	06/21/2011	07/18/2012	2,980.24	2,790.97	189.27
1. STERICYCLE INC	06/21/2011	07/18/2012	93.23	87.22	6.01
7. STERICYCLE INC	06/21/2011	11/06/2012	665.05	610.52	54.53
13. STERICYCLE INC	06/21/2011	11/07/2012	1,219.57	1,133.83	85.74
26. STERICYCLE INC	06/21/2011	11/08/2012	2,409.24	2,267.66	141.58
30. STERICYCLE INC	06/21/2011	12/19/2012	2,783.31	2,616.53	166.78
147. TELOS CORP 12% PFD	06/14/2011	07/10/2012	1,759.55	3,311.91	-1,552.36
7. TELOS CORP 12% PFD	06/14/2011	07/13/2012	83.79	157.71	-73.92
29. TELOS CORP 12% PFD	06/14/2011	07/19/2012	347.85	653.37	-305.52
133. TELOS CORP 12% PFD	06/14/2011	07/31/2012	1,591.97	2,996.49	-1,404.52
44. TELOS CORP 12% PFD	06/14/2011	08/03/2012	526.67	991.32	-464.65
37. TELOS CORP 12% PFD	06/14/2011	08/14/2012	442.88	833.61	-390.73
825. TELOS CORP 12% PFD	07/18/2011	08/15/2012	9,875.03	18,362.61	-8,487.58
20. 3M CO	06/21/2011	07/26/2012	1,813.95	1,875.50	-61.55
101. 3M CO	08/12/2011	08/22/2012	9,374.60	8,271.55	1,103.05
31. TOTAL S A A D R	05/04/2011	11/08/2012	1,488.10	1,921.23	-433.13
10. TRANSCAT INC	06/03/2011	06/21/2012	77.50	102.60	-25.10
10. TRANSCAT INC	06/03/2011	06/21/2012	77.40	102.60	-25.20
72. TRANSCAT INC	06/03/2011	07/20/2012	503.27	738.70	-235.43
311. TRANSCAT INC	06/03/2011	07/20/2012	2,170.67	3,190.80	-1,020.13
Totals					

USA
2F0970 1.000

STATEMENT B

JSA
2F0970 1 000

HAYNE HIPP FOUNDATION

FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
11239.048 BROWN ADVISORY INTER INCOME	11/02/2012	12/21/2012	129,139.68	126,551.68	-2,588.00
91.518 DOUBLELINE EMG MKTS INC	11/30/2012	12/21/2012	1,021.80	1,014.93	-6.87
44.99965 GARDNER DENVER INC	04/20/2012	05/31/2012	2,894.73	2,432.24	-462.49
70. NETAPP INC	05/03/2012	07/26/2012	2,639.31	2,237.14	-402.17
34.9997 PACCAR INC	03/14/2012	07/26/2012	1,609.22	1,338.71	-270.51
444.80614 BROWN ADVISORY INTER 115233744	11/10/2011	01/12/2012	5,113.08	5,017.41	-95.67
173.04302 BROWN ADVISORY INTER 115233744	09/17/2011	05/23/2012	1,984.80	1,965.77	-19.03
341.981 BROWN ADVISORY INTERME 115233744	07/31/2012	08/22/2012	3,920.87	3,902.00	-18.87
14.99885 SCHLUMBERGER LTD	03/14/2012	07/26/2012	1,120.29	1,068.19	-52.10

TOTAL SHORT-TERM WASH SALES

149,443.78
(8,916.00)
145,528.07

less disallowed
loss

-3,916.00
=====

173.03 BROWN ADVISORY INTERMED

INCOME	10/01/2011	12/21/2012	1,993.31	1,948.32	-44.99
3. FOSSIL INC	08/24/2011	10/24/2012	272.95	265.26	-7.69
15. FOSSIL INC	08/24/2011	10/25/2012	1,364.73	1,318.42	-46.31
15. FOSSIL INC	08/24/2011	10/26/2012	1,364.73	1,310.44	-54.29
18.99977 FOSSIL INC	08/24/2011	10/31/2012	1,728.63	1,655.58	-73.05
24.68564 HARBOR INTERNATIONAL	05/20/2011	12/21/2012	1,575.44	1,523.85	-51.59
55. NOVARTIS AG A D R	06/21/2011	07/26/2012	3,356.92	3,175.62	-181.30
			11,656.71	11,197.49	-459.22
			<459.22>		
			11,197.49		

less disallowed
loss

REALIZED GAINS AND LOSSES

HAYNE HIPP FOUNDATION

705-00420

From 01-01-12 Through 06-04-12

Open Date	Close Date	Quantity	Security Symbol	Security	Cost Basis	Proceeds	Gain Or Loss	
							Short Term	Long Term
08-31-11	04-24-12	678.0000000	nvigf	Navigator Holdings PLC	19,173.84	16,941.56	-2,232.28	
11-23-11	04-24-12	118.0000000	nvigf	Navigator Holdings PLC	3,193.50	2,948.53	-244.97	
12-13-11	04-24-12	100.0000000	nvigf	Navigator Holdings PLC	2,757.50	2,498.76	-258.74	
01-12-12	04-24-12	309.0000000	nvigf	Navigator Holdings PLC	8,854.40	9,721.15	-1,133.25	
01-06-12	04-25-12	402.0000000	wpx	WPX Energy Inc	7,024.43	6,266.55	-757.88	
08-17-11	05-01-12	197.0000000	agx	Argan Inc.	22,255.61	28,164.90	-5,909.29	
08-17-11	05-11-12	159.0000000	agx	Argan Inc.	11,740.67	16,766.18	-5,025.51	
09-22-11	05-11-12	142.0000000	agx	Argan Inc.	1,335.20	2,054.18	-718.98	
03-09-12	05-11-12	165.0000000	agx	Argan Inc.	2,416.50	2,386.90	-29.60	
06-02-11	05-17-12	103.0000000	atro	Astronics Corp	25,296.28	29,780.44	-4,484.16	
07-07-11	05-17-12	384.0000000	eei	Ecology & Environment Inc.	6,539.52	5,374.45	-1,165.07	
09-02-11	05-17-12	827.0000000	ghm	Graham Corp	13,049.98	15,309.08	-2,259.10	
02-06-12	05-17-12	786.0000000	ghm	Graham Corp	17,998.30	14,550.11	-3,448.19	
06-06-11	05-17-12	067.0000000	gcom	Globecom Systems	27,806.11	22,648.02	-5,158.09	
06-07-11	05-17-12	067.0000000	gcom	Globecom Systems	14,329.81	11,691.07	-2,638.74	
06-07-11	05-17-12	383.0000000	gcom	Globecom Systems	18,566.22	15,153.46	-3,412.76	
08-05-11	05-17-12	334.0000000	gcom	Globecom Systems	4,267.55	3,659.62	-607.93	
08-08-11	05-17-12	343.0000000	gcom	Globecom Systems	4,283.18	3,758.24	-524.94	
08-09-11	05-17-12	137.0000000	gcom	Globecom Systems	1,583.29	1,501.10	-82.19	
06-02-11	05-17-12	186.0000000	apagf	Apco Oil & Gas International, Inc.	14,904.71	4,583.88	-10,320.83	
06-03-11	05-17-12	411.0000000	apagf	Apco Oil & Gas International, Inc.	31,658.88	10,128.91	-21,529.97	
06-07-11	05-17-12	128.0000000	apagf	Apco Oil & Gas International, Inc.	10,051.24	3,154.50	-6,896.74	
06-08-11	05-17-12	43.0000000	apagf	Apco Oil & Gas International, Inc.	3,383.60	1,059.71	-2,323.29	
08-05-11	05-17-12	31.0000000	apagf	Apco Oil & Gas International, Inc.	2,577.91	763.98	-1,813.93	
08-09-11	05-17-12	37.0000000	apagf	Apco Oil & Gas International, Inc.	2,927.62	911.85	-2,015.77	
07-28-11	05-21-12	340.0000000	uslm	U.S. Lime & Minerals Inc.	14,249.88	15,725.93	1,476.05	
06-02-11	05-25-12	111.0000000	glpw	Global PWR Equip Group Inc	30,244.09	18,483.85	-11,760.24	
06-17-11	05-25-12	387.0000000	glpw	Global PWR Equip Group Inc	36,075.87	23,075.69	-13,000.18	
08-18-11	05-25-12	224.0000000	glpw	Global PWR Equip Group Inc	5,352.36	3,726.72	-1,625.64	
11-15-11	05-25-12	136.0000000	glpw	Global PWR Equip Group Inc	3,657.75	2,262.65	-1,395.10	
03-02-12	05-25-12	188.0000000	glpw	Global PWR Equip Group Inc	4,473.85	3,127.78	-1,346.07	
07-28-11	05-29-12	274.0000000	uslm	U.S. Lime & Minerals Inc.	11,483.72	11,897.74	-414.02	
10-11-11	05-29-12	98.0000000	uslm	U.S. Lime & Minerals Inc.	4,282.03	4,255.39	-26.64	
TOTAL GAINS							20,287.11	
TOTAL LOSSES							-95,749.04	
TOTAL REALIZED GAIN/LOSS							-75,461.93	

Please compare the investment information included in this report with the information you receive from your custodian. Please contact your custodian or call your investment manager if you have questions or if there are any discrepancies.

Hayne Hipp Foundation
C.L. King & Associates
EIN: 57-0861526
2012 Gain (Loss) Report

<u>Description</u>	<u>Units</u>	<u>Purchased</u>	<u>Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain (Loss)</u>
Short Term - Call Options						
RUT 3/17/12 620	1	11/29/2011	3/5/2012	\$ 10,642.50	\$ 18,002.50	\$ (7,360.00)
RUT 3/17/12 620	2	12/15/2011	3/5/2012	22,423.88	36,005.00	(13,581.12)
RUT 6/16/12 560	8	10/3/2011	3/5/2012	92,784.00	191,176.32	(98,392.32)
RUT 2000 Index 610	3	3/5/2012	3/14/2012	56,692.50	64,807.50	(8,115.00)
RUT 2000 Index 535	1	3/5/2012	3/21/2012	26,273.00	29,277.50	(3,004.50)
RUT 2000 Index 535	6	3/5/2012	5/25/2012	157,638.00	137,958.00	19,680.00
RUT 2000 Index 610	3	3/14/2012	4/18/2012	64,192.50	58,207.50	5,985.00
RUT 2000 Index 870	3	3/14/2012	4/18/2012	7.50	1,537.50	(1,530.00)
RUT 2000 Index 610	3	4/18/2012	5/18/2012	57,892.50	43,087.50	14,805.00
RUT 2000 Index 850	3	4/18/2012	5/22/2012	-	1,132.50	(1,132.50)
Total Short Term Gain - Call Options				<u>\$488,546.38</u>	<u>\$581,191.82</u>	<u>\$ (92,645.44)</u>

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

▶ See separate instructions.

▶ Attach to your tax return.

2012Attachment
Sequence No 179

HAYNE HIPP FOUNDATION

FORM 990-PF PAGE 1

57-0861526

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	2,162.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	6,462.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		2,160.	5 YRS.	HY	200DB	432.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs.	S/L	
c 40-year	/		40 yrs.	MM	S/L

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	9,056.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L		
		%			S/L		
		%			S/L		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2012 tax year

43 Amortization of costs that began before your 2012 tax year

43

188.

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

44

188.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	FURNITURE AND FIXTURES														
8	FURNITURE AND FIXTURES	10/14/02	200DB	7.00		HY17	1,843.				1,843.	1,843.		0.	1,843.
9	FURNITURE AND FIXTURES	10/11/02	200DB	7.00		HY17	1,215.				1,215.	1,215.		0.	1,215.
10	FURNITURE AND FIXTURES	02/20/02	200DB	7.00		HY17	2,367.				2,367.	2,367.		0.	2,367.
11	FURNITURE AND FIXTURES	10/01/02	200DB	7.00		HY17	884.				884.	884.		0.	884.
12	FURNITURE AND FIXTURES	09/26/02	200DB	7.00		HY17	1,723.				1,723.	1,723.		0.	1,723.
14	FURNITURE AND FIXTURES	03/15/06	200DB	7.00		HY17	3,248.				3,248.	2,813.		290.	3,103.
17	FURNITURE AND FIXTURES	07/09/07	200DB	7.00		HY17	15,845.				15,845.	12,310.		1,414.	13,724.
21	FURNITURE AND FIXTURES	01/03/08	200DB	7.00		HY17	653.			327.	326.	225.		29.	254.
22	FURNITURE AND FIXTURES	11/20/08	200DB	7.00		HY17	799.			400.	399.	275.		35.	310.
49	OFFICE FURNITURE	06/02/11	200DB	7.00		HY17	1,165.				1,165.	166.		285.	451.
	* 990-PF PG 1 TOTAL - FURNITURE AND FIXTURES						29,742.			727.	29,015.	23,821.		2,053.	25,874.
	COMPUTER EQUIPMENT														
1	EQUIPMENT	10/31/05	200DB	5.00		MQ17	39,356.				39,356.	39,356.		0.	39,356.
2	EQUIPMENT	03/16/04	200DB	5.00		HY17	827.				827.	827.		0.	827.
3	EQUIPMENT	07/06/02	200DB	5.00		HY17	355.				355.	355.		0.	355.
4	EQUIPMENT	09/17/02	200DB	5.00		HY17	601.				601.	601.		0.	601.
5	EQUIPMENT	10/18/01	200DB	5.00		MQ17	18,035.				18,035.	18,035.		0.	18,035.

228111
05-01-12

(D) - Asset disposed

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

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
6	EQUIPMENT	11/21/05	200DB	5.00		MC17	14,232.				14,232.	14,232.		0.	14,232.
7	EQUIPMENT	11/30/05	200DB	5.00		MC17	2,307.				2,307.	2,307.		0.	2,307.
13	COMPUTER EQUIPMENT	05/18/06	200DB	5.00		HY17	833.				833.	833.		0.	833.
18	COMPUTER EQUIPMENT	01/17/08	200DB	5.00		HY17	367.			184.	183.	151.		21.	172.
19	COMPUTER EQUIPMENT	02/13/08	200DB	5.00		HY17	635.			318.	317.	262.		37.	299.
20	SOFTWARE	06/20/08		36M		HY43	3,657.				3,657.	3,657.		0.	3,657.
35	COMPUTER EQUIPMENT	01/19/09	200DB	5.00		HY17	336.			168.	168.	120.		19.	139.
36	COMPUTER EQUIPMENT	02/03/09	200DB	5.00		HY17	3,917.			1,959.	1,958.	1,394.		226.	1,620.
37	COMPUTER EQUIPMENT	06/23/09	200DB	5.00		HY17	554.			277.	277.	197.		32.	229.
38	SOFTWARE	01/14/09		36M		HY43	127.				127.	127.		0.	127.
39	SOFTWARE	03/12/09		36M		HY43	210.				210.	198.		12.	210.
40	SOFTWARE	04/09/09		36M		HY43	2,120.				2,120.	1,944.		176.	2,120.
41	COMPUTER EQUIPMENT	04/19/10	200DB	5.00		HY17	18,013.			9,007.	9,006.	4,683.		1,729.	6,412.
42	SERVER	04/19/10	200DB	5.00		HY17	9,586.			4,793.	4,793.	2,493.		920.	3,413.
43	COMPUTER EQUIPMENT	05/13/10	200DB	5.00		HY17	2,090.			1,045.	1,045.	543.		201.	744.
44	COMPUTER EQUIPMENT	06/24/10	200DB	5.00		HY17	2,522.			1,261.	1,261.	656.		242.	898.
45	COMPUTER EQUIPMENT	03/08/10	200DB	5.00		HY17	794.			397.	397.	206.		76.	282.
46	COMPUTER EQUIPMENT	06/14/10	200DB	5.00		HY17	211.			106.	105.	55.		20.	75.

228111
05-01-12

(D) - Asset disposed

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

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
47	COMPUTER EQUIPMENT	08/31/10	200DE	5.00	HY17	464.			232.	232.	120.		45.	165.
48	ROBOTICS STORAGE ARRAY	01/18/11	200DE	5.00	HY17	1,918.				1,918.	384.		614.	1,998.
50	COMPUTER EQUIPMENT	02/20/12	200DE	5.00	HY19B	2,350.			1,175.	1,175.			1,410.	235.
51	COMPUTER EQUIPMENT	06/27/12	200DE	5.00	HY19B	371.			186.	185.			223.	37.
52	COMPUTER EQUIPMENT	09/06/12	200DE	5.00	HY19B	1,166.			583.	583.			700.	117.
	* 990-PF PG 1 TOTAL - COMPUTER EQUIPMENT					127,954.			21,691.	106,263.	93,736.		6,703.	98,495.
	OFFICE EQUIPMENT													
15	OFFICE EQUIPMENT	06/21/06	200DE	5.00	HY17	3,744.				3,744.	3,744.		0.	3,744.
16	OFFICE EQUIPMENT	07/24/06	200DE	5.00	HY17	3,840.				3,840.	3,840.		0.	3,840.
23	OFFICE EQUIPMENT	01/07/08	200DE	5.00	HY17	535.			268.	267.	221.		31.	252.
24	OFFICE EQUIPMENT	06/27/08	200DE	5.00	HY17	3,403.			1,702.	1,701.	1,407.		196.	1,603.
53	OFFICE EQUIPMENT	10/31/12	200DE	5.00	HY19B	435.			218.	217.			261.	43.
	* 990-PF PG 1 TOTAL - OFFICE EQUIPMENT					11,957.			2,188.	9,769.	9,212.		488.	9,482.
	* GRAND TOTAL 990-PF PG 1 DEPR & AMORT					169,653.			24,606.	145,047.	126,769.		9,244.	133,851.

228111
05-01-12

(D) - Asset disposed

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

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

SOURCE	AMOUNT
RANGER SMALL CAP FUND, L.P.	452.
U.S. BANK N.A. - 7173	31.
WELLS FARGO - 5129	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	486.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
C.L. KING & ASSOC - 0420	833.	0.	833.
RANGER SMALL CAP FUND, L.P.	4,269.	0.	4,269.
U.S. BANK N.A. - 7173	145,086.	7,502.	137,584.
TOTAL TO FM 990-PF, PART I, LN 4	150,188.	7,502.	142,686.

FORM 990-PF

OTHER INCOME

STATEMENT

3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET UBTI	<1,914.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,914.>	0.	

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	576.	288.		288.
TO FM 990-PF, PG 1, LN 16A	576.	288.		288.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,443.	10,722.		10,721.
FO FORM 990-PF, PG 1, LN 16B	21,443.	10,722.		10,721.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	32,719.	32,719.		0.
TO FORM 990-PF, PG 1, LN 16C	32,719.	32,719.		0.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,867.	1,867.		0.
PAYROLL TAXES	9,081.	3,619.		5,462.
2011 EXCISE TAX PAYMENT	12,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,948.	5,486.		5,462.

FORM 990-PF

OTHER EXPENSES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE FEES	196.	0.		196.
COMPUTER MAINTENANCE	18,138.	0.		18,138.
CLEANING EXPENSE	4,182.	0.		4,182.
COURIER SERVICE	770.	0.		770.
POSTAGE, FED EX, COPYING	2,860.	0.		2,860.
OFFICE EXPENSE	11,095.	0.		11,095.
PAYROLL PROCESSING FEES	1,577.	789.		788.
TELEPHONE	12,961.	0.		12,961.
REPAIRS AND MAINTENANCE	19,542.	0.		19,542.
INSURANCE	1,848.	0.		1,848.
DUES	450.	0.		450.
OTHER PASSTHROUGH DEDUCTIONS	7,513.	7,513.		0.
AMORTIZATION	188.	0.		0.
TO FORM 990-PF, PG 1, LN 23	81,320.	8,302.		72,830.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BROWN ADV - US BANK 7425	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BROWN ADV - US BANK 7173 - SEE STATEMENT F	913,694.	989,219.
BROWN ADV - US BANK 7447 - SEE STATEMENT G	1,191,087.	1,307,960.
BROWN ADV - US BANK 7436	0.	0.
BROWN ADV - US BANK 7200 - SEE STATEMENT H	1,192,924.	1,335,280.
C.L.KING ASSOC - STOCKS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,297,705.	3,632,459.

FORM 990-PF

CORPORATE BONDS

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BROWN ADV - US BANK 7173 - SEE STATEMENT F	1,749,560.	1,750,208.
BROWN ADV - US BANK 7425	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,749,560.	1,750,208.

ACCOUNT NUMBER: 8467173
HAYNE HIPPO FOUNDATION

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
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Taxable Bonds

Fixed Income Funds

106,012.103	Brown Advisory Intermediate Income #1294 BIAIX	1,188,395.67 11.2100	1,199,792.56 11.32	- 11,396.89 24,064.75	42.8 2.02
40,139.771	Delaware High Yld Oppt Fd Cl I DHOIX	170,995.42 4.2600	167,364.18 4.17	3,631.24 12,443.33	6.2 7.28
15,385.695	Doubleline Emg Mkts Inc I DBLEX	170,473.50 11.0800	161,903.16 10.52	8,570.34 6,400.45	6.1 3.75
15,642.202	Metropolitan West Tr Bond I MWTIX	170,343.58 10.8900	170,500.00 10.90	- 156.42 6,898.21	6.1 4.05
7,530.120	Pimco Commodity Rr Strat Ins #45 PCRIX	50,000.00 6.6400	50,000.00 6.64	0.00 1,325.30	1.8 2.65

ACCOUNT NUMBER: 8467173
HAYNE HIPPO FOUNDATION

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Total Fixed Income Funds		\$1,750,208.17	\$1,749,559.90	\$648.27 \$51,132.04	63.0
Total Taxable Bonds		\$1,750,208.17	\$1,749,559.90	\$648.27 \$51,132.04	63.0
Stocks					
Equity Funds					
8,391.434	Brown Advisory Emg Mkts Ins #2006 BAFQX	85,256.97 10.1600	84,250.00 10.04	1,006.97 0.00	3.1 0.00
38,275.707	Brown Advisory Sm Cp Fundamental Val #1290 BIAUX	671,355.90 17.5400	604,886.35 15.80	66,469.55 5,894.46	24.2 0.88
1,013.835	Harbor International Fund #11 HAINX	62,979.43 62.1200	64,691.60 63.81	- 1,712.17 1,273.38	2.3 2.02
544.618	Matthews Asian Growth & Income Fund MACSX	10,135.34 18.6100	8,825.11 16.20	1,310.23 255.97	0.4 2.53
427.877	Matthews Pacific Tiger Fund #802 MAPTX	10,448.76 24.4200	10,047.62 23.48	401.14 66.75	0.4 0.64
3,030.737	Oakmark Intl Small Cap Cl I #811 OAKEX	42,369.70 13.9800	43,650.72 14.40	- 1,281.02 636.45	1.5 1.50
37,961.881	Wasatch Fds Inc #34 WAEMX	106,672.89 2.8100	97,342.41 2.56	9,330.48 493.50	3.8 0.46
Total Equity Funds		\$989,218.99	\$913,693.81	\$75,525.18 \$8,620.51	35.6
Total Stocks		\$989,218.99	\$913,693.81	\$75,525.18 \$8,620.51	35.6

STATEMENT F

ACCOUNT NUMBER: 8467447
HAYNE HIPP FOUNDATION (LCG)

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
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Stocks

Common Stocks

585.000	Amphenol Corp Cl A APH	37,849.50 64.7000	29,260.55 50.02	8,588.95 245.70	2.8 0.65
389.000	Ansys Inc ANSS	26,195.26 67.3400	21,211.86 54.53	4,983.40 0.00	1.9 0.00
114.000	Apple Inc AAPL	60,667.72 532.1730	41,935.54 367.86	18,732.18 1,208.40	4.4 1.99
398.000	Citrix Sys Inc CTXS	26,116.76 65.6200	30,344.09 76.24	- 4,227.33 0.00	1.9 0.00
797.000	Coach Inc COH	44,241.47 55.5100	46,702.07 58.60	- 2,460.60 956.40	3.2 2.16
621.000	Cognizant Tech Solutions Cl A CTSH	45,880.91 73.8823	42,941.71 69.15	2,939.20 0.00	3.3 0.00
347.000	Costco Whsl Corp COST	34,259.31 98.7300	28,247.53 81.41	6,011.78 381.70	2.5 1.11
578.000	Covance Inc CVD	33,391.06 57.7700	33,765.83 58.42	- 374.77 0.00	2.4 0.00

STATEMENT G

ACCOUNT NUMBER: 8467447
HAYNE HIPPO FOUNDATION (LCG)

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
787.000	Danaher Corp DHR	43,993.30 55.9000	41,092.01 52.21	2,901.29 78.70	3.2 0.18
282.000	Davita Healthcare Partners Inc DVA	31,169.46 110.5300	22,942.63 81.36	8,226.83 0.00	2.3 0.00
386.000	Ecolab Inc ECL	27,753.40 71.9000	27,486.47 71.16	286.93 355.12	2.0 1.28
1,084.000	Express Scripts Hldgs C ESRX	58,536.00 54.0000	56,372.76 52.00	2,163.24 0.00	4.3 0.00
793.000	Fluor Corp FLR	46,580.82 58.7400	48,882.32 61.64	- 2,301.50 507.52	3.4 1.09
935.000	Fmc Technologies Inc FTI	40,046.05 42.8300	39,119.04 41.84	927.01 0.00	2.9 0.00
391.000	Fossil Inc FOSL	36,402.10 93.1000	32,394.23 82.85	4,007.87 0.00	2.7 0.00
90.000	Google Inc Cl A GOOG	63,664.20 707.3800	44,360.43 492.89	19,303.77 0.00	4.6 0.00
318.000	Idexx Labs Inc IDXX	29,510.40 92.8000	24,131.43 75.89	5,378.97 0.00	2.1 0.00
88.000	Intuitive Surgical Inc ISRG	43,152.56 490.3700	35,074.11 398.57	8,078.45 0.00	3.1 0.00
623.000	Lauder Estee Cos Inc Cl A EL	37,292.78 59.8600	38,748.67 62.20	- 1,455.89 448.56	2.7 1.20
96.000	Mastercard Inc MA	47,162.88 491.2800	27,801.37 289.60	19,361.51 115.20	3.4 0.24

STATEMENT G

ACCOUNT NUMBER: 8467447
HAYNE HIPP FOUNDATION (LCG)

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
582.000	Mead Johnson Nutrition Co MJN	38,347.98 65.8900	39,863.83 68.50	- 1,515.85 698.40	2.8 1.82
893.000	National Instrs Corp NATI	23,048.33 25.8100	24,860.31 27.84	- 1,811.98 500.08	1.7 2.17
1,106.000	Netapp Inc NTAP	37,106.30 33.5500	51,141.74 46.24	- 14,035.44 0.00	2.7 0.00
848.000	Qualcomm Inc QCOM	52,456.94 61.8596	47,040.68 55.47	5,416.26 848.00	3.8 1.62
357.000	Roper Inds Inc ROP	39,798.36 111.4800	29,342.29 82.19	10,456.07 235.62	2.9 0.59
178.000	Salesforce Com Inc CRM	29,921.80 168.1000	20,886.34 117.34	9,035.46 0.00	2.2 0.00
3,121.000	Schwab Charles Corp SCHW	44,817.56 14.3600	48,569.54 15.56	- 3,751.98 749.04	3.3 1.67
899.000	Starbucks Corp SBUX	48,213.37 53.6300	41,268.86 45.91	6,944.51 755.16	3.5 1.57
436.000	Stericycle Inc SRCL	40,670.08 93.2800	37,061.38 85.00	3,608.70 0.00	3.0 0.00
Total Common Stocks		\$1,168,246.66	\$1,052,829.62	\$115,417.04 \$8,083.60	85.1
Foreign Stocks					
579.000	Accenture Plc Cl A ACN	38,503.50 66.5000	31,813.15 54.95	6,690.35 937.98	2.8 2.44
331.000	Core Laboratories N V CLB	36,181.61 109.3100	33,382.33 100.85	2,799.28 370.72	2.6 1.02

STATEMENT G

ACCOUNT NUMBER: 8467447
HAYNE HIPPO FOUNDATION (LCG)

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,410.000	Genpact Limited G	21,855.00 15.5000	22,792.65 16.17	- 937.65 0.00	1.6 0.00
623.000	Schlumberger Ltd SLB	43,173.03 69.2986	50,269.51 80.69	- 7,096.48 685.30	3.1 1.59
Total Foreign Stocks		\$139,713.14	\$138,257.64	\$1,455.50 \$1,994.00	10.2
Total Stocks		\$1,307,959.80	\$1,191,087.26 ✓	\$116,872.54 \$10,077.80	95.2

ASSET DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request.

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes. Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.

STATEMENT G

ACCOUNT NUMBER: 8467200
HAYNE HIPP FOUNDATION (EIS)

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
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Stocks

Common Stocks

478.000	Abbott Laboratories ABT	31,309.00 65.5000	24,340.17 50.92	6,968.83 267.68	2.2 0.85
1,771.000	Altria Group Inc MO	55,680.24 31.4400	46,439.03 26.22	9,241.21 3,116.96	4.0 5.60
698.000	Automatic Data Processing ADP	39,737.14 56.9300	35,683.99 51.12	4,053.15 1,214.52	2.8 3.06
846.000	Centurylink Inc CTL	33,095.52 39.1200	31,510.75 37.25	1,584.77 2,453.40	2.4 7.41
844.000	Cincinnati Finl Corp CINF	33,051.04 39.1600	24,124.37 28.58	8,926.67 1,375.72	2.4 4.16
315.000	Coach Inc COH	17,485.65 55.5100	17,396.25 55.23	89.40 378.00	1.3 2.16
814.000	Coca Cola Company KO	29,507.50 36.2500	27,311.19 33.55	2,196.31 830.28	2.1 2.81
233.000	Consolidated Edison Inc ED	12,940.82 55.5400	12,324.53 52.90	616.29 563.86	0.9 4.36

STATEMENT H

ACCOUNT NUMBER: 8467200
HAYNE HIPP FOUNDATION (EIS)

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
359.000	Dominion Resources Inc D	18,596.20 51.8000	16,852.51 46.94	1,743.69 757.49	1.3 4.07
550.000	Du Pont E I De Nemours & Co DD	24,738.18 44.9785	27,836.94 50.61	- 3,098.76 946.00	1.8 3.82
428.000	Erie Indemnity Co CI A ERIE	29,626.16 69.2200	29,731.20 69.47	- 105.04 1,014.36	2.1 3.42
1,030.000	Gamestop Corp CI A GME	25,842.70 25.0900	24,068.34 23.37	1,774.36 1,030.00	1.9 3.99
1,180.000	Healthcare Svcs Group Inc HCSG	27,411.40 23.2300	17,465.09 14.80	9,946.31 778.80	2.0 2.84
455.000	Johnson Johnson JNJ	31,895.50 70.1000	29,482.66 64.80	2,412.84 1,110.20	2.3 3.48
1,796.000	Kinder Morgan Inc KMI	63,452.68 35.3300	51,221.17 28.52	12,231.51 2,586.24	4.5 4.08
560.000	Kraft Foods Group Inc KRFT	25,463.20 45.4700	22,492.52 40.17	2,970.68 1,120.00	1.8 4.40
299.000	M T Bank Corp MTB	29,442.53 98.4700	23,576.18 78.85	5,866.35 837.20	2.1 2.84
406.000	McDonalds Corp MCD	35,813.26 88.2100	33,877.46 83.44	1,935.80 1,250.48	2.6 3.49
999.000	Merck And Co Inc New MRK	40,899.06 40.9400	34,650.68 34.69	6,248.38 1,718.28	2.9 4.20
876.000	Microchip Technology Inc MCHP	28,548.84 32.5900	27,791.63 31.73	757.21 1,233.41	2.0 4.32

STATEMENT H

ACCOUNT NUMBER: 8467200
HAYNE HIPPO FOUNDATION (EIS)

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,577.000	Microsoft Corp MSFT	42,121.20 26.7097	41,179.41 26.11	941.79 1,450.84	3.0 3.44
1,049.000	Mondelez International W I MDLZ	26,700.41 25.4532	24,070.41 22.95	2,630.00 545.48	1.9 2.04
373.000	Occidental Petroleum Corporation OXY	28,575.53 76.6100	28,252.24 75.74	323.29 805.68	2.0 2.82
707.000	Paccar Inc PCAR	31,963.47 45.2100	29,546.48 41.79	2,416.99 565.60	2.3 1.77
374.000	Pepsico Inc PEP	25,592.82 68.4300	24,292.51 64.95	1,300.31 804.10	1.8 3.14
1,160.000	Pfizer Inc PFE	29,091.99 25.0793	21,649.83 18.66	7,442.16 1,113.60	2.1 3.83
321.000	Phillip Morris Intl PM	26,848.44 83.6400	22,078.17 68.78	4,770.27 1,091.40	1.9 4.06
806.000	Plum Creek Timber Co Inc PCL	35,762.22 44.3700	31,652.51 39.27	4,109.71 1,354.08	2.6 3.79
166.000	Praxair Inc PX	18,168.70 109.4500	16,738.27 100.83	1,430.43 365.20	1.3 2.01
430.000	T Rowe Price Group Inc TROW	28,000.35 65.1171	21,724.51 50.52	6,275.84 584.80	2.0 2.09
255.000	Tiffany & Co TIF	14,621.70 57.3400	12,736.74 49.95	1,884.96 326.40	1.0 2.23
477.000	Time Warner Cable Inc TWC	46,359.63 97.1900	34,125.22 71.54	12,234.41 1,068.48	3.3 2.30

STATEMENT H

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
375.000	United Technologies Corp UTX	30,753.75 82.0100	29,579.68 78.88	1,174.07 802.50	2.2 2.61
212.000	V F Corp VFC	32,005.64 150.9700	26,014.26 122.71	5,991.38 737.76	2.3 2.30
376.000	Wal Mart Stores Inc WMT	25,654.48 68.2300	19,662.02 52.29	5,992.46 597.84	1.8 2.33
2,727.000	Windstream Corp WIN	22,579.56 8.2800	33,301.73 12.21	- 10,722.17 2,727.00	1.6 12.08
Total Common Stocks		\$1,099,336.51	\$974,780.65	\$124,555.86 \$39,523.64	78.8
Preferred Stocks					
1,004.000	Public Storage 5.90% Pfd	26,254.60 26.1500	25,155.42 25.06	1,099.18 1,480.90	1.9 5.64
936.000	Public Storage 6.875% Pfd PSA.PO	25,300.08 27.0300	24,695.56 26.38	604.52 1,608.98	1.8 6.36
Total Preferred Stocks		\$51,554.68	\$49,850.98	\$1,703.70 \$3,089.88	3.7
Foreign Stocks					
561.000	Accenture Plc Cl A ACN	37,306.50 66.5000	30,450.27 54.28	6,856.23 908.82	2.7 2.44
735.000	Novartis Ag A D R Repstg 1 Ord Sh NVS	46,525.50 63.3000	41,052.09 55.85	5,473.41 1,547.91	3.3 3.33
1,281.000	Onebeacon Insurance Group Lt Cl A OB	17,805.90 13.9000	17,795.48 13.89	10.42 1,076.04	1.3 6.04

STATEMENT H

ACCOUNT NUMBER: 8467200
HAYNE HIPP FOUNDATION (EIS)

This statement is for the period from
December 1, 2012 to December 31, 2012

ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
999.000	Total S A A D R Repstg 0.5 Ord Sh TOT	51,957.99 52.0100	53,115.86 53.17	- 1,157.87 2,504.49	3.7 4.82
804.000	Unilever N V A D R Rpstg 1 Ord Sh UN	30,793.20 38.3000	25,878.74 32.19	4,914.46 837.77	2.2 2.72
Total Foreign Stocks		\$184,389.09	\$168,292.44	\$16,096.85 \$6,875.03	13.2
Total Stocks		\$1,335,280.28	\$1,192,924.07 ✓	\$142,356.21 \$49,488.55	95.7

ASSET DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request.

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes. Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.

STATEMENT H

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT	39,356.	39,356.	0.
EQUIPMENT	827.	827.	0.
EQUIPMENT	355.	355.	0.
EQUIPMENT	601.	601.	0.
EQUIPMENT	18,035.	18,035.	0.
EQUIPMENT	14,232.	14,232.	0.
EQUIPMENT	2,307.	2,307.	0.
FURNITURE AND FIXTURES	1,843.	1,843.	0.
FURNITURE AND FIXTURES	1,215.	1,215.	0.
FURNITURE AND FIXTURES	2,367.	2,367.	0.
FURNITURE AND FIXTURES	884.	884.	0.
FURNITURE AND FIXTURES	1,723.	1,723.	0.
COMPUTER EQUIPMENT	833.	833.	0.
FURNITURE AND FIXTURES	3,248.	3,103.	145.
OFFICE EQUIPMENT	3,744.	3,744.	0.
OFFICE EQUIPMENT	3,840.	3,840.	0.
FURNITURE AND FIXTURES	15,845.	13,724.	2,121.
COMPUTER EQUIPMENT	367.	356.	11.
COMPUTER EQUIPMENT	635.	617.	18.
SOFTWARE	3,657.	3,657.	0.
FURNITURE AND FIXTURES	653.	581.	72.
FURNITURE AND FIXTURES	799.	710.	89.
OFFICE EQUIPMENT	535.	520.	15.
OFFICE EQUIPMENT	3,403.	3,305.	98.
COMPUTER EQUIPMENT	336.	307.	29.
COMPUTER EQUIPMENT	3,917.	3,579.	338.
COMPUTER EQUIPMENT	554.	506.	48.
SOFTWARE	127.	127.	0.
SOFTWARE	210.	210.	0.
SOFTWARE	2,120.	2,120.	0.
COMPUTER EQUIPMENT	18,013.	15,419.	2,594.
SERVER	9,586.	8,206.	1,380.
COMPUTER EQUIPMENT	2,090.	1,789.	301.
COMPUTER EQUIPMENT	2,522.	2,159.	363.
COMPUTER EQUIPMENT	794.	679.	115.
COMPUTER EQUIPMENT	211.	181.	30.
COMPUTER EQUIPMENT	464.	397.	67.
ROBOTICS STORAGE ARRAY	1,918.	998.	920.
OFFICE FURNITURE	1,165.	451.	714.
COMPUTER EQUIPMENT	2,350.	1,410.	940.
COMPUTER EQUIPMENT	371.	223.	148.
COMPUTER EQUIPMENT	1,166.	700.	466.
OFFICE EQUIPMENT	435.	261.	174.
TOTAL TO FM 990-PF, PART II, LN 14	169,653.	158,457.	11,196.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART	14,868.	14,868.	14,868.
CHILTON GLOBAL NATURAL RESOURCES INTERNATIONAL LTD.	1,069,816.	0.	0.
RANGER SMALL CAP FUND LP	545,169.	616,658.	648,587.
CHESAPEAKE PARTNERS INTERNATIONAL LTD.	1,187,698.	1,187,698.	1,675,651.
DUE FROM CHILTON FOR FINAL REDEMPTION	0.	25,375.	25,375.
TO FORM 990-PF, PART II, LINE 15	2,817,551.	1,844,599.	2,364,481.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 14

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

CREDIT CARD LIABILITY

647.

1,038.

SUBLEASE DEPOSIT

3,000.

0.

TOTAL TO FORM 990-PF, PART II, LINE 22

3,647.

1,038.

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
W. HAYNE HIPP 135 S. MAIN STREET GREENVILLE, SC 29602	PRESIDENT 16.00	100,000.	0.	0.
ANNA KATE HIPP 135 S. MAIN STREET GREENVILLE, SC 29602	VICE PRESIDENT/SECRETARY/T 2.00	0.	0.	0.
MARY H. HIPP 101 LLOYD STREET GREENVILLE, SC 29601	TRUSTEE 22.00	48,000.	0.	0.
F. REID HIPP PO BOX 391 GREENVILLE, SC 29602	TRUSTEE 8.00	16,000.	0.	0.
ANNA H. SMALL 270 BARROW STREET ATHENS, GA 30601	TRUSTEE 8.00	16,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		180,000.	0.	0.