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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
POPE-BROWN FOUNDATION

A Employer identification number
57-6173490

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

Room/suite

B Telephone number (see instructions)
(803) 276-9626

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

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,300,868

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,653	4,653		
	4	Dividends and interest from securities	25,054	25,054		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	46,477			
	b	Gross sales price for all assets on line 6a 899,658				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	76,184	29,707		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,131	8,131		
	c	Other professional fees (attach schedule)	16,109	16,109		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	773	773		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1	1		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	25,014	25,014		0
	25	Contributions, gifts, grants paid	61,500			61,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	86,514	25,014		61,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-10,330			
	b	**Net investment income** (if negative, enter -0-)		4,693		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	83,052	86,412	86,412
	3	Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	4	Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	949,232	938,882	1,107,966
	c	Investments—corporate bonds (attach schedule)	110,810	107,470	106,490
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	15	Other assets (describe ▶ ________)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,143,094	1,132,764	1,300,868
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ________)			
	23	**Total liabilities** (add lines 17 through 22)		0	
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	1,143,094	1,132,764	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,143,094	1,132,764	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,143,094	1,132,764	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,143,094
2	Enter amount from Part I, line 27a	2	-10,330
3	Other increases not included in line 2 (itemize) ▶ ________	3	
4	Add lines 1, 2, and 3	4	1,132,764
5	Decreases not included in line 2 (itemize) ▶ ________	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,132,764

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	63,500	1,255,652	0 050571
2010	68,356	1,206,682	0 056648
2009	68,880	1,105,235	0 062322
2008	75,919	1,360,100	0 055819
2007	30,000	1,587,618	0 018896

2	**Total** of line 1, column (d).	2	0 244256
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048851
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,287,524
5	Multiply line 4 by line 3.	5	62,897
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	47
7	Add lines 5 and 6.	7	62,944
8	Enter qualifying distributions from Part XII, line 4.	8	61,500

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	94
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	94
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	94
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	740		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	740
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	646
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 646	**Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶SC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THOMAS H POPE III Telephone no ▶(803) 276-2532

Located at ▶PO BOX 190 NEWBERRY SC ZIP+4 ▶29108

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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		
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? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**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? ☐ 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**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CARROLL B HART PO BOX 127 BELTON, SC 29627	TRUSTEE 1 00	0	0	0
THOMAS H POPE III PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0
GARY T POPE PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. . . . . ▶

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,305,664
b	Average of monthly cash balances	1b	1,467
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,307,131
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,307,131
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,607
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,287,524
6	**Minimum investment return.** Enter 5% of line 5	6	64,376

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	64,376
2a	Tax on investment income for 2012 from Part VI, line 5	2a	94		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	94
3	Distributable amount before adjustments Subtract line 2c from line 1			3	64,282
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	64,282
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	64,282

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	61,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	61,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	61,500

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				64,282
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			14,889	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 61,500				
a Applied to 2011, but not more than line 2a			14,889	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				46,611
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				17,671
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

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

NO REQUIRED FORM

c Any submission deadlines

NO CURRENT DEADLINES PERIODIC CONSIDERATION OF REQUESTS

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

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

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 Additional Data Table				
Total . . . . ▶ **3a**				61,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,653	
4 Dividends and interest from securities			14	25,054	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					46,477
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				29,707	46,477

13 **Total.** Add line 12, columns (b), (d), and (e) 13 76,184

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2013-05-10 | ******

Signature of officer or trustee | Date | 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
AGNES E ASMAN	AGNES E ASMAN	2013-05-14	☑	

Firm's name ▶ AGNES E ASMAN CPA

Firm's EIN ▶

Firm's address ▶ P O BOX 61105

COLUMBIA, SC 29260

Phone no (803) 787-6325

Form 990PF Part XV Line 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*				
NEWBERRY OPERA HOUSE FDN 1201 MCKIBBEN STREET NEWBERRY,SC 29108	N/A	PUB CHARITY	CHARITABLE	30,000
BELTON CENTER FOR THE ART POST OFFICE BOX 368 BELTON,SC 29627	N/A	PUB CHARITY	CHARITABLE	3,500
ETV ENDOWMENT OF SC 401 E KENNEDY STSTE B-1 SPARTANBURG,SC 29302	N/A	PUB CHARITY	CHARITABLE	5,000
PEACE CENTER 101 WEST BROAD STREET GREENVILLE,SC 29601	N/A	PUB CHARITY	CHARITABLE	5,000
RIVERBANKS ZOO GREYSTONE BLVD AT I-26 COLUMBIA,SC 29210	N/A	PUB CHARITY	CHARITABLE	1,000
SC HISTORICAL SOCIETY FIREPRF BLDG100 MEETING CHARLESTON,SC 294012299	N/A	PUB CHARITY	CHARITABLE	3,000
USC EDUCATIONAL FDN 1700 COLLEGE STREET COLUMBIA,SC 292019980	N/A	PUB CHARITY	CHARITABLE	6,000
BELTON AREA MUSEUM ASSOCI 100 NORTH MAIN STREET BELTON,SC 29627	N/A	PUB CHARITY	CHARITABLE	3,000
RAINEY HOSPICE OF THE UPSTATE 1835 ROGERS ROAD ANDERSON,SC 296212278	N/A	PUB CHARITY	CHARITABLE	5,000
Total . . . . ▶ **3a**				61,500

TY 2012 Accounting Fees Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,131	8,131		

TY 2012 Compensation Explanation

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

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

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE ATTACHED STATEMENT	2012-01	PURCHASE	2012-12		426,807	438,931			-12,124	
SEE ATTACHED STATEMENT	2008-01	PURCHASE	2012-12		472,851	414,250			58,601	

TY 2012 Investments Corporate Bonds Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ENBRIDGE INC	55,960	53,664
GENERAL ELECTRIC CAPITAL CORP		
PNC FUNDING CORP	51,510	52,826

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TY 2012 Investments Corporate Stock Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS		
ACCENTURE PLC	7,729	9,975
AMERICAN EXPRESS CO	10,399	11,496
AMERICAN TOWER CORP	9,371	11,591
APPLE INC	38,298	53,217
BAKER HUGHES INC		
BANK AMER CORP	5,207	6,095
BB&T CORP		
BED BATH & BEYOND INC		
BIOGEN IDEC INC	7,332	10,978
BLACKROCK INC	23,090	25,839
BOEING COMPANY	33,179	35,796
BROADCOM CORP	23,546	23,247
CBS CORPORATION	18,807	28,537
CELGENE CORP	18,872	24,718
CHEVRON CORPORATION	10,635	10,814
COACH INC		
COCA COLA CO	20,702	23,563
COMCAST CORP	5,210	5,604
CONOCOPHILLIPS		
CSX CORPORATION		
DEERE & CO	14,762	15,123
DEVON ENERGY CORPORATION		
DIRECTV	22,799	25,080
DISNEY WALT CO	20,464	21,161
DOW CHEM COMPANY		
DU PONT EI DE NEMOURS & CO		
EBAY INC	16,871	26,774
ELI LILLY & CO	9,310	9,864
EMC CORP/MASS	30,256	32,005

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EMERSON ELECTRIC	17,893	22,508
EXXON MOBIL CORPORATION	24,912	33,754
FORD MOTOR CO		
GENERAL ELECTRIC CORP	20,957	25,083
GILEAD SCIENCES	20,461	25,708
GOOGLE INC CL A	10,028	10,611
HEINZ H J CO		
HOME DEPOT INC	8,285	13,916
HONEYWELL INTERNATIONAL	16,258	24,753
INTEL CORP	8,626	11,135
INTERNATIONAL PAPR CO	10,541	11,952
INTL BUSINESS MACHINES CORP	17,888	29,690
JOHNSON & JOHNSON	19,176	21,030
JOHNSON CTLS INC		
JP MORGAN CHASE & CO	9,577	10,992
KRAFT FOODS INC		
LOWES COS INC	5,400	7,104
LYONDELLBASELL INDUSTRIES NV	17,144	18,554
MCDONALDS CORP		
MERCK & CO INC	23,338	23,540
MICROSOFT CORP	17,244	20,032
MONDELEZ INTERNATIONAL INC	18,943	21,635
MONSANTO CO NEW	15,240	16,564
NESTLE SA SPONSORED	20,030	22,810
NEWS CORP INC	10,528	10,842
NOBLE ENERGY INC	8,800	10,174
NOVARTIS AG SPONSORED		
ORACLE CORPORATION COM		
PEPSICO INC	14,389	23,950
PFIZER INC	10,678	10,659

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PNC FINANCIAL SERVICES GROUP	9,606	8,747
PROCTOR & GAMBLE		
PRUDENTIAL FINL INC		
QUALCOMM INC	25,540	34,023
SANOFI SPONSORED	17,935	22,505
SCHLUMBERGER LTD	10,055	13,167
SOUTHWESTERN ENERGY CO	5,245	5,012
STRYKER CORP	9,852	9,593
TARGET CORP	11,023	10,355
TEVA PHARMACEUTICAL INDS LTD		
TEXAS INSTRUMENTS		
THE MOSAIC COMPANY		
TIME WARNER CABLE INC	15,370	19,438
TRANSOCEAN LTD		
UNILEVER NV NY SHARES	21,674	24,895
UNITED PARCEL SVC	11,007	11,060
V F CORP	7,777	7,548
VISA INC		
VNWARE INC		
VODAFONE GROUP		
WAL-MART STORES INC	21,465	20,469
WASTE MGMT INC		
WELLS FARGO & CO	19,023	21,362
WEYERHAUSER CO	10,894	11,128
YUM BRANDS INC		
BB&T CORP PREFERRED	25,200	25,480
WELLS FARGO & CO PFD	1	
IPATH S&P 500 VIX SHORT TERM	8,458	7,539
ISHARES DJ SELECT DIVIDEND INDEX FD	15,582	17,172

TY 2012 Other Expenses Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK SERVICE CHARGES	1	1		

TY 2012 Other Professional Fees Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCBT WEALTH MGMT FEES	8,332	8,332		
GREENWOOD CAPITAL ASSOCIATES	7,777	7,777		

TY 2012 Taxes Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON DIVIDEND I	773	773		

The Pope-Brown Foundation 57-6173490
2012 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)
SHORT TERM					
80 shs Dow Chem Company	3/3/2011	1/19/2012	2 555 70	2 949 53	(393 83)
100 shs Celgene Corp	2/11/2011	1/24/2012	7 210 57	5,105 50	2 105 07
125 shs Southwestern Energy	9/9/2011	1/24/2012	3 682 03	4,479 48	(797 45)
175 shs Texas Instruments	10/11/2011	1/24/2012	5 922 41	4,885 98	1 036 43
500 shs Ford Motor Co Del	11/28/111	1/25/2012	6 232 38	6,956 24	(723 86)
300 shs Heinz H J Co	Various	1/25/2012	15 431 49	15,855 83	(424 34)
160 shs Johnson Ctls Inc	7/25/2011	1/25/2012	4 990 27	6,396 33	(1 406 06)
250 shs Novartis AG Spon ADR	Various	1/25/2012	13 857 38	15,449 33	(1 591 95)
75 shs TransOcean Ltd	10/14/2011	1/30/112	3 521 42	3 800 67	(279 25)
75 shs Home Depot Inc	2/15/2011	1/30/2012	3 386 90	2 794 51	592 39
60 shs Proctor & Gamble Co	Various	2/3/2012	3 762 15	3,903 14	(140 99)
120 shs Abbott Labs	Various	2/6/2012	6 512 86	6,230 43	282 43
345 shs Dow Chem Company	Various	2/6/2012	11 684 23	11,080 62	603 61
50 shs Oracle Corp Com	6/30/2011	2/9/2012	1 441 55	1,567 22	(125 67)
45 shs Gilead Sciences Inc	4/30/2011	2/10/2012	2 475 58	1,858 70	616 88
250 shs TransOcean Ltd	Various	2/21/2012	12 156 55	11,568 49	588 06
150 shs Baker Hughes Inc	Various	4/12/2012	6 085 05	7,652 06	(1 567 01)
400 shs BB&T Corp	7/25/2011	4/13/2012	12 086 13	10,266 12	1 820 01
200 shs Gilead Sciences Inc	Various	4/13/2012	9 208 93	8,082 62	1 126 31
700 shs CSX Corporation	Various	4/17/2012	14,879 22	15 235 11	(355 89)
400 Units Ipath S&P 500 VIX	Various	5/29/2012	8 471 09	11 920 53	(3 449 44)
275 shs Teva Pharmaceutical	Various	6/1/2012	10,595 26	13 417 75	(2 822 49)
275 shs Waste Mgmt Inc Del	8/29/2011	6/5/2012	8 906 71	9,055 80	(149 09)
275 Units Ipath S&P 500 VIX	Various	6/5/2012	5 785 26	5,335 78	449 48
250 Units Ipath S&P 500 VIX	3/26/2012	6/6/2012	5 558 32	4,561 62	996 70
50 shs Prudential Finl Inc	7/21/2012	6/20/2012	2 416 81	2 973 67	(556 86)
125 shs Vodafone Group ADR	8/8/2011	6/2/2012	3,415 12	3,533 04	(117 92)
300 shs Canadian Natural Res	Various	7/16/2012	7 699 23	11,205 98	(3 506 75)
130 shs Prudential Finl Inc	Various	7/16/2012	6,172 04	6,384 23	(212 19)
100 shs Biogen Idec Inc	10/11/2011	7/25/2012	14 244 68	9 775 38	4,469 30
75 shs American Tower REIT	1/25/2012	7/25/2012	5,316 37	4 612 63	703 74
1100 shs Pioneer Nat Res Co	2/10/2012	8/3/2012	8,938 99	10 753 75	(1 814 76)
1,000 shs BB&T Corp 5.85% Pfd	5/1/2012	8/10/2012	26,299 41	25 000 00	1,299 41
125 shs Coach Inc	Various	8/27/2012	6,925 00	6,669 53	255 47
25 shs Las Vegas Sands Corp	5/1/2012	8/27/2012	1,076 36	1 416 10	(339 74)

The Pope-Brown Foundation 57-6173490

2012 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

150 shs Bed Bath & Beyond Inc	10/11/2011	9/14/2012	10,369 34	8 301 32	2 068 02
225 shs Coach Inc	Various	9/14/2012	13 843 47	13 748 87	94 60
225 shs Eaton Corp	6/1/2012	9/14/2012	10 708 39	9 844 25	864 14
150 shs Check Point Software	4/19/2012	9/17/2012	7,248 30	9 453 85	(2 205 55)
150 shs Las Vegas Sands Corp	5/1/2012	9/17/2012	6,621 38	8 496 62	(1 875 24)
100 shs Yum! Brands Inc	11/15/2011	9/17/2012	6,596 09	5 480 11	1,115 98
225 shs Check Point Software	Various	9/19/2012	10,686 49	13 039 44	(2 352 95)
425 shs Weatherford Intntl Ltd	Various	10/11/2012	5,071 87	7 101 50	(2 029 63)
.5 Unit Ipath S&P 500 VIX	8/24/2012	10/17/2012	15 87	15 87	0 00
175 shs Bed Bath & Beyond Inc	Various	10/23/2012	10,666 03	10 461 98	204 05
450 shs Cisco Systems Inc	1/19/2012	10/30/2012	7,740 05	8 572 99	(832 94)
475 shs Weatherford Int; Ltd	Various	11/16/2012	4,389 09	6 824 23	(2 435 14)
125 shs DuPont El de Nemours	Various	11/16/2012	5 463 47	6 385 61	(922 14)
75 shs Devon Energy Corp	4/24/2012	11/16/2012	4 097 38	4 931 17	(833 79)
125 shs The Mosaic Company	Various	11/16/2012	6 512 39	6 995 26	(482 87)
225 shs Ipath S&P 500 VIX ST	Various	11/16/2012	8 236 25	9 926 12	(1 689 87)
175 shs Nestle SA Spons ADR	12/13/2011	11/26/2012	10 972 46	9 762 15	1 210 31
200 shs American Express	12/13/2011	12/6/2012	11,205 99	9 565 38	1 640 61
200 shs BB&T Corp	Various	12/6/2012	5 570 80	4 963 82	606 98
625 shs Cisco Systems Inc	Various	12/6/2012	11,888 42	12,326 84	(438 42)
TOTAL SHORT TERM			**426,806.98**	**438,931.08**	**(12.124.10)**
LONG TERM					
75 shs McDonalds Corp	Various	1/6/2012	7,422 60	4,605 33	2 817 27
125 shs VISA Inc	Various	1/9/2012	12,579 46	7,785 78	4.793.68
345 shs Dow Chem Company	Various	1/19/2012	11,021 43	9,845 45	1 175 98
250 shs Johnson Ctls Inc	Various	1/19/2012	8,736 11	7,183 30	1 552 81
15 shs Google Inc Cl A	9/15/2008	1/24/2012	9,567 76	6,266 21	3 301 55
290 shs Johnson Ctls Inc	9/28/2010	1/25/2012	9,044 87	8 544 73	500 14
175 shs Gilead Sciences Inc	Various	1/30/2012	8 403 99	8,011 76	392 23
75 shs United Parcel Svc Inc	Various	2/1/2012	5,715 60	4,076 43	1 639 17
50,000 Gen Elec Cap 4.75%	10/31/2010	2/1/2012	54,317 50	54,850 00	(532 50)
150 shs Coca Cola Co	4/30/2010	2/3/2012	10,095 09	7,994 09	2,101 00
250 shs Proctor & Gamble Co	Various	2/3/2012	15 675 65	14,875 93	799 72
180 shs Abbott Labs	Various	2/6/2012	9,769 29	8,112 04	1,657 25
575 shs Oracle Corp Com	Various	2/9/2012	16,577 79	9,786 48	6 791 31
230 shs Gilead Sciences Inc	Various	2/10/2012	12,652 97	10,121 09	2 531 88

The Pope-Brown Foundation 57-6173490
2012 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

15 shs Apple inc	10/22/2010	3/23/2012	9 032 98	4 652 70	4,380 28
150 shs Baker Hughes Inc	1/7/2011	4/12/2012	6 085 05	8,412 46	(2 327 41)
350 shs EMC Corp / Mass	3/28/2008	4/13/2012	9 978 38	5,307 68	4 670 70
60 shs Google Inc Cl A	Various	4/19/2012	36 371 33	30,670 20	5 701 13
215 shs ConocoPhhillips	Various	5/14/2012	15 485 79	11,815 18	3 670 61
250 shs Teva Pharmaceutical	Various	5/21/2012	9 982 50	12,770 84	(2 788 34)
300 shs Prudentiaal Finl Inc	Various	5/25/2012	14 117 98	18,385 95	(4 267 97)
50 shs Prudential Finl Inc	6/3/2011	6/20/2012	2 416 81	3,174 08	(757 27)
275 shs Home Depot Inc	Various	7/16/2012	14,125 44	10,218 20	3 907 24
125 shs Celgene Corp	Various	7/25/2012	8,250 11	6,701 87	1 548 24
400 shs Vodafone Group ADR	Various	8/21/2012	11 709 09	11 137 71	571 38
10 shs Apple inc	10/22/2010	8/24/2012	6 535 22	3 101 80	3 433 42
125 shs Qualcoom Inc	12/5/2008	8/24/2012	7 719 65	3,853 45	3 866 20
75 shs VMWare Inc	Various	8/24/2012	7 113 94	6,345 61	768 33
100 shs EMC Corp / Mass	9/25/2008	8/27/2012	2,608 95	1 274 50	1 334 45
475 shs Intel Corp	Various	8/28/2012	11,905 32	10 162 91	1 742 41
75 shs Yum! Brands Inc	8/31/2011	9/17/2012	4,947 07	3 896 00	1,051 07
100 shs United Parcel Svc Inc	Various	9/19/2012	7,435 62	5 614 20	1 821 42
100 Devon Energy Corp New	8/8/2011	10/11/2012	6,025 02	7 553 59	528 57
100 shs Schlumberger Ltd	Various	10/11/2012	7,216 04	4,059 87	3 156 17
.3333 sh Kraft Foods Grp Inc	5/31/2011	10/12/2012	15 68	12 11	3 57
325 shs Microsoft Corp	Various	10/23/2012	9 541 37	9,796 75	(255 38)
125 shs the Mosaic Company	6/6/2011	10/26/2012	6,648 53	8,747 57	(2 099 04)
150 shs DuPont E I de Nemours	7/13/2011	10/29/2012	6,735 12	8,283 48	(1 548 36)
55 shs DuPont EI de Nemours	7/13/2011	11/16/2012	2 403 92	3,037 27	(633 35)
60 shs Devon Energy Corp	Various	11/16/2012	3 277 90	4,045 05	(767 15)
50 shs The Mosaic Company	10/6/2011	11/16/2012	2,604 95	2,407 75	197 20
110 shs McDonalds Corp	Various	11/26/2012	9,418 13	8,707 83	710 30
150 shs United Parcel Svc Inc	Various	11/26/2012	10,682 97	9,947 64	735 33
90 shs VMWare Inc	Various	11/26/2012	7,681 62	8,382 77	(701 15)
283 shs Kraft Foods Group Inc	Various	12/3/2012	12,890 73	10,225 24	2 665 49
300 shs BB&T Corp	Various	12/6/2012	8,356 19	7 445 74	910 45
100 shs Intel Corp	Various	12/6/2012	1,951 00	2,042 94	(91 94)
TOTAL LONG TERM			**472,850 51**	**414,249.56**	**58,600.95**
TOTAL 2012 CAPITAL GAINS & LOSSES			**899,657.49**	**853,180.64**	**46,476.85**