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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>HOPEWELL FOUNDATION, INC.</b>		A Employer identification number <b>57-0792719</b>
Number and street (or P O box number if mail is not delivered to street address) <b>PO BOX 470</b>	Room/suite	B Telephone number (see instructions) <b>(803) 326-7272</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ROCK HILL, SC 29731-6470</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>13,473,834</b>	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	440,827	440,827		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(53,498)			
	b Gross sales price for all assets on line 6a <b>8,777,972</b>				
	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) <b>STM106</b>	55,112	55,112			
12 Total. Add lines 1 through 11	442,441	495,939			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) <b>STM109</b>	13,300	13,300		
	17 Interest	151	151		
	18 Taxes (attach schedule) (see instructions) <b>STM110</b>	6,247	6,247		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	19,698	19,698		0
	25 Contributions, gifts, grants paid	645,000			645,000
26 Total expenses and disbursements. Add lines 24 and 25	664,698	19,698		645,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(222,257)				
b Net investment income (if negative, enter -0-)		476,241			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	11,545	8,551	8,551
	2 Savings and temporary cash investments . . . . .			
	3 Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10a Investments - U S and state government obligations (attach schedule) . . . . .	750,096	781,674	764,353
	b Investments - corporate stock (attach schedule) . . . . .	11,763,287	9,548,597	10,238,053
	c Investments - corporate bonds (attach schedule) . . . . .	591,815	2,530,240	2,430,948
	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 ▶ <b>STM120</b> ) . . . . .	6,505	31,929	31,929	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	13,123,248	12,900,991	13,473,834	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> . . . . . <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> . . . . . <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	13,123,248	12,900,991	
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	13,123,248	12,900,991		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	13,123,248	12,900,991		

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

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	13,123,248
2 Enter amount from Part I, line 27a . . . . .	2	(222,257)
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4 Add lines 1, 2, and 3 . . . . .	4	12,900,991
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	12,900,991

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (yr, mo, day)	(d) Date sold (yr, mo, day)
<b>1a PUBLICLY TRADED SECURITIES</b>		<b>P</b>	<b>2013-01-01</b>	<b>2013-12-31</b>
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a 8,777,972</b>		<b>8,831,470</b>	<b>(53,498)</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			<b>(53,498)</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	<b>(53,498)</b>
<b>3</b> 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 . . . . . }	<b>3</b>	<b>(53,498)</b>

**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))
2012	664,357	13,024,900	0.051007
2011	519,953	10,731,350	0.048452
2010	608,108	12,710,602	0.047843
2009	591,544	11,874,533	0.049816
2008	609,155	12,318,022	0.049452

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	<b>0.24657</b>
<b>3</b> 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 . . . . .	<b>3</b>	<b>0.049314</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .	<b>4</b>	<b>13,279,155</b>
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	<b>654,848</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	<b>4,762</b>
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	<b>659,610</b>
<b>8</b> 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.	<b>8</b>	<b>645,000</b>

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	9,525
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	9,525
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,525
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 7,230		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	7,230
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,295
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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 \$ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>Edwin L Barnes</u> Telephone no. ▶ <u>803-326-6007</u>			
	Located at ▶ <u>330 East Main Street, Rock Hill, SC</u> ZIP+4 ▶ <u>29730</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here	▶ <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See 990 OFOV				
EDWIN L BARNES	SECRETARY - TRE	0	0	0
PO BOX 470, ROCK HILL, SC 29731-6470				
JOHN M BARNES JR	DIRECTOR	0	0	0
PO BOX 470, ROCK HILL, SC 29731-6470				
LADSON A BARNES JR	PRESIDENT	0	0	0
PO BOX 470, ROCK HILL, SC 29731-6470				
ROBERT L HELMLY	DIRECTOR	0	0	0
PO BOX 1194, MONCK'S CORNER, SC 29461				

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

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

Total number of other employees paid over \$50,000 ☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

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

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

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

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



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,412,566
b	Average of monthly cash balances	1b	36,881
c	Fair market value of all other assets (see instructions)	1c	31,929
d	Total (add lines 1a, b, and c)	1d	13,481,376
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	13,481,376
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	202,221
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,279,155
6	Minimum investment return. Enter 5% of line 5	6	663,958

**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	663,958
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,525
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,525
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	654,433
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	654,433
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	654,433

**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	645,000
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	645,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	645,000

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				654,433
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				26
c From 2010				
d From 2011				
e From 2012				12,760
f Total of lines 3a through e	12,786			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 645,000				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				645,000
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	9,433			9,433
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,353			
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 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,353			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				3,353
e Excess from 2013				

**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 2013, enter the date of the ruling . . . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**

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

NONE,

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

NONE,

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

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

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

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

**c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
BOY SCOUTS OF AMERICA 420 S. CHURCH STREET SPARTANBURG, SC 29306	NONE		EDUCATION	50,000
CHILDREN'S ATTENTION HOME PO BOX 2912 ROCK HILL, SC 29731	NONE		HEALTH & WELFARE	20,000
COVENANT COLLEGE FOUNDATION 535 CHESTNUT STREET, SUITE 100 CHATTANOOGA, TN 37402	NONE		RELIGIOUS	25,000
FELLOWSHP OF CHRISTN ATHLETES 452 LAKESHORE PKWY, SUITE 205 ROCK HILL, SC 29730	NONE		RELIGIOUS	50,000
REFORMED THEOLOGICAL SEMINARY 2101 CARMEL ROAD CHARLOTTE, NC 28226-6399	NONE		RELIGIOUS	100,000
TRIDENT TECHNICAL COLLEGE FDTN PO BOX 61227 NORTH CHARLESTON, SC 29419-1227	NONE		EDUCATION	25,000
UNITY PRESBYTERIAN CHURCH 303 TOM HALL STREET FORT MILL, SC 29715	NONE		RELIGIOUS	50,000
WC CHRISTIAN SCHOOL (BARNES SCHOL) 2650 INDIA HOOK ROAD ROCK HILL, SC 29732	NONE		RELIGIOUS/EDUCATI ON	25,000
<b>Total</b> .....			<b>3a</b>	
<b>b</b> Approved for future payment				
CHILDREN'S ATTENTION HOME PO BOX 2912 ROCK HILL, SC 29731	NONE		HEALTH & WELFARE	20,000
FELLOWSHP OF CHRISTN ATHLETES 452 LAKESHORE PKWY, SUITE 205 ROCK HILL, SC 29730	NONE		RELIGIOUS	50,000
REFORMED THEOLOGICAL SEMINARY 2101 CARMEL ROAD CHARLOTTE, NC 28226-6399	NONE		RELIGIOUS	100,000
WESTMINSTER MINISTRIES FDTN 1320 INDIA HOOK ROAD ROCK HILL, SC 29732	NONE		RELIGIOUS	5,000
<b>Total</b> .....			<b>3b</b>	

**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
<b>a</b> Paid during the year				
WESTMINSTER MINISTRIES FDTN 1320 INDIA HOOK ROAD ROCK HILL, SC 29732	NONE		RELIGIOUS	5,000
YORK TECHNICAL COLLEGE FDTN 452 S. ANDERSON ROAD ROCK HILL, SC 29730	NONE		EDUCATION	25,000
AMERICAN RED CROSS (UPPER PALMETTO) 200 PIEDMONT BLVD ROCK HILL, SC 29732	NONE		HEALTH	5,000
SC GOVERNOR'S SCHOOL OF MATH & SCI 1201 MAIN STREET, SUITE 2350 Columbia, SC 29201	NONE		EDUCATION	50,000
CLINTON JUNIOR COLLEGE 1029 CRAWFORD ROAD Rock Hill, SC 29731	NONE		EDUCATION	20,000
KEYSTONE PO BOX 4437 Rock Hill, SC 29731	NONE		HEALTH	45,000
MONCK'S CORNER UMC 200 N. LIVE OAK DRIVE Moncks Corner, SC 29461	NONE		RELIGIOUS	50,000
ST. JOHN'S CHRISTIAN ACADEMY 204 W. MAIN STREET Moncks Corner, SC 29461	NONE		RELIGIOUS/EDUCATI ON	25,000
<b>Total</b> .....			<b>3a</b>	
<b>b</b> Approved for future payment				
SC GOVERNOR'S SCHOOL OF MATH & SCI 1201 MAIN STREET, SUITE 2350 Columbia, SC 29201			EDUCATION	50,000
<b>Total</b> .....			<b>3b</b>	

**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
<b>a</b> Paid during the year WC CHRISTIAN SCHOOL 2650 INDIA HOOK ROAD Rock Hill, SC 29732	NONE		RELIGIOUS/EDUCATION	25,000
WC CHRISTIAN SCHOOL 2650 INDIA HOOK ROAD Rock Hill, SC 29732	NONE		RELIGIOUS/EDUCATION	50,000
<b>Total</b>			<b>3a</b>	<b>645,000</b>
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	<b>225,000</b>

**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 . . . . .					
4 Dividends and interest from securities . . . . .			14		
5 Net rental income or (loss) from real estate:					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property . . . . .					
7 Other investment income . . . . .					
8 Gain or (loss) from sales of assets other than inventory . . . . .			18		
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . . . . .					
11 Other revenue   a <u>CAPITAL GAIN DISTRIB</u>			18		
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e) . . . . .					
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					13

(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.)







# Federal Supporting Statements

2013 PG 01

Employer Identification Number

57-0792719

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

Statement #106

Form 990PF, Part I, Line 11 - Other Income Schedule

Description	Revenue and expenses	Net investment	Adjusted net income
CARROLL FINANCIAL - 1099-MISC	2,564	2,564	0
Bernstein - Cap Gain Dist	5,775	5,775	0
Hilliard Lyons - Cap Gain Dist	39,183	39,183	0
Carroll Fin - Cap Gain Dist	7,528	7,528	0
Hilliard Lyons - Unrec 1250	56	56	0
Carroll Fin - Unrec 1250	6	6	0
Totals	55,112	55,112	0

# Federal Supporting Statements

2013 PG 01

Employer Identification Number

57-0792719

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

Statement #109

Form 990PF, Part I, Line 16(c) - Other Professional Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
INVESTMENT FEES - CARROLL FIN	8,033	8,033	0	0
INVESTMENT FEES - BERNSTEIN	2,352	2,352	0	0
INVESTMENT FEES - HILLIARD LY	2,915	2,915	0	0
Totals	13,300	13,300	0	0

# Federal Supporting Statements

2013 PG 01

Employer Identification Number

57-0792719

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

Statement #110

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
FOREIGN TAXES WITHHELD	1,247	1,247	0	0
ESTIMATED TAXES PAID 2013	5,000	5,000	0	0
Totals	6,247	6,247	0	0

# Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

Employer Identification Number

57-0792719

## Form 990PF, Part II, Line 15 Other Assets Schedule

Statement #120

<u>Description</u>	<u>BOY Book</u>	<u>EOY Book</u>	<u>FMV</u>
ACCRUED INTEREST	6,505	31,929	31,929
Total	6,505	31,929	31,929

**Federal Supporting Statements****2013 PG 01**

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

Employer Identification Number

57-0792719

Form 990PF, Part II, Line 10(a)

Statement #136

**Investments: State and Local Government Obligation Schedule**

<u>Category</u>	<u>Book Value (BOY)</u>	<u>Book Value (EOY)</u>	<u>FMV (EOY)</u>
STATE GOV AND AGENCY BONDS	404,463	706,752	689,431
HILLIARD LYONS MONEY MARKET	345,633	74,922	74,922
<b>Totals</b>	<u>750,096</u>	<u>781,674</u>	<u>764,353</u>

**Federal Supporting Statements****2013 PG 01**

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

Employer Identification Number

57-0792719

**Form 990PF, Part II, Line 10(b)**  
**Investments: Corporate Stock Schedule**

Statement #137

<u>Category</u>	<u>BOY</u>	<u>Book Value</u>	<u>EOY FMV</u>
CORPORATE STOCK	<u>11,763,287</u>	<u>9,548,597</u>	<u>10,238,053</u>
Totals	<u>11,763,287</u>	<u>9,548,597</u>	<u>10,238,053</u>

**Federal Supporting Statements****2013 PG 01**

Name(s) as shown on return

Employer Identification Number

HOPEWELL FOUNDATION, INC.

57-0792719

**Form 990PF, Part II, Line 10(c)**  
**Investments: Corporate Bond Schedule**

Statement #138

<u>Category</u>	<u>BOY</u>	<u>Book Value</u>	<u>EOY FMV</u>
CORPORATE BONDS	<u>591,815</u>	<u>2,530,240</u>	<u>2,430,948</u>
Totals	<u>591,815</u>	<u>2,530,240</u>	<u>2,430,948</u>



# Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

Employer Identification Number

57-0792719

Form 990PF, Part I, Line 17 - Subsidiary Schedule

Subsidiary Statement

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
INVESTMENT INTEREST	151	151	0	0
Totals	151	151	0	0

990

## Overflow Statement

2013  
Page 1

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

Description	Amount
CARROLL FINANCIAL - DIVIDENDS	\$ 39,076
HILLIARD LYONS - DIVIDENDS	286,084
BERNSTEIN - DIVIDENDS	26,686
HILLIARD LYONS - INVESTMENT INTEREST	87,016
HILLIARD LYONS - INTEREST PAID ON PURCHASE	(25,411)
BERNSTEIN - INTEREST	9
12/31/2012 ACCRUED INTEREST	(6,504)
12/31/2013 ACCRUED INTEREST	33,871
Total:	<u>\$ 440,827</u>

**990****Overflow Statement****2013**  
Page 2

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

**Description****Amount**

TD BANK CHECKING

\$ 8,551

**Total:**\$ 8,551

990

## Overflow Statement

2013  
Page 3

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

**Description****Amount**

TD Checking Account

\$ 8,551

**Total:**\$ 8,551

990

## Overflow Statement

2013  
Page 4

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

Description	Amount
STOCKS	\$ 94,150
MUTUAL FUNDS	3,843,903
UNIT INVESTMENT TRUSTS	3,384,618
BERNSTEIN	1,067,397
CARROLL FINANCIAL	1,158,529
Total:	<u>\$ 9,548,597</u>

**990****Overflow Statement****2013**  
Page 5

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

**Description****Amount**

STOCKS	\$ 78,180
MUTUAL FUNDS	4,450,994
UNIT INVESTMENT TRUSTS	3,290,641
BERNSTEIN	1,213,656
CARROLL FINANCIAL	1,204,582
<b>Total:</b>	<b>\$ 10,238,053</b>

990

## Overflow Statement

2013  
Page 6

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

**Description****Amount**

CARROLL FINANCIAL

\$ 701,852

BERNSTEIN

415,577

HILLIARD LYONS

7,660,543

**Total:****\$ 8,777,972**

990

## Overflow Statement

2013  
Page 7

Name(s) as shown on return

FEIN

HOPEWELL FOUNDATION, INC.

57-0792719

Description	Amount
CARROLL FINANCIAL	\$ 656,255
BERNSTEIN	398,621
HILLIARY LYONS	7,776,594
Total:	<u>\$ 8,831,470</u>