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

OMB No 1545-0052

2013

Open to Public Inspection

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

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>				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		Initial return Final return Address change	Initial return of a former public charity Amended return Name change	D 1. Foreign organizations, check here . . . . . ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>13,473,834</b>		J Accounting method <input type="checkbox"/> Other (specify) _____	Cash <input type="checkbox"/> Accrual (Part I, column (d) must be on cash basis )	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
3	Interest on savings and temporary cash investments . . . . .				
4	Dividends and interest from securities . . . . .		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) . . . . .	STM106	55,112	55,112	
12	Total. Add lines 1 through 11		442,441	495,939	
13	Compensation of officers, directors, trustees, etc. . . . .				
14	Other employee salaries and wages . . . . .				
15	Pension plans, employee benefits . . . . .				
16a	Legal fees (attach schedule) . . . . .				
b	Accounting fees (attach schedule) . . . . .				
c	Other professional fees (attach schedule) . . . . .	STM109	13,300	13,300	
17	Interest . . . . .		151	151	
18	Taxes (attach schedule) (see instructions) . . . . .	STM110	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)

<b>Part II</b> Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		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 <b>STM136</b> )	750,096	781,674	764,353
	b Investments - corporate stock (attach schedule) <b>STM137</b>	11,763,287	9,548,597	10,238,053
	c Investments - corporate bonds (attach schedule) <b>STM138</b>	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
	<b>16 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 ► )	0	0	
	<b>23 Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	13,123,248	12,900,991	
	<b>30 Total net assets or fund balances</b> (see instructions)	13,123,248	12,900,991	
	<b>31 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	
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	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>			P	2013-01-01	2013-12-31
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 8,777,972		8,831,470	(53,498)		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			(53,498)		
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	(53,498)	
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	(53,498)	

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

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 instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1 9 , 525
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	<b>Tax based on investment income.</b> 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
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . . ►	11
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► Refunded ►	

**Part VII-A Statements Regarding Activities**

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . . . .	1b	X
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	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.	2	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 . . . . .	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	X
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	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? . . . . .	6	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	7	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 . . . . .	8b	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 . . . . .	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10	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 . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <u>15</u>	► <input type="checkbox"/>	
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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

**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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? . . . . . If "Yes," list the years ► <u>                  </u> , <u>                  </u> , <u>                  </u> , <u>                  </u> , <u>                  </u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	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 ► <u>                  </u> , <u>                  </u> , <u>                  </u> , <u>                  </u> , <u>                  </u>		
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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 PO BOX 470, ROCK HILL, SC 29731-6470	SECRETARY - TRE 0	0	0	0
JOHN M BARNES JR PO BOX 470, ROCK HILL, SC 29731-6470	DIRECTOR 0	0	0	0
LADSON A BARNES JR PO BOX 470, ROCK HILL, SC 29731-6470	PRESIDENT 0	0	0	0
ROBERT L HELMLY PO BOX 1194, MONCKS CORNER, SC 29461	DIRECTOR 0	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000</b>				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		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ►		

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

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

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

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

**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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,279,155
6	<b>Minimum investment return.</b> 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	<b>Distributable amount as adjusted.</b> 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	1a	645,000
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	645,000
b	Cash distribution test (attach the required schedule)	5	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	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)		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)****1 Information Regarding Foundation Managers:**

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

**NONE,**

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

**NONE,****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines:

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

## Part XV Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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>Name and address (home or business)</b>				
a 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/EDUCATION	25,000
<b>Total</b>				► 3a
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>				► 3b

## Part XV | Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
a 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/EDUCATION	25,000
<b>Total</b>				► 3a
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>				► 3b

## Part XV | Supplementary Information (continued)

## 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year 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>			► 3a	<b>645,000</b>
b Approved for future payment				
<b>Total</b>			► 3b	<b>225,000</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	
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**

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash . . . . .	1a(1)	X
(2)	Other assets . . . . .	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization . . . . .	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization . . . . .	1b(2)	X
(3)	Rental of facilities, equipment, or other assets . . . . .	1b(3)	X
(4)	Reimbursement arrangements . . . . .	1b(4)	X
(5)	Loans or loan guarantees . . . . .	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations . . . . .	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

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

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

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

**Sign  
Here**

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

► *Shanesa W. Faile* | 5/14/14 ► ASSISTANT SECRETARY

May the IRS discuss this return  
with the preparer shown below  
(see inst 1)?  Yes  No

Signature of officer or trustee		Date	Title	(See instructions)		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►		
	Firm's address ►			Phone no		

**List of Officers, Directors, Trustees, and Key Employees****1 List all officers, directors, trustees, and key employees for the year even if they were not compensated.**

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Form W-2/1099-MISC) (If not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
THERESA FAILE PO BOX 470, ROCK HILL, SC 29731-6470	ASSISTANT SECRETARY 0	0	0	0
BRYANT G. BARNES PO BOX 470, ROCK HILL, SC 29731-6470	DIRECTOR 0	0	0	0

Name(s) as shown on return  
**HOPEWELL FOUNDATION, INC.**

## Federal Supporting Statements

**2013 PG 01**

Employer Identification Number  
**57-0792719**

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

Statement #106

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
<b>Totals</b>	<b><u>55,112</u></b>	<b><u>55,112</u></b>	<b><u>0</u></b>

Name(s) as shown on return  
HOPEWELL FOUNDATION, INC.

## Federal Supporting Statements

**2013 PG 01**

Employer Identification Number  
57-0792719

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

Statement #109

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
<b>Totals</b>	<b><u>13,300</u></b>	<b><u>13,300</u></b>	<b><u>0</u></b>	<b><u>0</u></b>

Name(s) as shown on return  
**HOPEWELL FOUNDATION, INC.**

## **Federal Supporting Statements**

**2013 PG 01**

Employer Identification Number  
**57-0792719**

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

Statement #110

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

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

Employer Identification Number

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

57-0792719

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

Statement #120

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

**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>	<b><u>750,096</u></b>	<b><u>781,674</u></b>	<b><u>764,353</u></b>

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

Employer Identification Number

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

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	11,763,287	9,548,597	10,238,053
<b>Totals</b>	<b>11,763,287</b>	<b>9,548,597</b>	<b>10,238,053</b>

**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(c)  
Investments: Corporate Bond Schedule**

Statement #138

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

**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	<u>151</u>	<u>151</u>	<u>0</u>	<u>0</u>
<b>Totals</b>	<b><u>151</u></b>	<b><u>151</u></b>	<b><u>0</u></b>	<b><u>0</u></b>

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## Overflow Statement

2013  
Page 1

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

FEIN

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
<b>Total:</b>	<b>\$ 440,827</b>

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

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

FEIN

57-0792719

<u>Description</u>	<u>Amount</u>
TD BANK CHECKING	\$ 8,551
<b>Total:</b>	<b>\$ 8,551</b>

**990****Overflow Statement****2013**  
Page 3

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

FEIN

57-0792719

<u>Description</u>	<u>Amount</u>
TD Checking Account	\$ 8,551
<b>Total:</b>	<b><u>\$ 8,551</u></b>

**990****Overflow Statement****2013**  
Page 4

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

FEIN

57-0792719

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

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

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

FEIN

57-0792719

<b>Description</b>	<b>Amount</b>
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

HOPEWELL FOUNDATION, INC.

FEIN

57-0792719

<b>Description</b>	<b>Amount</b>
CARROLL FINANCIAL	\$ 701,852
BERNSTEIN	415,577
HILLIARD LYONS	7,660,543
<b>Total:</b>	<b>\$ 8,777,972</b>

**990****Overflow Statement****2013**  
**Page 7**

Name(s) as shown on return

HOPEWELL FOUNDATION, INC.

FEIN

57-0792719

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