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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Caroline M Lowndes Foundation Inc		A Employer identification number 26-0379209	
	Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source 501 Silversid		Room/suite	B Telephone number (see page 10 of the instructions) (800) 839-1754
	City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,800,175		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)		

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 page 11 of the 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)	250,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	60,454	60,454		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-59,727			
	b Gross sales price for all assets on line 6a _____ 565,277				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	41	41		
	12 Total. Add lines 1 through 11	250,768	60,495		
	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)	13,920	13,920		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	800			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	15,403	1		15,402
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	30,123	13,921		15,402
	25 Contributions, gifts, grants paid	96,650			96,650
	26 Total expenses and disbursements. Add lines 24 and 25	126,773	13,921		112,052
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	123,995			
	b Net investment income (if negative, enter -0-)		46,574		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	576,966	319,022
	3	Accounts receivable  _____		
		Less allowance for doubtful accounts  _____		
	4	Pledges receivable  _____		
		Less allowance for doubtful accounts  _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule)  _____		
		Less allowance for doubtful accounts  _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	2,422,972 	2,394,497
	c	Investments—corporate bonds (attach schedule).	 406,645	407,369
	11	Investments—land, buildings, and equipment basis  _____		
Liabilities		Less accumulated depreciation (attach schedule)  _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	500,000 	503,769
	14	Land, buildings, and equipment basis  _____		
		Less accumulated depreciation (attach schedule)  _____		
	15	Other assets (describe  _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,499,938	3,623,933
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe  _____)		
	23	Total liabilities (add lines 17 through 22)		0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here  ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here  ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	3,499,938	3,623,933
	30	Total net assets or fund balances (see page 17 of the instructions)	3,499,938	3,623,933
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,499,938	3,623,933

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	3,499,938
2	Enter amount from Part I, line 27a	2	123,995
3	Other increases not included in line 2 (itemize)  _____	3	
4	Add lines 1, 2, and 3	4	3,623,933
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	3,623,933

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Publicly-traded Securities				
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 565,277		614,177	-48,900
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-48,900
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	-48,900
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	58,638	3,144,908	000 018645
2007	4,900	700,959	000 006990
2006			
2005			
2004			

2 Total of line 1, column (d).	2	000 025635
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	000 012818
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	3,155,195
5 Multiply line 4 by line 3.	5	40,443
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	466
7 Add lines 5 and 6.	7	40,909
8 Enter qualifying distributions from Part XII, line 4.	8	112,052

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 on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	466
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	466
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	466
6		Credits/Payments			
a		2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,148	
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	1,148
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	682
11		Enter the amount of line 10 to be Credited to 2010 estimated tax 682	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.		15	

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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 2009?	1c		No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		No

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		☐ Yes	☐ No	
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	Yes	

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 page 22 of the 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
Caroline M Lowndes c/o Foundation Source 501 Silversid Wilmington, DE 19809	President / Director / Secretary 001 00	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 page 23 of the 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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,600,434
b	Average of monthly cash balances.	1b	120,386
c	Fair market value of all other assets (see page 24 of the instructions).	1c	482,424
d	Total (add lines 1a, b, and c).	1d	3,203,244
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	3,203,244
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	48,049
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,155,195
6	Minimum investment return. Enter 5% of line 5.	6	157,760

Part XI

Distributable Amount (see page 25 of the 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	157,760
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	466
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	466
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	157,294
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	157,294
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	157,294

Part XII

Qualifying Distributions (see page 25 of the 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	112,052
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	112,052
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 page 26 of the instructions).	5	466
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	111,586
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2008			
a	Enter amount for 2008 only. 111,702			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2009			
a	From 2004.			
b	From 2005.			
c	From 2006.			
d	From 2007.			
e	From 2008.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 112,052			
a	Applied to 2008, but not more than line 2a 111,702			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2009 distributable amount. 350			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . .			
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. 156,944			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2005.			
b	Excess from 2006.			
c	Excess from 2007.			
d	Excess from 2008.			
e	Excess from 2009.			

Part XIV

Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

Caroline M Lowndes

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number 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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	96,650
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	60,454	
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	-59,727	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a <u>K-1 Pass-Through</u>			14	41	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				768	
13 Total. Add line 12, columns (b), (d), and (e).					768

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

Sign Here

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

*****	2010-07-13	*****
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only	Preparer's Signature  Jeffrey D Haskell		Date 2010-07-13	Check if self-employed 	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code  55 Walls Drive 3rd Floor Fairfield, CT 06824		EIN 		
			Phone no (800) 839-1754		

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2009

Name of organization The Caroline M Lowndes Foundation Inc	Employer identification number 26-0379209
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization The Caroline M Lowndes Foundation Inc	Employer identification number 26-0379209
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
0001	Lowndes Caroline M 1001 Park Avenue 14S New York, NY 10028 	\$ 250,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
—	 	\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization The Caroline M Lowndes Foundation Inc	Employer identification number 26-0379209
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Part II

Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization The Caroline M Lowndes Foundation Inc	Employer identification number 26-0379209
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 Relationship of transferor to transferee		

Additional Data

Software ID: 09000123
Software Version:
EIN: 26-0379209
Name: The Caroline M Lowndes Foundation Inc

Part VI Line 7 - Tax Paid Original Return: 1148

Form 990PF Part XV Line 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				
ARCHIVES OF AMERICAN ART PO BOXVICTOR BLDG WASHINGTON,DC 20013	N/A	509(a)(1)	Membership Program	2,500
CENTRAL PARK CONSERVANCY INC 14 E 60TH ST FL 8 NEW YORK,NY 10022	N/A	509(a)(1)	General Unrestricted	500
CENTRAL PARK CONSERVANCY INC 14 E 60TH ST FL 8 NEW YORK,NY 10022	N/A	509(a)(1)	Annual Membership Campaign	2,500
CITYMEALS-ON-WHEELS355 LEXINGTON AVE 3RD FL NY,NY 10017	N/A	509(a)(1)	General Unrestricted	2,000
DOCTORS WITHOUT BORDERS USA INC333 7TH AVE FL 2 NEW YORK,NY 10001	N/A	509(a)(1)	General Unrestricted	1,000
DOE FUND INC232 E 84TH ST NEW YORK,NY 10028	N/A	509(a)(1)	General Unrestricted	1,000
FRICK COLLECTION1 E 70TH ST NEW YORK,NY 10021	N/A	509(a)(1)	Annual Fund	1,000
FRICK COLLECTION1 E 70TH ST NEW YORK,NY 10021	N/A	509(a)(1)	Contributing Fellow Membership Fund	2,500
FRIENDS OF GUNSTON HALL10709 GUNSTON RD MASON NECK,VA 22079	N/A	509(a)(1)	General Unrestricted	500
FUND FOR PARK AVENUE NY INC 300 PARK AVE STE 1700 NEW YORK,NY 10022	N/A	509(a)(1)	General Unrestricted	1,000
FUND FOR PARK AVENUE NY INC 300 PARK AVE STE 1700 NEW YORK,NY 10022	N/A	509(a)(1)	2009 Tree Lighting Program	1,000
HUMANE SOCIETY OF NEW YORK 306 E 59TH ST NEW YORK,NY 10022	N/A	509(a)(2)	General Unrestricted	1,500
JUNIOR LEAGUE OF THE CITY OF NY INC130 E 80TH ST NEW YORK,NY 10075	N/A	509(a)(2)	Charitable Event	1,000
MARY BALDWIN COLLEGE318 PROSPECT ST STAUNTON,VA 24401	N/A	509(a)(1)	Annual Fund	5,000
MARY BALDWIN COLLEGE318 PROSPECT ST STAUNTON,VA 24401	N/A	509(a)(1)	Class Gift, 1980 Fund	1,500
Total 3a				96,650

Form 990PF Part XV Line 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				
METROPOLITAN OPERA ASSOCIATION INCLINCOLN CENTER NEW YORK,NY 10023	N/A	509(a)(1)	Patron Program	2,000
NATIONAL SOCIETY OF COLONIAL DAMES215 E 71ST ST NEW YORK,NY 10021	N/A	509(a)(1)	Annual Fund	1,000
NATIONAL SOCIETY OF THE COLONIAL DAPO BOX 22127 CHARLESTON,SC 29413	N/A	509(a)(2)	Powder Magazine Fund	500
NATIONAL SOCIETY OF THE COLONIAL DA2715 Q ST NW WASHINGTON,DC 20007	N/A	509(a)(2)	Friends of Dumbarton House Annual Campaign	500
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK W NEW YORK,NY 10024	N/A	509(a)(1)	Chairmans Council Members Fund	5,000
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK W NEW YORK,NY 10024	N/A	509(a)(1)	NEH Challenge Grant	1,000
PHILANTHROPY NY - NY REGIONAL ASSOC79 5TH AVE 4TH FL NEW YORK,NY 10003	N/A	509(a)(1)	Membership Program	1,650
PIERPONT MORGAN LIBRARY225 MADISON AVE NEW YORK,NY 10016	N/A	509(a)(1)	Patron Fellow Membership Program	6,000
ROBERT W WOODRUFF ARTS CENTER INC1280 PEACHTREE ST NE ATLANTA,GA 30309	N/A	509(a)(1)	High Museum of Art Division	1,000
ROUNDAABOUT THEATRE COMPANY INC231 W 39TH ST STE 1200 NEW YORK,NY 10018	N/A	509(a)(1)	Chairmans Circle Fund	2,000
SMILE TRAIN INC41 MADISON AVE FL 28 NEW YORK,NY 10010	N/A	509(a)(1)	General Unrestricted	1,500
ST JUDE CHILDRENS RESEARCH HOSPITAL332 N LAUDERDALE ST STOP 512 MEMPHIS,TN 38105	N/A	509(a)(1)	General Unrestricted	2,000
ST JAMES EPISCOPAL CHURCH865 MADISON AVE NEW YORK,NY 10021	N/A	509(a)(1)	2009 Gift Fund	20,000
ST JAMES EPISCOPAL CHURCH865 MADISON AVE NEW YORK,NY 10021	N/A	509(a)(1)	2009 Commitment Campaign	15,000
THE METROPOLITAN MUSEUM OF ART1000 5TH AVE NEW YORK,NY 10028	N/A	509(a)(1)	2009/2010 Annual Appeal Campaign	2,500
Total  3a				96,650

Form 990PF Part XV Line 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				
THE METROPOLITAN MUSEUM OF ART1000 5TH AVE NEW YORK,NY 10028	N/A	509(a)(1)	Annual Appeal Campaign	1,000
THE NY PUBLIC LIBRARY ASTOR LENOX A5TH AVE AND 42ND ST NEW YORK,NY 10018	N/A	509(a)(1)	Conservator Membership Program	1,500
THE TRUST FOR PUBLIC LAND1137 BARONNE ST NEW ORLEANS,LA 70113	N/A	509(a)(1)	Grateful Labors Fund	1,000
THE TRUST FOR PUBLIC LAND1137 BARONNE ST NEW ORLEANS,LA 70113	N/A	509(a)(1)	Grateful Labors Project	1,500
VANDERBILT UNIVERSITYVU STA B 357754 NASHVILLE,TN 37235	N/A	509(a)(1)	Owen Graduate School of Management	5,000
VISITING NURSE HEALTH SYSTEM INC6610 BAY CIR STE C NORCROSS,GA 30071	N/A	509(a)(1)	General Unrestricted	500
Total				96,650

TY 2009 Investments Corporate Bonds Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Software ID: 09000123

Software Version: 2009.0.12

Name of Bond	End of Year Book Value	End of Year Fair Market Value
3M CO MEDIUM TERM NTS BK ENTRY 4.37500 08/15/2013 88579EAE5 4000000.00%	42,880	43,106
ABBOTT LABS NOTE - 5.600 - 11/30/2017 002819AB6 4000000.00%	44,405	43,289
CATERPILLAR INC NOTES - 5.700 - 08/15/2016 149123BM2 3500000.00%	37,588	37,660
CONOCO FUNDING INC - 6.350 - 10/15/2011 20825UAB0 4000000.00%	43,595	43,658
GE CAP CORP GLOB DTD 2/15/2002 5.875 2/15/2012 36962GXS8 3500000.00%	36,373	37,296
ORACLE CORP - 5.25 - 01/15/2016 68402LAC8 3500000.00%	36,768	37,753
PEPSICO INC SR NT - 4.650 - 02/15/2013 713448BG2 4000000.00%	43,199	42,881
WalMart Stores Inc. Note 4.55 05/01/2013 931142BT9 4000000.00%	42,898	42,686
WALT DISNEY CO 5.700 Due 7/15/11 254687CC8 4000000.00%	42,533	42,634
WELLS FARGO CO 5.625 Due 12/11/2017 WF121117 3500000.00%	36,408	36,406

TY 2009 Investments Corporate
Stock Schedule

Name: The Caroline M Lowndes Foundation Inc
EIN: 26-0379209
Software ID: 09000123
Software Version: 2009.0.12

Name of Stock	End of Year Book Value	End of Year Fair Market Value
480 shares of Abbott Labs ABT	24,360	25,915
445 shares of ACCENTURE PLC ACN	13,123	18,468
615 shares of ADVANCE AUTO PARTS INC AAP	19,978	24,895
993 shares of Aetna Inc. New AET	26,899	31,478
161 shares of Aflac Inc. AFL	3,015	7,446
90 shares of AIRGAS INC ARG	5,509	4,284
200 shares of Alliance Data System Corp ADS	15,109	12,918
375 shares of ALTERA CORPORATION ALTR	7,084	8,486
147 shares of American Tower Corp Cl A AMT	4,725	6,352
152 shares of Ametek Inc. AME	5,045	5,812
350 shares of Anadarko Petroleum Corp APC	20,505	21,847
225 shares of ANSYS INC. ANSS	8,749	9,779
56 shares of APOLLO GROUP INC CL A APOL	4,008	3,392
400 shares of ATT CORP COM NEW T	9,920	11,212
835 shares of Automatic Data Processing Inc. ADP	28,878	35,755
70 shares of AUTOZONE INC AZO	8,429	11,065
1215 shares of BANK NEW YORK MELLON CORP COM BK	35,386	33,984
1740 shares of BANK OF AMERICA CORP BAC	28,300	26,204
481 shares of BANK OF AMERICA CORP 10 SER BAC-PS	7,215	7,177
197 shares of Bed Bath Beyond Inc. BBBY	4,818	7,606
117 shares of BERKLEY W R CP WRB	2,560	2,883
56 shares of BROWN FORMAN CORP CL B BF-B	3,240	3,000
185 shares of C H Robinson Worldwide Inc. CHRW	9,638	10,865
135 shares of CEPHALON, INC. CEPH	9,823	8,427
95 shares of Chattem Inc CHTT	7,007	8,864
383 shares of CHECK POINT SOFTWARE TECHNOLOGIES LTD CHKP	11,265	12,976
58 shares of CHURCH DWIGHT COMMON CHD	3,382	3,506
1295 shares of CISCO SYSTEMS INC CSCO	32,012	31,002
50 shares of CME GROUP, INC CME	10,256	16,798
374 shares of COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS CTSH	11,973	16,953
1265 shares of Comcast Corp Cl A CMCSA	19,758	21,328
8821 shares of CRM MID CAP VALUE FUND CRIMX	224,986	213,989
163 shares of CSX CORP CSX	5,817	7,904
870 shares of CVS CAREMARK CORP. CVS	34,000	28,023
190 shares of Danaher Corp DHR	10,893	14,288
555 shares of Darden Restaurants Inc. DRI	12,626	19,464
70 shares of DAVITA INC COMMON DVA	3,618	4,112
320 shares of Devon Energy Corporation DVN	21,024	23,520
305 shares of DICKS SPORTING GDS DKS	9,079	7,585
63 shares of DIGITAL RLTY TR INC DLR	2,876	3,168
370 shares of DIRECTV GROUP DTV	6,463	12,340
3825 shares of DODGE COX FUNDS INTERNATIONAL STOCK FUND DODFX	160,136	121,818
135 shares of Dollar Tree Inc. DLTR	4,739	6,521
117 shares of DOVER CORP DOV	4,694	4,868
126 shares of EMERGENCY MED SVCS EMS	6,037	6,823
570 shares of EQT CORPORATION EQT	15,930	25,034
70 shares of EQUINIX, INC. EQIX	6,177	7,431
275 shares of EXELON CORPORATION EXC	12,911	13,439
617 shares of Express Scripts Inc. ESRX	39,570	53,321
1298 shares of FIDELITY NATIONAL INFORMATION SERVICES INC FIS	26,007	30,425
2000 shares of FIDUCIARY CLAYMORE MLP OPP FD FMO	23,900	35,880
750 shares of FISERV INC FISV	30,711	36,360
130 shares of FLUOR CORP NEW FLR	6,785	5,855
400 shares of FPL GROUP INC. NEE	17,702	21,128
19588 shares of FRANKLIN HIGH INCOME FUND ADVISOR CLASS FVHIX	27,619	37,413
170 shares of GAMESTOP CORP GME	4,488	3,730
162 shares of GEN CABLE CP BGC	2,697	4,766
305 shares of GEN DYNAMICS CP GD	16,937	20,792
2530 shares of GENERAL ELECTRIC CO GE	81,598	38,279
159 shares of Global Payments Inc GPN	6,357	8,564
100 shares of Grainger W W Inc. GWW	8,712	9,683
962 shares of H.J. HEINZ COMPANY HNZ	34,939	41,135
270 shares of HANSEN NATURAL CORPORATION HANS	10,669	10,368
2243 shares of HARBOR FDS INTL FD HAINX	153,248	123,100
635 shares of HEWLETT PACKARD CO HPQ	32,639	32,709
126 shares of HUMANA INC HUM	5,435	5,530
63 shares of INTERCNTNTLEXCHANGE ICE	5,622	7,075
180 shares of International Business Machines IBM	17,462	23,562
45 shares of INTUITIVE SURGICAL, INC. ISRG	15,151	13,654
83 shares of JONES LANG LASALLE JLL	2,700	5,013
700 shares of JP MORGAN CHASE CO JPM	24,771	29,169
325 shares of Juniper Networks JNPR	10,138	8,668
360 shares of Laboratory Corp Amer Hldgs LH	24,113	26,942
123 shares of LANDSTAR SYSTEM LSTR	5,050	4,769
97 shares of LENDER PROCESSING SERVICES INC LPS	3,279	3,944
950 shares of LIBERTY GLOBAL INC LBTYA	22,626	20,796
37 shares of LIBERTY MEDIA CORP STARZ LSTZA	1,011	1,708
185 shares of LINCARE HOLDINGS, INC. LNCR	6,514	6,869
170 shares of Linear Technology Corp LLTC	5,254	5,195
550 shares of Lowes Companies Inc. LOW	10,515	12,865
256 shares of Marriott International Inc. Cl A MAR	8,761	6,972
180 shares of MCAFEE INC MFE	6,693	7,303
127 shares of MCKESSON CORP MCK	4,915	7,938
258 shares of Medtronic Inc MDT	10,986	11,347
355 shares of MEMC Electronics Materials Inc WFR	23,375	4,835
467 shares of Merck Co Inc. MRK	10,463	17,064
500 shares of Microchip Technology Inc. MCHP	15,186	14,525
98 shares of MOHAWK INDS INC MHK	6,777	4,665
108 shares of MSCI INC MXB	2,566	3,434
1645 shares of NALCO CHEMICAL NLC	21,982	41,964
260 shares of NIKE INC-CL B NKE	12,839	17,178
295 shares of Norfolk Southern Corp NSC	16,023	15,464
590 shares of NORTHEAST UTIL NU	13,357	15,216
1445 shares of Oracle Corp ORCL	25,056	35,446
501 shares of PEABODY ENERGY CORP BTU	14,437	22,650
640 shares of Pepsico Inc PEP	46,724	38,912
250 shares of Petsmart Inc. Com PETM	6,304	6,673
1529 shares of PFIZER INC. PFE	24,260	27,813
407 shares of PG E CORP PCG	16,590	18,173
390 shares of Praxair Inc. PX	22,757	31,321
46 shares of PRECISION CASTPARTS PCP	3,024	5,076
57 shares of PRICELINE.COM INCORPORATED PCLN	4,345	12,449
540 shares of PROCTER GAMBLE CO PG	39,687	32,740
105 shares of Quest Diagnostics DGX	5,617	6,340
700 shares of QUESTAR CP STR	25,278	29,099
232 shares of RANGE RESOURCES CORP DEL RRC	9,155	11,565
107 shares of Robert Half Intl Inc. RHI	2,867	2,860
224 shares of ROCKWOOD HOLDINGS INC ROC	4,231	5,277
133 shares of ROPER INDUSTRIES NEW COMMON ROP	5,936	6,965
193 shares of SHIRE PHARMACEUTICALS, INC SHPGY.PK	12,292	11,329
179 shares of SOUTHWESTERN ENERGY SWN	5,697	8,628
290 shares of St. Jude Med Inc. STJ	11,523	10,666
123 shares of STEC, INC. STEC	1,664	2,010
184 shares of STERICYCLE INC SRCL	10,776	10,151
410 shares of Stryker Corporation SYK	13,352	20,652
93 shares of SYBASE INC SY	2,551	4,036
127 shares of T. ROWE PRICE ASSOCIATES TROW	6,791	6,763
535 shares of Target Corporation TGT	19,216	25,878
735 shares of TD Ameritrade Holding Corp AMTD	14,644	14,244
450 shares of TJX COMPANIES INC TJX	13,475	16,448
3111 shares of TORTOISE ENERGY CAP CORP TYY	29,045	71,180
420 shares of UNITED TECHNOLOGIES CORP UTX	32,115	29,152
665 shares of UnitedHealth Group Inc. UNH	13,550	20,269
54 shares of URS CORP NEW URS	2,180	2,404
270 shares of V F Corp VFC	14,566	19,775
340 shares of Ventas Inc VTR	9,087	14,872
555 shares of VERIZON COMMUNICATIONS VZ	16,616	18,387
174 shares of WADDELLREED FIN INC WDR	5,136	5,314
885 shares of Walgreen Co WAG	20,461	32,497
345 shares of WEATHERFORD INTL NEW WFT	5,872	6,179
170 shares of WEIGHT WATCHERS INTL WTW	7,642	4,957
1144 shares of WELLS FARGO CO. WFC	29,827	30,877
1960 shares of Western Union Co WU	26,518	36,946
875 shares of WILLIAMS COS WMB	14,461	18,445
485 shares of XTO ENERGY INC XTO	17,055	22,567

TY 2009 Investments - Other Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Software ID: 09000123

Software Version: 2009.0.12

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LAZARD LTD LAZ		3,769	5,202
LIGHTHOUSE GLOBAL LONG/SHORT FUND LIMITED		500,000	482,424

TY 2009 Other Expenses Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Software ID: 09000123

Software Version: 2009.0.12

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	15,402			15,402
K1 passthrough LAZARD LTD	1	1		

TY 2009 Other Income Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Software ID: 09000123

Software Version: 2009.0.12

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
LAZARD LTD K-1 Pass-Through Share of Partnership Income/Loss	41	41	

TY 2009 Other Professional Fees Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Software ID: 09000123

Software Version: 2009.0.12

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	13,920	13,920		

TY 2009 Taxes Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Software ID: 09000123

Software Version: 2009.0.12

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated tax for 2009	800	0	0	0