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

OMB No. 1545-0052

2011

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

THE LAURA E. DUPONT FOUNDATION  
P.O. BOX 8099  
GREENVILLE, SC 29604-8099A Employer identification number  
58-6340729B Telephone number (see the instructions)  
864-232-7848C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 1,132,905.  
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 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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 830,717.

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/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

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 sch) SEE ST 1

c Other prof fees (attach sch) SEE ST 2

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

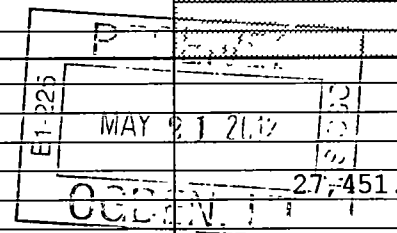
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

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
<b>A S S E T S</b>	1 Cash — non-interest-bearing .....			
	2 Savings and temporary cash investments .....	61,366.	118,556.	118,556.
	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 sch.) .....			
	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) <b>STATEMENT 5</b> .....	1,023,387.	941,406.	1,014,349.
	c Investments — corporate bonds (attach schedule) .....			
	11 Investments — land, buildings, and equipment: basis .....			
Less: accumulated depreciation (attach schedule) .....				
12 Investments — mortgage loans .....				
13 Investments — other (attach schedule) .....				
14 Land, buildings, and equipment: basis .....				
Less: accumulated depreciation (attach schedule) .....				
15 Other assets (describe .....				
16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I) .....	1,084,753.	1,059,962.	1,132,905.	
<b>L I A B I L I T I E S</b>	17 Accounts payable and accrued expenses .....			
	18 Grants payable .....			
	19 Deferred revenue .....			
	20 Loans from officers, directors, trustees, & other disqualified persons .....			
	21 Mortgages and other notes payable (attach schedule) .....			
	22 Other liabilities (describe .....			
	23 <b>Total liabilities</b> (add lines 17 through 22) .....	0.	0.	
<b>N E T A S S E T B A L A N C E S O R F U N D S</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>			
	24 Unrestricted .....			
	25 Temporarily restricted .....			
	26 Permanently restricted .....			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds .....	1,084,753.	1,059,962.	
	28 Paid-in or capital surplus, or land, building, and equipment fund .....			
	29 Retained earnings, accumulated income, endowment, or other funds .....			
	30 <b>Total net assets or fund balances</b> (see instructions) .....	1,084,753.	1,059,962.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) .....	1,084,753.	1,059,962.	

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

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) .....	1	1,084,753.
2 Enter amount from Part I, line 27a .....	2	-24,791.
3 Other increases not included in line 2 (itemize) .....	3	
4 Add lines 1, 2, and 3 .....	4	1,059,962.
5 Decreases not included in line 2 (itemize) .....	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 .....	6	1,059,962.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1a PUBLICLY TRADED SECURITIES</b>		P	VARIOUS	VARIOUS
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 830,717.		801,520.	29,197.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			29,197.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	29,197.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0-            in Part I, line 8         </div>		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 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 (column (b) divided by column (c))
2010		1,100,585.	
2009	49,438.	1,099,486.	0.044965
2008	99,185.	1,159,858.	0.085515
2007	74,942.	1,554,516.	0.048209
2006	10,000.	1,475,551.	0.006777

2 Total of line 1, column (d).	2	0.185466
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	0.037093
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,198,675.
5 Multiply line 4 by line 3	5	44,462.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	377.
7 Add lines 5 and 6	7	44,839.
8 Enter qualifying distributions from Part XII, line 4	8	62,451.

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.

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	377.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	377.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	377.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	2,385.	
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	2,385.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,008.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 2,008. Refunded	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) SC		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>N/A</u>	13	X	
14	The books are in care of <u>SHEILA C. MCKINNEY, CPA</u> Telephone no. <u>864-232-7848</u> Located at <u>P.O. BOX 25926 GREENVILLE SC</u> ZIP + 4 <u>29616-0926</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>N/A</u>	15		N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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	N/A
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>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</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 2011 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 2011)	3b	N/A
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 2011?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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

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

6b X

If 'Yes' to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURA E. DUPONT P.O. BOX 8099 GREENVILLE, SC 29604-8099	CO-TRUSTEE 2.00	0.	0.	0.
JAMES S. JOHNSTON, JR. P.O. BOX 714 GEORGETOWN, SC 29442	CO-TRUSTEE 0	0.	0.	0.
CHARLES P. JOHNSTON 5201 RIO VISTA KNOXVILLE, TN 37919	CO-TRUSTEE 0	0.	0.	0.
ELLIS M. JOHNSTON, II P.O. BOX 2048 GREENVILLE, SC 29602	CO-TRUSTEE 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				

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	1,066,033.
<b>b</b> Average of monthly cash balances	<b>1b</b>	150,896.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	1,216,929.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	1,216,929.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	18,254.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,198,675.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	59,934.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	59,934.
<b>2a</b> Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	377.
<b>b</b> Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	377.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	59,557.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	59,557.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	59,557.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	62,451.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	62,451.
<b>5</b> 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)	<b>5</b>	377.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	62,074.

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

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Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				59,557.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			374.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 62,451.				
a Applied to 2010, but not more than line 2a			374.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				59,557.
e Remaining amount distributed out of corpus	2,520.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,520.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,520.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	2,520.			

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N/A

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

**(4) Gross investment income**

[illegible]

### 1 Information Regarding Foundation Managers:

LAURA E. DUPONT

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 of the person to whom applications should be addressed:

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

**c Any submission deadlines:**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year NEMOURS WILDLIFE FOUNDATION 161 NEMOURS PLANTATION ROAD YEMASSEE, SC 29945		PUBLIC	GENERAL OPERATING BUDGET	35,000.
<b>Total</b>			<b>3a</b>	35,000.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</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) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments . . . . .			14	14.	
4	Dividends and interest from securities . . . . .			14	26,541.	
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	29,197.	
9	Net income or (loss) from special events . . . . .					
10	Gross profit or (loss) from sales of inventory. . . . .					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				55,752.	
13	Total. Add line 12, columns (b), (d), and (e)				13	55,752.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]



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**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SC MCKINNEY CPA-ACCTG & 990-PF (3.5 YRS)	\$ 27,451.			\$ 27,451.
TOTAL	\$ 27,451.	\$ 0.		\$ 27,451.

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16C**  
**OTHER PROFESSIONAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS-INVESTMENT MGMT FEES	\$ 16,288.	\$ 16,288.		
TOTAL	\$ 16,288.	\$ 16,288.		\$ 0.

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	\$ 1,591.	\$ 1,591.		
TOTAL	\$ 1,591.	\$ 1,591.		\$ 0.

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN SECS TRANSACTION FEES	\$ 213.	\$ 213.		
TOTAL	\$ 213.	\$ 213.		\$ 0.

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STATEMENT 5  
FORM 990-PF, PART II, LINE 10B  
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS DELAWARE A/C-SEE ATTACHMENT	COST	\$ 247,501.	\$ 233,979.
UBS GREENWOOD CAPITAL A/C-SEE ATTACHMENT	COST	342,947.	377,947.
UBS NEUBERGER BERMAN A/C-SEE ATTACHMENT	COST	350,958.	402,423.
	TOTAL	<u>\$ 941,406.</u>	<u>\$ 1,014,349.</u>



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ATTACHMENT TO STATEMENT 5  
 FORM 990-PF, PART II, LINE 10B  
 INVESTMENTS - CORPORATE STOCKS

# Shares	Description	Beg Book Value 01/01/11	End Book Value 12/31/11	FMV 12/31/11
	UBS Delaware A/C			
97	Arcor Ltd New ADR Au ADR	2,543 40	1,827 48	2,861 50
175	Astellas Pharma Inc ADR	6,153 68	6,153 68	7,064 75
242	Banco Santander SA Spon ADR	4,083 50	2,601 82	1,819 84
53	BG Group PLC Spon ADR	2,133 96	1,713 64	5,671 00
173	BP PLC Spon ADR	9,334 63	9,839 14	7,394 02
188	Canon Inc ADR Japan Spon ADR	7,326.20	6,558 69	8,279 52
973	Carrefour SA Spon ADR	4,095 14	6,860 20	4,359 04
575	Deutsche Telekom, AG de Spon ADR	9,804 58	9,804 58	6,583 75
152	Eni SpA IT Spon ADR	5,115 81	6,462 99	6,273 04
0	Fosters Group Ltd New Spon ADR	2,845 85	0 00	0 00
393	France Telecom SA Spon ADR	6,223 59	8,108 27	6,154 38
74	GDF Suez Spon ADR	0 00	2,907 21	2,010 58
188	Glaxo Smithkline PLC ADR	12,187 97	8,915 47	8,578 44
0	Hong Kong Elec Hldgs Ltd (Hong Kong) Spon ADR	2,914 75	0 00	0 00
196	Iberdrola SA Spon ADR	8,481 20	6,577.37	4,723 60
492	Ing Groep N V NL Spon ADR	8,385 74	8,385.74	3,527 64
330	KAO Corp Repstg 10 shs Com Spon ADR	8,763 17	8,763 17	8,976 00
469	Koninklijke Ahold NV New 2007 Spon ADR	2,769 51	6,015 13	6,308 05
44	National Grid PLC New Spon ADR	2,944 89	1,984 00	2,133 12
0	Nippon Teleg & Tel Corp Spon ADR	3,081 31	0 00	0 00
181	Novartis AG Spon ADR	11,140 27	10,090 20	10,347 77
88	QBE Group Ltd Spon ADR	0 00	1,185 97	1,166 00
199	Reed Elsevier NV New Repstg 2 Ord Shs Spon ADR	6,581 71	6,581 71	4,618 79
118	Royal Dutch Shell PLC CL A Spon ADR	7,160 92	6,491 38	8,624 62
186	RWE AG Spon ADR	4,977.50	7,939 10	6,496 98
226	Sanofi SA Spon ADR	7,380.22	7,684 13	8,258 04
133	Seven & I Hldgs Co Ltd ADR	6,661.36	6,163.92	7,348 25
200	Singapore Telecom Ltd New 2006 Spon ADR	5,862 36	4,398 21	4,778 00
375	Societe Generale France Spon ADR	8,778 97	6,982 00	1,635 00
534	Taiwan Semiconductor Mfg Co Ltd ADR	5,176 77	5,176 77	6,893 94
369	Takeda Pharmaceutical Co Ltd Spon ADR	7,371 27	9,362 16	8,136 45
0	Telecom Corp New Zealand Ltd Spon ADR New	4,511 99	0 00	0 00
420	Telefonica S A Spon ADR	6,713 62	6,713.62	7,219 80
322	Telstra Corp Ltd (Final) ADR	6,891 20	4,456 83	5,490 10
421	Tesco PLC Spons ADR United Kingdom	2,753 43	8,337.36	7,931 64
124	Teva Pharmaceuticals Ind Ltd Israel ADR	0 00	5,711 43	5,004 64
271	Tokio Marine Hldgs Inc Spon ADR	8,166 99	8,436 35	5,962 00
170	Total S A France Spon ADR	9,133 59	9,133 59	8,688.70
70	Toyota Motor Corp New Japan Spon ADR	5,332 01	5,332 01	4,629 10
276	Unilever PLC Amer Shs New Spon ADR	8,514 87	6,417 76	9,251 52
152	Untd Overseas Bk Ltd Spon ADR Singapore	2,763 60	2,880 36	3,581 12

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ATTACHMENT TO STATEMENT 5  
 FORM 990-PF, PART II, LINE 10B  
 INVESTMENTS - CORPORATE STOCKS

# Shares	Description	Beg Book Value 01/01/11	End Book Value 12/31/11	FMV 12/31/11
292	Vinci SA ADR	3,738 89	3,738 89	3,171 12
243	Vodafone Group PLC New Spon ADR	5,305 85	5,305 85	6,811 29
230	Zunch Financial Svcs Spon ADR	4,137 61	5,502 35	5,216 40
10,414	Total UBS Delaware A/C	248,243.88	247,500.53	233,979.54
	UBS Greenwood Capital Associates A/C			
100	Abbott Labs	5,695 75	5,041 60	5,623 00
0	Activision Blizzard Inc	4,271 75	0 00	0 00
75	Accenture PLC Ireland CL A	0 00	3,874 19	3,992 25
75	Amer Express Co	0 00	3,590 12	3,537 75
36	Apple Inc	8,012.15	12,016 65	14,580 00
0	Avon Products Inc	7,146 86	0 00	0 00
125	Baker Hughes Inc	0 00	6,472 31	6,080 00
250	BB&T Corp	0 00	5,996 17	6,292 50
100	Bed Bath & Beyond Inc	0 00	5,638 50	5,797 00
25	Biogen Idec Inc	0 00	2,440 45	2,751 25
30	Blackrock Inc	0 00	5,604 63	5,347 20
75	Boeing Company	0 00	4,728.32	5,501 25
75	Broadcom Corp CL A	0 00	2,362 65	2,202 00
225	CBS Corp New CL B	0 00	5,530 52	6,106 50
150	Celgene Corp	0 00	8,145 62	10,140 00
0	Cisco Systems Inc	11,200.50	0 00	0 00
0	Citigroup Inc	4,146 63	0 00	0 00
75	Coach Inc	0 00	3,984 85	4,578 00
175	Coca Cola Co Com	3,995 03	10,748 03	12,244 75
75	ConocoPhillips	10,209 17	4,302 45	5,465 25
0	Corning Inc	3,774 42	0 00	0 00
175	CSX Corporation	0 00	3,709 44	3,685 50
0	CVS Caremark Corp	5,853 84	0 00	0 00
50	Devon Energy Corp New	0 00	3,709 13	3,100 00
275	Dow Chemical	6,858 94	8,115 36	7,909 00
75	duPont De Nemours	0 00	4,139 04	3,433 50
75	Ebay Inc	0 00	2,330 12	2,274 75
500	EMC Corp Mass	3,018 31	10,102.91	10,770.00
161	Emerson Electric Co	6,875 05	6,241 65	7,500 99
150	Exxon Mobil Corp	13,309 00	9,623 50	12,714 00
175	Ford Motor Co Com New	0 00	2,247.00	1,883 00
350	Genl Electric Co	11,705 73	5,596 44	6,268 50
225	Gilead Sciences Inc	10,603 53	9,924 15	9,209 25
24	Google Inc CL A	9,220 33	11,474.09	15,501 60
0	Haliburton Co (Hldg Co)	3,094 60	0 00	0 00

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**ATTACHMENT TO STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

# Shares	Description	Beg Book Value 01/01/11	End Book Value 12/31/11	FMV 12/31/11
100	Heinz H J Co	0 00	5,237 86	5,404 00
0	Hewlett Packard Co	6,817 64	0 00	0 00
200	Home Depot Inc	0 00	7,402 36	8,408 00
150	Honeywell Intl Inc	12,098 80	6,698 30	8,152 50
0	Illinois Tool Works Inc	7,082 87	0 00	0 00
175	Intel Corp	9,180 03	2,747 69	4,243 75
60	Intl Business Mach	11,634 87	6,769 80	11,032 80
250	Johnson Controls Inc	9,306 05	7,575 30	7,815 00
50	Johnson & Johnson Com	4,323 39	3,127 33	3,279 00
300	Kraft Foods Inc CL A	0 00	10,347 43	11,208 00
0	Lowes Companies Inc	8,746 62	0 00	0.00
75	McDonalds Corp	4,402 23	4,402 23	7,524 75
0	Medtronic Inc	5,005 85	0 00	0 00
450	Microsoft Corp	10,721 92	12,025 92	11,682 00
75	Mosaic Co	0 00	4,797 71	3,782 25
0	Morgan Stanley	8,570 88	0 00	0 00
75	Nestle S A Sponsored ADR Repstg Reg Shs Switz	0 00	4,218 50	4,328 25
100	Novartis AG Spon ADR	0 00	6,044 63	5,717 00
0	Nucor Corp	3,750 00	0 00	0 00
225	Oracle Corp	5,901 64	4,228 14	5,771 25
125	Pepsico Inc	6,346 50	7,939 00	8,293 75
0	Praxair Inc	3,505 00	0 00	0 00
125	Procter & Gamble Co	4,392 05	7,737 00	8,338 75
175	Prudential Financial Inc	10,107 16	9,510 55	8,771 00
200	Qualcomm Inc	9,215 34	8,458 09	10,940 00
125	Schlumberger Ltd Netherlands Antilles	6,820 85	6,624 58	8,538 75
0	Schwab Charles Corp New	3,670 00	0 00	0 00
0	Southern Copper Corp	3,163 50	0.00	0 00
50	Sowstn Energy Co	8,535.27	1,736 00	1,597 00
0	Staples Inc	7,320 64	0 00	0 00
0	State Street Corp	6,547 43	0 00	0 00
0	Target Corp	6,634.78	0 00	0 00
175	Teva Pharmaceuticals Ind Ltd Israel ADR	4,180 00	8,390 29	7,063.00
75	Texas Instruments	2,826 85	2,133 00	2,183 25
125	Transocean Ltd Chf	0.00	5,824 98	4,798 75
125	United Parcel Service Inc CL B	11,379.19	7,613 25	9,148 75
0	Untd Technologies Corp	5,234 65	0 00	0 00
50	Visa Inc CL A	4,582 17	3,202 58	5,076 50
75	VMWare Inc CL A	0 00	6,662 24	6,239 25
200	Vodafone Group PLC New Spon ADR	0 00	5,546 43	5,606 00
0	Wal Mart Stores Inc	3,783 01	0 00	0 00
0	Walt Disney Co (Hldg Co) Disney Com	5,302 03	0.00	0 00
125	Waste Mgmt Inc New	0 00	4,104.94	4,088 75

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**ATTACHMENT TO STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

# Shares	Description	Beg Book Value 01/01/11	End Book Value 12/31/11	FMV 12/31/11
0	Weatherford Intl Ltd	9,101 57	0.00	0 00
75	Yum! Brands Inc	0 00	4,151 18	4,425 75
8,011	<b>Total UBS Greenwood Capital Associates A/C</b>	<b>359,182.37</b>	<b>342,947.20</b>	<b>377,946.59</b>
	<b>UBS Neuberger Berman A/C</b>			
488	Amer Tower Corp CL A	17,997 22	15,234 94	29,284 88
0	BHP Billiton Ltd Spon ADR	15,206 45	0 00	0 00
74	Blackrock Inc	24,169 64	12,522 62	13,189 76
0	Boeing Company	22,426 36	0 00	0 00
185	Borg Warner Inc	8,781 25	11,276.10	11,791 90
136	C H Robinson Worldwide Inc New	0 00	8,859 87	9,490 08
0	Caterpillar Inc	11,275 40	0.00	0 00
0	Coca-Cola Enterprises Inc New	13,605 08	0 00	0 00
109	Cummins Inc	14,048.71	9,581 84	9,594 18
0	Deere and Co	17,338 85	0 00	0 00
472	Discovery Communications Inc Ser C	7,937 55	16,459 61	17,794 40
597	Ebay Inc	13,713 48	17,621.66	18,107 01
0	Ecolab Inc	9,257 99	0 00	0 00
1,281	El Paso Corp	0 00	27,611 66	34,036 17
0	Goldman Sachs Group Inc	15,368 53	0 00	0 00
247	Hunt J B Trans Svcs Inc	13,661 37	9,296 84	11,132 29
63	Intl Business Mach	18,114 06	7,710 72	11,584 44
376	Iron Mtn Inc New	0 00	11,472 12	11,580 80
183	ITC Holdings Corp	7,651 69	7,651 69	13,886 04
0	Lubrizol Corp New	15,086 86	0 00	0 00
212	Monsanto Co New	18,727 70	14,013 76	14,854 84
445	MSCI Inc CL A	0 00	15,940 76	14,653 85
251	NextEra Energy Inc Com	12,976 60	12,976 60	15,280 88
652	Nielsen Holdings B V Eur	0 00	18,274 74	19,357.88
0	Norfolk Sthn Corp	10,526 45	0 00	0 00
0	Occidental Petroleum Crp	13,094 79	0.00	0 00
212	Pall Corp	8,480 22	7,968 37	12,115.80
454	Potash Corp Sask Inc Canada CAD	0 00	20,581 55	18,741 12
192	Praxair Inc	13,830 68	16,924 90	20,524 80
0	Procter & Gamble Co	18,370 44	0 00	0 00
566	Rovi Corp Com	12,874 39	14,610.72	13,912 28
122	Schlumberger Ltd Netherlands Antilles	7,038 55	9,424 00	8,333 82
204	Solera Holdings Inc	0.00	10,701 22	9,086 16
0	Suncor Energy Inc New	11,660.74	0 00	0 00
559	Teekay Corp	12,882 36	12,882.36	14,942 07
179	United Parcel Service Inc CL B	16,825.02	12,370 34	13,101 01

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**ATTACHMENT TO STATEMENT 5  
FORM 990-PF, PART II, LINE 10B  
INVESTMENTS - CORPORATE STOCKS**

# Shares	Description	Beg Book Value 01/01/11	End Book Value 12/31/11	FMV 12/31/11
372	Vensk Analytics Inc CL A	13,032.42	10,509.75	14,928.36
208	VISA Inc CL A	0.00	18,479.75	21,118.24
8,839	Total UBS Neuberger Berman A/C	415,960.85	350,958.49	402,423.06
27,264	TOTAL CORPORATE STOCK	1,023,387.10	941,406.22	1,014,349.19