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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Loweth-Alvord Foundation		A Employer identification number 27-6603609
Number and street (or P O box number if mail is not delivered to street address) 1127 Floral Parkway	Room/suite 200	B Telephone number (see instructions) (910) 791-3343
City or town, state, and ZIP code Wilmington NC 28403-6240		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,037,676	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	7	7	7	
4 Dividends and interest from securities	26,018	26,018	26,018	
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	210,678			
b Gross sales price for all assets on line 6a 276,144				
7 Capital gain net income (from Part IV, line 2)		210,678		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-13,026	-13,026	-13,026	
12 Total. Add lines 1 through 11	223,677	223,677	12,999	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	3,000	3,000	3,000	3,000
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,038	2,038	2,038	2,038
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,771	1,771	1,771	1,771
24 Total operating and administrative expenses. Add lines 13 through 23	6,809	6,809	6,809	6,809
25 Contributions, gifts, grants paid	36,000			36,000
26 Total expenses and disbursements. Add lines 24 and 25	42,809	6,809	6,809	42,809
27 Subtract line 26 from line 12				
Excess of revenue over expenses and disbursements	180,868			
b Net investment income (if negative, enter -0-)		216,868		
c Adjusted net income (if negative, enter -0-)			6,190	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	970	1,270	1,270
	2 Savings and temporary cash investments	73,858	26,892	26,892
	3 Accounts receivable ▶			
	Less, allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less, allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less, allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	32,025	44,105	129,356
	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)	602,670	837,877	880,158	
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)	709,523	910,144	1,037,676	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	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	672,886	672,886	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	20,129	200,997	
	30 Total net assets or fund balances (see instructions)	693,015	873,883	
31 Total liabilities and net assets/fund balances (see instructions)	693,015	873,883		

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	693,015
2 Enter amount from Part I, line 27a	2	180,868
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	873,883
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	873,883

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 3584 383 PIMCO (PAAIX)	D	5/6/2010	6/7/2012
b 1 378,676 Vanguard (VFSUX)	P	5/13/2010	11/16/2012
c 4741 Southern Union Co. cm	D	5/6/2012	3/15/2012
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 42,296		42,762	-466
b 14,986		14,796	190
c 215,481		7,908	207,573
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			-466
b			190
c			207,573
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	210,678
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	207,573

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	63,921	994,324	0.064286
2010	26,732	635,788	0.042045
2009			0.000000
2008			0.000000
2007			0.000000

2 Total of line 1, column (d)	2	0.106331
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	0.053166
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	0

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter <u>2/26/2011</u> (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	4,337	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	4,337	
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	4,337	
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	700		
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	700		
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	12		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,649		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) FL		
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		
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ☐ none	13	X	
14	The books are in care of ☐ William A. Loweth Telephone no ☐ (860) 536-9240 Located at ☐ 262 Crosswinds Drive Noank CT ZIP+4 ☐ 06340-4878			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ☐ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	No
				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? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐	1c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ☐ 20 ☐ 20 ☐ 20 ☐ 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ☐	2b	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 ☐ 20 ☐ 20 ☐ 20 ☐ 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) ☐	3b	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 2012? ☐	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** N/A

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

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

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

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
Robert P. Loweth 1127 Floral Parkway, Suite 400 Wilmington, NC	Trustee 3 00			
William A. Loweth 262 Crosswinds Drive Noank, CT 06340	Trustee 1 50			

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

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

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

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

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

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

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

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

Expenses

1 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	
3 All other program-related investments. See instructions	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	931,589
b	Average of monthly cash balances	1b	75,749
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,007,338
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,007,338
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15,110
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	992,228
6	Minimum investment return. Enter 5% of line 5	6	49,611

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	49,611
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,337
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,337
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,274
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	45,274
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	45,274

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	42,809
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	42,809
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,809

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				45,274
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010	6,397			
e From 2011	15,920			
f Total of lines 3a through e	22,317			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 42,809				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				42,809
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	2,465			2,465
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,852			
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	19,852			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	3,932			
d Excess from 2011	15,920			
e Excess from 2012				

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	<i>Paid during the year</i>				
	Brigade Boys and Girls 2759 Vance Street Wilmington, NC 28412		Public Charity		500
	BSA Cape Fear Council 110 Longstreet Drive Wilmington, NC 28412		Public Charity		1,000
	Cazenova College 22 Sullivan St Cazenovia, NY 13055		Public Charity		500
	Child & Family Agency of SE CT 255 Hempsted St New London, CT 06320		Public Charity		500
	Childrens Museum of Wilmington 116 Orange Street Wilmington, NC 28401		Public Charity		1,500
	First Fruit Ministries 2750 Vance Street Wilmington, NC 28412		Public Charity		500
	Denison Pequotsepos Nature Center PO Box 122 Mystic, CT 06355		Public Charity		250
	Doctors Without Borders 333 7th Avenue, 2nd Floor New York, NY 10001		Public Charity		500
	First Presbyterian Church 125 South 3rd Street Wilmington, NC 28401		Public Charity		5,000
	Gemma E Moran United Way/Labor Food Center 374 Broad Street New London, CT 06320		Public Charity		250
	Good Shepard 811 Martin Street Wilmington, NC 28401		Public Charity		500
Total See Attached Statement				► 3a	36,000
b	<i>Approved for future payment</i>				
Total				► 3b	0

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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					
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 . .					
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)		0		0	0
13 Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form **990-PF** (2012)

Continuation of Part XV, Line 2 (990-PF) - Information Regarding Contribution, Grant, etc.**Recipient(s)****Name**

William A. Loweth

Street

262 Crosswinds Drive

City

Noank

State

CT

Zip Code

06830

Foreign Country**Telephone**

(860) 536-9240

Form in which applications should be submitted and information and materials they should include
any form will do**Any submission deadlines**

none

Any restrictions or limitations on awards

none

Name**Street****City****State****Zip Code****Foreign Country****Telephone**

Form in which applications should be submitted and information and materials they should include

Any submission deadlines**Any restrictions or limitations on awards****Name****Street****City****State****Zip Code****Foreign Country****Telephone**

Form in which applications should be submitted and information and materials they should include

Any submission deadlines**Any restrictions or limitations on awards****Name****Street****City****State****Zip Code****Foreign Country****Telephone**

Form in which applications should be submitted and information and materials they should include

Any submission deadlines**Any restrictions or limitations on awards****Name****Street****City****State****Zip Code****Foreign Country****Telephone**

Form in which applications should be submitted and information and materials they should include

Any submission deadlines**Any restrictions or limitations on awards**

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Groton Scholarship Fund

Street

101 Groton Long Point Road

City

Groton

State

CT

Zip Code

06340

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

500

Name

Groton Utilities Energy Assistance Fund

Street

2 Fort Hill Road

City

Groton

State

CT

Zip Code

06340

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

1,000

Name

Habitat of Humanity of SE CT

Street

377 Broad St

City

New London

State

CT

Zip Code

06320

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

250

Name

Hartwick College

Street

PO Box 4020

City

Oneonta

State

NY

Zip Code

13820

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

1,000

Name

Haverford College

Street

370 Lancaster Avenue

City

Haverford

State

PA

Zip Code

19041

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

500

Name

Hospice Of SE CT

Street

227 Dunham St

City

Norwich

State

CT

Zip Code

06360

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

J D R F

Street

1015 Ashes Dr # 101

City

Wilmington

State

NC

Zip Code

28405

Foreign Country

Relationship

Foundation Status

Public Charity

Purpose of grant/contribution

Amount

1,000

Name

Joslin Diabetes Center

Street

One Joslin Place

City

Boston

State

MA

Zip Code

02215

Foreign Country

Relationship

Foundation Status

Public Charity

Purpose of grant/contribution

Amount

500

Name

Lawrence and Memorial Hospital

Street

120 Broad Street

City

New London

State

CT

Zip Code

06320

Foreign Country

Relationship

Foundation Status

Public Charity

Purpose of grant/contribution

Amount

500

Name

Maine Maritime Academy

Street

City

Castene

State

ME

Zip Code

04420

Foreign Country

Relationship

Foundation Status

Public Charity

Purpose of grant/contribution

Amount

1,000

Name

Mount Holyoke College,

Street

50 College Street

City

South Hadley

State

MA

Zip Code

01075

Foreign Country

Relationship

Foundation Status

Public Charity

Purpose of grant/contribution

Amount

1,000

Name

MS Society

Street

1100 New York Ave., N W.

City

Washington

State

DC

Zip Code

20005

Foreign Country

Relationship

Foundation Status

Public Charity

Purpose of grant/contribution

Amount

250

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Mystic Area Shelter & Hospitality, Inc

Street

119 High Street

City

Mystic

State

CT

Zip Code

06355

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

1,000

Name

NC Community Foundation

Street

4601 Six Forks Rd , Suite 524

City

Raleigh

State

NC

Zip Code

27609

Foreign Country

Bulgaria

Relationship**Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

1,000

Name

No Boundaries

Street

711 North 5th Avenue

City

Wilmington

State

NC

Zip Code

28401

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

500

Name

New London Lodge Lighthouse Foundation

Street

P O Box 855

City

New London

State

CT

Zip Code

06320

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

1,000

Name

Noank Group Home Support

Street

306 Thames St

City

Groton

State

CT

Zip Code

06340

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

500

Name

North Carolina Symphony

Street

Suite 130, 3700 Glenwood Ave

City

Raleigh

State

NC

Zip Code

27612

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

5,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Northfield Mount Hermon School

Street

One Lamplighter Way

City

Mount Hermon

State

MA

Zip Code

01354

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

1,000

Name

Our Shoreline Community Association (OSCA)

Street

PO Box 287

City

West Mystic

State

CT

Zip Code

06388

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

500

Name

Phoenix Area Food Bank

Street

43 Bridge Street

City

Phoenix

State

NY

Zip Code

13135

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

250

Name

Planned Parenthood Of SE CN

Street

45 Franklin St

City

New London

State

CT

Zip Code

06320

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

250

Name

River Legacy Foundation

Street

703 NW Green Oaks Blvd

City

Arlington

State

TX

Zip Code

76006

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

250

Name

St Mark's Church

Street

Pearl Street

City

Mystic

State

CT

Zip Code

06355

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

2,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

St Mark's Toddler Play Ground

Street

Pearl Street

City

Mystic

State

CT

Zip Code

06356

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

250

Name

Wilmington Symohony Orchestra

Street

4608 Cedar Avenue, Suite 105

City

Wilmington

State

NC

Zip Code

28403

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

500

Name

Women & Girls Fund of SE Connecticut

Street

147 State Street

City

New London

State

CT

Zip Code

06320

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

500

Name

Work Vessels for Veterans

Street

145 Pearl Street

City

Noank

State

CT

Zip Code

06340

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

250

Name

Groton Open Space Association

Street

PO Box 9187

City

Groton

State

CT

Zip Code

06340-9187

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

1,000

Name

The Hundred Club

Street

119 Oakwood Drive

City

Glastonbury

State

CT

Zip Code

06033

Foreign Country**Relationship****Foundation Status**

Public Charity

Purpose of grant/contribution**Amount**

250

Totals [

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Part I, Line 11 (990-PF) - Other Income

		-13,026	-13,026	-13,026
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Losses from partnerships	-13,026	-13,026	-13,026

Part I, Line 16a (990-PF) - Legal Fees

		3,000	3,000	3,000	3,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Edward M. Luria, Esq.	3,000	3,000	3,000	3,000

Part I, Line 18 (990-PF) - Taxes

		2,038	2,038	2,038	2,038
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Sec 4940 tax - 2011	1,084	1,084	1,084	1,084
2	Sec 4940 tax - 2012 Estimate	700	700	700	700
3	Foreign Taxes Paid	254	254	254	254

Part I, Line 23 (990-PF) - Other Expenses

		1,771	1,771	1,771	1,771
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Travel to meeting	1,761	1,761	1,761	1,761
2	Miscellaneous - checkbook - courier	10	10	10	10

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	American Europacific Growth Fund Cl F2	FMV	40,809	40,809	49,504
2	BlackRock Energy & Resources Portfolio	FMV	25,004	25,004	17,415
3	Columbia Acorn International	FMV	10,000	10,000	10,274
4	Doubleline Total Return Bond Fund	FMV	33,014	33,014	33,383
5	Fidelity Advisor FI Rate High Inc Cl I	FMV	51,249	51,249	53,819
6	Harbor Capital Appreciation Fd	FMV	45,014	45,014	52,122
7	Harbor International Institutional Fd	FMV	20,356	20,356	24,352
8	Harding Loevner Emerging Mkts Port	FMV	20,098	20,098	23,449
9	Kinder Morgan Energy Partners L P	FMV	20,095	18,519	25,932
10	MainStay High Yield Corporate Bd Fd I	FMV	20,751	20,751	21,346
11	Oppenheimer Developing Mkts Fd Cl Y	FMV	25,004	25,004	24,296
12	Oppenheimer Intl Bond Fd Cl Y	FMV	20,871	20,871	21,930
13	Pimco All Asset Inst Class	FMV	42,762	0	0
14	Pimco Income Fund Class I	FMV	35,014	35,014	37,749
15	Pioneer Strategic Income Fd Cl Y	FMV	41,661	41,661	44,236
16	Principal Pfd Securities Fd Cl Institutional	FMV	25,014	25,014	25,561
17	Vanguard Intermediate Tax Exempt Admiral	FMV	54,313	54,313	56,624
18	Vanguard Short Term Tax Exempt Admiral	FMV	48,266	33,471	33,776
19	W P Carey & Co LLC	FMV	23,375	22,505	25,000
20	MarkWest Energy Partners LP	FMV	0	23,567	25,505
21	PIMCO Total Return Fund	FMV	0	40,014	39,232
22	PIMCO All Asset All Authority Fund Institutional	FMV	0	42,296	45,320
23	Energy Transfer Equity LP	FMV	0	189,333	189,333

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		32,025		44,105		280,799		129,356
Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1	CREE Inc	1,400	6,423	6,423	30,856	47,572		
2	Diamond Offshore Drilling, Inc	900	17,694	17,694	49,374	61,164		
3	Southern Union Co new	6,063	7,908	0	200,569	0		
4	Intel Corp	1,000	0	19,988	0	20,620		

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Robert P. Loweth		1127 Floral Parkway, Suite 400	Wilmington	NC	28403		Trustee	3.00			
2	William A. Loweth		262 Crosswinds Drive	Noank	CT	06340		Trustee	1.50			