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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 <b>THE LUCYLE LOVE FOUNDATION</b>		A Employer identification number <b>57-0902382</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O D R MCALISTER, 24 RAINFLOWER DRIVE</b>	Room/suite	B Telephone number <b>(864) 242-6360</b>
City or town, state, and ZIP code <b>GREENVILLE, SC 29615</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,952,432.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2.	2.		STATEMENT 1
4 Dividends and interest from securities		57,969.	57,812.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		50,023.			
b Gross sales price for all assets on line 6a <b>480,270.</b>					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		107,994.	107,837.	0.	
13 Compensation of officers, directors, trustees, etc.		30,665.	15,332.	0.	15,333.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		7,850.	3,925.	0.	3,925.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		806.	151.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		13,173.	13,173.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		52,494.	32,581.	0.	19,258.
25 Contributions, gifts, grants paid		195,823.			195,823.
26 Total expenses and disbursements. Add lines 24 and 25		248,317.	32,581.	0.	215,081.
27 Subtract line 26 from line 12		<140,323.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			75,256.		
c Adjusted net income (if negative, enter -0-)				0.	

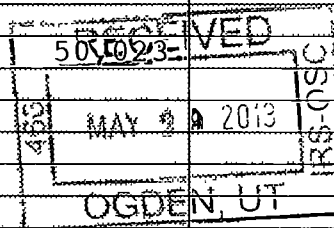
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LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2012)

G14-7

SCANNED MAY 30 2013



**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	62,755.	41,026.	41,026.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 6	937,487.	874,006.	1,131,793.
	c Investments - corporate bonds STMT 7	772,853.	687,009.	720,289.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	25,180.	55,911.	59,324.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	1,798,275.	1,657,952.	1,952,432.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,798,275.	1,657,952.	
30 <b>Total net assets or fund balances</b>	1,798,275.	1,657,952.		
31 <b>Total liabilities and net assets/fund balances</b>	1,798,275.	1,657,952.		

**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	1,798,275.
2 Enter amount from Part I, line 27a	2	<140,323.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,657,952.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,657,952.

**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)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENT				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 480,270.		430,247.	50,023.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			50,023.

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	50,023.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }		<b>3</b>	N/A

**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	178,571.	2,107,811.	.084719
2010	129,997.	2,069,510.	.062815
2009	90,920.	1,862,155.	.048825
2008	117,906.	2,475,628.	.047627
2007	185,486.	2,983,616.	.062168

<b>2</b> Total of line 1, column (d)	<b>2</b>	.306154
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.061231
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	1,976,721.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	121,037.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	753.
<b>7</b> Add lines 5 and 6	<b>7</b>	121,790.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	215,081.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate  
See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	753.
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	753.
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	753.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,280.	
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	1,280.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	527.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax. <input checked="" type="checkbox"/> 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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
1c 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 <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 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 ► N/A	13	X	
14	The books are in care of ► D R MCALISTER Telephone no ► 864-242-6360 Located at ► 410 E. WASHINGTON ST, GREENVILLE, SC ZIP+4 ► 29601			
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	N/A	
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? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?

☐ 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**

X

**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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

**6b**

X

**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?

N/A

**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.

(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
SUSAN H. HART 100 SEMINOLE DR. GREENVILLE, SC 29605	TRUSTEE 2.00	10,000.	0.	0.
DAVID VICKERY 308 BELMONT AVE. GREENVILLE, SC 29601	TRUSTEE 2.00	10,000.	0.	0.
DON MCALISTER 24 RAIN FLOWER DRIVE GREENVILLE, SC 29615	TRUSTEE 2.00	10,655.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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 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	1,935,885.
b	Average of monthly cash balances	1b	70,938.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,006,823.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,006,823.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,102.
5	<b>Net value of noncharitable-use assets</b> . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,976,721.
6	<b>Minimum investment return</b> . Enter 5% of line 5	6	98,836.

**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	98,836.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	753.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	753.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,083.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	98,083.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	98,083.

**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	215,081.
b	Program-related investments - total from Part IX-B	1b	0.
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	<b>Qualifying distributions</b> . Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	215,081.
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	5	753.
6	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4	6	214,328.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				98,083.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011	67,764.			
<b>f</b> Total of lines 3a through e	67,764.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 215,081.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				98,083.
<b>e</b> Remaining amount distributed out of corpus	116,998.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below	184,762.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	184,762.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011	67,764.			
<b>e</b> Excess from 2012	116,998.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

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

NONE

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

NONE

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

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

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

SEE ATTACHED STATEMENT 13

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

SEE ATTACHED STATEMENT 13

**c** Any submission deadlines

SEE ATTACHED STATEMENT 13

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

SEE ATTACHED STATEMENT 13

**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 Paid during the year</b>				
SEE ATTACHED STATEMENT 11				195,823.
<b>Total</b>			<b>▶ 3a</b>	195,823.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.



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

- |   |       |            |           |
|---|-------|------------|-----------|
| <b>1</b> 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?  |       | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |            |           |
| (1) Cash  | 1a(1) |            | X         |
| (2) Other assets  | 1a(2) |            | X         |
| <b>b</b> Other transactions:  |       |            |           |
| (1) Sales of assets to a noncharitable exempt organization  | 1b(1) |            | X         |
| (2) Purchases of assets from a noncharitable exempt organization  | 1b(2) |            | X         |
| (3) Rental of facilities, equipment, or other assets  | 1b(3) |            | X         |
| (4) Reimbursement arrangements  | 1b(4) |            | X         |
| (5) Loans or loan guarantees  | 1b(5) |            | X         |
| (6) Performance of services or membership or fundraising solicitations  | 1b(6) |            | X         |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    |            | X         |
| <b>d</b> 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
N/A		

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Donald R. McAlister, Trustee Date: 5-14-13 Title: Trustee

**May the IRS discuss this return with the preparer.**

☒ Yes    ☐ No**Paid  
Preparer  
Use Only**

Print/Type preparer's name

DERON B. STANCIL

Preparer's signature

Deron G. Hill

Date \_\_\_\_\_

5-10-13

Check ☐ self-employed

PTIN

P00221718

Firm's name ▶ ELLIOTT DAVIS LLC/PLLC

Firm's EIN ▶ 57-0381582

Firm's address ► PO BOX 6286

GREENVILLE, SC 29606-6286

Phone no. 864-242-3370

Form **990-PF** (2012)

ATTACHMENT TO 2012 990PF  
LUCYLE S. LOVE FOUNDATION  
EIN: 57-0902382  
STATEMENT 12

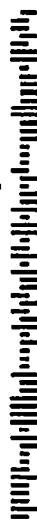


## Investment Report

December 1, 2012 - December 31, 2012

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ELLIOTT DAVIS  
ATTN: VICKIE BALLENTINE  
PO BOX 6286  
GREENVILLE SC 29606-6286

Online  
FAST(sm)-Automated Telephone  
Customer Service  
Fidelity.com  
800-544-5555  
800-544-6666

Holdings (Symbol) as of December 31, 2012		Quantity	Price per Unit	Total Cost Basis	Total Value	Total Value	Unrealized Gain (Loss)
		December 31, 2012	December 31, 2012		December 1, 2012	December 31, 2012	December 31, 2012
<b>Stocks 59% of holdings</b>							
ACCENTURE PLC CLS A USD0.0000225 (ACN )		450.000	\$66.500	\$15,882.83	\$30,564.00	\$29,925.00	\$ 14,042.17
ABBOTT LABORATORIES (ABT )		450.000	65.500	21,145.40	29,250.00	29,475.00	8,329.60

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ATTACHMENT TO 2012 990PF  
LUCYLE S. LOVE FOUNDATION  
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## Investment Report

December 1, 2012 - December 31, 2012

### Brokerage 636-610682 LUCYLE S LOVE FOUNDATION U/A 10/10/89 DONALD R MCALISTER, DAVID J VICKERY AND SUSAN H HART TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
AIR PRODUCTS & CHEM (APD)	150,000	84.020	13,620.56	12,441.00	12,603.00	- 1,017.56
APPLE INC (AAPL)	100,000	532.173	14,202.00	58,528.00	53,217.30	39,015.30
CPFL ENERGIA SA SPON ADR EA REP 2 ORD						
NPV (CPL)	750,000	20.950	18,747.25	16,380.00	15,720.00	- 3,027.25
CATERPILLAR INC (CAT)	250,000	89.609	22,864.85	21,310.00	22,402.25	- 462.60
CLEAN HBRS INC (CLH)	350,000	55.010	9,819.96	20,048.00	19,253.50	9,433.54
COCA COLA CO (KO)	700,000	36.250	18,497.03	26,544.00	25,375.00	6,877.97
DEERE & COMPANY (DE)	300,000	86.420	11,923.37	25,215.00	25,926.00	14,002.63
DIAGEO ADR EACH REPR 4 ORD GBX28.935185 (DEO)	250,000	116.580	13,779.22	29,892.50	29,145.00	15,365.78
DISNEY WALT CO (DIS)	500,000	49.790	10,816.00	24,830.00	24,895.00	14,079.00
DUKE ENERGY CORP COM USD0 001	266 000	63.800	13,329.01	16,976.12	16,970.80	3,641.79
ISIN #US26441C2044 SEDOL #B7JZSK0 (DUK)						
EM C CORP MASS (EMC)	800,000	25.300	20,462.91	19,856.00	20,240.00	- 222.91
EXPRESS SCRIPTS HLDG CO COM (ESRX)	500,000	54 000	31,494.58	26,925.00	27,000.00	- 4,494.58
EXXON MOBIL CORP (XOM)	300,000	86.550	19,798.38	26,442.00	25,965.00	6,166.62
FMC CORP NEW (FMC)	350,000	58.520	12,912.92	19,411.00	20,482.00	7,569.08
FREEPORT MCMORAN COPPER & GOLD INC (FCX)	500,000	34.200	16,823.02	19,505.00	17,100.00	276.98
GENERAL ELECTRIC CO (GE)	1,200,000	20.990	14,000.12	25,356.00	25,188.00	11,187.88
GOOGLE INC CL A (GOOG)	30,000	707.380	20,868.15	20,951.10	21,221.40	353.25
HALLIBURTON CO HOLDING CO FRMLY HALLIBURTON CO (HAL)	500,000	34.690	12,392.47	16,675.00	17,345.00	4,952.53
ISHARES CORE S&P MID-CAP ETF (IJH)	225,000	101.700	13,896.72	22,527.00	22,882.50	8,985.78
ISHARES CORE S&P SMALL-CAP ETF (IJR)	200,000	78.100	9,552.74	15,260.00	15,620.00	6,067.26
JPMORGAN CHASE & CO (JPM)	725,000	43.969	29,944.49	29,783.00	31,877.52	1,933.03
JOHNSON & JOHNSON (JNJ)	400,000	70.100	22,115.00	27,892.00	28,040.00	5,925.00
MCDONALDS CORP (MCD)	200,000	88.210	18,653.79	17,408.00	17,642.00	- 1,011.79
MICROSOFT CORP (MSFT)	900,000	26.710	20,292.02	23,953.50	24,039.00	3,746.98
NATIONAL OILWELL VARCO INC (NOV)	200,000	68.350	13,213.41	13,660.00	13,670.00	456.59
NIKE INC CLASS B (NKE)	400,000	51.600	17,947.35	19,496.00	20,640.00	2,692.65
NORDSTROM INC (JWN)	500,000	53.500	25,675.75	27,045.00	26,750.00	1,074.25

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ATTACHMENT TO 2012 990PF  
LUCYLE S. LOVE FOUNDATION  
EIN: 57-0902382  
STATEMENT 12

## Investment Report

December 1, 2012 - December 31, 2012

### Brokerage 636-610682

LUCYLE S LOVE FOUNDATION U/A 10/10/89 DONALD R MCALISTER, DAVID J VICKERY AND SUSAN H  
HART TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
ORACLE CORPORATION (ORCL)	1,000.000	33.320	21,898.16	32,175.00	33,320.00	11,421.84
PNC FINL SVCS GROUP (PNC)	250.000	58.310	14,812.35	14,035.00	14,577.50	- 234.85
PEPSICO INC (PEP)	250.000	68.430	15,878.37	17,552.50	17,107.50	1,229.13
POTASH CORP OF SASKATCHEWAN COM NPV ISIN #CA73755L1076 SEDOL #2696980 (POT)	250.000	40.690	10,607.33	9,630.00	10,172.50	- 434.83
PROCTER & GAMBLE CO (PG)	350.000	67.890	20,268.50	24,440.50	23,761.50	3,493.00
QUALCOMM INC (QCOM)	350.000	61.860	21,745.65	22,267.00	21,651.00	- 94.65
SPDR GOLD TR GOLD SHS (GLD)	550.000	162.020	86,648.90	91,327.50	89,111.00	unknown
SCHLUMBERGER LIMITED COM STK USD 0 01 (SLB)	300.000	69.299	15,874.26	21,486.00	20,789.70	4,915.44
SEMPRA ENERGY (SRE)	400.000	70.940	21,710.36	27,368.00	28,376.00	6,665.64
SPECTRA ENERGY CORP COM (SE)	760.000	27.380	15,554.75	21,242.00	20,808.80	5,254.05
STRYKER CORP (SYK)	500.000	54.820	21,996.66	27,080.00	27,410.00	5,413.34
UNION PACIFIC CORP (UNP)	250.000	125.720	25,190.28	30,695.00	31,430.00	6,239.72
UNITED TECHNOLOGIES CORP (UTX)	200.000	82.010	10,018.48	16,022.00	16,402.00	6,383.52
VERIZON COMMUNICATIONS (VZ)	700.000	43.270	25,955.83	30,884.00	30,289.00	4,333.17
VISA INC COM CL A (V)	125.000	151.580	9,266.51	18,713.75	18,947.50	9,680.99
WALMART STORES INC (WMT)	300.000	68.230	18,418.47	21,606.00	20,469.00	2,050.53
YUM! BRANDS INC (YUM)	400.000	66.400	13,489.89	26,832.00	26,560.00	13,070.11
Subtotal of Stocks			874,006.05		1,131,793.27	255,325.12

### Bonds 37% of holdings

BANK ONE CORP SB NT 5 250% 01/30/2013 FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY AI: \$880.83 EAI: \$1,050.00 CUSIP: 06423AAS2	40,000.000	100.340	40,018.79B	40,185.20	40,136.08	117.29
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LUCYLE S. LOVE FOUNDATION  
EIN: 57-0902382  
STATEMENT 12

## Investment Report

December 1, 2012 - December 31, 2012

**Brokerage 636-610682**

LUCYLE S LOVE FOUNDATION U/A 10/10/89 DONALD R MCALISTER, DAVID J VICKERY AND SUSAN H HART TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
DELL INC SR NT 4.70000% 04/15/2013 FIXED COUPON MOODYS A2 S&P A- SEMIANNUALLY MAKE WHOLE CALL AI: \$595.33 EAI: \$1,410.00 CUSIP: 24702RAD3	60,000,000	101.172	60,129,908	60,683.40	60,703.26	573.36
CREDIT SUISSE AG NEW YORK BRANCH MTN 5.00000% 05/15/2013 FIXED COUPON MOODYS A1 S&P A+ SEMIANNUALLY AI: -- EAI: -- CUSIP: 2254C0TC1	50,000,000	101.646	50,166.00	50,720.00	50,823.15	657.15
VERIZON NEW ENG INC NT 4.750% 10/01/2013 FIXED COUPON S&P A- SEMIANNUALLY MAKE WHOLE CALL AI: \$356.25 EAI: \$1,425.00 CUSIP: 92344RAB8	30,000,000	103.102	30,172,008	31,024.20	30,930.60	758.60
GENWORTH FINL INC NT 5.75000% 06/15/2014 FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL AI: \$51.11 EAI: \$1,150.00 CUSIP: 37247DAE6	20,000,000	105.110	20,375,958	20,731.00	21,022.00	646.05
GOLDMAN SACHS GROUP INC NOTES 5.000% 10/01/2014 FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY AI: \$625.00 EAI: \$2,500.00 CUSIP: 38143UAW1	50,000,000	106.519	50,044,928	53,282.50	53,259.50	3,214.58

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# Investment Report

December 1, 2012 - December 31, 2012

## Brokerage 636-610682

LUCYLE S LOVE FOUNDATION U/A 10/10/89 DONALD R MCALISTER, DAVID J VICKERY AND SUSAN H HART TRUSTEES

Holdings (Symbol) as of December 31, 2012	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
WELLS FARGO CO MTN BE 3.75000% 10/01/2014 FIXED COUPON MOODY'S A2 S&P A+ SEMIANNUALLY AI: \$468.75 EAI: \$1,875.00 CUSIP: 949748ET3	50,000.000	105.438	50,200.42B	52,868.50	52,719.00	2,518.58
NASDAQ OMX GROUP MAKE WHOLE 04.00000% 01/15/2015 FIXED COUPON MOODY'S Baa3 S&P BBB SEMIANNUALLY MAKE WHOLE CALL AI: \$553.33 EAI: \$1,200.00 CUSIP: 631103AC2	30,000.000	104.678	30,106.81B	31,455.00	31,403.40	1,296.59
JPMORGAN CHASE & CO GLBL SR NT 4.75000% 03/01/2015 FIXED COUPON MOODY'S A2 S&P A SEMIANNUALLY AI: \$791.67 EAI: \$2,375.00 CUSIP: 46625HCE8	50,000.000	107.882	50,521.43B	53,929.50	53,941.00	3,419.57
UNITED TECHNOLOGIES CORP NOTES 4.875% 05/01/2015 FIXED COUPON MOODY'S A2 S&P A SEMIANNUALLY MAKE WHOLE CALL AI: \$406.25 EAI: \$2,437.50 CUSIP: 913017BH1	50,000.000	109.815	51,113.12B	54,480.00	54,907.60	3,794.48
GENWORTH FINL INC SR NT 4.95000% 10/01/2015 FIXED COUPON MOODY'S Baa3 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL AI: \$309.38 EAI: \$1,237.50 CUSIP: 37247DAF3	25,000.000	105.773	25,926.83B	26,009.00	26,443.25	516.42



ATTACHMENT TO 2012 990PF  
LUCYLE S. LOVE FOUNDATION  
EIN: 57-0902382  
STATEMENT 12

## Investment Report

December 1, 2012 - December 31, 2012

### Brokerage 636-610682

LUCYLE S LOVE FOUNDATION U/A 10/10/89 DONALD R MCALISTER, DAVID J VICKERY AND SUSAN H HART TRUSTEES

#### Holdings (Symbol) as of December 31, 2012

	Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
DIAGEO FINANCE BV NOTE 5.30000% 10/28/2015 FIXED COUPON MOODY'S A3 S&P A- SEMIANNUALLY AI: -- EAI: -- CUSIP: 25244SAC5	60,000.000	112.248	62,152.80	67,584.00	67,348.80	5,196.00
CITIGROUP INC SR NTS 5.300% 01/07/2016 FIXED COUPON MOODY'S Baa2 S&P A- SEMIANNUALLY AI: \$1,537.00 EAI: \$3,180.00 CUSIP: 172967DE8	60,000.000	110.629	63,094.898	65,910.00	66,377.46	3,282.57
LOEWS CORP SR NT 5.250% 03/15/2016 FIXED COUPON MOODY'S A2 S&P A- SEMIANNUALLY MAKE WHOLE CALL AI: \$772.92 EAI: \$2,625.00 CUSIP: 540424AN8	50,000.000	111.452	50,262.488	56,054.50	55,726.00	5,463.52
MORGAN STANLEY SR NT-F 4.75000% 03/22/2017 FIXED COUPON MOODY'S Baa1 S&P A- SEMIANNUALLY AI: \$653.12 EAI: \$2,375.00 CUSIP: 61747YDT9	50,000.000	109.096	52,722.268	54,187.50	54,548.00	1,825.74
<b>Subtotal of Bonds</b>			<b>687,008.60</b>		<b>720,289.10</b>	<b>33,280.50</b>

#### Mutual Funds 2% of holdings

FIDELITY NEW MARKETS INCOME (FNMIX)  
30-day Yield: 3.78%

1,752.688

17.800

30,855.54

30,827.81

31,197.85

342.31

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ATTACHMENT TO 2012 990PF  
LUCYLE S. LOVE FOUNDATION  
EIN: 57-0902382  
STATEMENT 12

## Investment Report

December 1, 2012 - December 31, 2012

**Brokerage** 636-610682

LUCYLE S LOVE FOUNDATION U/A 10/10/89 DONALD R MCALISTER, DAVID J VICKERY AND SUSAN H  
HART TRUSTEES

**Holdings** (Symbol) as of December 31, 2012

**Subtotal of Mutual Funds**

Quantity December 31, 2012	Price per Unit December 31, 2012	Total Cost Basis	Total Value December 1, 2012	Total Value December 31, 2012	Unrealized Gain (Loss) December 31, 2012
-------------------------------	-------------------------------------	------------------	---------------------------------	----------------------------------	---

30,855.54

31,197.85

342.31

**Other 1% of holdings**

HOSPITALITY PROPERTIES TRUST (HPT)

REALTY INCOME CORP (MARYLAND) (O)

**Subtotal of Other**

600,000

350,000

25,054.74

13,620.00

14,238.00

28,125.50

- 504.51

3,575.27

3,070.76

**Core Account 1% of holdings**

FIDELITY MUNICIPAL MONEY MARKET (FTEXX)

7-day Yield: 0.01%

**Subtotal of Core Account**

18,672.950

1.000

not applicable

19,483.77

18,672.95

not applicable

1,635,597.88

18,672.95

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
WELLS FARGO BANK	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS ACCRUED INTEREST PAID	<1,138.>	0.	<1,138.>
FIDELITY INVESTMENTS- BOND AMORTIZATION	<4,067.>	0.	<4,067.>
FIDELITY INVESTMENTS- DIVIDENDS	26,482.	0.	26,482.
FIDELITY INVESTMENTS- INTEREST	36,692.	0.	36,692.
TOTAL TO FM 990-PF, PART I, LN 4	57,969.	0.	57,969.

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,850.	3,925.	0.	3,925.
TO FORM 990-PF, PG 1, LN 16B	7,850.	3,925.	0.	3,925.

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FORM 990-PF TAXES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	151.	151.	0.	0.
EXCISE TAXES	655.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	806.	151.	0.	0.

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FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	13,114.	13,114.	0.	0.	
BANK CHARGES	59.	59.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	13,173.	13,173.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
CORP STOCK - SEE ATTACHED STATEMENT 12	874,006.		1,131,793.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	874,006.		1,131,793.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
BOND FUNDS - SEE ATTACHED STATEMENT 12	687,009.		720,289.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	687,009.		720,289.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OTHER INVESTMENTS - SEE ATTACHED STATEMENT 12	FMV	25,055.	28,126.	
MUTUAL FUNDS- SEE ATTACHED STATEMENT 12	FMV	30,856.	31,198.	
TOTAL TO FORM 990-PF, PART II, LINE 13		55,911.	59,324.	

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FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	9
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EXPLANATION

NOT REQUIRED



## to

3. Social Security Number: \_\_\_\_\_
4. Marital Status of Applicant:  
Single \_\_\_\_ Married \_\_\_\_ Separated \_\_\_\_ Divorced \_\_\_\_
5. Number of Childred (if married). \_\_\_\_\_
6. Parent(s) or Guardian with whom you live:  
\_\_\_\_\_

## II. FINANCIAL NEED

1. Why do you need financial assistance in order to further your education?
2. Total number of family members living at home: \_\_\_\_\_
3. Number of dependent children in your parents' family including yourself: \_\_\_\_\_  
Ages: \_\_\_\_\_  
Number attending High School: \_\_\_\_\_  
Number attending college: \_\_\_\_\_
4. How much assistance do you expect to receive from other scholarship and financial aid?
5. What are your anticipated annual college costs (include tuition, room, board, book and supplies, travel if commuter)?
6. Occupation of parents or guardian:  
\_\_\_\_\_

### III. EDUCATIONAL BACKGROUND

1. Name of high schools and colleges or other schools attended:

<u>School</u>	<u>Address &amp; Telephone No.:</u>	<u>Years Attended</u>	<u>Degree or Diploma</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

2. Present class status \_\_\_\_\_

3. Anticipated date of graduation \_\_\_\_\_

4. Anticipated major \_\_\_\_\_

5. School preference: (a) \_\_\_\_\_  
Institution

Major Study Area \_\_\_\_\_

Alternate: (b) \_\_\_\_\_  
Institution

Major Study Area \_\_\_\_\_

Do you plan to be a boarding student? Yes \_\_\_\_\_ No \_\_\_\_\_

6. Offices held in school or college, including student student government:

\_\_\_\_\_  
\_\_\_\_\_

7. Principal school activities: (e.g. honor societies, clubs, band, sports, etc.):

\_\_\_\_\_  
\_\_\_\_\_

8. What special interest and/or hobbies do you have outside of school?

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9. List your special talents (singing, playing musical instrument, etc.):

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#### IV. WORK EXPERIENCE

List chronologically your part-time and summer employment:

Job:

No. Hrs. /Wk.:

<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>

#### V. DESIRE FOR EDUCATION

Describe your career goals and how your major will contribute to your career decisions:

VIII. Please attach your most recent academic transcript to this application.

\_\_\_\_\_  
(Signature)

Date: \_\_\_\_\_

PERSONAL REFERENCES (names, addresses & occupations)  
Do Not Include Relatives:

Name:	Address	Occupation
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_____	_____	_____
_____	_____	_____
_____	_____	_____

Note: Please send this Application to The Lucyle S. Love Foundation, c/o  
Ben R. Lever, Jr., Susan H. Hart & Donald R. McAlister, P. O. Box 10045,  
F.S., Greenville, S.C. 29603

**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	FIDELITY ACCT NO. 0682- SEE ATTACHED STMT 10	P			
b	FIDELITY ACCT NO. 0682- SEE ATTACHED STMT 10	P			
c	FIDELITY ACCT NO. 0682- SEE ATTACHED STMT 10	P			
d	FIDELITY ACCT NO. 0682- SEE ATTACHED STMT 10	P			
e	FIDELITY ACCT NO. 0682- CAPITAL GAIN DISTRIBUTION	P			
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					

(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 57,636.		58,212.	<576.>
b 46.			46.
c 21,370.		30,975.	<9,605.>
d 401,038.		341,060.	59,978.
e 180.			180.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<576.>
b			46.
c			<9,605.>
d			59,978.
e			180.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	50,023.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A