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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

THE LAURA E. DUPONT FOUNDATION
P.O. BOX 8099
GREENVILLE, SC 29604-8099A Employer identification number
58-6340729B Telephone number (see the instructions)
864-232-7848C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 1,202,112.J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)				
2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	8.	8.	N/A	
4 Dividends and interest from securities	27,633.	27,633.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	34,298.			
b Gross sales price for all assets on line 6a	703,144.			
7 Capital gain net income (from Part IV, line 2)		34,298.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	61,939.	61,939.		
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	SEE ST 1	23,898.		23,898.
c Other prof fees (attach sch)	SEE ST 2	17,754.	17,754.	
17 Interest				
18 Taxes (attach schedule)(see instrs)	SEE STM. 3	1,640.	1,640.	
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	296.	296.		
25 Contributions, gifts, grants paid PART XV	43,588.	19,690.		23,898.
26 Total expenses and disbursements. Add lines 24 and 25	38,500.			38,500.
27 Subtract line 26 from line 12:	82,088.	19,690.		62,398.
a Excess of revenue over expenses and disbursements	-20,149.			
b Net Investment Income (if negative, enter -0-)		42,249.		
c Adjusted net income (if negative, enter -0-)				

p w

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	118,556.	150,670.	150,670.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 5	941,406.	889,034.	1,051,333.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe SEE STATEMENT 6)		109.	109.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,059,962.	1,039,813.	1,202,112.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
FUNDS	20 Loans from officers, directors, trustees, & 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.	
FUND ASSETS	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. X			
	27 Capital stock, trust principal, or current funds	1,059,962.	1,039,813.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
BALANCE SHEET	30 Total net assets or fund balances (see instructions)	1,059,962.	1,039,813.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,059,962.	1,039,813.	

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	1,059,962.
2	Enter amount from Part I, line 27a	2	-20,149.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,039,813.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,039,813.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b CAPITAL GAIN DIVIDENDS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 703,131.		668,846.	34,285.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			34,285.
b			13.
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	34,298.
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	62,074.	1,198,675.	0.051786
2010		1,100,585.	
2009	49,438.	1,099,486.	0.044965
2008	99,185.	1,159,858.	0.085515
2007	74,942.	1,554,516.	0.048209

2 Total of line 1, column (d)	2	0.230475
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	0.046095
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,155,438.
5 Multiply line 4 by line 3	5	53,260.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	422.
7 Add lines 5 and 6	7	53,682.
8 Enter qualifying distributions from Part XII, line 4	8	62,398.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	422.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	422.
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	422.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,008.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,008.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,586.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 1,586. Refunded	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 the instructions for definition)? <i>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</i>		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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) SC		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SHEILA C. MCKINNEY, CPA</u> Telephone no <u>864-232-7848</u> Located at <u>P.O. BOX 25926 GREENVILLE SC</u> ZIP + 4 <u>29616-0926</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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 <u></u>	16		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
1 a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b		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?	1 c		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? If 'Yes,' list the years <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>			
3 a 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.)	3 b		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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 ☐

5 b 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

N/A

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

6 a 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.

6 b X

7 a 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

N/A

7 b

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

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

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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Form 990-PF (2012)

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	1 a	1,085,089.
b Average of monthly cash balances	1 b	87,944.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	1,173,033.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,173,033.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	17,595.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,155,438.
6 Minimum investment return. Enter 5% of line 5	6	57,772.

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	57,772.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	422.
b Income tax for 2012. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	422.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	57,350.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	57,350.
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	57,350.

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	1 a	62,398.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	62,398.
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	422.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,976.

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				57,350.
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 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	2,520.			
f Total of lines 3a through e	2,520.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 62,398.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				57,350.
e Remaining amount distributed out of corpus	5,048.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,568.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,568.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	2,520.			
e Excess from 2012	5,048.			

BAA

Form 990-PF (2012)

N/A

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

(4) Gross investment income

NONE

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> NEMOURS WILDLIFE FOUNDATION 161 NEMOURS PLANTATION ROAD YEMASSEE, SC 29945		PUBLIC	GENERAL OPERATING BUDGET	38,500.
Total			3 a	38,500.
<i>b Approved for future payment</i>				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	8.	
4	Dividends and interest from securities			14	27,633.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	34,298.	
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)				61,939.	
13	Total. Add line 12, columns (b), (d), and (e)				13	61,939.

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

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

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2012

FEDERAL STATEMENTS

PAGE 1

THE LAURA E. DUPONT FOUNDATION

58-6340729

5/15/13

03:12AM

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SC MCKINNEY CPA-ACCTG & 990-PF(2 YRS)	\$ 23,898.			\$ 23,898.
TOTAL	\$ 23,898.	\$ 0.		\$ 23,898.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS-INVESTMENT MGMT FEES	\$ 17,754.	\$ 17,754.		
TOTAL	\$ 17,754.	\$ 17,754.		\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	\$ 1,640.	\$ 1,640.		
TOTAL	\$ 1,640.	\$ 1,640.		\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN SECS TRANSACTION FEES	\$ 296.	\$ 296.		
TOTAL	\$ 296.	\$ 296.		\$ 0.

THE LAURA E. DUPONT FOUNDATION

58-6340729

5/15/13

03:12AM

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

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
UBS DELAWARE A/C-SEE ATTACHMENT	COST	\$ 171,343.	\$ 196,122.
UBS GREENWOOD CAPITAL A/C-SEE ATTACHMENT	COST	360,105.	417,982.
UBS NEUBERGER BERMAN A/C-SEE ATTACHMENT	COST	357,586.	437,229.
	TOTAL	<u>\$ 889,034.</u>	<u>\$ 1,051,333.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DIVIDENDS RECEIVABLE.	\$ 109.	\$ 109.
TOTAL	<u>\$ 109.</u>	<u>\$ 109.</u>

2012

FEDERAL ATTACHMENT

PAGE 1

THE LAURA E. DUPONT FOUNDATION

58-6340729

05/14/13

6 31 PM

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

# Shares	Description	Beg Book Value 01/01/12	End Book Value 12/31/12	FMV 12/31/12
	UBS Delaware A/C			
281	ABB Ltd Spon ADR	0 00	5,123 27	5,841 99
97	Arcor Ltd New ADR Au ADR	1,827 48	1,827 48	3,278 60
134	Astellas Pharma Inc ADR	6,153 68	4,621 39	6,009 90
138	Banco Santander SA Spon ADR	2,601 82	881 11	1,127 46
265	BG Group PLC Spon ADR	1,713 64	1,713 64	4,428 15
0	BP PLC Spon ADR	9,839 14	0 00	0 00
236	Canon Inc ADR Japan	6,558 69	8,051 54	9,253 56
790	Carrefour SA Spon ADR	6,860 20	3,576 38	4,068 50
0	Deutsche Telekom, AG de Spon ADR	9,804 58	0 00	0 00
116	Eni SpA IT Spon ADR	6,462 99	5,048 16	5,700 24
0	France Telecom SA Spon ADR	8,108 27	0 00	0 00
0	GDF Suez Spon ADR	2,907 21	0 00	0 00
175	Glaxo Smithkline PLC ADR	8,915 47	8,362 97	7,607 25
144	Iberdrola SA Spon ADR	6,577 37	2,615 38	3,070 08
0	Ing Groep N V NL Spon ADR	8,385 74	0 00	0 00
277	KAO Corp Repstg 10 shs Com Spon ADR	8,763 17	7,460 98	7,193 69
469	Koninklijke Ahold NV New 2007 Spon ADR	6,015 13	6,015 13	6,378 40
91	National Grid PLC New Spon ADR	1,984 00	4,622 78	5,227 04
181	Novartis AG Spon ADR	10,090 20	10,090 20	11,457 30
0	QBE Group Ltd Spon ADR	1,185 97	0 00	0 00
199	Reed Elsevier NV New Repstg 2 Ord Shs Spon ADR	6,581 71	6,581 71	5,886 42
75	Royal Dutch Shell PLC CL A Spon ADR	6,491 38	4,313 00	5,171 25
186	RWE AG Spon ADR	7,939 10	7,939 10	7,745 04
226	Sanofi Spon ADR	7,684 13	7,684.13	10,707 88
120	Seven & I Hldgs Co Ltd ADR	6,163 92	5,587 18	6,762 00
200	Singapore Telecom Ltd New 2006 Spon ADR	4,398 21	4,398 21	5,448 00
0	Societe Generale France Spon ADR	6,982 00	0 00	0 00
363	Taiwan Semiconductor Mfg Co Ltd ADR	5,176 77	3,531 87	6,229 08
369	Takeda Pharmaceutical Co Ltd Spon ADR	9,362 16	9,362 16	8,191 80
93	Telefonica S A Spon ADR	6,713 62	1,142 48	1,254 57
0	Telstra Corp Ltd (Final) ADR	4,456 83	0 00	0 00
102	Tesco PLC Spons ADR United Kingdom	8,337 36	1,538 05	1,691 16
96	Teva Pharmaceuticals Ind Ltd Israel ADR	5,711 43	4,301 67	3,584 64
44	Tokio Marine Hldgs Inc Spon ADR	8,436 35	1,297 32	1,224 96
304	Toyko Electron Ltd ADR	0 00	3,730 91	3,462 56
170	Total S A France Spon ADR	9,133 59	9,133 59	8,841 70
70	Toyota Motor Corp New Japan Spon ADR	5,332 01	5,332 01	6,527 50
240	Unilever PLC Amer Shs New Spon ADR	6,417 76	5,588 95	9,292 80
152	Untd Overseas Bk Ltd Spon ADR Singapore	2,880 36	2,880 36	4,993 20
515	Vinci SA ADR	3,738 89	6,181 44	6,180 00
243	Vodafone Group PLC New Spon ADR	5,305 85	5,305 85	6,121 17
230	Zurich Insurance Group Ltd Spon ADR	5,502 35	5,502 35	6,164 00
7,391	Total UBS Delaware A/C	247,500.53	171,342.75	196,121.89

THE LAURA E. DUPONT FOUNDATION

58-6340729

05/14/13

6 33 PM

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

# Shares	Description	Beg Book Value 01/01/12	End Book Value 12/31/12	FMV 12/31/12
	UBS Greenwood Capital Associates A/C			
0	Abbott Labs	5,041 60	0 00	0 00
75	Accenture PLC Ireland CL A	3,874 19	3,874 19	4,987 50
75	Amer Express Co	3,590 12	3,797 42	4,311 00
75	American Tower Corp (DE)	0 00	4,654 80	5,795 25
31	Apple Inc	12,016 65	11,610 05	16,497 33
0	Baker Hughes Inc	6,472 31	0 00	0 00
200	Bank of Amer Corp	0 00	1,976 00	2,322 00
100	Barclays Bank iPath S&P VIX S/T FU ETN	0 00	3,586 68	3,181 00
0	BB&T Corp	5,996 17	0 00	0 00
0	Bed Bath & Beyond Inc	5,638 50	0 00	0 00
50	Biogen Idec Inc	2,440 45	5,473 18	7,318 50
30	Blackrock Inc	5,604 63	5,604 63	6,201 30
175	Boeing Company	4,728 32	12,371 45	13,188 00
275	Broadcom Corp CL A	2,362 65	8,932 98	9,132 75
300	CBS Corp New CL B	5,530 52	7,889 77	11,415 00
125	Celgene Corp	8,145 62	7,089 47	9,808 75
50	Chevron Corp	0 00	5,315 26	5,407 00
0	Coach Inc	3,984 85	0 00	0 00
250	Coca Cola Co Com	10,748 03	8,084 68	9,062 50
75	Comcast Corp New CL A	0 00	2,602 27	2,802 00
0	ConocoPhillips	4,302 45	0 00	0 00
0	CSX Corporation	3,709 44	0 00	0 00
75	Deere and Co	0 00	6,337 08	6,481 50
0	Devon Energy Corp New	3,709 13	0 00	0 00
200	DirecTV	0 00	9,276 99	10,032 00
0	Dow Chemical	8,115 36	0 00	0 00
0	duPont De Nemours	4,139 04	0 00	0 00
225	Ebay Inc	2,330 12	7,856 42	11,474 32
475	EMC Corp Mass	10,102 91	11,283 13	12,017 50
161	Emerson Electric Co	6,241 65	6,241 65	8,526 56
150	Exxon Mobil Corp	9,623 50	9,623 50	12,982 50
0	Ford Motor Co Com New	2,247 00	0 00	0 00
475	Genl Electric Co	5,596 44	8,414 93	9,970 25
150	Gilead Sciences Inc	9,924 15	8,826 15	11,017 50
5	Google Inc CL A	11,474 09	3,341 65	3,536 90
0	Heinz H J Co	5,237 86	0 00	0 00
100	Home Depot Inc	7,402 36	3,675 40	6,185 00
150	Honeywell Intl Inc	6,698 30	6,698 30	9,520 50
225	Intel Corp	2,747 69	5,752 50	4,639 50
60	Intl Business Mach	6,769 80	6,769 80	11,493 00
100	Intl Paper Co	0 00	3,508 33	3,984 00
0	Johnson Controls Inc	7,575 30	0 00	0 00
100	Johnson & Johnson Com	3,127 33	6,386 72	7,010 00

THE LAURA E. DUPONT FOUNDATION

58-6340729

05/14/13

6 34 PM

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

# Shares	Description	Beg Book Value 01/01/12	End Book Value 12/31/12	FMV 12/31/12
100	JPMorgan Chase & Co	0 00	3,588 25	4,396 90
0	Kraft Foods Inc CL A	10,347 43	0 00	0 00
100	Lily Eli & Co	0 00	4,775 92	4,932 00
75	Lowe's Companies Inc	0 00	2,020 87	2,664 00
125	Lyondellbasell Industries N V Shs -A- CL A	0 00	6,480 13	7,136 25
0	McDonalds Corp	4,402 23	0 00	0 00
225	Merck & Co Inc New Com	0 00	9,141 36	9,211 50
300	Microsoft Corp	12,025 92	8,251 00	8,012 70
325	Mondelez Intl Inc	0 00	7,359 50	8,272 22
0	Mosaic Co	4,797 71	0 00	0 00
75	Monsanto Co New	0 00	6,527 11	7,098 75
125	Nestle S A Sponsored ADR Repstg Reg Shs Switz	4,218 50	7,137 00	8,146 25
150	News Corp Inc Dela CL A	0 00	3,704 73	3,826 50
50	Noble Energy	0 00	4,378 22	5,087 00
0	Novartis AG Spon ADR	6,044 63	0 00	0 00
0	Oracle Corp	4,228 14	0 00	0 00
125	Pepsico Inc	7,939 00	7,939 00	8,553 75
150	Pfizer Inc	0 00	3,768 11	3,761 85
75	PNC Financial Services Group	0 00	4,800 49	4,373 25
0	Procter & Gamble Co	7,737 00	0 00	0 00
0	Prudential Financial Inc	9,510 55	0 00	0 00
200	Qualcomm Inc	8,458 09	9,453 02	12,371 80
175	Sanofi Spon ADR	0 00	6,581 82	8,291 50
75	Schlumberger Ltd Netherlands Antilles	6,624 58	4,611 60	5,197 35
50	Southwestern Energy Co	1,736 00	1,742 83	1,670 50
75	Stryker Corp	0 00	4,210 91	4,111 50
75	Target Corp	0 00	4,718 01	4,437 75
0	Teva Pharmaceuticals Ind Ltd Israel ADR	8,390 29	0 00	0 00
0	Texas Instruments	2,133 00	0 00	0 00
75	Time Warner Cable Inc	0 00	5,741 25	7,289 25
0	Transocean Ltd Chf	5,824 98	0 00	0 00
250	Unilever NV N Y Shs New Neatherlands Spon ADR	0 00	8,333 36	9,575 00
75	United Parcel Service Inc CL B	7,613 25	5,161 00	5,529 75
0	Visa Inc CL A	3,202 58	0 00	0 00
25	VF Corp	0 00	3,887 61	3,774 25
0	VMWare Inc CL A	6,662 24	0 00	0 00
0	Vodafone Group PLC New Spon ADR	5,546 43	0 00	0 00
125	Walmart Stores Inc	0 00	8,823 13	8,528 75
175	Walt Disney Co (Holding Co) Disney Com	0 00	8,422 25	8,713 25
0	Waste Mgmt Inc New	4,104 94	0 00	0 00
250	Wells Fargo & Co New	0 00	7,611 69	8,545 00
150	Weyerhaeuser Co	0 00	4,079 24	4,173 00
0	Yum! Brands Inc	4,151 18	0 00	0 00
8,312	Total UBS Greenwood Capital Associates A/C	342,947.20	360,104.79	417,982.48

2012

FEDERAL ATTACHMENT

PAGE 4

THE LAURA E. DUPONT FOUNDATION

58-6340729

05/14/13

6 34 PM

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

# Shares	Description	Beg Book Value 01/01/12	End Book Value 12/31/12	FMV 12/31/12
	UBS Neuberger Berman A/C			
377	ADT Corp Com	0 00	13,866 66	17,526 73
31	Amazon Com Inc	0 00	7,125 19	7,776 97
294	American Intl Group Inc Com New	0 00	9,766 17	10,378 20
294	Amer Tower Corp (DE)	15,234 94	9,741 00	22,717 38
53	Blackrock Inc	12,522 62	8,962 17	10,955 63
298	Boeing Company	0 00	21,829 36	22,457 28
258	Borg Warner Inc	11,276 10	17,803 06	18,477 96
376	Capital One Fincl Corp	0 00	18,892 69	21,781 68
0	C H Robinson Worldwide Inc New	8,859 87	0 00	0 00
0	Cummins Inc	9,581 84	0 00	0 00
1,146	Denbury Resources Inc New	0 00	19,147 51	18,565 20
296	Discovery Communications Inc Ser C	16,459 61	10,173 24	17,316 00
308	Dunkin Brands Group Inc	0 00	9,324 11	10,219 44
316	Ebay Inc	17,621 66	9,514 98	16,115 05
134	Express Scripts Hldg Co	0 00	7,337 61	7,236 00
0	El Paso Corp	27,611 66	0 00	0 00
20	Google Inc CL A	0 00	12,121 80	14,147 60
313	Hunt J B Trans Svcs Inc	9,296 84	12,775 04	18,689 23
0	Intl Business Mach	7,710 72	0 00	0 00
391	Iron Mtn Inc New	11,472 12	11,683 15	12,140 55
157	ITC Holdings Corp	7,651 69	6,617 20	12,074 87
487	Kinder Morgan Inc	0 00	15,646 86	17,205 71
163	Monsanto Co New	14,013 76	12,367 66	15,427 95
0	MSCI Inc CL A	15,940 76	0 00	0 00
0	NextEra Energy Inc Com	12,976 60	0 00	0 00
385	Nielsen Holdings B V Eur	18,274 74	10,937 58	11,777 15
260	Novartis AG Spon ADR	0 00	14,398 38	16,458 00
324	Oge Energy Corp	0 00	17,680 07	18,244 44
0	Pall Corp	7,968 37	0 00	0 00
0	Potash Corp Sask Inc Canada CAD	20,581 55	0 00	0 00
157	Praxair Inc	16,924 90	15,020 54	17,183 65
0	Rovi Corp Com	14,610 72	0 00	0 00
0	Schlumberger Ltd Netherlands Antilles	9,424 00	0 00	0 00
0	Solera Holdings Inc	10,701 22	0 00	0 00
511	Teekay Corp	12,882 36	11,850 63	16,403 10
188	Union Pacific Corp	0 00	21,972 66	23,635 36
231	United Parcel Service Inc CL B	12,370 34	16,552 82	17,031 63
279	Verisk Analytics Inc CL A	10,509 75	7,879 41	14,220 63
73	VISA Inc CL A	18,479 75	6,599 05	11,065 34
8,120	Total UBS Neuberger Berman A/C	350,958.49	357,586.60	437,228.73
23,823	TOTAL CORPORATE STOCK	941,406.22	889,034.14	1,051,333.10