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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation The Caroline M Lowndes Foundation Inc		A Employer identification number 26-0379209	
% c/o Foundation Source		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123	Room/suite		
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ▶ ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 5,191,352		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
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 (attach schedule)	0			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	208	208		
	4 Dividends and interest from securities.	70,035	70,035		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	216,531			
	b Gross sales price for all assets on line 6a 978,075				
	7 Capital gain net income (from Part IV, line 2) . . .		220,527		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	286,774	290,770		
	13 Compensation of officers, directors, trustees, etc	12,000			12,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	16,866	16,866		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,913	1		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	26,297	1		26,296
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	58,076	16,868		38,296
	25 Contributions, gifts, grants paid	180,100			180,100
	26 Total expenses and disbursements. Add lines 24 and 25	238,176	16,868		218,396
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	48,598			
	b Net investment income (if negative, enter -0-)		273,902		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	145,364	204,230	204,230
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,531,132	☒ 2,649,840	4,199,916
	c	Investments—corporate bonds (attach schedule).	287,282	☒ 158,306	163,279
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	500,000	☒ 500,000	623,927
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,463,778	3,512,376	5,191,352	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,463,778	3,512,376	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,463,778	3,512,376	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,463,778	3,512,376		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	3,463,778
2	Enter amount from Part I, line 27a	2	48,598
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,512,376
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,512,376

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 978,075		757,548	220,527
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			220,527
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	220,527
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	211,168	4,196,135	0 050324
2011	198,703	4,091,472	0 048565
2010	169,382	3,833,377	0 044186
2009	111,586	3,155,195	0 035366
2008	58,638	3,144,908	0 018645

2 Total of line 1, column (d).	2	0 197086
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 039417
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,721,283
5 Multiply line 4 by line 3.	5	186,099
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,739
7 Add lines 5 and 6.	7	188,838
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	218,396

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	2,739		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				2	
3 Add lines 1 and 2.				3	2,739
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,739		
6 Credits/Payments		7	2,739		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			2,200	
b Exempt foreign organizations—tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c			539	
d Backup withholding erroneously withheld	6d				
7 Total credits and payments Add lines 6a through 6d.		7			
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ Refunded ☐		11			

Part VII-A Statements Regarding Activities				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ DE _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of co Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP +4 198091377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.			
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 2013?	1b		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))	1c		No
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	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?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Caroline M Lowndes	Pres / Dir / Sec	12,000	0	0
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	5 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
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	3,910,009
b	Average of monthly cash balances.	1b	259,245
c	Fair market value of all other assets (see instructions).	1c	623,927
d	Total (add lines 1a, b, and c).	1d	4,793,181
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,793,181
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	71,898
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,721,283
6	Minimum investment return. Enter 5% of line 5.	6	236,064

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	236,064
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,739
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,739
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	233,325
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	233,325
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	233,325

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	218,396
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	218,396
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	2,739
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	215,657
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				233,325
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			174,753	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 218,396				
a Applied to 2012, but not more than line 2a			174,753	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				43,643
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				189,682
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization 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))

CAROLINE M LOWNDES

b

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

NONE

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	180,100
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN ASSOCIATES OF THE ROYAL ACADEMY TRUST INC 555 MADISON AVE STE 1300 NEW YORK,NY 10022	N/A	PC	BENEFACTOR FUND	10,000
ASSOCIATION OF SMALL FOUNDATIONS 1720 N ST NW WASHINGTON,DC 20036	N/A	PC	General & Unrestricted	1,500
CENTRAL PARK CONSERVANCY INC 14 E 60TH ST FL 8 NEW YORK,NY 10022	N/A	PC	President's Circle	10,000
FRICK COLLECTION 1 E 70TH ST NEW YORK,NY 10021	N/A	PC	the Supporting Fellow Program	5,000
FRIENDS OF BRITISH ART AT YALE POB 208280 NEW HAVEN,CT 06520	N/A	PC	Andrew Wyld Memorial Fund as administereD BY THE PAUL MELLON CENTRE	5,000
FRIENDS OF SULGRAVE MANOR 1200 MUTUAL BLDG RICHMOND,VA 23219	N/A	PC	Sulgrave Society Fund	500
FUND FOR PARK AVENUE NEW YORK INC 445 PARK AVE NEW YORK,NY 10022	N/A	PC	Park Avenue Tree Lighting Fund	1,000
FUND FOR PARK AVENUE NEW YORK INC 445 PARK AVE NEW YORK,NY 10022	N/A	PC	the Planting Project	1,000
INTERNATIONAL FOUNDATION FOR ART RESEARCH INC 500 5TH AVE NEW YORK,NY 10110	N/A	PC	IFAR Evenings Program	35,000
JUNIOR LEAGUE OF THE CITY OF NEW YORK INC 130 E 80TH ST NEW YORK,NY 10075	N/A	PC	Annual Fund	500
JUNIOR LEAGUE OF THE CITY OF NEW YORK INC 130 E 80TH ST NEW YORK,NY 10075	N/A	PC	Annual Employee Holiday Fund	100
MARY BALDWIN COLLEGE 318 PROSPECT ST STAUNTON,VA 24401	N/A	PC	The Baldwin Fund	5,000
METROPOLITAN OPERA ASSOCIATION INC LINCOLN CENTER NEW YORK,NY 10023	N/A	PC	Patron Program	6,000
NAT'L SOCIETY OF COLONIAL DAMES IN THE STATE OF NY 215 E 71ST ST NEW YORK,NY 10021	N/A	PC	Annual Fund	500
NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA PO BOX 22127 CHARLESTON,SC 29413	N/A	PC	The Powder Magazine Partnerships, NSCDA-SC FUND	500
Total  3a				180,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATIONAL SOCIETY OF THE COLONIAL DAMES OF AMERICA 2715 Q ST NW WASHINGTON,DC 20007	N/A	PC	Dumbarton House Fund	500
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK W NEW YORK,NY 10024	N/A	PC	Chairmans Council	10,000
NEW YORK HISTORICAL SOCIETY 170 CENTRAL PARK W NEW YORK,NY 10024	N/A	PC	The Armory Show at 100 Program	10,000
PIERPONT MORGAN LIBRARY 225 MADISON AVE NEW YORK,NY 10016	N/A	PC	Patron Fellow Program	6,000
ROUNDAABOUT THEATRE COMPANY INC 231 W 39TH ST NEW YORK,NY 10018	N/A	PC	Chairman's Circle	2,500
ROUNDAABOUT THEATRE COMPANY INC 231 W 39TH ST NEW YORK,NY 10018	N/A	PC	Chairman's Coucil	2,500
ST JAMES EPISCOPAL CHURCH 865 MADISON AVE NEW YORK,NY 10021	N/A	PC	Clergy Discretionary Fund	1,000
ST JAMES EPISCOPAL CHURCH 865 MADISON AVE NEW YORK,NY 10021	N/A	PC	Commitment Fund	50,000
THE ANIMAL MEDICAL CENTER 510 E 62ND ST 2ND FL NEW YORK,NY 10065	N/A	PC	President's Council	10,000
THE METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK,NY 10028	N/A	PC	Annual Appeal	1,000
VANDERBILT UNIVERSITY VU STA B 357754 NASHVILLE,TN 37235	N/A	PC	the Owen Graduate School of Management	5,000
Total  3a				180,100

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Bonds Schedule****Name:** The Caroline M Lowndes Foundation Inc**EIN:** 26-0379209

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CATERPILLAR INC NT - 5.700% -	37,588	39,021
GE CORP - 5.625% - 05/01/2018	47,542	45,935
ORACLE CORP - 5.250% - 01/15/2	36,768	38,206
WELLS FARGO - 5.625% - 12/11/2	36,408	40,117

TY 2013 Investments Corporate
Stock Schedule

Name: The Caroline M Lowndes Foundation Inc
EIN: 26-0379209

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AETNA INC.	34,704	72,637
ALKERMES	6,252	8,051
ALLIANCE DATA SYSTEM CORP	19,026	88,081
ALTERA CORPORATION	7,084	12,191
AMERICAN TOWER REIT INC	5,585	11,414
AMERIPRISE FINANCIAL INC	10,213	21,975
AMERISOURCEBERGEN CORP	8,755	16,734
AMETEK INC.	7,120	24,018
AMPHENOL CORPORATION	9,571	16,587
ANADARKO PETROLEUM CORP	40,923	49,575
ANSYS INC.	6,461	14,475
APACHE CORPORATION	33,768	35,235
APPLE INC.	61,988	96,494
AUTOMATIC DATA PROCESSING INC.	28,878	67,468
AUTONATION INC	9,338	12,721
AUTOZONE INC	8,429	33,456
AVAGO TECHNOLOGIES LIMITED	7,518	17,186
AVALONBAY CMNTYS INC	17,543	14,779
BANK OF AMERICA CORP	23,358	27,030
BED BATH & BEYOND INC.	9,021	20,396
BERRY PLASTICS GROUP INC	8,483	11,871
BLACKROCK INC	17,128	33,546
BOEING CO	25,923	47,772
BROWN FORMAN CORP CL B	6,896	14,056
CABOT OIL & GAS CORP	9,045	9,768
CAPITAL ONE FINANCIAL CORP	30,832	45,200
CARDTRONICS INC	9,959	14,773
CATAMARAN CORP	7,735	14,143
CELANESE CORPORATION	7,777	13,053
CHARTER COMMUNICATIONS	4,910	8,889

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHECK POINT SOFTWARE TECHNOLOG	32,740	46,956
CHURCH & DWIGHT COMMON	6,774	15,112
CISCO SYSTEMS INC	29,242	32,972
CITIGROUP INC	37,845	44,606
CITRIX SYSTEMS INC	38,298	38,772
COGNIZANT TECHNOLOGY SOLUTIONS	11,973	37,767
COMCAST CORP CL A	16,455	49,891
CONCHO RESOURCES INC	5,734	12,744
COVIDIEN LTD	26,856	42,903
CROWN HOLDINGS INC	39,454	49,918
CVS CAREMARK CORP.	25,816	44,731
DANAHER CORP	27,110	56,742
DICK'S SPORTING GDS	9,079	17,721
DIRECTV GROUP	21,085	29,696
DISCOVERY COMMUNICATIONS, INC	6,936	17,694
DOLLAR GENERAL CORP	31,138	41,621
DOLLAR TREE INC.	4,727	22,794
DOVER CORP	5,995	13,805
EMC CORP-MASS	38,817	40,743
EPAM SYSTEMS INC.	12,172	12,543
EQT CORPORATION	10,996	27,024
EQUINIX, INC.	6,177	12,422
EXPRESS SCRIPTS HOLDING CO.	50,360	79,441
F M C CP	7,522	15,092
FIDELITY NATIONAL INFORMATION	18,089	39,616
FIDUCIARY CLAYMORE MLP OPP FD	23,900	50,920
FISERV INC	30,711	88,574
FLUOR CORP	9,141	13,168
FOOT LOCKER INC N.Y. COM	9,606	12,681
FRANKLIN HIGH INCOME FUND ADVI	27,619	41,331

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FREEPORT-MCMORAN COPPER & GOLD	35,154	39,250
GAMESTOP CORP	6,913	14,335
GENERAL ELECTRIC CO	81,597	70,916
GOOGLE INC CL A	32,346	66,122
GRAINGER W W INC.	6,331	18,901
HEALTHSOUTH CP	9,005	14,827
HOME DEPOT INC.	43,990	46,934
HUBBELL CLASS B	6,748	6,970
HUMANA INC	5,435	13,006
IHS INC	6,000	7,182
INT'L FLAVORS & FRAGRANCES INC	7,956	8,340
INTERCONTINETALEXCHANGE INC	6,889	16,644
INTUITIVE SURGICAL, INC.	5,903	7,298
IVA INTERNATIONAL FUND CLASS I	50,982	53,785
JOHNSON & JOHNSON	28,963	38,926
JONES LANG LASALLE	2,700	8,498
JP MORGAN CHASE & CO	38,272	61,696
KANSAS CITY SOUTHERN	4,580	15,355
KELLOGG CO	24,309	24,428
KINDER MORGAN INC	33,177	35,640
LKQ CORPORATION	7,009	8,850
MARATHON OIL CORP COM	38,042	37,242
MARRIOTT INTERNATIONAL INC. CL	11,174	16,286
MCDONALD'S CORP	28,756	35,416
MCKESSON CORP	4,915	20,498
MEDIVATION, INC.	6,942	7,148
MEDNAX, INC.	12,208	20,284
MERCK & CO INC.	24,081	43,143
MICROCHIP TECHNOLOGY INC.	15,186	22,375
MICROSOFT CORPORATION	35,590	52,748

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MOHAWK INDS INC	6,777	14,592
MONSTER BEVERAGE CORP	4,067	17,620
NETAPP, INC.	18,099	19,953
NOBLE ENERGY INC.	7,587	12,260
NXP SEMICONDUCTORS	13,364	16,351
ORACLE CORP	43,827	80,155
PANERA BREAD CO. CL. A.	6,169	13,428
PEPSICO INC	15,660	20,901
PETSMART INC. COM	6,304	18,188
PG & E CORP	25,828	24,611
PIONEER NAT RES CO	10,819	19,143
POLARIS INDUSTRIES	11,927	13,836
PRAXAIR INC.	30,275	54,613
PRECISION CASTPARTS	3,242	10,233
RANGE RESOURCES CORP DEL	4,168	5,564
REGENERON PHARMACEUTICALS, INC	5,275	8,257
REPUBLIC SVCS INC.	25,737	31,175
RESMED INC	12,251	12,994
ROCKWOOD HOLDINGS INC	5,206	17,189
ROPER INDUSTRIES NEW COMMON	10,538	21,773
ROSS STORES, INC.	14,588	17,534
SALLY BEAUTY HLDG	6,664	10,188
SBA COMMUNICATIONS	11,250	18,866
SHIRE PLC	8,879	20,628
SIMON PPTY GROUP INC	35,424	34,084
SKYWORKS SOLUTIONS, INC	9,157	11,852
STERICYCLE INC	6,972	13,940
STRYKER CORPORATION	25,630	40,200
T. ROWE PRICE ASSOCIATES	9,256	14,744
TARGET CORPORATION	26,745	35,431

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEAM HEALTH HOLDINGSINC COM	12,333	16,352
TERADATA CORPORATION	22,293	19,561
TIMKEN CO	8,823	10,463
TJX COMPANIES INC	23,664	45,822
TORTOISE ENERGY CAP CORP	31,711	104,283
TRACTOR SUPPLY CO	8,888	16,137
TRIUMPH GROUP INC	8,488	14,986
UNION PACIFIC	26,421	34,440
UNITED TECHNOLOGIES CORP	42,130	62,021
UNITEDHEALTH GROUP INC.	17,703	48,945
US BANCORP DEL	30,830	37,572
V F CORP	12,874	34,162
VANTIV INC - CLASS A	13,646	19,827
VIRTUS EMERGING MARKETS OPPTS	100,018	91,494
VISA INC	12,096	36,742
WALGREEN CO	15,768	30,156
WALT DISNEY HOLDINGS CO.	35,582	42,402
WELLS FARGO & CO.	30,289	51,257
WEX INC	10,182	14,260
WHIRLPOOL CORP	10,056	15,059
WILLIAMS COS	26,617	47,055

TY 2013 Investments - Land Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

TY 2013 Investments - Other Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LIGHTHOUSE GLOBAL LONG/SHORT F		500,000	623,927

TY 2013 Land, Etc. Schedule**Name:** The Caroline M Lowndes Foundation Inc**EIN:** 26-0379209

TY 2013 Other Expenses Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	23,546			23,546
Bank Charges	1	1		
State or Local Filing Fees	25			25
MEMBERSHIP DUES AND EXPENSES	2,725			2,725

TY 2013 Other Professional Fees Schedule

Name: The Caroline M Lowndes Foundation Inc

EIN: 26-0379209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	16,866	16,866		

TY 2013 Taxes Schedule**Name:** The Caroline M Lowndes Foundation Inc**EIN:** 26-0379209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	2,200			
990-PF Excise Tax for 2012	712			
Foreign Tax Paid	1	1		