Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , **and ending**

Name of foundation: THE LUCYLE LOVE FOUNDATION

A Employer identification number: 57-0902382

Number and street (or P O box number if mail is not delivered to street address): C/O D R MCALISTER, 24 RAINFLOWER DRIVE

Room/suite:

B Telephone number: (864)242-6360

City or town, state or province, country, and ZIP or foreign postal code: GREENVILLE, SC 29615

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 2,039,331.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(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				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
	4	Dividends and interest from securities	50,669.	49,572.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	103,822.			
	b	Gross sales price for all assets on line 6a 684,760.				
	7	Capital gain net income (from Part IV, line 2)		103,822.		
	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	154,492.	153,395.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,000.	15,000.	0.	15,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	8,075.	4,037.	0.	4,038.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	352.	119.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	13,154.	13,154.	0.	0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	51,581.	32,310.	0.	19,038.
	25	Contributions, gifts, grants paid	124,310.			124,310.
	26	**Total expenses and disbursements.** Add lines 24 and 25	175,891.	32,310.	0.	143,348.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<21,399.>			
	b	**Net investment income** (if negative, enter -0-)		121,085.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	41,026.	14,406.	14,406.
	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	874,006.	1,061,750.	1,447,685.
	c	Investments - corporate bonds STMT 7	687,009.	527,576.	548,043.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	55,911.	32,821.	29,197.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,657,952.	1,636,553.	2,039,331.
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			
	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	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	1,657,952.	1,636,553.	
	30	**Total net assets or fund balances**	1,657,952.	1,636,553.	
	31	**Total liabilities and net assets/fund balances**	1,657,952.	1,636,553.	

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	1,657,952.
2	Enter amount from Part I, line 27a	2	<21,399.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,636,553.
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	1,636,553.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	684,760.		580,938.	103,822.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				
b				
c				
d				
e				103,822.

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	103,822.
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

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))
2012	214,328.	1,976,721.	.108426
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

2 Total of line 1, column (d)	2	.352412
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	.070482
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,924,300.
5 Multiply line 4 by line 3	5	135,629.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,211.
7 Add lines 5 and 6	7	136,840.
8 Enter qualifying distributions from Part XII, line 4	8	143,348.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	1,211.
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	1,211.
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	1,211.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	760.		
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	760.
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	451.
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

		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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* SEE STATEMENT 9	8b		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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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?	13	X	

Website address ▶ N/A

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

			Yes	No
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		X
	See the 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ 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? ☐ Yes ☒ No			
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* 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 2013?	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)? **5b** X (No)

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? 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? **6b** X (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? 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	10,000.	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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

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.

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	1,918,462.
b	Average of monthly cash balances		1b	35,142.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,953,604.
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	1,953,604.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	29,304.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,924,300.
6	**Minimum investment return.** Enter 5% of line 5		6	96,215.

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	96,215.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,211.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,211.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	95,004.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	95,004.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	95,004.

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	143,348.
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	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	143,348.
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	1,211.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,137.

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					95,004.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010					
d From 2011	67,764.				
e From 2012	116,998.				
f **Total** of lines 3a through e		184,762.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 143,348.					
a Applied to 2012, 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 2013 distributable amount					95,004.
e *Remaining amount distributed out of corpus*		48,344.			
5 Excess distributions carryover applied to 2013 (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		233,106.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		233,106.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	67,764.				
d Excess from 2012	116,998.				
e Excess from 2013	48,344.				

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 2013, 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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 address 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
a *Paid during the year*				
SEE ATTACHED STATEMENT 11				124,310.
Total			▶ 3a	124,310.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion 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	1.	
4 Dividends and interest from securities			14	50,669.	
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	103,822.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		154,492.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 154,492.

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

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

Line No. ▼	*Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).*

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

		Yes	No
1 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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
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
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d 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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

▶ Donald R. McAlister, Trustee 5-14-14 ▶

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DERON B. STANCIL		5-13-14		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

THE LUCYLE LOVE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
57-0902382 PAGE 1 OF 1

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 INVESTMENTS - LONG TERM COVERED SEE ATTA	P	VARIOUS	12/31/13
b	FIDELITY INVESTMENTS - CAP GAIN DIVIDENDS	P		
c	FIDELITY INVESTMENTS - SHORT TERM COVERED SEE ATT	P	VARIOUS	12/31/13
d	FIDELITY INVESTMENTS - SHORT TERM NOT COVERED SEE	P	VARIOUS	12/31/13
e	FIDELITY INVESTMENTS - LONG TERM NOT COVERED SEE	P	VARIOUS	12/31/13
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	148,195.		128,979.	19,216.
b	489.			489.
c	36,556.		36,366.	190.
d	27,193.		25,697.	1,496.
e	472,327.		389,896.	82,431.
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) 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				19,216.
b				489.
c				190.
d				1,496.
e				82,431.
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	103,822.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO BANK	1.	1.	1.
TOTAL TO PART I, LINE 3	1.	1.	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY INVESTMENTS ACCRUED INTEREST	<7,002.>	0.	<7,002.>	<7,002.>	<7,002.>
FIDELITY INVESTMENTS- BOND AMORTIZATION	<3,039.>	0.	<3,039.>	<3,039.>	<3,039.>
FIDELITY INVESTMENTS- DIVIDENDS	29,738.	0.	29,738.	28,643.	29,738.
FIDELITY INVESTMENTS- INTEREST	30,972.	0.	30,972.	30,970.	30,972.
TO PART I, LINE 4	50,669.	0.	50,669.	49,572.	50,669.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,075.	4,037.	0.	4,038.
TO FORM 990-PF, PG 1, LN 16B	8,075.	4,037.	0.	4,038.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	119.	119.	0.	0.
FEDERAL EXCISE TAX	233.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	352.	119.	0.	0.

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	12,879.	12,879.	0.	0.
BANK CHARGES	275.	275.	0.	0.
TO FORM 990-PF, PG 1, LN 23	13,154.	13,154.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORP STOCK - SEE ATTACHED STATEMENT 12	1,061,750.	1,447,685.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,061,750.	1,447,685.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND FUNDS - SEE ATTACHED STATEMENT 12	527,576.	548,043.
TOTAL TO FORM 990-PF, PART II, LINE 10C	527,576.	548,043.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED STATEMENT 12	FMV	0.	0.
MUTUAL FUNDS- SEE ATTACHED STATEMENT 12	FMV	32,821.	29,197.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,821.	29,197.

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

EXPLANATION

NOT REQUIRED

STATEMENT 10

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

LUCYLE S LOVE FOUNDATION
Account No **636-610682** Customer Service 864-582-3356
Recipient ID No **57-0902382** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ENTERGY CORP NEW, ETR, 29364G103										
Sale	10/09/13	04/18/13	100 000	6,429 31	7,018 35	-589 04				
GENERAL MILLS INC, GIS, 370334104										
Sale	12/30/13	04/18/13	350 000	17,409 07	17,415 90	-6 83				
REALTY INCOME CORP (MARYLAND), O, 756109104										
Sale	10/29/13	04/18/13	150 000	6,399 98	7,133 57	-733 59				
TORO CO, TTC, 891092108										
Sale	12/30/13	05/31/13	100 000	6,317 58	4,798 57	1,519 01				
TOTALS				**36,555.94**	**36,366.39**			**0.00**		
		Box A Short-Term Realized Gain				**1,519.01**				
		Box A Short-Term Realized Loss				**-1,329.46**				
		Box A Wash Sale Loss Disallowed					**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

LUCYLE S LOVE FOUNDATION

Account No **636-610682** Customer Service 864-582-3356

Recipient ID No **57-0902382** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I

(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
GENWORTH FINL INC SR NT 4 95000% 10/01/2, 37247DAF3										
Redemption	09/16/13	09/27/12	25,000 000	27,192 75	25,696 69	1,496 06				
TOTALS				**27,192.75**	**25,696.69**			**0.00**		
	Box B Short-Term Realized Gain					**1,496.06**				
	Box B Short-Term Realized Loss					**0.00**				
	Box B Wash Sale Loss Disallowed						**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

LUCYLE S LOVE FOUNDATION

Account No **636-610682** Customer Service· 864-582-3356
Recipient ID No **57-0902382** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
CATERPILLAR INC, CAT, 149123101										
Sale	10/24/13	11/21/11	250 000	21,155 58	22,864.85	-1,709 27				
CPFL ENERGIA SA SPONADR EA REP 2 ORD NPV, CPL, 126153105										
Sale	01/22/13	02/02/11	750 000	15,847 74	18,747 25	-2,899.51				
EXPRESS SCRIPTS HLDGCO COM, ESRX, 30219G108										
Sale	12/30/13	09/11/12	100 000	7,017 92	6,211.65	806 27				
FMC CORP NEW, FMC, 302491303										
Sale	04/18/13	03/01/11	100 000	5,771 70	3,838 27	1,933 43				
JPMORGAN CHASE & CO, JPM, 46625H100										
Sale	04/18/13	07/21/11	200 000	9,321 42	8,366 52	954 90				
Sale	10/09/13	07/21/11	100 000	5,097 45	4,183 26	914 19				
Subtotals				**14,418.87**	**12,549.78**					
NIKE INC CLASS B, NKE, 654106103										
Sale	10/09/13	06/29/12	100 000	7,099 92	4,486 84	2,613 08				
NORDSTROM INC, JWN, 655664100										
Sale	10/09/13	10/21/11	100 000	5,595 72	5,135 15	460 57				
POTASH CORP OF SASKATCHEWAN COM NPVISIN, POT, 73755L107										
Sale	10/22/13	11/21/11	250 000	7,955 04	10,607 33	-2,652.29				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

LUCYLE S LOVE FOUNDATION
Account No **636-610682** Customer Service: 864-582-3356
Recipient ID No. **57-0902382** Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis <u>is reported</u> to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SEMPRA ENERGY, SRE, 816851109										
Sale	05/31/13	10/21/11	150 000	12,328.73	8,141 39	4,187.34				
Sale	08/15/13	10/21/11	100 000	8,350 90	5,427 59	2,923.31				
Subtotals				**20,679.63**	**13,568.98**					
UNION PACIFIC CORP, UNP, 907818108										
Sale	07/30/13	03/01/11	75 000	11,854 69	6,988 16	4,866 53				
VERIZON COMMUNICATIONS, VZ, 92343V104										
Sale	08/15/13	10/21/11	150 000	7,262 44	5,561 96	1,700 48				
WALMART STORES INC, WMT, 931142103										
Sale	04/29/13	01/25/12	300 000	23,535 58	18,418 47	5,117 11				
TOTALS				**148,194.83**	**128,978.69**			**0.00**		
		Box D Long-Term Realized Gain				**26,477.21**				
		Box D Long-Term Realized Loss				**-7,261.07**				
		Box D Wash Sale Loss Disallowed					**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

LUCYLE S LOVE FOUNDATION
Account No. **636-610682** Customer Service 864-582-3356
Recipient ID No **57-0902382** Payer's Fed ID Number. 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ABBVIE INC COM USD0 01, ABBV, 00287Y109										
Sale	01/03/13	06/30/10	450 000	15,433 45	11,000 87	4,432 58				
ACCENTURE PLC CLS A USD0 0000225, ACN, G1151C101										
Sale	05/01/13	06/30/09	100 000	8,018 27	3,346 58	4,671 69				
APPLE INC, AAPL, 037833100										
Sale	04/18/13	07/13/09	50 000	19,505 62	7,101 00	12,404 62				
BANK ONE CORP SB NT 5 250% 01/30/2013 IS, 06423AAS2										
Redemption	01/30/13	06/30/09	40,000 000	40,000 00	40,000 00	0 00				
CLEAN HBRS INC, CLH, 184496107										
Sale	07/30/13	04/01/10	350 000	19,746 05	9,819 96	9,926 09				
COCA COLA CO, KO, 191216100										
Sale	05/31/13	07/13/09	100 000	4,026 25	2,457 87	1,568 38				
Sale	05/31/13	02/03/10	100.000	4,026 25	2,747 84	1,278 41				
Subtotals				**8,052.50**	**5,205.71**					
CREDIT SUISSE AG NEWYORK BRANCH MTN 5 00, 2254C0TC1										
Redemption	05/15/13	06/11/09	50,000 000	50,000 00	50,166 00	-166 00				
DELL INC SR NT 4 70000% 04/15/2013ISIN #, 24702RAD3										
Redemption	04/15/13	05/15/09	60,000 000	60,000 00	60,000 00	0 00				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

LUCYLE S LOVE FOUNDATION Account No **636-610682** Customer Service. 864-582-3356
Recipient ID No **57-0902382** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP										
Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
DIAGEO ADR EACH REPR4 ORD GBX28 935185, DEO, 25243Q205										
Sale	04/18/13	04/24/09	50 000	6,020 93	2,322 28	3,698 65				
Sale	04/18/13	06/30/09	50 000	6,020 92	2,864 24	3,156 68				
Subtotals				**12,041.85**	**5,186.52**					
DISNEY WALT CO, DIS, 254687106										
Sale	05/01/13	04/24/09	100 000	6,318 20	2,005 00	4,313 20				
FMC CORP NEW, FMC, 302491303										
Sale	04/18/13	11/30/09	50 000	2,885 85	1,398 11	1,487.74				
GENERAL ELECTRIC CO, GE, 369604103										
Sale	05/31/13	04/24/09	100 000	2,354 99	1,212.62	1,142 37				
Sale	05/31/13	06/30/09	250 000	5,887 46	2,906 25	2,981 21				
Subtotals				**8,242.45**	**4,118.87**					
HALLIBURTON CO HOLDING CO FRMLY HALLIBUR, HAL, 406216101										
Sale	01/22/13	06/30/09	300 000	11,308 78	6,228.84	5,079 94				
Sale	01/22/13	04/01/10	200 000	7,539 19	6,163 63	1,375 56				
Subtotals				**18,847.97**	**12,392.47**					
HOSPITALITY PROPERTIES TRUST, HPT, 44106M102										
Sale	08/15/13	04/01/10	600 000	16,475 38	14,531 55	1,943 83				
JOHNSON & JOHNSON, JNJ, 478160104										
Sale	10/09/13	04/24/09	100 000	8,604 40	5,148 78	3,455 62				

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2013 TAX REPORTING STATEMENT

LUCYLE S LOVE FOUNDATION

Account No **636-610682** Customer Service: 864-582-3356
Recipient ID No.**57-0902382** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
JPMORGAN CHASE & CO, JPM, 46625H100										
Sale	04/18/13	06/30/09	50 000	2,330 36	1,707 50	622 86				
MICROSOFT CORP, MSFT, 594918104										
Sale	12/30/13	04/24/09	200 000	7,457 72	4,054 89	3,402 83				
ORACLE CORPORATION, ORCL, 68389X105										
Sale	08/27/13	06/30/09	100 000	3,175 49	2,140 28	1,035 21				
Sale	12/30/13	06/30/09	200 000	7,589 93	4,280.56	3,309.37				
Subtotals				**10,765.42**	**6,420.84**					
REALTY INCOME CORP (MARYLAND), O, 756109104										
Sale	05/31/13	04/01/10	150 000	6,890.57	4,372 61	2,517 96				
Sale	10/29/13	04/01/10	200 000	8,533 31	5,773.87	2,759 44				
Subtotals				**15,423.88**	**10,146.48**					
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	01/07/13	07/06/10	0 000	2 63	1 91	0 72				
Principal	01/07/13	08/03/11	0 000	26 26	26 47	-0 21				
Principal	02/21/13	07/06/10	0.000	2 71	2.06	0 65				
Principal	02/21/13	08/03/11	0 000	27 14	28 54	-1 40				
Principal	03/12/13	07/06/10	0 000	2 64	1 98	0 66				
Principal	03/12/13	08/03/11	0 000	26 36	27 43	-1 07				
Principal	04/09/13	07/06/10	0 000	2 70	2 05	0 65				
Principal	04/09/13	08/03/11	0 000	27 00	28 39	-1 39				
Sale	04/18/13	07/06/10	50 000	6,706 81	5,777 57	929 24				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

LUCYLE S LOVE FOUNDATION Account No **636-610682** Customer Service· 864-582-3356
Recipient ID No **57-0902382** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Sale	04/18/13	08/03/11	150 000	20,120 43	24,060 25	-3,939 82				
Principal	05/10/13	08/03/11	0 000	19 50	22 68	-3 18				
Principal	06/17/13	08/03/11	0 000	17 06	20 43	-3 37				
Principal	07/10/13	08/03/11	0 000	16 80	22 18	-5 38				
Sale	08/15/13	08/03/11	100 000	13,198 82	16,016 01	-2,817 19				
Principal	08/15/13	08/03/11	0 000	11 04	19 28	-8 24				
Sale	09/05/13	08/03/11	100 000	13,208 83	16,016.00	-2,807 17				
Principal	09/19/13	08/03/11	0 000	7 03	8 53	-1 50				
Principal	10/14/13	08/03/11	0 000	7 23	9 33	-2 10				
Principal	11/13/13	08/03/11	0 000	6 47	8 43	-1 96				
Principal	12/17/13	08/03/11	0.000	6 22	8 37	-2 15				
Sale	12/30/13	08/03/11	100 000	11,595 28	15,992.90	-4,397 62				
Subtotals				**65,038.96**	**78,100.79**					
SPECTRA ENERGY CORP COM, SE, 847560109										
Sale	05/31/13	06/10/10	760 000	23,418 56	15,554 75	7,863 81				
STRYKER CORP, SYK, 863667101										
Sale	08/27/13	04/24/09	100 000	6,703 94	3,806 84	2,897 10				
VERIZON NEW ENG INC NT 4 750% 10/01/2013, 92344RAB8										
Redemption	10/01/13	07/28/09	30,000 000	30,000 00	30,000 00	0 00				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

LUCYLE S LOVE FOUNDATION

Account No **636-610682** Customer Service 864-582-3356
Recipient ID No **57-0902382** Payer's Fed ID Number 04-3523567

FORM 1099-B* **2013 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VISA INC COM CL A, V, 92826C839										
Sale	04/18/13	05/26/10	25 000	4,026 23	1,853 30	2,172 93				
YUM! BRANDS INC, YUM, 988498101										
Sale	04/18/13	04/24/09	100 000	6,495 15	3,498 67	2,996 48				
Sale	04/18/13	06/30/09	100 000	6,495 14	3,330 41	3,164 73				
Subtotals				**12,990.29**	**6,829.08**					
TOTALS				**472,327.35**	**389,895.89**			**0.00**		
Box E Long-Term Realized Gain						**96,591.21**				
Box E Long-Term Realized Loss						**-14,159.75**				
Box E Wash Sale Loss Disallowed							**0.00**			

For any transaction listed on Form 1099-B in a section indicating that **"basis <u>is reported</u> to the IRS"**, we are reporting to the IRS: **1c** type of gain or loss (i e short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15** We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that **"basis <u>is not reported</u> to the IRS"**, we are reporting to the IRS **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011 Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities

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ATTACHMENT TO FORM 990PF
THE LUCYLE LOVE FOUNDATION
2013 SCHEDULE OF GRANTS AND CONTRIBUTIC
57-0902382

STATEMENT 11
THE LUCYLE LOVE FOUNDATION
SCHEDULE OF GRANTS

NAME	ADDRESS	RELATIONSHIP TO MANAGER	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST OLAF					
ALEXANDRIA MURREY	1520 St Olaf Ave, Northfield, MN 55057	N/A	N/A	SCHOLARSHIP	1,000
UNIVERSITY OF SOUTH CAROLINA					
ROBERT JOE GAINES III	439 James Elledge Road, Honea Path, SC	N/A	N/A	SCHOLARSHIP	3,000
PATRICIA HARRIS	1600 Hampton St, Columbia, SC 29208	N/A	N/A	SCHOLARSHIP	3,000
JARRETT THOMASON	23 Douglas Drive, Greenville, SC	N/A	N/A	SCHOLARSHIP	4,010
COLLEGE OF CHARLESTON					
PRESTON SLAYBAUGH	66 George Street, Charleston, SC 29424	N/A	N/A	SCHOLARSHIP	3,000
CLEMSON UNIVERSITY					
JOHN DAVID BOBB	101 Sikes Ave, Clemson, SC 29634	N/A	N/A	SCHOLARSHIP	2,000
STUART MACK	131 E Tallulah Drive, Greenville, SC	N/A	N/A	SCHOLARSHIP	3,000
FLORIDA SCHOOL FOR THE ARTS					
MATTHEW QUICK	5001 St Johns Ave, Palatka, FL 32177	N/A	N/A	SCHOLARSHIP	3,000
FURMAN UNIVERSITY					
CARMEN BEAM	3300 Poinsett Hwy, Greenville, SC	N/A	N/A	SCHOLARSHIP	3,000
GREENVILLE TECH					
CAMERON G CAMP	620 S Pleasantburg Drive, Greenville, SC	N/A	N/A	SCHOLARSHIP	1,735
JARED HARRIS	108 Blossom Branch Extension, Piedmont, SC	N/A	N/A	SCHOLARSHIP	1,780
ELLIOTT TURNER	620 S Pleasantburg Drive, Greenville, SC	N/A	N/A	SCHOLARSHIP	1,504
NORTH GREENVILLE UNIVERSITY					
JORDAN LOCKABY	106 Broomsgrove Drive, Greenville, SC	N/A	N/A	SCHOLARSHIP	1,500
PRESBYTERIAN COLLEGE					
HANNAH TAYLOR	503 S Broad St, Clinton, SC	N/A	N/A	SCHOLARSHIP	3,000
SOUTHERN WESLEYAN					
DAVID VICKERY, JR	308 Belmont Ave, Greenville, SC	N/A	N/A	SCHOLARSHIP	2,750
SPARTANBURG COMMUNITY COLLEGE					
ANTHONY C BURGESS	800 Brisack Rd, Spartangurg, SC	N/A	N/A	SCHOLARSHIP	1,000
SYRACUSE UNIVERSITY					
ELIZABETH BENSON	900 S CROUSE AVE, SYRACUSE, NY	N/A	N/A	SCHOLARSHIP	3,000
UNIVERSITY OF GEORGIA					
MACLANE HILL	ATHENS, GA 30602	N/A	N/A	SCHOLARSHIP	5,000
USC UPSTATE					
ELLIOTT TURNER	800 UNIVERSITY WAY, SPARTANBURG, SC	N/A	N/A	SCHOLARSHIP	5,531
WINTHROP UNIVERSITY					
CHAPMAN HARMSTEAD	701 Oakland Ave, Rock Hill, SC	N/A	N/A	SCHOLARSHIP	5,000
CHRISTIANITY EXPLORED OF NORTH AMERICA	1 Cleveland Street, Ste 110, Greenville, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	2,500
CITY OF GREENVILLE	206 South Main Street, Greenville, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	5,000
ELEMENT CHURCH	906 North Main Street, Suite 6, Woodruff, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	1,000
ERSKINE COLLEGE	2 WASHINGTON ST, DUE WEST, SC 29639	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	2,500
ERSKINE COLLEGE MUSIC DEPT	2 WASHINGTON ST, DUE WEST, SC 29639	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	2,500
FIRST PRESBYTERIAN CHURCH	200 West Washington Street, Greenville, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	3,000
GREENVILLE CHORALE	PO Box 16851, Greenville, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	6,400
GREENVILLE TECH CHARTER HIGH SCHOOL	506 S PLEASANTBURG DR, GREENVILLE, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	5,000
MIRACLE HILL MINISTRIES	PO BOX 2546, GREENVILLE, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	3,000
BONCLARKEN CONFERENCE CENTER INC	500 Pine Drive, Flat Rock, NC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	15,000
NATIONAL MS SOCIETY	3300 POINSETT HWY, GREENVILLE, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	1,000
OPERATION SANTA SC	2 PENNY MEDADOW CT, GREER, SC 29650	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	1,000
OUTREACH NORTH AMERICA	1 Cleveland Street, Ste 110, Greenville, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	2,500

STATEMENT 11
THE LUCYLE LOVE FOUNDATION
SCHEDULE OF GRANTS

SC CHRISTIAN FOUNDATION	198 White Star Point, Spartanburg, SC 29301	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	10,000
SHOELESS JOE JACKSON MUSEUM	356 Field St, Greenville, SC 29601	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	2,500
SOVEREIGN GRACE CHURCH	3620 PELHAM RD, GREENVILLE, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	500
ST JOHN CATHOLIC CHURCH	3921 ST JOHNS AVE, CHARLESTON, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	600
UPSTATE CHAPTER AMERICAN RED CROSS	940 Grove Road, Greenville, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	2,500
YMCA	612 South Main Street, Greenville, SC	N/A	PUBLIC	TO FURTHER THE ORGAN EXEMPT PROGRAM	1,000
					124,310

STATEMENT 12

2013 Investment Report

January 1, 2013 - December 31, 2013

Holdings (Symbol) as of 12/31	Performance December 31, 2013	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Stocks						
ACCENTURE PLC CLS A USD0 0000225 (ACN)		$690.00	350.000	$82.220	$12,536.25	$28,777.00
ALPS ETF TR ALERIAN MLP ETF (AMLP)		807.00	1,000.000	17 790	17,586 05	17,790 00
ABBOTT LABORATORIES (ABT)		304 50	825.000	38.330	23,303.69	31,622.25
AIR PRODUCTS & CHEM (APD)		415 50	150.000	111 780	13,620.56	16,767.00
APPLE INC (AAPL)		722 50	50.000	561.020	7,101.00	28,051.00
BB & T CORP (BBT)		230.00	500.000	37.320	16,616.55	18,660.00
BOEING CO (BA)		72.75	150.000	136.490	17,214.45	20,473.50
CITIGROUP INC COM NEW (C)		4.00	200.000	52.110	10,359.31	10,422.00
COCA COLA CO (KO)		616.00	500.000	41.310	13,291 32	20,655 00
COSTCO WHOLESALE CORP (COST)		209 25	225.000	119.020	24,484.78	26,779.50

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 12/31	Performance December 31, 2013	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
DEERE & COMPANY (DE)		597.00	300.000	91.330	11,923.37	27,399.00
DIAGEO ADR EACH REPR 4 ORD GBX28 935185 (DEO)		560.23	150.000	132.420	8,592.70	19,863.00
DISNEY WALT CO (DIS)		0.00	400.000	76.400	8,811.00	30,560.00
DUKE ENERGY CORP COM USD0 001 ISIN #US26441C2044 SEDOL #B7JZSK0 (DUK)		821.94	266.000	69.010	13,329.01	18,356.66
E M C CORP MASS (EMC)		160.00	800 000	25.150	20,462.91	20,120.00
ENTERGY CORP NEW (ETR)		664.00	200.000	63.270	14,036.70	12,654.00
EXPRESS SCRIPTS HLDG CO COM (ESRX)		0.00	500.000	70.240	31,494.58	35,120 00
EXXON MOBIL CORP (XOM)		738.00	300.000	101.200	19,798.38	30,360 00
FMC CORP NEW (FMC)		148.50	200.000	75.460	7,676.54	15,092.00
FLOWSERVE CORP (FLS)		49.00	350 000	78.830	19,917.70	27,590.50
FREEPORT MCMORAN COPPER & GOLD INC (FCX)		1,125.00	500.000	37.740	16,823.02	18,870.00
GENERAL ELECTRIC CO (GE)		779.00	850.000	28.030	9,881.25	23,825.50
GENERAL MILLS INC (GIS)		266 00	350 000	49 910	17,415.90	17,468 50
GOLDMAN SACHS GROUP INC (GS)		105 00	100.000	177.260	16,392.06	17,726.00
GOOGLE INC CL A (GOOG)		0.00	30.000	1,120.710	20,868.15	33,621.30
HARTFORD FINANCIAL SERVICES GRP INC 00 00% 04/15/2042 PFD (HGH)		1,722.66	1,750.000	28.660	53,217.80	50,155.00
ISHARES MSCI EMERGING MARKETS ETF (EEM)		274.33	750.000	41.795	32,378.70	31,346.25
ISHARES MSCI EAFE ETF (EFA)		303.44	550.000	67.095	34,833.33	36,902.25
ISHARES CORE S&P MID-CAP ETF (IJH)		595 43	375 000	133.810	30,415.52	50,178.75
ISHARES NASDAQ BIOTECHNOLOGY ETF (IBB)		7 60	105 000	227.060	16,696.93	23,841.30
ISHARES CORE S&P SMALL-CAP ETF (IJR)		348.28	350.000	109.130	21,956.39	38,195.50
JPMORGAN CHASE & CO (JPM)		796.00	375.000	58.480	15,687.21	21,930.00
JOHNSON & JOHNSON (JNJ)		970 00	300.000	91.590	16,966.22	27,477.00
MCDONALDS CORP (MCD)		800 25	275.000	97.030	26,290 52	26,683.25
MICROSOFT CORP (MSFT)		873.00	900.000	37.410	20,292 02	33,669.00
NATIONAL OILWELL VARCO INC (NOV)		182.00	200.000	79.530	13,213 41	15,906.00

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 12/31	Performance December 31, 2013	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
NIKE INC CLASS B (NKE)		252.00	300.000	78.640	13,460.51	23,592.00
NORDSTROM INC (JWN)		570.00	400.000	61.800	20,540 60	24,720.00
OCCIDENTAL PETROLEUM CORP (OXY)		480.00	250 000	95.100	20,699.85	23,775.00
ORACLE CORPORATION (ORCL)		228.00	900 000	38.260	19,757.88	34,434.00
PNC FINL SVCS GROUP (PNC)		430.00	250.000	77.580	14,812.35	19,395.00
PNC FINL SVCS GROUP INC 6 125% 12/31/2049 (PNCPRP)		1,339 84	1,750.000	25.250	48,908.15	44,187.50
PEPSICO INC (PEP)		552.52	250 000	82.940	15,878 37	20,735.00
PROCTER & GAMBLE CO (PG)		828.29	350 000	81.410	20,268.50	28,493.50
QUALCOMM INC (QCOM)		612.50	500.000	74.250	31,250.85	37,125 00
SPDR GOLD TR GOLD SHS (GLD)		0.00	150.000	116.120	24,093.50	17,418.00
SCHLUMBERGER LIMITED COM USD0 01 (SLB)		363.75	300 000	90.110	15,874 26	27,033.00
SEMPRA ENERGY (SRE)		744.00	150 000	89.760	8,141 38	13,464.00
STRYKER CORP (SYK)		503.50	400.000	75.140	18,189.82	30,056.00
TORO CO (TTC)		140.00	500.000	63.600	23,992.85	31,800.00
UNION PACIFIC CORP (UNP)		655 75	175.000	168.000	18,202.12	29,400 00
UNITED TECHNOLOGIES CORP (UTX)		439 00	200.000	113 800	10,018.48	22,760 00
UNITEDHEALTH GROUP (UNH)		56.00	200.000	75 300	14,291.69	15,060.00
VALMONT INDS INC (VMI)		0.00	100.000	149.120	13,415.95	14,912.00
VERIZON COMMUNICATIONS (VZ)		1,373.00	550 000	49.140	20,393.87	27,027.00
VISA INC COM CL A (V)		147.25	100 000	222 680	7,413 21	22,268.00
YUM BRANDS INC (YUM)		409.00	200 000	75.610	6,660.81	15,122 00
Bonds						
NASDAQ OMX GROUP MAKE WHOLE 04 00000% 01/15/2015 FIXED COUPON MOODYS Baa3 S&P BBB SEMIANNUALLY MAKE WHOLE CALL CUSIP 631103AC2		1,200 00	30,000.000	102.615	30,055.45*B*	30,784 50

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 12/31	Performance December 31, 2013	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
JPMORGAN CHASE & CO GLBL SR NT 4 75000% 03/01/2015 FIXED COUPON MOODYS A3 S&P A SEMIANNUALLY CUSIP. 46625HCE8		2,375.00	50,000 000	104.622	50,286.53*B*	52,311.00
UNITED TECHNOLOGIES CORP NOTES 4 875% 05/01/2015 FIXED COUPON MOODYS A2 S&P A SEMIANNUALLY MAKE WHOLE CALL CUSIP 913017BH1		2,437.50	50,000.000	105.680	50,648 00*B*	52,840.20
INTERNATIONAL LEASE FIN CORP 8 62500% 09/15/2015 FIXED COUPON MOODYS Ba3 S&P BBB- SEMIANNUALLY CUSIP. 459745FW0		0.00	45,000.000	111.000	49,804 54*B*	49,950.00
DIAGEO FINANCE BV NOTE 5 30000% 10/28/2015 FIXED COUPON MOODYS A3 S&P A- SEMIANNUALLY CUSIP 25244SAC5		3,180 00	60,000.000	108.256	62,152.80	64,953.60
CITIGROUP INC SR NTS 5 300% 01/07/2016 FIXED COUPON MOODYS Baa2 S&P A- SEMIANNUALLY CUSIP 172967DE8		3,180.00	60,000.000	108.093	62,104.42*B*	64,855.50
LOEWS CORP SR NT 5 250% 03/15/2016 FIXED COUPON MOODYS A2 S&P A+ SEMIANNUALLY MAKE WHOLE CALL CUSIP 540424AN8		2,625.00	50,000.000	109.007	50,185.04*B*	54,503 50

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 12/31	Performance December 31, 2013	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
MORGAN STANLEY SR NT-F 4 75000% 03/22/2017 FIXED COUPON MOODYS Baa2 S&P A- SEMIANNUALLY CUSIP: 61747YDT9		2,375.00	50,000.000	109 132	52,111.93*B*	54,566 00
Short-term Bonds						
GENWORTH FINL INC NT 5 75000% 06/15/2014 FIXED COUPON MOODYS Baa3 S&P BBB- SEMIANNUALLY MAKE WHOLE CALL CUSIP 37247DAE6		1,150.00	20,000.000	102.075	20,120.16*B*	20,415.00
GOLDMAN SACHS GROUP INC NOTES 5 000% 10/01/2014 FIXED COUPON MOODYS Baa1 S&P A- SEMIANNUALLY CUSIP 38143UAW1		2,500 00	50,000.000	103.179	50,019 71*B*	51,589.50
WELLS FARGO CO MTN BE 3 75000% 10/01/2014 FIXED COUPON MOODYS A2 S&P A+ SEMIANNUALLY CUSIP 94974BET3		1,875.00	50,000 000	102.548	50,087.33*B*	51,274.00
Bond Funds						
FIDELITY NEW MARKETS INCOME (FNMIX)	*30-day yield: 5 09%*	1,965.52	1,872.805	15.590	32,821.06	29,197.03
Core Account						
FIDELITY MUNICIPAL MONEY MARKET (FTEXX)	*7-day yield: 0.01%*	2.15	6,144.380	1.000	not applicable	6,144.38

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 12/31	Performance December 31, 2013	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Total Market Value as of December 31, 2013						**$2,031,069.22**
Total income earned on positions no longer held		9,177.71				
2013 Income Earned		**$ 61,125.44**				

All positions held in cash account unless indicated otherwise

B - See Additional Information and Endnotes for important information about the adjusted cost basis information provided

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Application for Educational Assistance
Established under The Lucyle S. Love Foundation

____ to ____

The Foundation will award scholarships to one or more high school, college or graduate school students (not limited to any particular high school, college or graduate school in any particular locality). These scholarships are intended to enable the recipient to complete an undergraduate or graduate education in the field of his choice at the college or graduate school or his choice. The Foundation will make the availability of its scholarships known by oral or written communication each year.

In order to receive a scholarship, an eligible recipient must file an application with the Selection Committee. All applications will be reviewed by the Selection Committee who will then select the recipient from those names submitted. The children of members of the Selection Committee are not eligible to apply for these scholarships. The basic criteria for selection shall be acceptable academic achievement in high school or college, performance on tests designed to measure ability and aptitude for college or graduate work and recommendations. Financial need will be considered but is not required.

The scholarship program will be conducted with a view to providing objectivity and nondiscrimination in the awarding of scholarships. All children will be eligible recipients of the scholarships, regardless of race or employment status.

The scholarships will be paid by the Foundation directly to the education institution for the use of the scholarship recipient. Accordingly, the requirements of supervision provided by Regs. 53.4945-4(c) (5) are satisfied. Nevertheless, the Selection Committee will maintain a file on each scholarship awarded, including the original application, any recommendations received, a record of action taken on the application, and any reports on the recipient received from the institution which the recipient attends. If these reports or any other information indicate that all or any part of a scholarship is not being used in the furtherance of the purposes of such scholarship, the Foundation will take all reasonable steps to recover the diverted funds and withold any further payments to such educational institution until it has assurances that future diversions will not occur. It will also insure that any remaining funds in the hands of the educational institution will be properly used for scholarship purposes.

PLEASE TYPE ALL INFORMATION

I. PERSONAL INFORMATION

1. Name: ____
Last First Middle

2. Home Address: ________________________________

____

ATTACHMENT TO 2013 FORM 990PF
LUCYLE S. LOVE FOUNDATION
EIN: 57-0902382
STATEMENT 13

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:

School	Address & Telephone No.:	Years Attended	Degree or Diploma

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?

____

____

____

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

____

____

:V. WORK EXPERIENCE

List chronologically your part-time and summer employment:

Job:	No. Hrs. /Wk.:

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

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

ATTACHMENT TO 2013 FORM 990PF
LUCYLE S. LOVE FOUNDATION
EIN: 57-0902382
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