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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

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

THE LAURA E. DUPONT FOUNDATION
P.O. BOX 8099
GREENVILLE, SC 29604-8099

A Employer identification number
58-6340729

B Telephone number (see the instructions)
864-232-7848

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
\$ 1,452,633. (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here. ☐

D 1 Foreign organizations, check here ☐

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

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

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

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)

1 Contributions, gifts, grants, etc. received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 a Gross rents

b Net rental income or (loss)

6 a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10 a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 1

c Other prof fees (attach sch) SEE ST 2

17 Interest

18 Taxes (attach schedule) (see instrs) SEE STM 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

SCANNED MAY 30 2014

REVENUE

ADMINISTRATIVE
OPERATING
AND
EXPENSES

22

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
A S S E T S	1 Cash — non-interest-bearing		211.	211.
	2 Savings and temporary cash investments	150,670.	64,289.	64,289.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 5	889,034.	1,034,946.	1,388,132.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
L I A B I L I T I E S	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe ► SEE STATEMENT 6)	109.	1.	1.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,039,813.	1,099,447.	1,452,633.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
N E T A S S E T S O R F U N D B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,039,813.	1,099,447.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,039,813.	1,099,447.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,039,813.	1,099,447.	

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	1,039,813.
2 Enter amount from Part I, line 27a	2	59,634.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,099,447.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,099,447.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 642,228.		526,033.	116,195.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			116,195.
b			56.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	116,251.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	61,976.	1,155,438.	0.053639
2011	62,074.	1,198,675.	0.051786
2010		1,100,585.	
2009	49,438.	1,099,486.	0.044965
2008	99,185.	1,159,858.	0.085515

2 Total of line 1, column (d)	2	0.235905
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	0.047181
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,321,294.
5 Multiply line 4 by line 3	5	62,340.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,212.
7 Add lines 5 and 6	7	63,552.
8 Enter qualifying distributions from Part XII, line 4	8	61,600.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	2,425.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,425.
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	2,425.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	1,586.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,586.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	839.	
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
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1 b	X
c Did the foundation file Form 1120-POL for this year?	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>	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? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>	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? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) SC		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	8 b	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)? <i>If 'Yes,' complete Part XIV.</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>N/A</u>	13	X	
14	The books are in care of <u>SHEILA C. MCKINNEY, CPA</u> Telephone no. <u>864-232-7848</u> Located at <u>P.O. BOX 25926 GREENVILLE SC</u> ZIP + 4 <u>29616-0926</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here. <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4947(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1 b <u>N/A</u>		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? 1 c <u>X</u>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) 2 b <u>N/A</u>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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.) 3 b <u>N/A</u>		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4 a <u>X</u>		
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? 4 b <u>X</u>		

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

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)

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

6 b X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

7 b

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

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

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

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

Total number of other employees paid over \$50,000 ☐ 0

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

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

Total number of others receiving over \$50,000 for professional services. 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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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	1,265,897.
b Average of monthly cash balances	1b	75,518.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,341,415.
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	1,341,415.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	20,121.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,321,294.
6 Minimum investment return. Enter 5% of line 5	6	66,065.

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	66,065.
2a Tax on investment income for 2013 from Part VI, line 5	2a	2,425.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,425.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	63,640.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	63,640.
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	63,640.

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	61,600.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	61,600.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,600.

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				63,640.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				2,520.
e From 2012				5,048.
f Total of lines 3a through e	7,568.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 61,600.				
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				61,600.
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))	2,040.			2,040.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	5,528.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,528.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				480.
d Excess from 2012				5,048.
e Excess from 2013				

BAA

Form 990-PF (2013)

N/A

- 4942(1)(5)

- (4) Gross investment income

[illegible]

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 STATEMENT 7				
Total			3 a	36,000.
b Approved for future payment				
Total			3 b	

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THE LAURA E. DUPONT FOUNDATION

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SC MCKINNEY CPA-ACCTG & 990-PF (2 YRS)	\$ 25,597.			\$ 25,597.
TOTAL	\$ 25,597.	\$ 0.		\$ 25,597.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	\$ 19,243.	\$ 19,243.		
TOTAL	\$ 19,243.	\$ 19,243.		\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	\$ 1,357.	\$ 1,357.		
TOTAL	\$ 1,357.	\$ 1,357.		\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN SECS TRANSACTION FEES	\$ 265.	\$ 265.		
TOTAL	\$ 265.	\$ 265.		\$ 0.

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

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
UBS DELAWARE A/C-SEE ATTACHMENT	COST	\$ 244,387.	\$ 307,395.
UBS GREENWOOD CAPITAL A/C-SEE ATTACHMENT	COST	406,839.	561,273.
UBS NEUBERGER BERMAN A/C-SEE ATTACHMENT	COST	383,720.	519,464.
TOTAL		<u>\$ 1,034,946.</u>	<u>\$ 1,388,132.</u>

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

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
UBS BANK INTEREST RECEIVABLE	\$ 1.	\$ 1.
TOTAL	<u>\$ 1.</u>	<u>\$ 1.</u>

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SC GOVERNOR'S SCHOOL FOR THE ARTS FDN 15 UNIVERSITY STREET GREENVILLE, SC 29601		PC	GENERAL OPERATING BUDGET	\$ 1,000.
FIRST PRESBYTERIAN CHURCH 200 WEST WASHINGTON STREET GREENVILLE, SC 29601		PC	GENERAL OPERATING BUDGET	10,000.
UNITED WAY OF GREENVILLE COUNTY 105 EDINBURGH COURT GREENVILLE, SC 29607		PC	FUND RAISING CAMPAIGN FOR FUNDING 2014 PROGRAMS	10,000.
CLARITY 29 NORTH ACADEMY STREET GREENVILLE, SC 29601		PC	GENERAL OPERATING BUDGET	5,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON, VA 22203		PC	GENERAL OPERATING BUDGET TO SUPPORT THE WORK OF THE SC NATURE CONSERVANCY	1,000.

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**STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ST. FRANCIS FOUNDATION 1 ST. FRANCIS DRIVE GREENVILLE, SC 29601		PC	GENERAL OPERATING BUDGET	\$ 1,000.
GREENVILLE HEALTH SYSTEM 300 E MCBEE AVE SUITE 200 GREENVILLE, SC 29601		PC	GREATEST CURRENT NEED FUND TO IMPROVE HEALTH OF SC UPSTATE	1,000.
WOUNDED WARRIOR PROJECT 4899 BELFORD RD SUITE 300 JACKSONVILLE, FL 32256		PC	GENERAL OPERATING BUDGET	7,000.
TOTAL \$				<u>36,000.</u>

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

# Shares	Description	Beg Book Value 01/01/13	End Book Value 12/31/13	FMV 12/31/13
	UBS Delaware A/C			
281	ABB Ltd Spon ADR	5,123 27	5,123 27	7,463 36
0	Arcor Ltd New ADR Au ADR	1,827 48	0.00	
0	Astellas Pharma Inc ADR	4,621 39	0.00	
812	Banco Santander SA Spon ADR	881 11	6,050.10	7,364.84
265	BG Group PLC Spon ADR	1,713.64	1,713 64	5,747.85
182	BP PLC Spon ADR	0.00	8,014 66	8,847 02
236	Canon Inc ADR Japan	8,051 54	8,051.54	7,552.00
762	Carrefour SA Spon ADR	3,576 38	3,972.12	6,004 56
85	China Mobile Ltd Spon ADR	0.00	4,401 85	4,444.65
75	Daimler AG Spon ADR	0.00	4,049 52	6,550.50
687	Deutsche Telekom AG DE Spon ADR	0 00	8,017 91	11,857.62
146	Eni SpA IT Spon ADR	5,048 16	6,377 75	7,079 54
113	GDF Suez Spon ADR	0 00	2,318 87	2,674 71
176	Glaxo Smithkline PLC ADR	8,362 97	8,693.85	9,396 64
470	Iberdrola SA Spon ADR	2,615 38	9,622 01	12,008.50
277	KAO Corp Repstg 10 shs Com Spon ADR	7,460 98	7,460 98	8,767.05
469	Koninklijke Ahold NV New 2007 Spon ADR	6,015 13	6,015 13	8,446.69
138	National Grid PLC New Spon ADR	4,622 78	7,212 80	9,014.16
42	Nestle S A Spon ADR	0 00	3,049 08	3,090.78
167	Novartis AG Spon ADR	10,090 20	9,264 60	13,423.46
97	NTT Docomo Inc ECH Repstg	0 00	1,557.12	1,601.47
530	Orange Spon ADR	0.00	6,387.11	6,545.50
173	QBE Group Ltd Spon ADR	0 00	2,134 82	1,776.71
199	Reed Elsevier NV New Repstg 2 Ord Shs Spon ADR	6,581 71	6,581 71	8,491.33
96	Royal Dutch Shell PLC CL A Spon ADR	4,313 00	5,731.27	6,841.92
160	RWE AG ADR	7,939 10	6,762.60	5,888.00
188	Sanofi Spon ADR	7,684.13	6,314 45	10,082 44
58	Sap AG Spon ADR	0 00	4,268 48	5,054.12
99	Seven & I Hldgs Co Ltd ADR	5,587.18	4,634 28	7,922.07
200	Singapore Telecom Ltd New 2006 Spon ADR	4,398.21	4,398.21	5,820.00
363	Taiwan Semiconductor Mfg Co Ltd ADR	3,531 87	3,531 87	6,330 72
287	Takeda Pharmaceutical Co Ltd Spon ADR	9,362.16	7,067 15	6,606.74
505	Telefonica S A Spon ADR	1,142 48	7,090 32	8,251.70
598	Tesco PLC Spons ADR United Kingdom	1,538 05	9,834 94	10,070 32
222	Teva Pharmaceuticals Ind Ltd Israel ADR	4,301.67	9,163 91	8,897 76
284	Tokio Marine Holdings Inc Spon ADR	1,297 32	8,545.32	9,499.80
304	Tokyo Electron Ltd ADR	3,730.91	3,730.91	4,204.32
170	Total S A France Spon ADR	9,133.59	9,133.59	10,415 90
22	Toyota Motor Corp New Japan Spon ADR	5,332.01	1,673 25	2,682 24
240	Unilever PLC Amer Shs New Spon ADR	5,588.95	5,588 95	9,888 00
180	Untd Overseas Bk Ltd Spons ADR Singapore	2,880 36	3,856 92	6,051.60

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

# Shares	Description	Beg Book Value 01/01/13	End Book Value 12/31/13	FMV 12/31/13
515	Vinci SA ADR	6,181.44	6,181.44	8,476.90
243	Vodafone Group PLC New Spon ADR	5,305.85	5,305.85	9,552.33
230	Zurich Insurance Group Ltd Spon ADR	5,502.35	5,502.35	6,709.10
11,346	Total UBS Delaware A/C	171,342.75	244,386.50	307,394.92
	UBS Greenwood Capital Associates A/C			
75	Accenture PLC Ireland CL A	3,874.19	3,874.19	6,166.50
150	Adobe Systems Inc	0.00	7,154.30	8,981.85
70	Alexion Pharmaceuticals Inc	0.00	7,778.37	9,301.88
95	Amer Express Co	3,797.42	5,326.02	8,619.35
0	American Tower Corp	4,654.80	0.00	0.00
95	Amgen Inc	0.00	8,905.84	10,837.60
36	Apple Inc	11,610.05	13,860.00	20,196.72
100	Automatic Data Processing Inc	0.00	6,628.72	8,079.90
515	Bank of Amer Corp	1,976.00	5,622.73	8,018.55
0	Barclays Bank iPath S&P VIX S/T FU ETN	3,586.68	0.00	0.00
0	Biogen Idec Inc	5,473.18	0.00	0.00
30	Blackrock Inc	5,604.63	5,604.63	9,494.10
0	Boeing Company	12,371.45	0.00	0.00
0	Broadcom Corp CL A	8,932.98	0.00	0.00
215	CBS Corp New CL B	7,889.77	5,914.25	13,704.10
45	Celgene Corp	7,089.47	2,635.60	7,603.56
50	Chevron Corp	5,315.26	5,315.26	6,245.50
250	Coca Cola Co Com	8,084.68	8,084.68	10,327.50
75	Comcast Corp New CL A	2,602.27	2,602.27	3,897.37
45	Continental Resources Inc	0.00	4,516.92	5,063.40
75	Cummins Inc	0.00	9,758.47	10,572.75
0	Deere and Co	6,337.08	0.00	0.00
130	Delphi Automotive PLC	0.00	6,607.33	7,816.90
0	DirecTV	9,276.99	0.00	0.00
110	Eaton Corp PLC	0.00	6,906.81	8,373.20
195	Ebay Inc	7,856.42	7,367.04	10,698.67
0	EMC Corp Mass	11,283.13	0.00	0.00
161	Emerson Electric Co	6,241.65	6,241.65	11,298.98
30	Exxon Mobil Corp	9,623.50	2,046.95	3,036.00
165	Facebook Inc CL A	0.00	4,780.69	9,017.08
75	Fluor Corp New	0.00	4,770.86	6,021.75
130	General Motors Co	0.00	5,221.66	5,313.10
325	Genl Electric Co	8,414.93	6,050.18	9,109.75
190	Gilead Sciences Inc	8,826.15	5,630.32	14,269.00
16	Google Inc CL A	3,341.65	12,157.63	17,931.36

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

# Shares	Description	Beg Book Value 01/01/13	End Book Value 12/31/13	FMV 12/31/13
100	Home Depot Inc	3,675.40	3,675.40	8,234.00
150	Honeywell Intl Inc	6,698.30	6,698.30	13,705.50
0	Intel Corp	5,752.50	0.00	0.00
0	Intl Business Mach	6,769.80	0.00	0.00
100	Intl Paper Co	3,508.33	3,508.33	4,903.00
175	Johnson & Johnson Com	6,386.72	11,825.48	16,028.25
190	JPMorgan Chase & Co	3,588.25	8,212.95	11,111.20
65	Lauder Estee Cos CL A	0.00	4,563.64	4,895.80
0	Lily Eli & Co	4,775.92	0.00	0.00
85	Liberty Global PLC CL A	0.00	5,495.71	7,565.00
215	Lowes Companies Inc	2,020.87	7,631.60	10,653.25
85	Lyondellbasell Industries N V Shs -A- CL A	6,480.13	4,555.43	6,823.80
0	Merck & Co Inc New Com	9,141.36	0.00	0.00
235	Microsoft Corp	8,251.00	6,764.05	8,791.35
155	Mondelez Intl Inc	7,359.50	3,596.86	5,471.50
50	Monsanto Co New	6,527.11	4,499.80	5,827.50
0	Nestle S A Sponsored ADR Repstg Reg Shs Switz	7,137.00	0.00	0.00
0	News Corp Inc Dela CL A	3,704.73	0.00	0.00
110	Nike Inc CL B	0.00	6,384.57	8,650.40
85	Noble Energy Inc	4,378.22	4,665.34	5,789.35
100	Nucor Corp	0.00	5,032.28	5,338.00
85	Pentair Ltd	0.00	4,473.67	6,601.95
125	Pepsico Inc	7,939.00	7,939.00	10,367.50
325	Pfizer Inc	3,768.11	8,386.34	9,954.75
50	Pioneer Nat Res Co	0.00	10,448.55	9,203.50
75	PNC Financial Services Group	4,800.49	4,800.49	5,818.50
25	Precision Castparts Corp	0.00	5,625.00	6,732.50
50	PVH Corp Com	0.00	6,659.13	6,801.00
165	Qualcomm Inc	9,453.02	8,810.33	12,251.25
75	Roche Hldg Ltd Spons ADR	0.00	4,875.00	5,265.00
110	SalesForce com Inc	0.00	4,775.85	6,070.90
0	Sanofi Spon ADR	6,581.82	0.00	0.00
65	Schlumberger Ltd Netherlands Antilles	4,611.60	4,786.80	5,857.15
220	Schwab Charles Corp New	0.00	4,747.95	5,720.00
0	Southwestern Energy Co	1,742.83	0.00	0.00
115	Starbucks Corp	0.00	6,753.98	9,014.85
105	State Street Corp	0.00	6,352.04	7,705.95
0	Stryker Corp	4,210.91	0.00	0.00
0	Target Corp	4,718.01	0.00	0.00
190	Texas Instruments	0.00	6,504.53	8,342.90
45	Time Warner Cable Inc	5,741.25	5,662.80	6,097.50
40	Toyota Motor Corp New Japan Spon ADR	0.00	3,746.43	4,876.80
225	Twenty-First Century Fox Inc CL A	0.00	5,210.31	7,913.25

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

# Shares	Description	Beg Book Value 01/01/13	End Book Value 12/31/13	FMV 12/31/13
0	Unilever NV N Y Shs New Neatherlands Spon ADR	8,333.36	0.00	0.00
70	Union Pacific Corp	0.00	9,281.60	11,760.00
75	United Contl Hldgs Inc	0.00	2,624.25	2,837.25
80	United Parcel Service Inc CL B	5,161.00	5,603.38	8,406.40
0	VF Corp	3,887.61	0.00	0.00
90	Walgreen Co	0.00	4,264.87	5,169.60
0	Walmart Stores Inc	8,823.13	0.00	0.00
175	Walt Disney Co (Holding Co) Disney Com	8,422.25	8,422.25	13,370.00
250	Wells Fargo & Co New	7,611.69	7,611.69	11,350.00
0	Weyerhaeuser Co	4,079.24	0.00	0.00
8,178	Total UBS Greenwood Capital Associates A/C	360,104.79	406,839.35	561,272.82
	UBS Neuberger Berman A/C			
0	ADT Corp Com	13,866.66	0.00	0.00
52	Amazon.Com Inc	7,125.19	13,017.52	20,737.08
0	American Intl Group Inc Com New	9,766.17	0.00	0.00
394	American Tower Corp	9,741.00	17,506.43	31,449.08
37	Blackrock Inc	8,962.17	6,256.61	11,709.39
162	Boeing Company	21,829.36	11,761.85	22,111.38
308	Borg Warner Inc	17,803.06	10,241.85	17,220.28
0	Capital One Fincl Corp	18,892.69	0.00	0.00
1,097	Calpine Corp New	0.00	23,223.70	21,402.47
836	Denbury Resources Inc New	19,147.51	13,779.92	13,735.48
0	Discovery Communications Inc Ser C	10,173.24	0.00	0.00
0	Dunkin Brands Group Inc	9,324.11	0.00	0.00
545	Ebay Inc	9,514.98	21,557.32	29,901.42
313	Express Scripts Hldg Co	7,337.61	17,646.84	21,985.12
436	General Motors Co	0.00	16,355.67	17,819.32
0	Google Inc CL A	12,121.80	0.00	0.00
181	Hunt J B Trans Svcs Inc	12,775.04	8,122.33	13,991.30
207	IHS Inc CL A	0.00	22,093.63	24,777.90
278	Intuit	0.00	18,589.38	21,216.96
398	Invesco Ltd	0.00	14,136.64	14,487.20
0	Iron Mtn Inc New	11,683.15	0.00	0.00
166	ITC Holdings Corp	6,617.20	8,259.19	15,906.12
0	Kinder Morgan Inc	15,646.86	0.00	0.00
351	JPMorgan Chase & Co	0.00	18,451.54	20,526.48
200	Monsanto Co New	12,367.66	15,979.84	23,310.00
562	Nielsen Holdings B V Eur	10,937.58	17,126.56	25,790.18
0	Novartis AG Spon ADR	14,398.38	0.00	0.00
550	Oge Energy Corp	17,680.07	15,526.56	18,645.00

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

# Shares	Description	Beg Book Value 01/01/13	End Book Value 12/31/13	FMV 12/31/13
117	Pioneer Nat Res Co	0 00	15,022 51	21,536 19
0	Praxair Inc	15,020 54	0.00	0 00
532	Qep Res Inc Com	0 00	16,192 14	16,305 80
248	Range Resources Corp	0 00	19,846 45	20,908 88
457	Teekay Corp	11,850 63	10,689 93	21,940 57
129	Union Pacific Corp	21,972.66	16,092 72	21,672 00
0	United Parcel Service Inc CL B	16,552 82	0 00	0.00
184	United Rentals Inc	0 00	9,361 33	14,342 80
244	Verisk Analytics Inc CL A	7,879 41	6,882 00	16,035 68
0	VISA Inc CL A	6,599 05	0 00	0 00
8,984	Total UBS Neuberger Berman A/C	357,586.60	383,720.46	519,464.08
28,508	TOTAL CORPORATE STOCK	889,034.14	1,034,946.31	1,388,131.82