Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: SLICK FAMILY FOUNDATION

A Employer identification number: 31-1500854

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 5958 | Room/suite:

B Telephone number: 336-774-6607

City or town, state, and ZIP code: WINSTON-SALEM, NC 27113

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 ▶☐

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) ▶$ 13,550,975.

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	10,820,521.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	109,286.	109,286.		STATEMENT 1
	5a Gross rents	18,000.	18,000.		STATEMENT 2
	b Net rental income or (loss) 12,266.				STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	-1,040,334.			
	b Gross sales price for all assets on line 6a 9,008,818.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	10,956.	0.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	9,918,429.	127,286.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	142,992.	0.		142,992.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	20,215.	0.		20,215.
	16a Legal fees				
	b Accounting fees STMT 5	7,433.	0.		0.
	c Other professional fees STMT 6	101,966.	61,531.		0.
	17 Interest	775.	0.		0.
	18 Taxes STMT 7	3,701.	1,064.		0.
	19 Depreciation and depletion	5,734.	5,734.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	3,896.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	286,712.	68,329.		163,207.
	25 Contributions, gifts, grants paid	900,000.			900,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,186,712.	68,329.		1,063,207.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	8,731,717.			
	b **Net investment income** (if negative, enter -0-)		58,957.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	9,031.		
	2 Savings and temporary cash investments	230,268.	2,337,178.	2,337,178.
	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 9	2,801,531.	5,376,286.	6,630,542.
	c Investments - corporate bonds STMT 10	501,481.	2,958,840.	2,981,531.
	11 Investments - land, buildings, and equipment basis ▶ 1,607,458.			
	Less accumulated depreciation STMT 11 ▶ 5,734.		1,601,724.	1,601,724.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,542,311.	12,274,028.	13,550,975.
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	3,542,311.	12,274,028.	
	30 **Total net assets or fund balances**	3,542,311.	12,274,028.	
	31 **Total liabilities and net assets/fund balances**	3,542,311.	12,274,028.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,542,311.
2	Enter amount from Part I, line 27a	2	8,731,717.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	12,274,028.
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	12,274,028.

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	SALE OF PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS 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	9,007,954.		10,049,152.	-1,041,198.
b	864.			864.
c				
d				
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-1,041,198.
b				864.
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-1,040,334.
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 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))
2008	1,349,524.	5,432,940.	.248397
2007	1,083,990.	7,281,414.	.148871
2006	904,259.	6,431,805.	.140592
2005	723,394.	6,431,567.	.112476
2004	586,081.	6,509,225.	.090039

2 **Total** of line 1, column (d)	2	.740375
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	.148075
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,051,824.
5 Multiply line 4 by line 3	5	1,192,274.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	590.
7 Add lines 5 and 6	7	1,192,864.
8 Enter qualifying distributions from Part XII, line 4	8	1,063,207.

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	1,179.
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	1,179.
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	1,179.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 720.		
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	720.
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** SEE STATEMENT 12 ▶		9	459.
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 2010 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 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) ▶ NC			
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*	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 2009 or the taxable year beginning in 2009 (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)*

		Line	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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ CHARI WARD Telephone no. ▶336-774-6607

Located at ▶4400 SILAS CREEK PKWY, STE 302, WINSTON-SALEM, NC ZIP+4 ▶27104

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

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 page 20 of the 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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 2009 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 2009.)*	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 2009?		4b		X

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

			Yes	No
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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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
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
SEE STATEMENT 15		142,992.	5,508.	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	5,507,901.
b	Average of monthly cash balances	1b	1,059,082.
c	Fair market value of all other assets	1c	1,607,458.
d	**Total** (add lines 1a, b, and c)	1d	8,174,441.
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	8,174,441.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	122,617.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,051,824.
6	**Minimum investment return.** Enter 5% of line 5	6	402,591.

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	402,591.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 1,179.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,179.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	401,412.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	401,412.
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	401,412.

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	1,063,207.
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	1,063,207.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,063,207.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				401,412.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 — 264,948.				
b From 2005 — 408,346.				
c From 2006 — 588,713.				
d From 2007 — 743,215.				
e From 2008 — 1,079,253.				
f **Total** of lines 3a through e	3,084,475.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,063,207.				
a Applied to 2008, 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 2009 distributable amount				401,412.
e Remaining amount distributed out of corpus	661,795.			
5 Excess distributions carryover applied to 2009 (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	3,746,270.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	264,948.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	3,481,322.			
10 Analysis of line 9:				
a Excess from 2005 — 408,346.				
b Excess from 2006 — 588,713.				
c Excess from 2007 — 743,215.				
d Excess from 2008 — 1,079,253.				
e Excess from 2009 — 661,795.				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(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 the 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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 STATEMENT 16				
Total			▶ 3a	900,000.
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					
4 Dividends and interest from securities			14	109,286.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	12,266.	
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	-1,040,334.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a EXCISE TAX REFUND			01	10,956.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-907,826.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -907,826.

(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).

923621
02-02-10

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 or fiduciary) is based on all information of which preparer has any knowledge

Elaine Addison 7/26/10 INVESTMENT MANAGER

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
David Lyle	7-22-10		
Firm's name (or yours if self-employed), address, and ZIP code: DIXON HUGHES PLLC ONE WEST FOURTH STREET, SUITE 700 WINSTON-SALEM, NC 27101		EIN ▶	
		Phone no.	336-714-8100

Form 990-PF (2009)

923622 02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
SLICK FAMILY FOUNDATION	31-1500854

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
SLICK FAMILY FOUNDATION	31-1500854

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EARL F. SLICK REVOCABLE TRUST - 05/13/07 P.O. BOX 5958 WINSTON-SALEM, NC 27113	$ 1,762,914.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	EARL F. SLICK REVOCABLE TRUST - 05/13/07 P.O. BOX 5958 WINSTON-SALEM, NC 27113	$ 282,458.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	EARL F. SLICK REVOCABLE TRUST - 05/13/07 P.O. BOX 5958 WINSTON-SALEM, NC 27113	$ 1,243,513.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	EARL F. SLICK REVOCABLE TRUST - 05/13/07 P.O. BOX 5958 WINSTON-SALEM, NC 27113	$ 6,206,636.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
5	EARL F. SLICK REVOCABLE TRUST - 05/13/07 P.O. BOX 5958 WINSTON-SALEM, NC 27113	$ 1,325,000.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
SLICK FAMILY FOUNDATION	31-1500854

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	REAL PROPERTY - 2780 W. MOUNTAIN ST., KERNERSVILLE, NC	$ 282,458.	03/19/09
3	114,504 SHARES OF RACKSPACE	$ 1,243,513.	07/16/09
4	MULTIPLE MARKETABLE SECURITIES ACCOUNTS	$ 6,206,636.	08/18/09
5	MULTIPLE REAL PROPERTIES LOCATED IN WINSTON-SALEM, NC AND NAPLES, FL	$ 1,325,000.	11/12/09
		$	
		$	

E-Filed X 58931

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
	SLICK FAMILY FOUNDATION	31-1500854
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 5958	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WINSTON-SALEM, NC 27113	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ CHARI WARD 4400 SILAS CREEK PKWY, STE 302 - WINSTON-SALEM, NC 27104
  Telephone No. ▶ 336-774-6607 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , and ending ______

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 130.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 720.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Depreciation and Amortization Detail OFFICE - 2780 WEST MOUNTAIN STREET RENT 1

Asset Number	Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
7	BUILDING - WEST MOUNTAIN							
	031909	SL	39.00	19I	282,458.			5,734.
	* 990-PF RENTAL TOTAL OTHER							
					282,458.	0.	0.	5,734.

916261
04-24-09

- Current year section 179 (D) - Asset disposed

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
2	CONDO - COLONIAL							
		NC	.000		769,000.			0.
3	HOUSE - LAWNDALE							
		NC	.000		159,000.			0.
4	HOUSE - PENNSYLVANIA							
		NC	.000		176,000.			0.
5	HOUSE - GRADY							
		NC	.000		220,000.			0.
6	FURNITURE - GRADY							
		NC	.000		1,000.			0.
	* TOTAL 990-PF PG 1 DEPR							
					1,325,000.	0.	0.	0.

916261
04-24-09

- Current year section 179 (D) - Asset disposed

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	73,877.	864.	73,013.
INTEREST INCOME	91,289.	0.	91,289.
PURCHASED INTEREST	-55,016.	0.	-55,016.
TOTAL TO FM 990-PF, PART I, LN 4	110,150.	864.	109,286.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
OFFICE - 2780 WEST MOUNTAIN STREET	1	18,000.
TOTAL TO FORM 990-PF, PART I, LINE 5A		18,000.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		5,734.	
- SUBTOTAL -	1		5,734.
TOTAL RENTAL EXPENSES			5,734.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			12,266.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND	10,956.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,956.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,433.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,433.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	58,383.	58,383.		0.
MANAGEMENT FEES	43,583.	3,148.		0.
TO FORM 990-PF, PG 1, LN 16C	101,966.	61,531.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAX	1,064.	1,064.		0.
EXCISE TAX	2,637.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,701.	1,064.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	755.	0.		0.
INSURANCE	346.	0.		0.
MISCELLANEOUS FEES	100.	0.		0.
PENALTIES	71.	0.		0.
PAYROLL SERVICE FEES	2,624.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,896.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY INVESTMENTS - CREDIT SUISSE #4260	50,000.	53,980.
EQUITY INVESTMENTS - CREDIT SUISSE #7010	684,107.	722,736.
EQUITY INVESTMENTS - CREDIT SUISSE #7028	566,801.	594,397.
EQUITY INVESTMENTS - CREDIT SUISSE #2825	2,247,394.	3,333,915.
EQUITY INVESTMENTS - CREDIT SUISSE #6996	950,105.	1,004,594.
EQUITY INVESTMENTS - CREDIT SUISSE #7002	877,879.	920,920.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,376,286.	6,630,542.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BOND INVESTMENTS - CREDIT SUISSE #6574	2,958,840.	2,981,531.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,958,840.	2,981,531.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CONDO - COLONIAL	769,000.	0.	769,000.
HOUSE - LAWNDALE	159,000.	0.	159,000.
HOUSE - PENNSYLVANIA	176,000.	0.	176,000.
HOUSE - GRADY	220,000.	0.	220,000.
FURNITURE - GRADY	1,000.	0.	1,000.
BUILDING - WEST MOUNTAIN	282,458.	5,734.	276,724.
TOTAL TO FM 990-PF, PART II, LN 11	1,607,458.	5,734.	1,601,724.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PHYLLIS S. COWELL P.O. BOX 5958 WINSTON-SALEM, NC 27113	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
JOHN F. COWELL P.O. BOX 5958 WINSTON-SALEM, NC 27113	VICE PRESIDENT/DIRECTOR OF 10.00	51,192.	0.	0.
LYNN C. IVES P.O. BOX 5958 WINSTON-SALEM, NC 27113	VICE PRESIDENT/DIRECTOR OF 20.00	91,800.	5,508.	0.
R. ELAINE ADDISON P.O. BOX 5958 WINSTON-SALEM, NC 27113	INVESTMENT MANAGER/DIRECTO 2.00	0.	0.	0.
DANA W. HOWARD P.O. BOX 5958 WINSTON-SALEM, NC 27113	SECRETARY/TREASURER 8.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		142,992.	5,508.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CONTEMPORARY ART FOUNDATION 404 GLENWOOD AVENUE RALEIGH, NC 27603	GENERAL OPERATION	PUBLIC CHARITY	100,000.
DOWN EAST READING SERVICE PO BOX 8706 ROCKY MOUNT, NC 27804	READING SERVICE FOR VISUALLY IMPAIRED	PUBLIC CHARITY	5,000.
MONTESSORI SCHOOL OF RALEIGH 7005 LEADMINE ROAD RALEIGH, NC 27611	EDUCATION	PUBLIC CHARITY	40,000.
NATIONAL FDN TO SUPPORT CELL TRANSPLANT RESEARCH 333 EAST MAIN ST. SUITE 304 LOUISVILLE, KY 40202	GENERAL OPERATION	PUBLIC CHARITY	600,000.
NC COASTAL FEDERATION 3609 HIGHWAY 24 NEWPORT, NC 28570	COASTAL ENVIRONMENT PROTECTION	PUBLIC CHARITY	25,000.
SAINT MARY'S SCHOOL 900 HILLSBOROUGH ST. RALEIGH, NC 27603	GENERAL OPERATION	PUBLIC CHARITY	100,000.
SALEM ACADEMY SALEM STATION, PO BOX 10548 WINSTONSALEM, NC 27113	EDUCATION	PUBLIC CHARITY	25,000.
THE WHALEHEAD CLUB 1100 CLUB WAY PO BOX 307 COROLLA, NC 27927	HISTORICAL CONSERVATION ANNUAL GIFT	PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			900,000.

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization RENT 1

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2009** Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
SLICK FAMILY FOUNDATION	OFFICE - 2780 WEST MOUNTAIN STREET	31-1500854

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7			
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7			8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8			9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562			10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5			11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11			12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12 ▶	13			

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	03 /09	282,458.	39 yrs.	MM	S/L	5,734.
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28			21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr			22	5,734.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23			

916251 11-04-09 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2009)

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles)*

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year:					
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

AMENDED AND RESTATED

BYLAWS

OF

SLICK FAMILY FOUNDATION

(formed under the North Carolina

Nonprofit Corporation Act)

ARTICLE I

NAME

Section 1.01. Name. The corporate name of this organization (hereinafter referred to as the "Corporation") is Slick Family Foundation.

ARTICLE II

OFFICES

Section 2.01. Location. The principal office of the Corporation shall be located within or without the State of North Carolina, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the State of North Carolina a registered office at such place as may be designated by the Board of Directors.

ARTICLE III

Section 3.01. Classes of Membership. The Corporation shall have five classes of membership: (1) Life Members with Six Votes; (2) Life Members with Four Votes; (3) Life Members with Three Votes; (4) Life Members with One Vote; and (5) Regular Members. Unless otherwise provided herein, any reference to "Members" or "Membership" shall include Life Members with Six Votes, Life Members with Four Votes, Life Members with Three Votes, Life Members with One Vote and Regular Members, and any reference to "Life Members" shall include Life Members with Six Votes, Life Members with Four Votes, Life Members with Three Votes and Life Members with One Vote.

Section 3.02. Who Shall Be Members. The initial Members of the Corporation shall be those persons appointed at the organizational meeting of the Corporation. Thereafter, the Members shall be appointed by a majority vote of the then appointed Members.

Section 3.03. Term of Membership. (a) The term of office of each Life Member shall be for his or her lifetime.

(b) The term of office of each Regular Member shall be three (3) years.

Section 3.04. Removal of Members. (a) A Life Member may be removed only for cause by the affirmative vote of Life Members holding a majority of the total number of votes entitled to be cast by Life Members.

(c) Regular Members may be removed by a majority vote of the Members.

Section 3.05. Annual Meeting. There shall be an annual meeting of the Membership at a date and time set by the Board of Directors.

Section 3.06. Special Meetings. Special meetings of the Membership may be called by the Board of Directors or by at least ten percent (10%) of the votes which all Members are entitled to cast at the particular meeting. Upon receiving a written request to call a special meeting, the Secretary shall set the time and date of the meeting, which shall be held not more than 30 days after the receipt of the written request. If the Secretary fails to set the time and date of the special meeting, the person or persons calling the meeting may do so.

Section 3.07. Place and Time of Meetings. Meetings of the Membership may be held at such place, within or without the State of North Carolina, and at such hour as may be fixed in the notice of the meeting.

Section 3.08. Notice of Annual and Special Meetings. Written or printed notice stating the place, day and hour of the meeting, and the business to be transacted shall be sent at least ten (10) days prior to the date of such meeting, either personally or by first class, registered or certified mail, by or at the direction of the Board of Directors, the President, or the Secretary, or the officers or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 3.09. Waivers of Notice. Whenever any notice is required to be given to any Member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the Member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The waiver shall be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of any Member at a meeting, in person or by proxy, shall constitute waiver of notice of such meeting unless the Member at the beginning of the meeting objects to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.10. Quorum. Members entitled to cast a majority of the total number of votes entitled to be cast, represented in person or by written proxy, shall constitute a quorum at a meeting of the Membership for the transaction of any business.

Section 3.11. Proxies. A Member may vote by proxy executed in writing by the Member or his or her duly authorized attorney-in-fact and filed with the Secretary of the Corporation. Each proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. An appointment made irrevocable shall be revocable when the interest with which it is coupled is extinguished in accordance with Section 55A-7-24 of the General Statutes of North Carolina. No proxy shall be valid for more than eleven (11) months from the date of its execution unless a longer time is expressly provided therein.

Section 3.12. Vote. (a) Each Life Member with Six Votes shall have six votes.

(b) Each Life Member with Four Votes shall have four votes.

(c) Each Life Member with Three Votes shall have three votes.

(d) Each Life Member with One Votes shall have one vote.

(e) Each Regular Member shall have one vote.

Section 3.13 Informal Action by Members (a) Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if the action is taken by all Members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed before or after such action by all Members entitled to vote thereon, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) If not otherwise determined under Section 55A-7-03 or 55A-7-07 of the North Carolina General Statutes, the record date for determining Members entitled to take action without a meeting is the date the first Member signed the consent under subsection (a) of this section.

(c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. Power of Board and Qualification of Directors. All corporate powers shall be exercised by, or under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Directors. A Director need not be a resident of North Carolina.

Section 4.02. Number of Directors. The number of Directors of the Corporation shall be at least one (1). The number of Directors may be increased or decreased by a vote of a majority of the Members at a meeting of the Membership.

Section 4.03. Appointment and Term of Directors. The initial Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. Each Director shall serve for a term of one (1) year.

Section 4.04. Vacancies on the Board of Directors. A vacancy in the Board of Directors, occurring either through any newly created directorships or by reason of death, resignation, retirement, disqualification or removal of a Director, shall be filled by a majority vote of the Members. A Director elected to fill a vacancy shall continue in office until his successor is elected or qualified or until his death, resignation or removal.

Section 4.05. Removal of Directors. Except as otherwise provided in the Articles of Incorporation, any one or more of the Directors may be removed with or without cause by a majority vote of the Members.

Section 4.06. Resignations. A Director may resign at any time by communicating his resignation to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when such notice is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 4.07. Quorum of Directors and Action by the Board. Unless otherwise required by law or by the Articles of Incorporation or these Bylaws, a majority of Directors in office immediately before a meeting of the Board of Directors begins shall constitute a quorum for the transaction of business or of any particular business at such meeting, and, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the vote of a majority of the Directors present at the meeting at the time of such vote, if a quorum is then present, shall constitute the action of the Board of Directors.

Section 4.08. Meetings of the Board. (a) Regular meetings of the Board of Directors shall be held at least quarterly at such times as may be fixed by the Board of Directors.

(b) Special meetings of the Board of Directors may be held at any time and upon such notice as may be prescribed by resolution of the Board of Directors.

(c) Meetings of the Board of Directors may be held at such places within or without the State of North Carolina as may be fixed by the Board of Directors.

Section 4.09. Notice of Meetings of Directors. (a) No notice need be given of regular meetings of the Board of Directors. Written notice of each special meeting of the Board of Directors shall state the date, place and hour of the meeting and shall be sent by any usual means of communication, not less than five (5) days prior to the date of the meeting. Unless otherwise required by law, the Articles of Incorporation or these Bylaws, notice of a special meeting of the Board of Directors need not describe the purpose of the special meeting.

(b) Notice of a meeting of the Board of Directors need not be given to any Director entitled to such notice who files with the minutes or corporate records a signed, written waiver of notice whether before or after the date and time stated in such notice. A Director's attendance at or participation in a meeting waives any required notice to him of such meeting unless at the beginning of such meeting, or promptly upon his arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 4.10. Informal Action by Directors; Meetings by Conference Telephone. (a) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each Director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Action taken under this Section 4.10(a) becomes effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided, the consent states the date of execution by each Director. Such consent shall have the same force and effect as a unanimous vote.

(b) The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11. Compensation. The Board of Directors may provide for and fix the compensation of the Directors for services rendered by them in their capacity as Directors.

ARTICLE V

COMMITTEES

Section 5.01. Committees; Authority. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent permitted by law and provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors then in office.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it, or him, by law.

The provisions of these Bylaws relating to the Board of Directors which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements apply to committees of the Board of Directors and their members as well.

Section 5.02. Disclaimer Fund Committee. At any time that the Corporation has a Disclaimer Fund (as defined in Article IX below), the Board of Directors shall, by resolution adopted by a majority of the Directors then in office, designate and appoint a committee consisting of two (2) or more Directors, which committee shall have and exercise the authority of the Board of Directors of the Corporation with respect to any payments, distributions, applications or accumulating of income or principal of such Disclaimer Fund, including, without limitation, the selection of the ultimate charitable beneficiaries of such Disclaimer Fund. Phyllis S. Cowell shall not serve on, or cast any vote or otherwise participate in the appointment of Directors to serve on (or the removal of Directors from), any Disclaimer Fund Committee designated and appointed with respect to such Disclaimer Fund pursuant to this Section 5.02.

ARTICLE VI

OFFICERS, AGENTS AND EMPLOYEES

Section 6.01. Officers. The Board of Directors shall elect or appoint such officers of the Corporation as the Directors may deem necessary or desirable, provided, however, that the Board of Directors shall appoint or elect a President, a Vice President and a Secretary/Treasurer of the Corporation. Any two or more offices may be held by the same person, but no individual may act in more than one capacity where action of two or more officers is required.

Section 6.02. Term of Office and Removal. Unless otherwise provided by resolution of the Board of Directors, officers shall be elected or appointed at the first annual meeting of the Board of Directors in each calendar year. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. The Board of Directors may reelect or reappoint an officer upon the expiration of such officer's term of office. Any officer may be removed by the Board of Directors at any time, with or without cause.

Section 6.03. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired portion of the term at any meeting of the Board of Directors.

Section 6.04. Powers and Duties of Officers. Subject to the control of the Board, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

A. President. The President shall serve as the chief executive officer of the Corporation. Subject to the supervision of the Board of Directors, the President shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

B. Vice President. The Vice President shall perform such duties and have such powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for preparing and maintaining custody of the minutes of the meetings of the Board of Directors and for authenticating records of the Corporation, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law. The Secretary/Treasurer shall have custody of the corporate seal of the Corporation, shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal for the Corporation, if any, and to attest the affixing by his signature.

The Secretary/Treasurer, as the chief financial officer of the Corporation, shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Secretary/Treasurer shall render a statement of accounts. He shall, at all reasonable times, exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the offices of Secretary and Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors.

Section 6.05. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board of Directors. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights in such person.

Section 6.06. Compensation of Officers, Agents and Employees. (a) The Corporation may pay compensation and such other reasonable amounts to officers, agents and employees for services rendered by them in their capacity as officers, such amount to be fixed by the Board of Directors.

(b) The Board of Directors may require employees or agents to give security for the faithful performance of their duties.

ARTICLE VII

MISCELLANEOUS

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall end December 31.

Section 7.02. Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "North Carolina" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.03. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.04. Books and Records to be Kept. The Corporation shall keep at its principal office a copy of the following documents: (1) the Article of Incorporation and all amendments thereto; (2) the Bylaws and all amendments thereto; (3) resolutions adopted by the Members and the Board of Directors relating to the number or classification of Directors or the characteristics, qualifications, rights, limitations and obligations of Members or any class or category of Members; (4) the minutes of all meetings of the Membership and the Board of Directors, and records of all actions taken without a meeting for the past three years; (5) all written communications sent to Members generally within the past three years; (6) financial statements for the past three years; (7) a current list of Directors and officers of the Corporation and their business or residential addresses; and (8) the most recent annual report delivered to the Secretary of State. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.05. Amendments to Articles of Incorporation and Bylaws. (a) The Articles of Incorporation and the Bylaws of the Corporation may only be amended (1) by the Board of Directors or, in lieu thereof, in writing by the number or proportion of Members entitled to call a special meeting to consider such amendment, and (2) by the Members by a majority of the votes entitled to be cast on the amendment.

(b) Notice of any meeting of the Membership at which an amendment is to be voted upon shall be sent to each Member in accordance with Section 3.08 of these Bylaws. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Article of Incorporation or the Bylaws, as applicable, and contain or be accompanied by a copy or summary of the amendment.

Section 7.06. Indemnification. (a) The Corporation shall indemnify a Director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the Director or officer was a party because he is or was a Director or officer of the Corporation against reasonable expenses actually incurred by the Director or officer in connection with the proceeding.

(b) To the extent permitted by, and subject to any conditions now or hereafter prescribed by, the North Carolina Nonprofit Corporation Act, and subject to such other conditions, not inconsistent with such Act, as the Board of Directors may in its discretion impose, the Corporation may indemnify any individual serving as a Director, officer, employee or agent of the Corporation or any person who may have served at the Corporation's request as a Director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such Director, officer, employee or agent if the individual (1) conducted himself in good faith; (2) reasonably believed (i) in the case of conduct in his official capacity with the Corporation that his conduct was in the Corporation's best interests; and (ii) in all other cases, that his conduct was at least not opposed to the Corporation's best interests; and (3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which such Director, officer, employee or agent may be entitled, under any Bylaw, agreement, action of the Board of Directors or otherwise. Notwithstanding the foregoing, the Corporation shall not indemnify a Director unless authorized by the Board of Director after a determination has been made that indemnification of the Director is permissible in the circumstances because the Director has met the standard of conduct set forth in Section 55A-8-51 of the North Carolina General Statutes.

(c) The provisions of this Section 7.06 shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

(e) Notwithstanding the foregoing, in no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"), or the corresponding provision of any future federal tax code. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509(a) of the Code, or the corresponding provision of any future federal tax code, then, during such time, no payment shall be made under this Section 7.06 if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code, or the corresponding provision of any future federal tax code. Further, in no case shall the Corporation indemnify, reimburse, or insure any person if such action would adversely affect the

Corporation's qualification under § 501(c)(3) of the Code (or the corresponding provision of any future federal tax code).

Section 7.07. Advance for Expenses. If authorized by a resolution of the Board of Directors, the Corporation may advance expenses incurred by a Director, officer, employee or agent in defending a proceeding prior to its final disposition; provided, however, that the Director, officer, employee or agent agrees to repay such amount unless it is later determined that the Director, officer, employee or agent is entitled to be indemnified by the Corporation against such expenses.

Section 7.08. Notice of Advance or Indemnification to Members. If the Corporation, by an authorized resolution of the Board of Directors, indemnifies or advances expenses to a Director in connection with a proceeding by or in the right of the Corporation, the Corporation shall give notice of the indemnification or advance in writing to the Members with or before the notice of the next meeting of the Membership.

Section 7.09. Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors or officers.

ARTICLE VIII
EXEMPT STATUS

Section 8.01. Exempt Status. Notwithstanding any provision in these Bylaws or in the Corporation's Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in § 501(c)(3) of the Code, or the corresponding provision of any future federal tax code, or by an organization contributions to which are deductible under §§ 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or the corresponding provision of any future federal tax code.

ARTICLE IX
DISCLAIMER

Section 9.01. Disclaimer by Phyllis S. Cowell. Pursuant to a disclaimer executed by Phyllis S. Cowell on February 12, 2008, Phyllis S. Cowell has disclaimed certain amounts to which she would otherwise be entitled. As a result of such disclaimer, any disclaimed amounts that pass to the Corporation shall be held in a separate fund of the Corporation (a "Disclaimer Fund") and Phyllis S. Cowell shall be prohibited from participating in the exercise, or the decision not to exercise, any discretion over payments, distributions, applications or accumulating of income or principal of such separate fund by the Directors of the Corporation, including the selection of the ultimate charitable beneficiaries of the separate fund.