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ENVELOPE
POSTMARK DATE JUL 14 2011

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation **A Employer identification number**

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

Number and street (or P O box number if mail is not delivered to street address) Room/suite **B Telephone number (see page 10 of the instructions)**

1525 W W.T. HARRIS BLVD. D1114-044

(336) 747-8161

City or town, state, and ZIP code **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**

CHARLOTTE, NC 28288

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, col. (c), line 16) **J Accounting method:** ☒ Cash ☐ Accrual ☐ Other (specify) **(Part I, column (d) must be on cash basis.)**

16) \$ 198,759,148.

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 page 11 of the 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 (attach schedule)	30,666.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	4,396,366.	4,384,856.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,951,971.			
b Gross sales price for all assets on line 6a	31,139,341.			
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 or (loss) (attach schedule)				
11 Other income (attach schedule)	17,557.			STMT 2
12 Total. Add lines 1 through 11	2,492,618.	4,384,856.		
13 Compensation of officers, directors, trustees, etc.	305,557.	229,168.		76,389.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans; employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	110,566.	65,472.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	416,123.	294,640.	NONE	76,389.
25 Contributions, gifts, grants paid	8,325,278.			8,325,278.
26 Total expenses and disbursements. Add lines 24 and 25	8,741,401.	294,640.	NONE	8,401,667.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-6,248,783.			
b Net investment income (if negative, enter -0-)		4,090,216.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions. **Form 990-PF (2010)**

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	NONE	89,661.	89,661.	
	2	Savings and temporary cash investments		7,043,106.	7,043,106.	
	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 page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	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)				
	c	Investments - corporate bonds (attach schedule) STMT 4	NONE	156,588,806.	186,837,138.	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 5	179,275,161.	5,591,201.	4,789,243.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	179,275,161.	169,312,774.	198,759,148.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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	179,275,161.	169,312,774.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)	179,275,161.	169,312,774.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	179,275,161.	169,312,774.		

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	179,275,161.
2	Enter amount from Part I, line 27a	2	-6,248,783.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	
4	Add lines 1, 2, and 3	4	173,026,378.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	3,713,604.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	169,312,774.

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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 SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-1,951,971.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).					
If (loss), enter -0- in Part I, line 8.					

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	10,443,594.	167,205,693.	0.06245955991
2008	12,030,870.	210,848,035.	0.05705943620
2007	12,041,165.	250,088,503.	0.04814761517
2006	10,945,026.	246,225,253.	0.04445127324
2005	10,897,959.	224,816,568.	0.04847489265
2 Total of line 1, column (d)			2 0.26059277717
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 0.05211855543
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 185,082,406.
5 Multiply line 4 by line 3			5 9,646,228.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 40,902.
7 Add lines 5 and 6			7 9,687,130.
8 Enter qualifying distributions from Part XII, line 4			8 8,401,667.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
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	81,804.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	81,804.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	81,804.
6 Credits/Payments.			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	77,802.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	4,002.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	81,804.	
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		
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 2011 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 8		
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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 page 20 of the 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 <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SEE STATEMENT 9 Telephone no. <input type="checkbox"/>			
Located at <input type="checkbox"/> ZIP + 4 <input type="checkbox"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		<input type="checkbox"/>
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>				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
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?	<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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		X
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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <input type="checkbox"/>		
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 page 22 of the instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a 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 2010 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 2010)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2010?		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ **5b** ☒ X

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No **STMT 10**

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? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
SEE STATEMENT 11		305,557.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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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 page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See page 24 of the instructions.	
3 NONE	

Total. Add lines 1 through 3

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	184,834,968.
b	Average of monthly cash balances	1b	3,065,952.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	187,900,920.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	187,900,920.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	2,818,514.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	185,082,406.
6	Minimum investment return. Enter 5% of line 5	6	9,254,120.

Part XI Distributable Amount (see page 25 of the 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	9,254,120.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	81,804.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	81,804.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,172,316.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	9,172,316.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,172,316.

Part XII Qualifying Distributions (see page 25 of the 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	8,401,667.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,401,667.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,401,667.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				9,172,316.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			8,325,278.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>8,401,667.</u>				
a Applied to 2009, but not more than line 2a			8,325,278.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				76,389.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				9,095,927.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of 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))

N/A

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.

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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 12				
Total ▶ 3a				8,325,278.
b Approved for future payment				
Total ▶ 3b				

Form **990-PF** (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,396,366.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,951,971.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a _____					
b <u>US TREASURY REFUND</u>			01	17,557.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				2,461,952.	
13 Total. Add line 12, columns (b), (d), and (e)				13	2,461,952.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

Part XVII

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

- | 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? | | Yes | No |
|---|--|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

- 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

**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.

RAH

05/27/2011

Trustee

Signature of officer or trustee **WELLS FARGO BANK, N.A.**

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

PTIN

Check ☐ if self-employed

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

Employer identification number

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

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

TW W. N. REYNOLDS RESIDUARY TRUST

Employer identification number

56-6036636

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Bagley/Reynolds Cemtry Trust 1525 W WT Harris Blvd Charlotte, NC 28288	\$ 30,666.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					22,483.	
27,001.00		1. 5.8 AC LT/REYNOLDS WINSTON-SALEM NC PROPERTY TYPE: SECURITIES 18,890.00					09/10/1951 8,111.00	05/26/2010
5000000.00		305623.472 VANGUARD MID-CAP INDX FD- I # PROPERTY TYPE: SECURITIES 5678484.00					08/27/2008 -678484.00	08/24/2010
5000000.00		185735.513 VANGUARD SMALL CAP INDX- INST PROPERTY TYPE: SECURITIES 5780089.00					08/27/2008 -780089.00	08/24/2010
1000000000		338066.261 VANGUARD TOTAL STK MKT INDX- PROPERTY TYPE: SECURITIES 1120077000					02/28/2008 -120077000	10/26/2010
2750000.00		271470.879 VANGUARD INST DEV MKTS IN-IS PROPERTY TYPE: SECURITIES 2641412.00					11/17/2009 108,588.00	12/16/2010
2750000.00		87747.288 VANGUARD TOTAL STK MKT INDX- I PROPERTY TYPE: SECURITIES 2903558.00					02/28/2008 -153558.00	12/16/2010
5589857.00		81100. ISHARES RUSSELL 2000 PROPERTY TYPE: SECURITIES 4868109.00					08/24/2010 721,748.00	12/21/2010
TOTAL GAIN(LOSS)					----- -1951971. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EVERGREEN TREASURY MONEY MARKET FUND CL	74.	74.
ISHARES RUSSELL 2000	14,714.	14,714.
OPPENHEIMER COM STR TR FD Y #739	89,661.	89,661.
PIMCO COMMODITY REAL RET STRAT-I#45	511,757.	511,757.
QWEST COMMUNICATIONS INTL INC COM	11,510.	
SPDR S&P MIDCAP 400 ETF TRUST	28,193.	28,193.
VANGUARD INSTITUTIONAL DEVELOPED MARKETS	26,582.	26,582.
VANGUARD INST DEV MKTS IN-IS #885	689,999.	689,999.
VANGUARD INFLT-PROT SECS INSTL #1190	941,852.	941,852.
VANGUARD MSCI EMERGING MARKETS EFT	342,496.	342,496.
VANGUARD TOTAL STK MKT INDEX- I #855	1,007,260.	1,007,260.
VANGUARD MID-CAP INDEX FD- I #864	71,054.	71,054.
VANGUARD VALUE INDEX FD CL I	257,249.	257,249.
VANGUARD GROWTH INDEX FD-INS#0868	383,200.	383,200.
VANGUARD SMALL CAP INDEX- INST #857	20,473.	20,473.
EVGREEN INST TREAS MMKT I CL #497	49.	49.
WF ADV TREAS PLUS MM FD-INST #793	243.	243.
TOTAL	4,396,366.	4,384,856.

=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
US TREASURY REFUND	17,557.

TOTALS	17,557.
	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - PRINCIPAL	45,094.	
FOREIGN TAXES ON QUALIFIED FOR	41,610.	41,610.
FOREIGN TAXES ON NONQUALIFIED	23,862.	23,862.
	-----	-----
TOTALS	110,566.	65,472.
	=====	=====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
#464287655 ISHARES RUSSELL	149,945.	195,444.
#78467Y107 SPDR S&P MIDCAP 400	5,011,807.	6,284,024.
#922031745 VANGUARD INFLATION	35,006,103.	36,278,763.
#683807Y409 OPPENHEIMER COMM.	4,334,860.	4,832,687.
#922908868 VANGUARD GROWTH IND	26,371,121.	32,551,417.
#922908835 VANGUARD MID-CAP	5,233,516.	5,734,897.
#921909826 VANGUARD INSTI. DEV	20,030,684.	22,555,853.
#922908876 VANGUARD SMALL CAP	1,462,100.	1,633,586.
#922908801 VANGUARD TOTAL STOC	31,674,768.	47,585,888.
#922908850 VANGUARD VALUE INDE	10,606,932.	10,910,861.
#922042858 VANGUARD EMERGING	16,706,970.	18,273,718.
TOTALS	----- 156,588,806. =====	----- 186,837,138. =====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

C OR F

ENDING
FMV

BOOK VALUE

CALL WRITE ISHARES RUSSELL	C	-6,892.	-29,952.
CALL WRITE SPDR S &P MIDCAP400	C	-237,304.	-914,400.
PUT OPTION ISHARES RUSSELL	C	326,588.	1,670.
PUT OPTION SPDR S&P MIDCAP400	C	308,808.	9,525.
#9WB027432 INDENTURE FOR REYNO	C	1.	1.
#722005667 PIMCO COMMODITY REA	C	5,200,000.	5,722,399.

TOTALS

-----	-----
5,591,201.	4,789,243.
=====	=====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION	AMOUNT
-----	-----

AND ADJ COST FOR CALL OPTION SALE

TOTAL

=====

STATEMENT 6

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ADJUST FOR CHANGE OF RECORD KEEPING FROM BOOK TO COST	3,713,604. -----
TOTAL	3,713,604. =====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NC

STATEMENT 8

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: Wells Fargo Bank

ADDRESS: 1 WEST 4TH STREET, 2ND FLOOR
WINSTON-SALEM, NC 27101

TELEPHONE NUMBER: (336) 747-8161

STATEMENT 9

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

See Attached Schedule

ADDRESS:

101 Reynolds Village

Winston Salem, NC 27106

GRANT AMOUNT 8,325,278.

GRANT PURPOSE:

Grants

STATEMENT 10

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

Action for Children North Carolina 1300 St. Mary's Street, Suite 500 Raleigh, NC 27605	509(a)(1)	For general operating support.	\$100,000
Action Institute NC 5500 Executive Center Dr., Suite 234 Charlotte, NC 28212	509(a)(1)	For general operating support.	\$75,000
Adolescent Pregnancy Prevention Campaign of NC 3708 Mayfair St., Suite 310 Durham, NC 27707	509(a)(1)	For general operating support.	\$75,000
Alexander International Center P. O. Box 552 Taylorsville, NC 28681	509(a)(1)	For general operating support.	\$16,500
American Civil Liberties Union-NC Legal Foundation P.O. Box 28004 Raleigh, NC 27611-8004	509(a)(1)	Racial Justice Project.	\$70,000
American Council for an Energy-Efficient Economy 529 14th Street, NW, Suite 600 Washington, DC 20045	509(a)(1)	North Carolina's Energy-Efficient Future: Potential for Electricity, Transportation, and Water Efficiency.	\$25,000
American Rivers 1101 14th Street NW, Suite 1400 Washington, DC 20005	501c(3)	For general operating support.	\$73,000
Andrews Valley Initiative, Inc. P. O. Box 868 Andrews, NC 28901	501c(3)	For general operating support.	\$35,000
Appalachian Housing Initiative 1710 Parkwood Dr., South Suite Wilkesboro, NC 28697	509(a)(2)	For general operating support.	\$35,000
Appalachian State University P.O. Box 32068 Boone, NC 28608	509(a)(1)	Green Economic Asset Mapping.	\$34,602
Appalachian State University P.O. Box 32068 Boone, NC 28608	509(a)(1)	Regional Entrepreneurship Economic Development Initiative.	\$50,000
Appalachian Sustainable Agriculture Project 729 Haywood Rd., Suite 3 Asheville, NC 28806	509(a)(1)	For general operating support.	\$45,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

Appalachian Voices 191 Howard Street Boone, NC 28607	509(a)(2)	New Strategies Toward a Clean Energy Future in North Carolina.	\$40,000
Asheville Design Center, Inc. 8 College Street Asheville, NC 28801	509(a)(1)	For general operating support.	\$20,000
Bertie County P. O. Box 530 Windsor, NC 27983	Government	Task Force Community Projects.	\$60,000
Blue Ridge Conservancy 290 Queen St. Boone, NC 28607	509(a)(1)	Organizational Development and Community Land Protection.	\$25,000
Blue Ridge Environmental Defense League PO Box 88 Glendale Springs, NC 28629	509(a)(1)	For general operating support.	\$60,000
Brighter Path Foundation 7730 North Point Drive Winston-Salem, NC 27106	509(a)(3)	2010 NSR Award designated by Christopher Flynt.	\$19,000
Brunswick Housing Opportunities Post Office Box 351 3972-H Old Ocean Hwy Bolivia, NC 28422	509a(1)	For general operating support.	\$25,000
Builders of Hope, Inc 310 N. Harrington St. Raleigh, NC 27603	509(a)(1)	For general operating support (Charlotte Expansion).	\$40,000
Building Bridges of Asheville, Inc. P. O. Box 63 Asheville, NC 28802	509(a)(2)	For general operating support.	\$35,000
Campaign for Migrant Worker Justice 1221 Broadway Street Toledo, OH 43609	509(a)(1)	Modeling Labor Supply in Agriculture.	\$30,000
Cape Fear Housing Land Trust, Inc. 20 North 4th Street, Suite 218 Wilmington, NC 28401	509(a)(1)	For general operating support.	\$50,000
Cape Fear River Watch, Inc. 617 Surry Street Wilmington, NC 28401	509(a)(1)	For general operating support.	\$30,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

Carolina Justice Policy Center P. O. Box 309 Durham, NC 27702-0309	509(a)(1)	For general operating support.	\$60,000
Catawba County Hispanic Ministry 737 12th St. SW Hickory, NC 28602	509(a)(1)	For general operating support.	\$30,000
Catholic Social Services of the Roman Catholic Diocese of Charlotte 1123 S. Church Street Charlotte, NC 28203-4003	509(a)(1)	Legal Immigration Services.	\$40,000
Center for Community Action, Inc. PO Box 723 Lumberton, NC 28359	509(a)(1)	For the Women's Economic Equity Project.	\$90,000
Center for Community Action, Inc. PO Box 723 Lumberton, NC 28359	509(a)(1)	For general operating support.	\$10,000
Center for Death Penalty Litigation, Inc. 201 West Main St., Suite 301 Durham, NC 27701	509(a)(1)	Public Education and Information Project.	\$95,000
Center for Participatory Change, Inc. P. O. Box 9238 Asheville, NC 28815	509(a)(1)	For general operating support.	\$60,000
Center for Responsible Lending P. O. Box 3638 Durham, NC 27702-3638	509(a)(3)	Advocacy and outreach on predatory lending reforms in North Carolina.	\$115,000
Center for Responsible Lending P. O. Box 3638 Durham, NC 27702-3638	509(a)(3)	Fight North Carolina Foreclosures.	\$40,000
Central Park NC P. O. Box 159 Star, NC 27356	509(a)(1)	For general operating support.	\$90,000
Centro de Enlace, Inc. P.O. Box 236 Burnsville, NC 28714	509(a)(1)	For general operating support.	\$30,000
Chatham Education Foundation P. O. Box 1518 Pittsboro, NC 27312	509(a)(1)	Chatham Education Foundation NBCT Leadership & Mentoring Program.	\$4,600

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

Child Care Services Association P. O. Box 901 Chapel Hill, NC 27514	509(a)(1)	North Carolina Statewide Child Care Workforce Study.	\$35,000
Clean Energy Durham P.O. Box 2223 Durham, NC 27702	509(a)(1)	For general operating support.	\$5,000
Clean Water for NC 29 1/2 Page Avenue Asheville, NC 28801	509(a)(2)	For general operating support.	\$25,000
Coalicion Latina del Condado de Randolph PO Box 3527 Asheboro, NC 27204	509(a)(1)	For general operating support.	\$25,000
Coalicion Latinoamericano 4938 Central Avenue Charlotte, NC 28205	509(a)(2)	Immigrant Rights Program.	\$50,000
Coastal Horizons Center, Inc. 615 Shipyard Blvd. Wilmington, NC 28412	509(a)(1)	For general operating support.	\$30,000
Common Cause Education Fund 1133 19th St., NW, 9th Floor Washington, DC 20036	509(a)(1)	For general operating support.	\$100,000
Community Building Initiative 217 S. Tryon St., Ste. 307 Charlotte, NC 28202-3201	509(a)(1)	For general operating support.	\$25,000
Community Home Trust P.O. Box 307 Carrboro, NC 27510	509(a)(1)	Capacity building support.	\$20,000
Community Reinvestment Association of NC PO Box 1929 Durham, NC 27701	501(c)(3)	For general operating support.	\$75,000
Community Success Initiative, Inc. P.O. Box 61114 Raleigh, NC 27661	509(a)(1)	For general operating support.	\$25,000
Conservation Fund P. O. Box 271	509(a)(1)	For general operating support.	\$500,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

Chapel Hill, NC 27514			
Conservation Trust for NC 1028 Washington Street Raleigh, NC 27605	509(a)(2)	For general operating support	\$50,000
Core Sound Waterfowl Museum P. O. Box 556 Harkers Island, NC 28531	509(a)(1)	Vision for the Future: Engaging Down East Communities.	\$50,000
Corporation for Enterprise Development 1200 G Street, NW, Suite 400 Washington, DC 20005	509(a)(1)	Municipal Economic Opportunity Project.	\$50,000
Council for Children's Rights, Inc. 601 East 5th Street, Suite 510 Charlotte, NC 28202	509(a)(1)	Holistic Child Mental Health Representation.	\$60,000
Council for Children's Rights, Inc. 601 East 5th Street, Suite 510 Charlotte, NC 28202	509(a)(1)	The Larry King Center for Building Children's Futures.	\$50,000
Crisis Assistance Ministry 500-A Spratt Street Charlotte, NC 28206	509(a)(1)	Seeing Eye to Eye Through Advocacy.	\$25,000
Dan River Basin Association 413 Church Street, Suite 401 Eden, NC 27288-3243	509(a)(1)	For general operating support.	\$60,000
Darryl Hunt Project for Freedom and Justice, Inc. Eight West Third St., Suite 350 Winston Salem, NC 27101	509(a)(1)	For general operating support.	\$20,000
Democracy NC 1821 Green Street Durham, NC 27705	509(a)(1)	For general operating support.	\$350,000
Destination Cleveland County, Inc. P. O. Box 2063 Shelby, NC 28151	509(a)(2)	For general operating support.	\$35,000
Development Foundation of the NC Center for the Advancement of Teaching, Inc. 276 NCCAT Drive Cullowhee, NC 28723	509(a)(1)	NCCAT's Connect to Your Future.	\$35,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

Disability Rights North Carolina 2626 Glenwood Avenue, Suite 550 Raleigh, NC 27608	509(a)(1)	Mental Illness and the Death Penalty.	\$30,000
Duke University 324 Blackwell St., Suite 920 Durham, NC 27701-3764	509(a)(1)	For general operating support of the Law Clinic.	\$50,000
Duke University 324 Blackwell St., Suite 920 Durham, NC 27701-3764	509(a)(1)	For the Environmental Law and Policy Clinic to Produce the Citizens' Guide to North Carolina Environmental Law.	\$15,000
Durham Affordable Housing Coalition 400 W. Main St., Suite 408 Durham, NC 27701	509(a)(1)	For general operating support.	\$30,000
Employee/Trustee Matching Gifts	509(a)(1)	Employee and Trustee charitable contributions in NC.	\$19,039
Environment North Carolina Research and Policy Center, Inc. 112 S. Blount Street, Suite 102 Raleigh, NC 27601	509(a)(1)	For general operating support.	\$24,000
Environmental and Conservation Organization of Henderson County 121 Third Ave West, Suite 4 Hendersonville, NC 28792	509(a)(2)	For general operating support.	\$20,000
Environmental Defense Fund, Inc. 4000 Westchase Blvd., Suite 510 Raleigh, NC 27607	509(a)(1)	For general operating support.	\$195,000
Environmental Federation of NC d/b/a Earth Share of NC P.O. Box 196 Durham, NC 27702	509(a)(1)	For general operating support.	\$20,000
Equality NC Foundation P. O. Box 28768 Raleigh, NC 27611	509(a)(1)	For general operating support.	\$35,000
Fair Trial Initiative 201 W. Main Street, Suite 300 Durham, NC 27701	509(a)(1)	For general operating support.	\$60,000
Fair Trial Initiative 201 W. Main Street, Suite 300 Durham, NC 27701	509(a)(1)	For North Carolina Coalition for a Moratorium.	\$60,000
Family Service, Inc. of Gaston County	509(a)(1)	For general operating support.	\$35,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

214 E. Franklin Blvd Gastonia, NC 28052			
Family Violence Prevention Center, Inc. d/b/a Interact 1012 Oberlin Road Raleigh, NC 27605	509(a)(1)	Immigrants Seeking Safety.	\$79,568
Foothills Connect Business and Technology Center 146 N. Main St. Rutherfordton, NC 28139	509(a)(1)	For general operating support.	\$35,000
Forsyth Futures 601 North Cherry Street, Suite 250 Winston-Salem, NC 27101	509(a)(1)	Data and Research Project Development and Public Policy.	\$40,000
Franklin-Vance-Warren Opportunity, Inc. PO Box 1453 Henderson, NC 27536	509(a)(1)	Women's Economic Equity Project	\$90,000
Greater Mount Airy Ministry of Hospitality, Inc. P.O. Box 1701 Mount Airy, NC 27030	509(a)(1)	For general operating support for Mary Sue's Safe Haven.	\$46,000
Greensboro Housing Coalition 122 N. Elm Street, Suite 608 Greensboro, NC 27401	509(a)(1)	For general operating support.	\$35,000
HandMade in America Foundation P. O. Box 2089 Asheville, NC 28802	509(a)(1)	For the implementation phase of the Women's Economic Equity Project.	\$50,000
HAVEN in Lee County PO Box 3191 Sanford, NC 27331	509(a)(1)	Financial Capacity-Building Project.	\$12,409
Haw River Assembly, Inc. P. O. Box 187 Bynum, NC 27228	509(a)(1)	For general operating support.	\$25,000
Haywood Waterways Association, Inc. P. O. Box 389 Waynesville, NC 28786	509(a)(1)	For general operating support.	\$10,000
Help, Inc.: Center Against Violence P. O. Box 16 Wentworth, NC 27375	509(a)(1)	Financial Capacity-Building Project.	\$9,908

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GRANTS PAID – 2010

Helpmate, Inc. P. O. Box 2263 Asheville, NC 28802	509(a)(1)	Financial Capacity-Building Project.	\$19,800
Hispanic Liaison of Chatham County 105 E. Second Street Siler City, NC 27344	509(a)(1)	For general operating support.	\$35,000
Hispanics in Philanthropy 55 Second St., Suite 1500 San Francisco, CA 94105	509(a)(1)	North Carolina Site of the Funders' Collaborative.	\$200,000
Housing Greensboro, Inc. P. O. Box 3341 Greensboro, NC 27402	509(a)(1)	For general operating support.	\$25,000
Institute for Southern Studies PO Box 531 Durham, NC 27702	509(a)(1)	NC Freedom Journalism School.	\$34,920
Ipas P. O. Box 5027 Chapel Hill, NC 27514	509(a)(1)	Developing Latino Youth Leadership for Reproductive Health Advocacy and Education.	\$42,167
Just Economics P.O. Box 2396 Asheville, NC 28802	509(a)(1)	For general operating support.	\$30,000
Latino Outreach & Solidaridad, Inc. 33 East Main St., Suite 13 Franklin, NC 28734	509(a)(1)	For general operating support.	\$20,000
Leaflight, Inc. P.O. Box 16081 Chapel Hill, NC 27516	509(a)(1)	21st Century Farmers' Markets North Carolina.	\$50,000
Legal Aid of NC-Raleigh 224 South Dawson Street Raleigh, NC 27601	509(a)(1)	Home Defense Project (HDP).	\$450,000
Legal Services of North Carolina, Inc. 224 South Dawson Street Raleigh, NC 27601	509(a)(1)	Eastern Carolina Immigrants' Rights Project (ECIRP).	\$150,000
Legal Services of Southern Piedmont 1431 Elizabeth Ave Charlotte, NC 28204	509(a)(1)	Justice for All Project.	\$40,000
Lexington Housing Community	509(a)(1)	For general operating support.	\$35,000

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GRANTS PAID – 2010

Development Corp. P. O. Box 933 Lexington, NC 27293			
Little Tennessee Watershed Association 93 Church Street, Suite 214 Franklin, NC 28734	509(a)(1)	For general operating support.	\$5,000
Little Tennessee Watershed Association 93 Church Street, Suite 214 Franklin, NC 28734	509(a)(1)	For general operating support.	\$20,000
Lumbee Revitalization and Community Development Corporation P. O. Box 68 Pembroke, NC 28372	509(a)(1)	Economic Development and Job Creation through Military Contracting.	\$30,000
Marketing Association for Rehab Centers, Inc 134 Wright Brothers Way Fletcher, NC 28732	509(a)(2)	MARC Parity Initiative.	\$86,500
MDC, Inc. P. O. Box 17268 Chapel Hill, NC 27516-7268	509(a)(1)	For general operating support.	\$75,000
Mecklenburg Ministries 3900-A Park Road Charlotte, NC 28209	509(a)(1)	Soul to Soul.	\$35,000
Michigan State University College of Law 368 Law College Bldg. East Lansing, MI 48824-1300	509(a)(1)	North Carolina Racial Justice Act Study Project.	\$109,000
Mountain BizWorks 153 South Lexington Avenue Asheville, NC 28801	509(a)(1)	For general operating support: Growing WNC's Entrepreneurial Community - Developing Organizational Strength.	\$95,000
National Farm Worker Ministry 438 N. Skinker Blvd. St. Louis, MO 63130	509(a)(1)	North Carolina Farm Worker Support Project.	\$35,000
National Forum to Accelerate Middle-Grades Reform PO Box 224 Savoy, IL 61874	509(a)(1)	Schools to Watch: School Transformation Network.	\$70,000

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GRANTS PAID – 2010

National Organization on Disability 5 East 86th Street New York, NY 10028	509(a)(1)	Army Wounded Warrior (AW2) Careers, NC Site.	\$50,000
NC African Services Coalition, Inc. 122 N. Elm St., Suite 500 Greensboro, NC 27401	509(a)(1)	2010 NSR Award designated by Omer Omer.	\$20,000
NC Association of Black Lawyers' Land Loss Prevention Project P.O. Box 179 Durham, NC 27702	509(a)(1)	For general operating support.	\$50,000
NC Association of Black Lawyers' Land Loss Prevention Project P.O. Box 179 Durham, NC 27702	509(a)(1)	Black Land Loss Needs Assessment.	\$35,000
NC Center for International Understanding 100 E. Six Forks Road, Suite 300 Raleigh, NC 27609	509(a)(1)	Latino Initiative Programs.	\$20,000
NC Center for International Understanding 100 E. Six Forks Road, Suite 300 Raleigh, NC 27609	509(a)(1)	Global Leaders Initiative: Sustainable Energy and Green Jobs.	\$22,250
NC Center for Nonprofit Organizations 1110 Navaho Drive, Suite 200 Raleigh, NC 27609-7322	509(a)(1)	For general operating support.	\$300,000
NC Center for Public Policy Research P. O. Box 430 Raleigh, NC 27602	509(a)(1)	For general operating support.	\$110,000
NC Center for Voter Education 3933 Arrow Drive, Suite 101 Raleigh, NC 27612	509(a)(1)	For general operating support.	\$225,000
NC Center for Women in Public Service P. O. Box 27421 Raleigh, NC 27611	509(a)(1)	For general operating support.	\$50,000
NC Center on Actual Innocence P.O. Box 52446 Shannon Plaza Station Durham, NC 27717-2446	509(a)(1)	For general operating support.	\$50,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

NC Coalition Against Domestic Violence 123 West Main St., Suite 700 Durham, NC 27701	509(a)(2)	For general operating support.	\$75,000
NC Coalition to End Homelessness P.O. Box 27692 Raleigh, NC 27611	509(a)(1)	For general operating support.	\$55,000
NC Coastal Land Trust 131 Racine Drive, Suite 202 Wilmington, NC 28403	509(a)(1)	For general operating support.	\$75,000
NC Community Development Initiative 5800 Faringdon Place Raleigh, NC 27609	509(a)(1)	For general operating support.	\$750,000
NC Conservation Network 19 East Martin St., Suite 300 Raleigh, NC 27601	509(a)(1)	For general operating support.	\$155,000
NC Council of Churches NC Interfaith Power & Light 27 Horne Street Raleigh, NC 27607	509(a)(1)	For the Interfaith Power and Light Program.	\$35,000
NC Council of Churches NC Interfaith Power & Light 27 Horne Street Raleigh, NC 27607	509(a)(1)	From Hostility to Hospitality: Immigration and People of Faith.	\$35,000
NC Environmental Justice Network P. O. Box 61 Tillery, NC 27887	509(a)(1)	Fighting for Environmental Justice.	\$40,000
NC Fair Share Education Fund 3824 Barrett Drive, Suite 312 Raleigh, NC 27609	509(a)(1)	For general operating support.	\$50,000
NC Institute of Minority Economic Development 114 W. Parrish Street Durham, NC 27701	509(a)(1)	For general operating support.	\$100,000
NC Justice Center P. O. Box 28068 Raleigh, NC 27611-8068	509(a)(1)	For general operating support.	\$2,250,000
NC Justice Center P. O. Box 28068	509(a)(1)	2010 NSR Award designated by Attracta Kelly.	\$20,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

Raleigh, NC 27611-8068			
NC Justice Center P. O. Box 28068 Raleigh, NC 27611-8068	509(a)(1)	For general operating support for Blueprint NC.	\$425,000
NC Latino Coalition 1926 Holloway Street Durham, NC 27703	509(a)(1)	NC Latino Nonprofit Leadership Academy.	\$75,000
NC Partnership for Children 1100 Wake Forest Road Raleigh, NC 27604	509(a)(1)	For the Public Discussion to Strengthen Early Childhood System project.	\$50,000
NC State University Campus Box 7514 Raleigh, NC 27695-7514	Government	Office for Equal Opportunity: Moving from Dialogue to Action.	\$10,000
NC State University Foundation, Inc. Campus Box #7406 NC State University Raleigh, NC 27695-7406	501(c)(3)	For general operating support of the Institute for Emerging Issues.	\$75,000
NC Supreme Court Historical Society P. O. Box 26972 Raleigh, NC 27611-6972	509(a)(2)	Henry and Shirley Frye Biography.	\$10,000
NC Sustainable Energy Association P. O. Box 6465 Raleigh, NC 27628	509(a)(1)	For general operating support.	\$132,300
NC Sustainable Entrepreneurs Group 6516 Wakefalls Drive Wake Forest, NC 27587	509(a)(1)	Business Mentoring Network.	\$35,000
NC Waste Awareness & Reduction Network, Inc. P. O. Box 61051 Durham, NC 27715-1051	509(a)(1)	For general operating support.	\$20,000
NC Wildlife Federation P. O. Box 10626 Raleigh, NC 27605-0626	509(a)(1)	For general operating support.	\$30,000
Neighbors in Ministry, Inc. 290 Oakdale Street Brevard, NC 28712	509(a)(1)	Dismantling Racism: Inside & Out II.	\$5,000
Neuse River Foundation P. O. Box 15451	509(a)(1)	For general operating support.	\$35,000

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GRANTS PAID – 2010

New Bern, NC 28561			
New Ventures Business Development, Inc. 514 N. Washington Street Wadesboro, NC 28170	509(a)(1)	Anson Women's Center/Entrepreneurial Outreach.	\$60,000
Pamlico-Tar River Foundation, Inc. P.O. Box 1854 Washington, NC 27889	509(a)(1)	Operation Medicine Cabinet.	\$45,000
Pamlico-Tar River Foundation, Inc. P.O. Box 1854 Washington, NC 27889	509(a)(1)	For general operating support.	\$35,000
People of Faith Against the Death Penalty 110 W. Main St., Ste. 2G Carrboro, NC 27510	509(a)(1)	For general operating support.	\$60,000
Piedmont Conservation Council, Inc. 847 Curry Dr., Suite 103 Asheboro, NC 27205	509(a)(1)	For general operating support of FabLab.	\$35,000
Piedmont Conservation Council, Inc. 847 Curry Dr., Suite 103 Asheboro, NC 27205	509(a)(1)	Piedmont Local Foods Coalition.	\$30,000
Pigeon Community Development Center P.O.Box 1494 Waynesville, NC 28786	509(a)(1)	For general operating support.	\$40,000
Pisgah Legal Services P.O. Box Asheville, NC 28802	509(a)(1)	Justice For All Project.	\$40,000
Pisgah Legal Services P.O. Box Asheville, NC 28802	509(a)(1)	Affordable Housing Development Project.	\$25,000
Planned Parenthood Health Systems, Inc. 100 S. Boylan Avenue Raleigh, NC 27603	509(a)(1)	Increasing Access to Reproductive Health in North Carolina.	\$140,000
Planned Parenthood of Central NC, Inc. P. O. Box 3258 Chapel Hill, NC 27515-3258	509(a)(1)	Women's Lives Matter: Increasing & Protecting Access to Reproductive Healthcare	\$65,000
Public School Forum of NC	509(a)(1)	For general operating support.	\$125,000

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GRANTS PAID – 2010

3739 National Drive, Suite 100 Raleigh, NC 27612			
Rape Crisis Center of Catawba Co, Inc 1220 Commerce Street, SW #J Conover, NC 28613	509(a)(1)	For general operating support.	\$25,000
Rape Crisis Volunteers of Cumberland County P. O. Box 58332 Fayetteville, NC 28305	509(a)(1)	For general operating support.	\$35,000
RFD CDC 1713 Beechwood Rd. Yadkinville, NC 27055	509(a)(1)	NC Circles Initiative.	\$70,000
River Network 520 SW Sixth Avenue, Suite 1130 Portland, OR 97204	509(a)(1)	Strengthening Clean Water Protections and Watershed Organizations in North Carolina.	\$25,000
Rocky River Heritage Foundation 3006 River Forks Rd. Sanford, NC 27330	509(a)(1)	For general operating support.	\$10,000
Rosenwald Center for Cultural Enrichment, Inc. P.O. Box 947 Snow Hill, NC 28580	509(a)(1)	For general operating support.	\$30,000
Rural Advancement Foundation International-USA P. O. Box 640 Pittsboro, NC 27312	509(a)(1)	For general operating support.	\$60,000
Rural Advancement Foundation International-USA P. O. Box 640 Pittsboro, NC 27312	509(a)(1)	Crop Insurance Development Fund for Innovative NC Farmers.	\$25,000
Rural Southern Voice for Peace 1898 Hannah Branch Road Burnsville, NC 28714	509(a)(1)	Christian Stewardship of Creation (CSC).	\$25,000
Southern Alliance for Clean Energy 34 Wall Street, Suite 607 Asheville, NC 28801	509(a)(1)	Reducing North Carolina's Contribution to Global Warming.	\$65,000
Southern Appalachian Forest Coalition 825-C Merrimon Ave., Suite 353 Asheville, NC 28804	509(a)(1)	For general operating support.	\$25,000

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GRANTS PAID – 2010

Southern Appalachian Highlands Conservancy 34 Wall Street, Suite 502 Asheville, NC 28801	509(a)(2)	Implementing the Blue Ridge Forever Conservation Vision.	\$125,000
Southern Coalition for Social Justice 115 Market St., Suite 470 Durham, NC 27701	509(a)(1)	For general operating support.	\$100,000
Southern Environmental Law Center 200 West Franklin Street, Suite 330 Chapel Hill, NC 27516-2520	509(a)(1)	For general operating support.	\$275,000
SouthWings, Inc. 35 Haywood St., Ste. 201 Asheville, NC 28801	509(a)(1)	For general operating support.	\$20,000
Student Action with Farmworkers 1317 W. Pettigrew St. Durham, NC 27705	509(a)(1)	Farmworker Advocacy Network.	\$35,000
Teach For America - Eastern NC 324 Blackwell St., Bay 11, Suite 1160 Durham, NC 27701	509(a)(1)	For general operating support.	\$75,000
Toxic Free NC 206 New Bern Place Raleigh, NC 27601	509(a)(1)	For general operating support.	\$50,000
Triangle Land Conservancy 1101 Haynes St., Suite 205 Raleigh, NC 27604	509(a)(1)	Chatham Conservation Partnership.	\$20,000
Trout Unlimited National Office 1300 N. 17th St., Suite 500 Arlington, VA 22209	509(a)(1)	Western North Carolina Land Protection Project.	\$25,000
Trust for Public Land 101 Montgomery St Ste 900 San Francisco, CA 94104	509(a)(1)	Land for Tomorrow.	\$80,000
Turning Point Inc. P. O. Box 952 Monroe, NC 28111	509(a)(1)	Financial Capacity-Building Project.	\$12,500
U Care, Inc. P. O. Box 761 Clinton, NC 28329	509(a)(1)	Financial Capacity-Building Project.	\$6,674

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GRANTS PAID – 2010

UE Research and Education Fund One Gateway Center, Suite 1400 Pittsburgh, PA 15222	509(a)(1)	North Carolina International Worker Justice Project (NCIWJP).	\$40,000
Uhuru Community Development Corp. P. O. Box 222 Rich Square, NC 27869	509(a)(1)	For general operating support.	\$30,000
University of NC Press P.O. Box 2288 Chapel Hill, NC 27515-2288	509(a)(1)	UNC Press Publication TO RIGHT THESE WRONGS: THE NORTH CAROLINA FUND AND AMERICA'S WAR ON POVERTY.	\$10,000
University of NC-Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	509(a)(1)	UNC School of Law: Endowed Professorship in Civil Rights Law Named for Julius L. Chambers.	\$667,000
University of NC-Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	509(a)(1)	Community Inclusion and Economic Development Program.	\$25,000
University of NC-Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	509(a)(1)	Environmental Finance Center (EFC), School of Govt. - Moving from pledges to practices: Support for local government energy finance programs.	\$35,000
University of NC-Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	509(a)(1)	Collateral Consequences Assessment Tool (C-CAT).	\$65,000
University of NC-Chapel Hill Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	509(a)(1)	UNC's Business Accelerator for Sustainable Entrepreneurship (BASE).	\$30,000
University of NC-Charlotte Office of Sponsored Research, CLAS 9201 University City Blvd Charlotte, NC 28223-0001	Government	To support the Women's Summit.	\$20,000
University of NC-Charlotte Office of Sponsored Research, CLAS 9201 University City Blvd Charlotte, NC 28223-0001	Government	Renaissance Computing Institute (RENCI) at UNC Charlotte - Advancing the Reach of Urban Growth Forecasting Across North Carolina.	\$25,000
University of NC-Charlotte Office of Sponsored Research, CLAS 9201 University City Blvd Charlotte, NC 28223-0001	Government	Connecting Campus Resources to Foreclosure Hit Neighborhoods.	\$25,000

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GRANTS PAID – 2010

University of NC-Wilmington 601 S. College Rd. Wilmington, NC 28403	Government	Southeastern North Carolina Food Systems Program.	\$35,000
Wake Education Partnership 706 Hillsborough St., Suite A Raleigh, NC 27603	509(a)(1)	Evaluation of Triangle Leadership Academy in the Wake County Public School System.	\$33,750
Wake Forest University 1834 Wake Forest Road Winston-Salem, NC 27109	509(a)(1)	For scholarships: Joseph G. Gordon, NSR, NC middle income residents, annual awards to faculty members, Reynolds Professors supplements, and special undergraduate programs and needs.	\$571,332
Wake Forest University 1834 Wake Forest Road Winston-Salem, NC 27109	509(a)(1)	Annual grant, under 1990 contract, for general support, faculty development, and scholarships.	\$1,200,000
WakeUP Wake County, Inc. P. O. Box 6484 Raleigh, NC 27628	509(a)(1)	For general operating support.	\$10,000
WakeUP Wake County, Inc. P. O. Box 6484 Raleigh, NC 27628	509(a)(1)	For general operating support.	\$15,000
Warren County Training School - North Warren High School Alumni Association and Friends P. O. Box 122 Wise, NC 27594	509(a)(1)	For general operating support.	\$15,000
Waterkeeper Alliance, Inc. 50 S. Buckhout Street, Suite 302 Irvington, NY 10533	509(a)(1)	Ending Lagoon and Spray Field Pollution in North Carolina.	\$25,000
Western NC Alliance 29 N. Market St., Suite 610 Asheville, NC 28801	509(a)(2)	For general operating support.	\$50,000
Western NC Alliance 29 N. Market St., Suite 610 Asheville, NC 28801	509(a)(2)	The Environmental Quality Institute.	\$25,000
Western NC Workers' Center P. O. Box 667 Morganton, NC 28680	509(a)(1)	For general operating support.	\$30,000
Wild South 16 Eagle St. Suite 200 Asheville, NC 28801	509(a)(1)	For general operating support.	\$25,000
Wildacres Retreat	509(a)(2)	For the Expansion of Wildacres Leadership Initiative's	\$20,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2010

(aka Wildacres Leadership Initiative) 113 Broadway Street Durham, NC 27701		Human Relations Training.	
Wilderness Society 1615 M Street NW Washington, DC 20036	509(a)(1)	Protecting the Wildlands of Western North Carolina.	\$25,000
WildLaw 8606 Hearthstone Drive Montgomery, AL 36117	509(a)(1)	Sustainable Forests Project.	\$10,000
WildLaw 8606 Hearthstone Drive Montgomery, AL 36117	509(a)(1)	For general operating support.	\$20,000
Winston-Salem Foundation 860 West Fifth Street Winston-Salem, NC 27101	509(a)(1)	Winston-Salem Community Development Support Collaborative.	\$100,000
Winston-Salem State University 601 Martin Luther King Jr. Drive Winston-Salem, NC 27110	Government	Fostering Effective Teaching Through Support (FETTS).	\$35,000
Yadkin Riverkeeper Inc. 308 Patterson Avenue Winston-Salem, NC 27101	509(a)(1)	For general operating support.	\$25,000
Youth Opportunities, Inc. 206 N. Spruce Street, Suite 3-B Winston-Salem, NC 27101-2736	509(a)(1)	2010 NSR Award designated by Christopher Flynt.	\$1,000
YWCA of Asheville and Western North Carolina, Inc. 185 South French Broad Ave. Asheville, NC 28801	509(a)(1)	For collaborative project with Asheville Green Opportunities, Building an Inclusive Green Economy in Asheville-Buncombe.	\$30,000
YWCA of Lower Cape Fear 2815 South College Road Wilmington, NC 28412	509(a)(1)	Wilmington in Black & White.	\$42,000
YWCA of the Greater Triangle, Inc. 554 E. Hargett St. Raleigh, NC 27601	509(a)(2)	For the Great Schools Network Project.	\$150,000
TOTAL GRANTS PAID			\$17,009,819

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

Wells Fargo Bank, NA

ADDRESS:

1525 WW.T. HARRIS BLVD. D114-044

CHARLOTTE, NC 28288-5709

TITLE:

Co-Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 179,739.

OFFICER NAME:

Stephen L. Neal

ADDRESS:

7913 Lewinsville Rd.

McLean, VA 22102

TITLE:

Co-Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 62,909.

OFFICER NAME:

John O. McNairy

ADDRESS:

1101 Walker Drive

Kinston, NC 28501

TITLE:

Co-Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 62,909.

TOTAL COMPENSATION:

305,557.

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TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

Z SMITH REYNOLDS FOUNDATION INC

ADDRESS:

101 REYNOLDA VILLAGE

WINSTON-SALEM, NC 27101-5287

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 8,325,278.

TOTAL GRANTS PAID:

8,325,278.

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STATEMENT 12

FEDERAL FOOTNOTES

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UNDER THE TERMS OF THE WILL, THE INCOME EARNED ANNUALLY IS TO BE
DISTRIBUTED TO THE Z SMITH REYNOLDS FDN. DISCRETION TO CHANGE
BENEFICIARIES

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

TW W. N. REYNOLDS RESIDUARY TRUST

Employer identification number

56-6036636

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	721,748.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	721,748.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			22,483.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-2,696,202.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-2,673,719.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		721,748.
14	Net long-term gain or (loss):			
a	Total for year	14a		-2,673,719.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		-1,951,971.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	(3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if.

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).

OMB No 1545-0092

2010

Employer identification number

56-6036636

(a) Description of property (Example
100 sh 7% preferred of "Z" Co)

(b) Date
acquired
(mo., day, yr.)(c) Date sold
(mo., day, yr.)

(d) Sales price

(e) Cost or other basis
(see instructions)

(f) Gain or (loss)
Subtract (e) from (d)

1a 81100. ISHARES RUSSELL 2000	08/24/2010	12/21/2010	5,589,857.00	4,868,109.00	721,748.00
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1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	721,748.00
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Schedule D-1 (Form 1041) 2010

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FEDERAL CAPITAL GAIN DIVIDENDS
=====LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AOL TIME WARNER INC COM	9,836.00
CABLETRON SYS INC COM	11,994.00
NORTEL NETWORKS CORP NEW COM	161.00
WORLDCOM INC-WORLDCOM GROUP - WORLDCOM GRP CO	477.00
	15.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

22,483.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

22,483.00

=====

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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.*

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization TW W. N. REYNOLDS RESIDUARY TRUST	Employer identification number 56-6036636
	Number, street, and room or suite no. If a P.O. box, see instructions. 1525 W W.T. HARRIS BLVD. D1114-044	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHARLOTTE, NC 28288	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Wells Fargo Bank

Telephone No. ► (336) 747-8161FAX No. ► 336-747-8722

- 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 is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2010 or
- ☐ tax year beginning , 20 , and ending , 20 .

- 2 If the tax year entered in line 1 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 \$	81,804.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	77,802.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	4,002.

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.

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)