APCT 12/07/2011 11 56 AM

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

2010

For calendar year 2010, or tax year beginning 10/01/10 **, and ending** 09/30/11

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: REIDSVILLE AREA FOUNDATION	**A Employer identification number** 56-2255809
Number and street (or P O box number if mail is not delivered to street address): PO BOX 1169 — Room/suite:	**B** Telephone number (see page 10 of the instructions) 336-634-1669
City or town, state, and ZIP code: REIDSVILLE NC 27323-1169	**C** If exemption application is pending, check here ▶ ☐
	D 1. Foreign organizations, check here ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation	2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
☐ 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) ▶ $ 26,914,891 — **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) (see page 11 of the instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	419	419	419	
	4	Dividends and interest from securities	771,803	771,803	771,803	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 2	83,372			
	b	Gross sales price for all assets on line 6a 1,547,771				
	7	Capital gain net income (from Part IV, line 2)		84,560		
	8	Net short-term capital gain			0	
	9	Income modifications SEE STMT 1			1,007	
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 3	39		39	
	12	**Total.** Add lines 1 through 11	855,633	856,782	773,268	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages	155,555	46,520	21,411	87,624
	15	Pension plans, employee benefits	29,401	11,761	2,941	14,699
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 4	8,993	3,597	2,108	3,288
	c	Other professional fees (attach schedule) STMT 5	45,031	45,031		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	14,515	14,515		
	19	Depreciation (attach schedule) and depletion STMT 7	2,381			
	20	Occupancy	11,801	4,720	1,149	5,932
	21	Travel, conferences, and meetings	15,538			15,538
	22	Printing and publications				
	23	Other expenses (att sch) STMT 8	27,306	4,872	4,003	18,431
	24	**Total operating and administrative expenses.** Add lines 13 through 23	310,521	131,016	31,612	145,512
	25	Contributions, gifts, grants paid	1,124,691			1,124,691
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,435,212	131,016	31,612	1,270,203
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-579,579			
	b	**Net investment income** (if negative, enter -0-)		725,766		
	c	**Adjusted net income** (if negative, enter -0-)			741,656	

RECEIVED DEC 23 2011 OGDEN, UT

SCANNED DEC 27 2011

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

DAA

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		14,812	37,341	37,341
	3	Accounts receivable ▶	1,188			
		Less allowance for doubtful accounts ▶		5,000	1,188	1,188
	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 (att. schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		11,274	9,673	9,673
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	SEE STMT 9	28,413,484	26,853,086	26,853,086
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶	38,286			
		Less accumulated depreciation (attach sch) ▶ STMT 10	24,683	11,208	13,603	13,603
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		28,455,778	26,914,891	26,914,891
Liabilities	17	Accounts payable and accrued expenses		8,203	6,567	
	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)		8,203	6,567	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted		28,447,575	26,908,324	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see page 17 of the instructions)		28,447,575	26,908,324	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)		28,455,778	26,914,891	

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	28,447,575
2	Enter amount from Part I, line 27a	2	-579,579
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,007
4	Add lines 1, 2, and 3	4	27,869,003
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	960,679
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	26,908,324

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 WORKSHEET			
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) 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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	84,560
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	1,353,146	27,436,191	0.049320
2008	1,685,661	23,568,806	0.071521
2007	1,809,564	32,883,637	0.055029
2006	1,691,367	34,013,205	0.049727
2005	1,384,914	32,098,195	0.043146

2 Total of line 1, column (d)	2	0.268743
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	0.053749
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	29,727,505
5 Multiply line 4 by line 3	5	1,597,824
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,258
7 Add lines 5 and 6	7	1,605,082
8 Enter qualifying distributions from Part XII, line 4	8	1,270,203

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 ▶ ☐ 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	14,515
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	14,515
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	14,515
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	11,600		
b	Exempt foreign organizations—tax withheld at source	6b	8,940		
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	20,540
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,025
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 6,025 **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 page 19 of the 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 ▶ $ ________ **(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	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 page 19 of the 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ WWW.RAFOUNDATION.ORG

14 The books are in care of ▶ R. CRAIG CARDWELL WELLS FARGO BUILDING Telephone no ▶ 336-634-1669

Located at ▶ REIDSVILLE NC ZIP+4 ▶ 27323-1169

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

			Yes	No
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		X
	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 ▶			

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?	☐ 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 22 of the instructions)?	N/A	1b		
	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 2010?	N/A	1c		
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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the 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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)	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 2010?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? 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 (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | |

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 13				

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
R. CRAIG CARDWELL REIDSVILLE 2008 CARPENTER DRIVE NC 27320	EXE. DIRCTOR 40.00	102,919	9,665	0
MELODIE M. WATT REIDSVILLE 706 PARKWAY BLVD NC 27320	PROGRAM OFF. 40.00	52,636	7,359	0

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

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

3 Five highest-paid independent contractors for professional services (see 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		

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	30,094,384
b	Average of monthly cash balances	1b	59,396
c	Fair market value of all other assets (see page 25 of the instructions)	1c	26,428
d	**Total** (add lines 1a, b, and c)	1d	30,180,208
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	30,180,208
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	452,703
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,727,505
6	**Minimum investment return.** Enter 5% of line 5	6	1,486,375

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	1,486,375
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 14,515		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	14,515
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,471,860
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,471,860
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,471,860

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	1,270,203
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,270,203
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,270,203

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				1,471,860
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			289,649	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,270,203				
a Applied to 2009, but not more than line 2a			289,649	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				980,554
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
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				491,306
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

	Tax year (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2a 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 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))

NOT APPLICABLE

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

NOT APPLICABLE

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 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

CRAIG CARDWELL 336-634-1669
REIDSVILLE AREA FOUNDATION REIDSVILLE NC 27323-1169

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

REQUEST, JUSTIFICATION, FUNDING REQUIREMENTS

c Any submission deadlines

SEE STATEMENT 14

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

ROCKINGHAM COUNTY, NORTH CAROLINA

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 15				1,124,691
Total			▶ 3a	1,124,691
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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			14	419	
4 Dividends and interest from securities			14	771,803	
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			14	84,560	-1,188
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SECURITIES LITIGATION PROCEED					39
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		856,782	-1,149

13 **Total.** Add line 12, columns (b), (d), and (e) 13 855,633

(See worksheet in line 13 instructions on page 29 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) (See page 29 of the instructions)
	THE PURPOSE OF THE FOUNDATION IS TO PROVIDE FINANCIAL
	SUPPORT TO ASSIST IN SERVING THE HEALTH AND HUMAN SERVICE
	NEEDS OF ROCKINGHAM COUNTY, NORTH CAROLINA.

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

▶ R. Craig Cauldwell ✓12/19/11 ▶ ✓EXECUTIVE Dir.

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JILLIANNE C. TATE, CPA	Jillianne C. Tate, CPA	12/07/11	

Firm's name ▶ BURKETT & BARHAM, CPAS, PC — PTIN P00507249

Firm's address ▶ P.O. BOX 899, EDEN, NC 27289-0899 — Firm's EIN ▶ 26-1448350

Phone no 336-623-2151

DAA

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization

(Including Information on Listed Property)

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

OMB No 1545-0172

2010

Attachment Sequence No 67

Name(s) shown on return: REIDSVILLE AREA FOUNDATION

Identifying number: 56-2255809

Business or activity to which this form relates: INDIRECT DEPRECIATION

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 instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
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 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	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 2011 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.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	2,381

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 2010	17	0
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 2010 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			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2010 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 instructions	22	2,381
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	

THERE ARE NO AMOUNTS FOR PAGE 2

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2010

For calendar year 2010, or tax year beginning 10/01/10 , and ending 09/30/11

Name: REIDSVILLE AREA FOUNDATION

Employer Identification Number: 56-2255809

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	680.071 STRATEGIC EQUITY FUND	P	VARIOUS	10/14/10
(2)	8338.279 DEVELOPED MKTS	P	VARIOUS	10/14/10
(3)	421.519 EXPLORER FUND ADMIRAL	P	VARIOUS	10/14/10
(4)	631.831 TOTAL STOCK MKT INST	P	VARIOUS	10/14/10
(5)	841.90 TOTAL BOND MKT INST	P	VARIOUS	10/28/10
(6)	51.843 STRATEGIC EQUITY FUND	P	VARIOUS	11/15/10
(7)	74.912 EXPLORER FUND ADMIRAL	P	VARIOUS	11/15/10
(8)	22.762 PRIMECAP	P	VARIOUS	11/15/10
(9)	596.866 TOTAL STOCK MKT	P	VARIOUS	11/15/10
(10)	818.331 STRATEGIC EQUITY FUND	P	VARIOUS	12/09/10
(11)	373.246 EXPLORER FUND ADMIRAL	P	VARIOUS	12/09/10
(12)	201.271 STRATEGIC	P	VARIOUS	01/14/11
(13)	222.222 EXPLORER FUND ADMIRAL	P	VARIOUS	01/14/11
(14)	149.339 PRIMECAP	P	VARIOUS	01/14/11
(15)	1233.467 TOTAL STOCK MKT	P	VARIOUS	01/14/11

	(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)
(1)	11,500		14,124	-2,624
(2)	84,300		109,580	-25,280
(3)	25,700		28,593	-2,893
(4)	18,500		19,648	-1,148
(5)	9,143		8,297	846
(6)	900		1,077	-177
(7)	4,700		5,082	-382
(8)	1,500		1,566	-66
(9)	17,900		18,563	-663
(10)	15,000		16,995	-1,995
(11)	25,000		25,318	-318
(12)	3,800		4,180	-380
(13)	15,600		15,074	526
(14)	10,500		10,272	228
(15)	40,100		38,365	1,735

	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))
(1)				-2,624
(2)				-25,280
(3)				-2,893
(4)				-1,148
(5)				846
(6)				-177
(7)				-382
(8)				-66
(9)				-663
(10)				-1,995
(11)				-318
(12)				-380
(13)				526
(14)				228
(15)				1,735

APCT 12/07/2011 11 57 AM

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2010

For calendar year 2010, or tax year beginning 10/01/10 , and ending 09/30/11

Name: REIDSVILLE AREA FOUNDATION

Employer Identification Number: 56-2255809

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	896.329 TOTAL BOND MKT	P	VARIOUS	01/28/11
(2)	963.918 STRATEGIC EQUITY FUND	P	VARIOUS	02/09/11
(3)	79.709 EXPLORER FUND ADMIRAL	P	VARIOUS	02/09/11
(4)	43.430 PRIMECAP	P	VARIOUS	02/09/11
(5)	1883.097 TOTAL STOCK MKT	P	VARIOUS	02/09/11
(6)	1144.609 STRATEGIC EQUITY FUND	P	VARIOUS	03/09/11
(7)	313.150 EXPLORER FUND ADMIRAL	P	VARIOUS	03/09/11
(8)	258.074 PRIMECAP	P	VARIOUS	03/09/11
(9)	1854.524 TOTAL STOCK MKT	P	VARIOUS	03/09/11
(10)	1249.375 STRATEGIC EQUITY FUND	P	VARIOUS	04/13/11
(11)	136.761 EXPLORER FUND ADMIRAL	P	VARIOUS	04/13/11
(12)	1660.127 TOTAL STOCK MKT	P	VARIOUS	04/13/11
(13)	911.811 TOTAL BOND MKT	P	VARIOUS	04/28/11
(14)	639.384 STRATEGIC EQUITY FUND	P	VARIOUS	05/12/11
(15)	159.154 EXPLORER FUND ADMIRAL	P	VARIOUS	05/12/11

	(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)
(1)	9,501		8,843	658
(2)	18,700		20,020	-1,320
(3)	5,700		5,407	293
(4)	3,100		2,987	113
(5)	62,500		58,570	3,930
(6)	22,400		23,773	-1,373
(7)	22,600		21,242	1,358
(8)	18,300		17,751	549
(9)	61,700		57,681	4,019
(10)	25,000		25,948	-948
(11)	10,000		9,277	723
(12)	55,000		51,647	3,353
(13)	9,702		9,001	701
(14)	13,280		13,279	1
(15)	12,040		10,796	1,244

	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))
(1)				658
(2)				-1,320
(3)				293
(4)				113
(5)				3,930
(6)				-1,373
(7)				1,358
(8)				549
(9)				4,019
(10)				-948
(11)				723
(12)				3,353
(13)				701
(14)				1
(15)				1,244

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2010

For calendar year 2010, or tax year beginning 10/01/10 , and ending 09/30/11

Name: REIDSVILLE AREA FOUNDATION

Employer Identification Number: 56-2255809

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	415.439 PRIMECAP	P	VARIOUS	05/12/11
(2)	79.557 WINDSOR II FUND	P	VARIOUS	05/12/11
(3)	5.136 STRATEGIC EQUITY FUND	P	VARIOUS	06/08/11
(4)	1233.959 STRATEGIC EQUITY FUND	P	VARIOUS	07/14/11
(5)	3579.049 DEVELOPED MARKETS IDX 1ST	P	VARIOUS	06/08/11
(6)	5.663 EXPLORER FUND ADMIRAL	P	VARIOUS	06/08/11
(7)	406.284 EXPLORER FUND ADMIRAL	P	VARIOUS	07/14/11
(8)	345.912 PRIMECAP FUND ADMIRAL	P	VARIOUS	06/08/11
(9)	725.302 PRIMECAP FUND ADMIRAL	P	VARIOUS	09/15/11
(10)	1303.002 TOTAL STOCK MKT IDX INST	P	VARIOUS	06/08/11
(11)	2876.173 TOTAL STOCK MKT IDX INST	P	VARIOUS	07/14/11
(12)	3923.634 TOTAL STOCK MKT IDX INST	P	VARIOUS	09/15/11
(13)	450.794 WINDSOR II FUND ADM	P	VARIOUS	06/08/11
(14)	812.615 WINDSOR II FUND ADM	P	VARIOUS	09/15/11
(15)	9171.598 INTER-TERM INVEST-GR ADM	P	VARIOUS	08/11/11

	(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)
(1)	30,730		28,575	2,155
(2)	3,950		4,490	-540
(3)	100		107	-7
(4)	25,000		25,628	-628
(5)	36,900		46,703	-9,803
(6)	400		384	16
(7)	30,000		27,560	2,440
(8)	24,200		23,793	407
(9)	47,500		49,888	-2,388
(10)	42,100		40,537	1,563
(11)	95,000		89,495	5,505
(12)	119,200		122,087	-2,887
(13)	21,300		25,441	-4,141
(14)	35,300		45,848	-10,548
(15)	93,000		87,697	5,303

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				2,155
(2)				-540
(3)				-7
(4)				-628
(5)				-9,803
(6)				16
(7)				2,440
(8)				407
(9)				-2,388
(10)				1,563
(11)				5,505
(12)				-2,887
(13)				-4,141
(14)				-10,548
(15)				5,303

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2010

For calendar year 2010, or tax year beginning 10/01/10 , and ending 09/30/11

Name: REIDSVILLE AREA FOUNDATION

Employer Identification Number: 56-2255809

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	5084.242 INTER-TERM INVEST-GR ADM	P	VARIOUS	09/15/11
(2)	841.121 SHORT-TERM INVEST-GR ADM	P	VARIOUS	09/15/11
(3)	901.303 TOTAL BOND MKT INDEX INST	P	VARIOUS	07/28/11
(4)	639.269 TOTAL BOND MKT INDEX INST	P	VARIOUS	08/11/11
(5)	12074.613 TOTAL BOND MKT INDEX INST	P	VARIOUS	09/15/11
(6)	CAPITAL GAINS			
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(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)
(1)	51,300		48,625	2,675
(2)	9,000		8,823	177
(3)	9,707		8,904	803
(4)	7,000		6,317	683
(5)	132,700		119,353	13,347
(6)	99,718			99,718
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

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))
(1)				2,675
(2)				177
(3)				803
(4)				683
(5)				13,347
(6)				99,718
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 9 - Income Modifications

Description	Amount
UNEXPENDED RETURNED GRANT FUNDS	$
MOSES CONE HEALTH SYSTEM	602
ROCKINGHAM CO SCHOOLS	196
SPECIAL OLYMPICS OF NORTH CAROLINA	209
TOTAL	$ 1,007

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
COMPUTER	12/23/05	2/07/11	PURCHASE	$	$ 2,527	$	$ 2,527	$
COMPUTER & LASER PRINTER	10/31/05	2/07/11	PURCHASE		2,623		1,435	-1,188
TOTAL				$ 0	$ 5,150	$ 0	$ 3,962	$ -1,188

Statement 3 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
SECURITIES LITIGATION PROCEED	$ 39	$	$ 39
TOTAL	$ 39	$ 0	$ 39

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING SERVICES	$ 1,973	$ 789	$ 493	$ 691
AUDIT SERVICES	7,020	2,808	1,615	2,597
TOTAL	$ 8,993	$ 3,597	$ 2,108	$ 3,288

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
VANGUARD BROKER ADVISORY FEES	$ 38,053	$ 38,053	$	$
PROFESSIONAL FEES	6,978	6,978		
TOTAL	$ 45,031	$ 45,031	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX ON INVESTMENT INCOME	$ 14,515	$ 14,515	$	$
TOTAL	$ 14,515	$ 14,515	$ 0	$ 0

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FURNITURE							
9/26/05	$ 2,000	$ 1,000	S/L	10	$ 200	$	$
OFFICE FURNITURE							
9/26/05	6,790	3,395	S/L	10	679		
FURNITURE							
10/31/05	448	224	S/L	10	45		
FURNITURE							
10/31/05	2,295	1,148	S/L	10	229		
SERVER							
10/31/05	4,309	2,118	S/L	10	431		
SOFTWARE							
3/08/05	14,631	14,631	S/L	3			
COMPUTER							
12/23/05	2,527	2,400	S/L	5	127		
PHASER 8560D MFP							
9/17/10	1,849		S/L	10	185		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
COMPUTERS (2)							
2/07/11	$ 5,964	$	S/L	10	$ 398	$	$
COMPUTER & LASER PRINTER							
10/31/05	2,623	1,348	S/L	10	87		
TOTAL	$ 43,436	$ 26,264			$ 2,381	$ 0	$ 0

Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
CLEANING / JANITORIAL	600		300	300
DUES & SUBSCRIPTIONS	5,315	585	425	4,305
FOOD	5,911	2,364		3,547
INSURANCE - OFFICERS & DIRECT	2,768		637	2,131
MISCELLANEOUS	1,671		1,671	
OFFICE SUPPLIES	2,589		388	2,201
POSTAGE	5			5
SYSTEMS, SOFTWARE, WEBSITE	3,639		582	3,057
TELEPHONE SYSTEM	4,808	1,923		2,885
TOTAL	$ 27,306	$ 4,872	$ 4,003	$ 18,431

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
VANGUARD-TOTAL BOND MARKET INSTITUTI	$ 4,811,030	$ 4,884,750	MARKET	$ 4,884,750
VANGUARD-SHORT TERM ADMIRAL SHARES	1,925,387	1,944,602	MARKET	1,944,602
VANGUARD-INTERMEDIATE ADMIRAL SHARES	2,932,385	2,903,580	MARKET	2,903,580
VANGUARD WINDSOR II ADMIRAL SHARES	2,238,402	2,184,474	MARKET	2,184,474
VANGUARD STRATEGIC EQUITY FUND	982,816	880,733	MARKET	880,733
VANGUARD STOCK MARKET INSTITUTIONAL	6,549,708	6,144,020	MARKET	6,144,020
VANGUARD PRIMECAP FUND ADMIRAL SHARE	2,284,623	2,139,488	MARKET	2,139,488
VANGUARD EXPLORER FUND ADMIRAL SHARE	1,002,079	869,385	MARKET	869,385
VANGUARD EMERGING MKTS STK IDX SIG	1,454,551		MARKET	
VANGUARD EMERGING MKTS STK IX INST		1,199,737	MARKET	1,199,737
VANGUARD DEVELOPED MARKETS INDEX 1ST	4,232,503	3,702,317	MARKET	3,702,317
TOTAL	$ 28,413,484	$ 26,853,086		$ 26,853,086

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
COMPUTER EQUIPMENT	$ 1,976	$ 7,813	$ 583	$ 7,230
FURNITURE AND FIXTURES	9,232	15,842	9,469	6,373
SOFTWARE		14,631	14,631	
TOTAL	$ 11,208	$ 38,286	$ 24,683	$ 13,603

Federal Statements

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNEXPENDED RETURNED GRANT FUNDS	$ 1,007
TOTAL	$ 1,007

Statement 12 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	$ 960,679
TOTAL	$ 960,679

Federal Statements

Statement 13 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MALCOLM N. CLARK 2103 BELMONT DRIVE REIDSVILLE NC 27320	SECRETARY	2.00	0	0	0
MARY R. FAGAN 2603 ASHCROFT DRIVE REIDSVILLE NC 27320	DIRECTOR	1.00	0	0	0
KATHLEEN HALM 301 PITCHER COURT SUMMERFIELD NC 27358	TREASURER	2.00	0	0	0
DR. LAFAYETTE JUDKINS PO BOX 110 REIDSVILLE NC 27323	DIRECTOR	1.00	0	0	0
GLENN L. MARTIN 175 COUNTRY VIEW ROAD EDEN NC 27288	DIRECTOR	1.00	0	0	0
JOE M. WALKER, JR. 512 VANCE STREET REIDSVILLE NC 27320	DIRECTOR	1.00	0	0	0
DR. JAMES L. BURSTON 857 KNOWLES ROAD REIDSVILLE NC 27320	VICE CHAIR	2.00	0	0	0
LEON S. NIEGELSKY, JR. 1870 PENNROSE DRIVE REIDSVILLE NC 27320	CHAIRMAN	2.00	0	0	0
SCOTTIE M. PENN 1868 PENNROSE DRIVE REIDSVILLE NC 27320	DIRECTOR	1.00	0	0	0

Federal Statements

Statement 13 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DONNA S. ROTHROCK 802 COURTLAND AVENUE REIDSVILLE NC 27320	DIRECTOR	1.00	0	0	0
DR. J. WAYNE KEELING 2310 BELMONT DRIVE REIDSVILLE NC 27320	DIRECTOR	1.00	0	0	0
EDWIN G. WILSON, JR 651 HIGHLAND DRIVE EDEN NC 27288	DIRECTOR	1.00	0	0	0

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
NOT APPLICABLE	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NOT APPLICABLE	$
TOTAL	$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

REQUEST, JUSTIFICATION, FUNDING REQUIREMENTS

Statement 14 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

LETTERS OF INTEREST DUE FEBRUARY 2011 AND GRANT APPLICATIONS DUE APRIL 2011

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

ROCKINGHAM COUNTY, NORTH CAROLINA

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
DUSTY JOY FOUNDATION HIGH POINT NC 27265	905 OLD WINSTON ROAD		RADON TEST KITS	725
ROCK COMMUNITY COLLEGE WENTWORTH NC 27375	PO BOX 38		LEADERSHIP ROCKINGHAM	1,000
REIDSVILLE DOWNTOWN CORP REIDSVILLE NC 27320	230 W MOREHEAD ST		TOUR OF REIDSVILLE BIKE RACE	2,000
SECOND HARVEST FOOD BANK WINSTON-SALEM NC 27107	3655 REED STREET		CAPACITY BLDG-CHALLENGE	2,000
COMMUNITY FOUNDATION GREA GREENSBORO NC 27401	330 S GREENE STREET		GUILFORD NONPROFIT CONSORTIUM	2,500
N.C. COOPERATIVE EXTENSIO REIDSVILLE NC 27320	525 HWY 65		COMMUNITY GARDENS COORDINATOR	3,000
REDIRECTIONS OF ROCK. CO. REIDVSILLE NC 27320	1311 FREEWAY DR		FOCUSED DETERRENCE	3,000
MOSES CONE HEALTH SYSTEM REISDVILLE NC 27320	618 S MAIN ST		MAMMOGRAMS	3,250
MOSES CONE HEALTH SYSTEM REIDSVILLE NC 27320	618 S MAIN ST		MAMMOGRAMS	3,250
NC COOPERATIVE EXTENSION REIDSVILLE NC 27320	525 HWY 65		MASTER GARDENER	3,750
NORTH CAROLINA COMM FOUND RALEIGH NC 27609	4601 SIX FORKS RD		RCCF GROWTH SUPPORT	3,750
ROCK. PREGNANCY CARE CTR EDEN NC 27288	424 W KINGS HWY		OPERATING EXPS	3,750
CAREGIVERS OF ROCK. CO. EDEN NC 27288	241 THE BOULEVARD		TRANSPORT/ RAMPS	4,000
REIDSVILLE OUTREACH CENTE REIDSVILLE NC 27320	337 S SCALES STREET		HEATING ASSISTANCE	4,000
SPECIAL OLYMPICS OF NC MORRISVILLE NC 27560	2200 GATEWAY CNTR BLVD SU		EVENT EXPENSES/SPONSORSHIP	4,000
ROLLING RIDGE RIDING, INC REIDSVILLE NC 27320	2426 NARROW GAUGE RD		HORSE CARE & FEED	4,375
ROLLING RIDGE RIDING, INC REIDSVILLE NC 27320	2426 NARROW GAUGE RD		HORSE EXPENSES	4,375
AGING, DISABILITY & TRANS REIDSVILLE NC 27323	PO BOX 1915		CRC COORDINATOR	5,000

Federal Statements

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
AMERICAN RED CROSS REIDSVILLE NC 27320	3692 NC 14		FOOD PANTRY	5,000
CITY OF REIDSVILLE-PARKS REIDSVILLE NC 27320	200 N FRANKLIN ST		SUMMER CAMP	5,000
COMMUNITY FOUNDATION GREA GREENSBORO NC 27401	330 S GREENE ST		GUILFORD NONPROFIT CONSORTIUM	5,000
MOREHEAD MEMORIAL HOSPITA EDEN NC 27288	117 E KINGS HWY		PATIENT ASSISTANCE	5,000
MOSES CONE HEALTH SYSTEM REIDSVILLE NC 27320	618 S MAIN ST		PATIENT ASSISTANCE	5,000
MOSES CONE HEALTH SYSTEM REIDSVILLE NC 27320	618 S MAIN ST		PATIENT ASSISTANCE	5,000
REIDSVILLE OUTREACH CENTE REIDSVILLE NC 27320	337 S SCALES STREET		OPERATING EXPS	5,000
ROCK CO LITERACY PROJECT WENTWORTH NC 27375	PO BOX 38		OPERATING EXPENSES	5,000
ROCK PREGNANCY CARE CENTE EDEN NC 27288	424 W KINGS HWY		CLIENT SERVICES DIRECTOR	5,000
ROCK. CO. LITERACY PROJEC WENTWORTH NC 27375	PO BOX 38		OPERATING EXPS	5,000
ROCKINGHAM CO. SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		ALLIED HEALTH CLASS	5,000
SALVATION ARMY - REIDSVIL REIDSVILLE NC 27320	704 BARNES ST		CLIENT ASSISTANCE	5,000
SALVATION ARMY-REIDSVILLE REIDSVILLE NC 27320	704 BARNES ST		CLIENT ASSIST	5,000
THE LORD'S FOOD PANTRY EDEN NC 27288	1323 WASHINGTON ST		OPERATING EXPS	5,000
THE LORD'S FOOD PANTRY EDEN NC 27288	1323 WASHINGTON ST		FOOD PANTRY	5,000
AGING, DISABILITY & TRANS REIDSVILLE NC 27323	PO BOX 1915		MEALS ON WHEELS	6,000
AGING, DISABILITY & TRANS REIDSVILLE NC 27323	PO BOX 1915		MEALS ON WHEELS	6,000
UNC-CH CAROLINA ADVISING CHAPEL HILL NC 27599	137 E FRANKLIN ST		COLLEGE ADVISORS	6,041

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
UNC-CH CAROLINA ADVISING CHAPEL HILL NC 27599	137 E FRANKLIN ST		COLLEGE ADVISING	6,042
NC DENTAL HEALTH FUND CARY NC 27513	1600 EVANS RD		MISSIONS OF MERCY	6,250
REIDSVILLE OUTREACH CENTE REIDSVILLE NC 27320	337 S SCALES ST		FOOD & HEAT ASSIST	7,000
CENTERPOINT HUMAN SERVICE WINSTON-SALEM NC 27106	4045 UNIVERSITY PKWY		RX ASSIST	7,500
CENTERPOINT HUMAN SERVICE WINSTON-SALEM NC 27106	4045 UNIVERSITY PKWY		RX ASSIST	7,500
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		IB PROGRAM	7,500
ROCK. CO. DEPT. OF PUBLIC WENTWORTH NC 27375	371 NC 65		DENTAL CLINIC	8,750
ROCK. CO. DEPT. OF PUBLIC WENTWORTH NC 27375	371 NC 65		DENTAL CLINIC	8,750
COMMINITY FOUNDATION GREA GREENSBORO NC 27401	330 S GREENE ST		EQUESTRIAN CENTER FOUNDATION	9,250
COMMUNITY FOUNDATION GREA GREENSBORO NC 27401	330 S GREENE STREET		HORSE PARK CONSULTANT	9,250
HOSPITAL HOSPITALITY HOUS WINSTON SALEM NC 27103	1970 FAMILY HOUSE WAY		SECU FAMILY HOUSE	10,000
ROCK CO DEPT OF PUBLIC HE WENTWORTH NC 27375	371 NC 65		RX ASSIST	10,000
ROCK CO HELP FOR HOMELESS EDEN NC 27288	11815 NC 87		OPERATING EXPS	10,000
ROCK. CO. DEPT OF PUBLIC WENTWORTH NC 27375	371 NC 65		RX ASSIST	10,000
ROCK. CO. HELP FOR HOMELE EDEN NC 27288	111815 NC 87		OPERATING EXPS	10,000
FREE CLINIC OF REIDSVILLE REIDSVILLE NC 27320	315 S MAIN ST		MID LEVEL PROVIDER	10,005
FREE CLINIC OF REIDSVILLE REIDSVILLE NC 27320	315 S MAIN ST		MIDLEVEL PROVIDER	10,660
FREE CLINIC OF ROCKINGHAM REIDSVILLE NC 27320	315 S MAIN ST		MID LEVEL PROVIDER	10,660

Federal Statements

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
MOSES CONE HEALTH SYSTEM REIDSVILLE NC 27320	618 S MAIN ST		MAMMOGRAMS	11,000
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		REIDSVILLE SR HIGH - IB PROGRAM	11,250
CEDAR GROVE INSTITUTE MEBANE NC 27302	6919 LEE ST		DR. JOHNSON'S SURVEY	11,600
AGING, DISABILITY & TRANS REIDSVILLE NC 27323	PO BOX 1915		MEALS ON WHEELS	12,000
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		SCHOOL PSYCHOLOGIST	13,181
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		PSYCHOLOGIST	13,182
ROCKINGHAM CO. SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		PSYCHOLOGIST	13,203
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		STUDENT HEALTH COORDINATOR	13,700
ROCKINGHAM CO. SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		STUDENT HEALTH COORD	13,700
ROCK CO DEPT PUBLIC HEALT WENTWORTH NC 27375	371 NC 65		DENTAL CLINIC	15,000
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		STUDENT HEALTH COORDINATOR	15,000
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		IB PROGRAM	18,750
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		STUDENT HEALTH CENTERS	18,750
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HIGHWAY		STUDENT HEALTH CENTERS	18,750
ROCKINGHAM CO BUSINESS & REIDSVILLE NC 27320	240 CHEROKEE CAMP ROAD		LANDFILL METHANE PROJECT	19,000
ROCK. CO. PUBLIC HEALTH WENTWORTH NC 27375	371 NC 65		HEALTHCARE ALLIANCE	19,809
DAN RIVER BASIN ASSOCIATI EDEN NC 27288	413 CHURCH STREET		MASTER GREENWAYS	20,000
ROCK CO DEPT OF PUBLIC HE WENTWORTH NC 27375	371 NC 65		RX ASSISTANCE	20,000

Statement 15 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
UNC-CH CAROLINA COLLEGE A CHAPEL HILL NC 27599	CB #2200		COLLEGE ADVISERS	22,500
ROCKINGHAM CO. SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		IB PROGRAM SUPPORT	23,500
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		SCIENCE CLASSROOMS	24,300
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		SCIENCE RESOURCES	24,300
ROCKINGHAM CO. SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		WELLNESS GRANTS 2011/2012	26,000
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		SOUND AMP SYSTEMS	35,000
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HIGHWAY		STUDENT HEALTH CENTERS	35,000
ROCKINGHAM CO. SCHOOLS EDEN NC 27288	511 HARRINGTON HWY		ACTIVBOARDS	35,000
UNITED METHODIST AGENCY F HUNTERSVILLE NC 28070	PO BOX 1558		SOUND AMP SYSTEMS	35,000
UNITED METHODIST AGENCY F HUNTERSVILLE NC 28070	PO BOX 1558		MOBILE WORK CREWS	38,000
ROCK CO SCHOOLS EDEN NC 27288	511 HARRINGTON HIGHWAY		MOBILE LEARNING INITIATIVE	238,333
TOTAL				1,124,691