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

OMB No. 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation HAYWORTH FOUNDATION		A Employer identification number 43-1988927
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (336) 547-2099
PO BOX 2907 - TRUST TAX DEPT		
City or town, state, and ZIP code WILSON, NC 27894-2907		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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 ☐
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) ▶ \$ 6,854,850. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	208,096.	208,096.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	44,646.			
b	Gross sales price for all assets on line 6a	1,433,575.			
7	Capital gain net income (from Part IV, line 2)		44,646.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	7.			
12	Total. Add lines 1 through 11	252,749.	252,742.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)	2,850.			2,850.
b	Accounting fees (attach schedule)	500.			500.
c	Other professional fees (attach schedule)	27,612.	27,612.		
17	Interest				
18	Taxes (attach schedule) (see instructions)	3,204.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications	685.	NONE	NONE	685.
23	Other expenses (attach schedule)	22.			
24	Total operating and administrative expenses. Add lines 13 through 23	34,873.	27,612.	NONE	4,035.
25	Contributions, gifts, grants paid	320,000.			320,000.
26	Total expenses and disbursements. Add lines 24 and 25	354,873.	27,612.	NONE	324,035.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	-102,124.			
b	Net investment income (if negative, enter -0-)		225,130.		
c	Adjusted net income (if negative, enter -0-)				

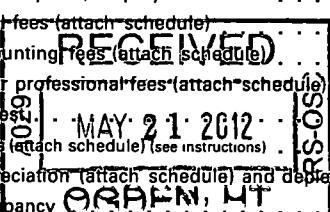
For Paperwork Reduction Act Notice, see instructions.

JSA

Form **990-PF** (2011)

SCANNED JUN 06 2012

Operating and Administrative Expenses



23

Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		42,263.	42,263.
	2	Savings and temporary cash investments	387,818.	329,767.	329,767.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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)	2,280,132.	2,298,642.	2,451,536.
	c	Investments - corporate bonds (attach schedule)	74,161.		
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	4,349,563.	4,319,077.	4,031,284.
	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)	7,091,674.	6,989,749.	6,854,850.	
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	7,091,674.	6,989,749.	
	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 instructions)	7,091,674.	6,989,749.	
	31	Total liabilities and net assets/fund balances (see instructions)	7,091,674.	6,989,749.	

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	7,091,674.
2	Enter amount from Part I, line 27a	2	-102,124.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	199.
4	Add lines 1, 2, and 3	4	6,989,749.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,989,749.

Form 990-PF (2011)

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

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	44,646.
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 instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	312,473.	6,896,871.	0.04530648754
2009	207,027.	6,272,382.	0.03300612112
2008	108,481.	5,937,284.	0.01827114890
2007	94,554.	1,972,738.	0.04793033844
2006	85,082.	1,634,810.	0.05204396841

2 Total of line 1, column (d)	2	0.19655806441
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	0.03931161288
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,193,824.
5 Multiply line 4 by line 3	5	282,801.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,251.
7 Add lines 5 and 6	7	285,052.
8 Enter qualifying distributions from Part XII, line 4 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.	8	324,035.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,251.
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	2,251.
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	2,251.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,080.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,080.	
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	171.	
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 2012 estimated tax ☐ Refunded ☐ 11			

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 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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	

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of BRANCH BANKING & TRUST COMPANY Telephone no. (336) 547-2099 Located at 3318 W FREINDLY AVE, STE 300, GREENSBORO, NC ZIP + 4 27410-4806			
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			
16	At any time during calendar year 2011, 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
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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 instructions)?		
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes	☒ No
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		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 ▶		
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 2011 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 2011)		
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 2011?		X

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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 instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		-0-	-0-	-0-

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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	

Summary of Program-Related Investments (see instructions)

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,303,375.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,303,375.
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	7,303,375.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,551.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,193,824.
6	Minimum investment return. Enter 5% of line 5	6	359,691.

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	359,691.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,251.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,251.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	357,440.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	357,440.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	357,440.

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	324,035.
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	324,035.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,251.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	321,784.

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.

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				357,440.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			301,665.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>324,035.</u>				
a Applied to 2010, but not more than line 2a			301,665.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				22,370.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (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 instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				335,070.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008		
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					

Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 16				
Total			▶ 3a	320,000.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2011)

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 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	208,096.
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	44,646.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory . .				
11 Other revenue a _____				
b <u>EXCISE TAX REFUND</u>			01	7.
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)				252,749.
13 Total. Add line 12, columns (b), (d), and (e)				252,749.

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | <p>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?</p> | | Yes | No |
| 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. | | | |

[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) is based on all information of which preparer has any knowledge.


Signature of officer or trustee

03/01/2012
Date

PRESIDENT
Title

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

~~ALLAN EINK~~

**Paid
Preparer
Use Only**

Print/Type preparer's name

BILL WILLIAMS

Preparer's signature

B'd Wilhoit

Date

03/01/2012

Check ☐ if self-employed

PTIN

P00964627

Firm's name ► **BRANCH BANKING & TRUST COMPANY**

Firm's address ► PO BOX 2907 - MC 100-01-02-20

WILSON, NC

27894-2907

Phone no 252-246-4628

Form **990-PF** (2011)

HAYWORTH FOUNDATION

43-1988927

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION

FHLB 5.25% 06/11/2010
FHLB 5.25% 06/12/2009

TOTALS

HAYWORTH FOUNDATION

43-1988927

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
ABBOTT LABORATORIES	57,118.	59,041.
ABB LTD SPONS ADR	15,661.	14,310.
ADOBE SYSTEM INC	50,416.	53,430.
ALCOA INC	8,646.	5,536.
AMERICAN EXPRESS COMPANY	9,278.	11,321.
BROADCOM CORPORATION	59,123.	51,086.
CME GROUP INC	3,036.	2,437.
DOW CHEMICAL	25,918.	21,282.
AON CORPORATION		
BANK OF AMERICA CORP		
BERKSHIRE HATHAWAY INC DEL	11,715.	13,734.
HALLIBURTON COMPANY	60,147.	55,561.
CISCO SYSTEMS	114,871.	94,197.
COCA COLA COMPANY		
APACHE CORPORATION	40,561.	44,384.
CONOCOPHILLIPS	10,194.	16,760.
DISNEY, THE WALT COMPANY	23,756.	30,375.
APPLE COMPUTER CORPORATION	32,500.	52,650.
DOLE FOOD COMPANY INC	58,679.	55,014.
DUPONT, E.I. DE NEMOURS	18,253.	18,770.
HARRIS CORPORATION	55,881.	55,502.
EOG RESOURCES INC	56,963.	67,972.
CENOVUS ENERGY INC	39,562.	41,832.
DELL INC	60,698.	67,883.
ST JUDE MEDICAL INC	33,950.	25,039.
EXXON MOBIL CORPORATION	9,126.	23,309.
GILEAD SCIENCES, INC	36,541.	40,930.
FEDEX CORPORATION	59,294.	67,643.
GENERAL ELECTRIC COMPANY	47,191.	47,820.

HAYWORTH FOUNDATION

43-1988927

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
INTERNATIONAL PAPER COMPANY		
ITRON INC	13,348.	20,613.
INTEL	9,168.	18,388.
INTL BUSINESS MACHINES	56,024.	36,908.
JP MORGAN CHASE & CO	44,067.	47,546.
JOHNSON & JOHNSON	29,995.	32,015.
NOVARTIS A G ADR	73,767.	94,745.
KRAFT FOODS INC-A		
L 3 COMMUNICATIONS HOLDINGS		
LOCKHEED MARTIN CORP	31,690.	29,708.
TARGET CORP	24,317.	20,081.
MEDTRONIC INC	74,206.	84,448.
MERCK & CO INC	58,449.	53,218.
MICROSOFT CORP		
MORGAN STANLEY	50,549.	62,706.
NEXTERA ENERGY, INC	43,776.	48,436.
PEPSICO INC	20,195.	21,856.
PFIZER INC	21,977.	23,682.
PROCTER AND GAMBLE	24,272.	24,851.
TRAVELERS COMPANIES INC	24,450.	34,155.
SCHLUMBERGER LTD		
SOUTHWEST AIRLINES		
STRYKER CORP	20,724.	19,604.
SUNCOR ENERGY, INC	49,235.	58,907.
YAMANA GOLD INC	76,266.	61,347.
TEVA PHARMACEUTICAL INDS LTD	14,659.	16,302.
TEXAS INSTRUMENTS		
COVIDIEN PLC		
BAKER HUGHES INC	9,535.	6,323.

HAYWORTH FOUNDATION

43-1988927

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
WEATHERFORD INTL LTD		
UNILEVER N V NY SHS NEW F		
TYCO INTERNATIONAL LTD		
TYCO ELECTRONICS LTD		
VERIZON COMMUNICATIONS INC		
WAL-MART STORES	14,919.	17,330.
AT&T INC	64,466.	75,298.
FORD MOTOR COMPANY	38,454.	40,565.
BAXTER INTERNATIONAL INC		
CVS CAREMARK CORP		
FREEMPORT MCMORAN CPR & GOLD	9,670.	6,622.
CHEVRON CORP	19,769.	29,792.
COMCAST CORP CLASS A	55,866.	85,830.
CORNING INC		
SCHWAB CHARLES CORP	52,860.	49,319.
INTUIT INC	50,535.	58,901.
T ROWE PRICE GROUP INC	11,235.	11,960.
UNION PACIFIC CORP	11,028.	12,713.
ORACLE SYS CORP	11,668.	13,338.
WEYERHAEUSER COMPANY	21,449.	23,524.
STATE STREET CORP	33,267.	28,217.
VODAFONE GROUP PLC	23,312.	30,833.
WELLS FARGO & CO	25,384.	24,666.
YUM BRANDS INC	42,336.	48,978.
METLIFE INC	24,723.	20,891.
TE CONNECTIVITY LTD	17,954.	19,102.
	-----	-----
TOTALS	2,298,642.	2,451,536.
	=====	=====

HAYWORTH FOUNDATION

43-1988927

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

DESCRIPTION

FNMA 5.125% 04/15/2011

TOTALS

HAYWORTH FOUNDATION

43-1988927

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
ISHARES MSCI EMERGING MARKETS	C	84,786.	68,292.
ISHARES MSCI EAFE INDEX FUND	C	887,321.	557,213.
ISHARES RUSSELL MIDCAP INDEX	C	369,563.	354,312.
ISHARES DJ US TECHNOLOGY SEC	C		
ISHARES DOW JONES US HEALTH	C		
ISHARES S&P SMALLCAP 600 VALUE	C	71,958.	83,712.
BB&T INTER US GOVT #341	C		
BB&T TOTAL RETURN BD FD #342	C		
ISHARES S&P SMALLCAP 600 GRWTH	C	70,188.	89,364.
FEDERATED HIGH YIELD BD #900	C	127,318.	134,022.
COHEN & STEERS INT'L REALTY	C	97,720.	90,147.
FIDELITY ADV STRATEGIC INC#648	C	271,316.	267,437.
FAMCO MLP & ENERGY INCOME FD	C	47,450.	54,686.
PIMCO FOREIGN BOND FD #103	C		
T ROWE PRICE EMERGING MKTS#163	C	128,096.	127,448.
STERLING CAP INTER US GOVT #341	C	403,854.	417,905.
DODGE & COX INCOME FD #147	C	525,178.	545,183.
STERLING CAP TOTAL RTN #342	C	267,596.	283,833.
UTILITIES SELECT SECTOR SPDR	C	11,451.	14,392.
AMERICAN CENTURY DIV BD #349	C	155,260.	154,137.
FEDERATED INTER CORP BD #303	C	264,954.	262,813.
METROPOLITAN WEST TOTAL RTN	C	149,240.	145,453.
PIMCO LOW DURATION FD #36	C	385,828.	380,935.
		-----	-----
TOTALS		4,319,077.	4,031,284.
		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----DIFF IN MUTUAL FDS REC/REPORTED
ADJUSMENT FOR ROUNDING

198.

1.

TOTAL

199.
=====

HAYWORTH FOUNDATION

43-1988927

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

=====

OFFICER NAME:

ALLAN FUNK

ADDRESS:

1005 OAK POINTE COURT

BLACKSBURG, VA 24060

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 8

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c
=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	7,332,971.		
FEBRUARY	7,477,138.		
MARCH	7,460,214.		
APRIL	7,618,298.		
MAY	7,601,289.		
JUNE	7,504,461.		
JULY	7,456,766.		
AUGUST	7,173,415.		
SEPTEMBER	6,782,848.		
OCTOBER	7,232,046.		
NOVEMBER	7,146,207.		
DECEMBER	6,854,850.		
	-----	-----	-----
TOTAL	87,640,503.		
	=====	=====	=====
AVERAGE FMV	7,303,375.		
	=====	=====	=====

HAYWORTH FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

43-1988927

RECIPIENT NAME:

ALLAN FUNK

ADDRESS:

1005 OAK POINTE COURT

BLACKSBURG, VA 24060

RECIPIENT'S PHONE NUMBER: 276-233-9145

FORM, INFORMATION AND MATERIALS:

LETTER FORM

SUBMISSION DEADLINES:

OCTOBER 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

WITHIN THE STATE OF NORTH CAROLINA

STATEMENT 10

RECIPIENT NAME:
METROLINA REGIONAL SCHOLARS'
ACADEMY
ADDRESS:
7000 ENDAHVEN LANE
CHARLOTTE, NC 28277
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CHILDREN'S HOME SOCIETY OF NC
ADDRESS:
PO BOX 14608
GREENSBORO, NC 27415
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
RESTORATION PLACE MINISTRIES
ADDRESS:
608 N GREENE STREET
GREENSBORO, NC 27425
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL FUNDS
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

WEST END MINISTRIES

ADDRESS:

PO BOX 2163

HIGH POINT, NC 27261

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

MACEDONIA FAMILY RESOURCE CENTER

ADDRESS:

401 LAKE AVENUE

HIGH POINT, NC 27260

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MATH AND SCIENCE GRANT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

BOYS & GIRLS CLUBS OF GREATER

HIGH POINT

ADDRESS:

PO BOX 2834

HIGH POINT, NC 27261

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

HIGH POINT UNIVERSITY

ADDRESS:

833 MONTLIEU AVE

HIGH POINT, NC 27262

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP FOR UNDER-PRIVILEGED

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

THE ADA JENKINS CENTER

ADDRESS:

212 GAMBLE STREET

DAVISON, NC 28036

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

FIRST UNITED METHODIST CHURCH

ADDRESS:

512 N MAIN STREET

HIGH POINT, NC 27260

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HELPING HAND FUND

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

HAYWORTH FOUNDATION

43-1988927

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

=====

RECIPIENT NAME:

LINDLEY PARK BAPTIST CHURCH

ADDRESS:

4010 WALKER AVENUE

GREENSBORO, NC 27403

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

SECOND HARVEST FOOD BANK

ADDRESS:

3655 REED STREET

WINSTON-SALEM, NC 27107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUNDS

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

COMMUNITY CLINIC OF

HIGH POINT

ADDRESS:

PO BOX 5607

HIGH POINT, NC 27262

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
HOSPICE OF THE PIEDMONT
LESLIE O. KALINOWSKI
ADDRESS:
1801 WESTCHESTER DRIVE
HIGH POINT, NC 27262
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOC. OF
HIGH POINT
ADDRESS:
PO BOX 5693
HIGH POINT, NC 27262
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
NC ZOOLOGICAL SOCIETY
c/o CHERYL C. TURNER
ADDRESS:
4403 ZOO PARKWAY
ASHBORO, NC 27205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 15,000.

HAYWORTH FOUNDATION

43-1988927

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

=====

RECIPIENT NAME:

OPEN DOOR MINISTRIES
OF HIGH POINT

ADDRESS:

PO BOX 1528
HIGH POINT, NC 27261

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 75,000.

RECIPIENT NAME:

SENIOR RESOURCES OF
GUILFORD

ADDRESS:

PO BOX 21993
GREENSBORO, NC 27420

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID:

320,000.

=====

**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

2011

Name of estate or trust

HAYWORTH FOUNDATION

Employer identification number

43-1988927

Note: Form 5227 filers need to complete only Parts I and II.**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 SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			4,057.

- b** Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** -25,684.
- 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 2010 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** -21,627.

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			19,355.

- b** Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** 46,918.
- 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 2010 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** 66,273.

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

Schedule D (Form 1041) 2011

Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-21,627.
14	Net long-term gain or (loss):			
a	Total for year	14a		66,273.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		44,646.

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.

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	()

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** in the instructions to figure your capital loss carryover.

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 Schedule D Tax Worksheet in 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 **Schedule D Tax Worksheet** in 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? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ 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? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ 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 2011 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 2011 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) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust

HAYWORTH FOUNDATION

Employer identification number

43-1988927

Short-Term Capital Gains and Losses - Assets Held One Year or Less

(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 720. BANK OF AMER CORP COM	10/14/2010	01/18/2011	10,778.00	9,046.00	1,732.00
440. BAXTER INTERNATIONAL	09/22/2010	01/18/2011	22,332.00	21,074.00	1,258.00
220. COCA COLA COMPANY	06/14/2010	01/18/2011	13,965.00	11,343.00	2,622.00
400. MORGAN STANLEY DEAN W	02/18/2010	01/18/2011	11,484.00	10,913.00	571.00
240. COVIDIEN PLC	08/05/2010	01/18/2011	11,354.00	9,174.00	2,180.00
670. TYCO INTERNATIONAL LT	03/25/2010	01/18/2011	30,261.00	24,980.00	5,281.00
1030. TYCO ELECTRONICS LTD	04/12/2010	01/18/2011	37,859.00	29,827.00	8,032.00
450. LOCKHEED MARTIN CORP	VAR	02/22/2011	36,209.00	37,687.00	-1,478.00
250. STRYKER CORP	08/05/2010	05/11/2011	15,417.00	11,949.00	3,468.00
890. VERIZON COMMUNICATION	07/01/2010	05/11/2011	33,015.00	23,141.00	9,874.00
360. COVIDIEN PLC	08/05/2010	05/11/2011	19,980.00	13,761.00	6,219.00
140. AMERICAN EXPRESS CO	10/12/2010	05/19/2011	7,235.00	5,412.00	1,823.00
110. THERMO FISHER SCIENTI COMMON	01/18/2011	05/19/2011	7,166.00	6,274.00	892.00
50. AMERICAN EXPRESS CO	10/12/2010	07/11/2011	2,614.00	1,933.00	681.00
60. AON CORPORATION COMMON	01/18/2011	07/11/2011	3,047.00	2,690.00	357.00
370. AON CORPORATION COMMO	12/23/2010	07/11/2011	18,792.00	16,949.00	1,843.00
1210. BANK OF AMER CORP CO	10/14/2010	08/23/2011	7,525.00	15,202.00	-7,677.00
380. THERMO FISHER SCIENTI COMMON	01/18/2011	10/05/2011	19,220.00	21,673.00	-2,453.00
2000. ALCOA INC	12/23/2010	10/19/2011	19,837.00	31,114.00	-11,277.00
3390. SOUTHWEST AIRLINES C	12/23/2010	10/19/2011	29,830.00	44,315.00	-14,485.00
280. AON CORPORATION COMMO	01/18/2011	11/09/2011	13,351.00	12,555.00	796.00
1040. ITRON INC COMMON	VAR	11/09/2011	37,981.00	42,976.00	-4,995.00
550. ITRON INC COMMON	12/23/2010	11/09/2011	20,086.00	30,201.00	-10,115.00
2920. SOUTHWEST AIRLINES C	12/23/2010	11/09/2011	24,099.00	38,171.00	-14,072.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

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

Schedule D-1 (Form 1041) 2011

OMB No. 1545-0092

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

Employer identification number

HAYWORTH FOUNDATION

43-1988927

Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-25,684.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HAYWORTH FOUNDATION

43-1988927

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

(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)
6a 390. METLIFE INC	12/14/2009	01/18/2011	18,200.00	14,391.00	3,809.00
330. STATE STREET CORP	12/14/2009	01/18/2011	16,450.00	13,114.00	3,336.00
440. CVS CORP	12/14/2009	02/22/2011	14,394.00	14,211.00	183.00
75000. FED NATL MTG ASSN D 5.125% 04	06/14/2007	04/15/2011	75,000.00	74,161.00	839.00
270. EXXON MOBIL CORPORATI	01/08/2010	04/27/2011	23,479.00	18,805.00	4,674.00
2960. PFIZER INCORPORATED	VAR	04/27/2011	60,623.00	53,369.00	7,254.00
270. TYCO INTERNATIONAL LT	03/25/2010	04/27/2011	13,169.00	10,067.00	3,102.00
1280. ABB LTD SPONSORED AD	01/11/2010	05/19/2011	33,781.00	26,378.00	7,403.00
290. DISNEY WALT COMPANY	05/22/2007	05/19/2011	11,993.00	10,411.00	1,582.00
1630. UNILEVER PLC-SPONSOR	01/11/2010	05/19/2011	52,743.00	51,027.00	1,716.00
480. COMCAST CORP CL A COM	03/25/2010	07/11/2011	12,024.00	8,841.00	3,183.00
700. CORNING INC	09/09/2009	07/11/2011	12,117.00	11,032.00	1,085.00
190. EXXON MOBIL CORPORATI	VAR	07/11/2011	15,547.00	9,642.00	5,905.00
230. LOCKHEED MARTIN CORP	04/12/2010	07/11/2011	18,355.00	19,106.00	-751.00
110. ORACLE CORPORATION	09/09/2009	07/11/2011	3,623.00	2,468.00	1,155.00
420. UTILITIES SELECT SECT	02/12/2010	07/11/2011	14,013.00	12,024.00	1,989.00
900. WAL MART STORES INCOR	VAR	07/11/2011	48,345.00	47,726.00	619.00
445. WELLS FARGO COMPANY	VAR	07/11/2011	12,268.00	14,406.00	-2,138.00
490. INTERNATIONAL PAPER C	08/05/2010	08/23/2011	11,794.00	12,081.00	-287.00
13166.82 PIMCO PIMS FOREIG	VAR	08/23/2011	140,227.00	131,274.00	8,953.00
1295. ISHARES DJ US TECHNO	VAR	10/05/2011	75,729.00	70,266.00	5,463.00
1200. ISHARES DOW JONES US SECTOR I	VAR	10/05/2011	76,679.00	77,702.00	-1,023.00
760. MORGAN STANLEY DEAN W	02/18/2010	10/05/2011	10,485.00	20,735.00	-10,250.00
2500. WEATHERFORD INTL LTD	05/26/2010	10/19/2011	37,091.00	35,508.00	1,583.00
240. TE CONNECTIVITY LTD	04/12/2010	10/19/2011	8,046.00	6,950.00	1,096.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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FEDERAL CAPITAL GAIN DIVIDENDS
=====SHORT-TERM CAPITAL GAIN DIVIDENDS

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

4,057.00

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

19,355.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

19,355.00

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