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

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

OCT 01, 2011, and ending

SEP 30, 2012

Name of foundation REDWINE FAMILY FOUNDATION INC		A Employer identification number 58-2358803			
Number and street (or P.O. box number if mail is not delivered to street address) 819 REDWINE ROAD		Room/suite	B Telephone number (see instructions) 770-461-7627		
City or town, state, and ZIP code FAYETTEVILLE GA 30215		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply Initial return Final return Address change		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization X Section 501(c)(3) exempt private foundation □ Section 4947(a)(1) nonexempt charitable trust □ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,454,687.	J Accounting method Cash <input checked="" type="checkbox"/> Accrual □ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
(Part I, column (d) must be on cash basis)		(Part I, column (d) must be on cash basis)			
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 instr.))		(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 ► <input type="checkbox"/> if the foundation is not required to attach Sch B				RECEIVED
	3 Interest on savings and temp cash investments	20,419.	20,419.		
	4 Dividends and interest from securities	31,369.	31,369.		
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		5,938.		
	8 Net short-term capital gain			290.	
	9 Income modifications				
	10a Gross sales less rts & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	51,788.	57,726.	290.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	20,093.			20,093.
	b Accounting fees (attach schedule)	5,506.			5,506.
	c Other professional fees (attach schedule)	20,443.	20,443.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	257.	257.		
	19 Depreciation (attach sch.) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,538.			1,538.
	24 Total operating and administrative expenses Add lines 13 through 23	47,837.	20,700.		27,137.
25 Contributions, gifts, grants paid	79,000.			79,000.	
26 Total exp & disbursements Add lines 24 and 25	126,837.	20,700.		106,137.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(75,049.)				
b Net investment income (if neg, enter -0-)		37,026.			
c Adjusted net income (if neg, enter -0-)			290.		

For Paperwork Reduction Act Notice, see instructions.

BCA

US990P\$1

Form 990-PF (2011)

918,19 (8)

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1. Cash - non-interest-bearing				
	2. Savings and temporary cash investments		111,360.	23,672.	23,672.
	3. Accounts receivable ►				
	Less allowance for doubtful accts ►				
	4. Pledges receivable ►				
	Less allowance for doubtful accts ►				
	5. Grants receivable				
	6. Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7. Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8. Inventories for sale or use				
	9. Prepaid expenses and deferred charges				
	10a. Investments - U.S. and state govt obligations (attach schedule)				
	b. Investments - corporate stock (attach schedule)		552,236.	606,354.	848,215.
	c. Investments - corporate bonds (attach schedule)		580,216.	553,606.	582,800.
	11. Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12. Investments - mortgage loans				
	13. Investments - other (attach schedule)				
	14. Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15. Other assets (describe ►)				
	16. Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,243,812.	1,183,632.	1,454,687.
Liabilities	17. Accounts payable and accrued expenses				
	18. Grants payable				
	19. Deferred revenue				
	20. Loans from officers, directors, trustees, and other disqualified persons				
	21. Mortgages and other notes payable (attach schedule)				
	22. Other liabilities (describe ►)				
	23. Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24. Unrestricted		1,252,740.	1,183,632.	
	25. Temporarily restricted				
	26. Permanently restricted				
	Foundations that do not follow SFAS 117, ck. here ► <input type="checkbox"/>				
	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 instructions)		1,252,740.	1,183,632.	
	31. Total liabilities and net assets/fund balances (see instructions)		1,252,740.	1,183,632.	

Part III Analysis of Changes in Net Assets or Fund Balances

1. Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,252,740.
2. Enter amount from Part I, line 27a	2	(75,049.)
3. Other increases not included in line 2 (itemize) ► CAPITAL GAINS	3	5,941.
4. Add lines 1, 2, and 3	4	1,183,632.
5. Decreases not included in line 2 (itemize) ►	5	
6. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,183,632.

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)
1 a	3707 SHS DODGE & COX	P	03/29/2010	10/18/2011
b	123 FEDERATED HIGH YIELD BOND FUND	P	05/18/2009	10/18/2011
c	19 NOVARTIS AG	P	06/15/2010	10/18/2011
d	1350 PIMCO LOW DURATION FUND	P	03/29/2010	10/18/2011
e	SEE ATTACHED WORKSHEET			
(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 49,053.		48,497.		556.
b 1,159.		1,000.		159.
c 1,123.		951.		172.
d 13,896.		14,085.		(189.)
e 376,033.		370,793.		5,240.
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				556.
b				159.
c				172.
d				(189.)
e				5,240.
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	5,938.
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	290.

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beg in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	133,989.	1,491,962.	0.0898
2009	112,038.	1,497,823.	0.0748
2008	1,746.	347,196.	0.0050
2007	30.	300.	0.1000
2006	30.	330.	0.0909
2 Total of line 1, column (d)		2	0.3605
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	0.0721
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.....		4	1,417,070.
5 Multiply line 4 by line 3		5	102,171.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	370.
7 Add lines 5 and 6		7	102,541.
8 Enter qualifying distributions from Part XII, line 4		8	126,180.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			

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

1a. Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source.

c Tax paid with application for extension of time to file (Form 8868).

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached.....

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.....

11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► Refunded ►

1	370.
2	0
3	370.
4	0
5	370.
6a	
6b	
6c	
6d	
7	
8	
9	370.
10	
11	

Part VII-A Statements Regarding Activities

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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

1c Did the foundation file Form 1120-POL for this year?

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

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.

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?....

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions)►
GA

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.....

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 in instructions)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.....

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11		
12		X
13	X	
14 The books are in care of ► BRANCH BANK AND TRUST Located at ► 3630 PEACHTREE RD ST GA ATLANTA		
Telephone no ► 404-504-3605 ZIP+4 ► 30326		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input checked="" type="checkbox"/> 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? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►		
16	Yes	No X

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

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

	Yes	No
1a	During the year did the foundation (either directly or indirectly).	
(1)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ► <input type="checkbox"/>	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions) ► <input type="checkbox"/>	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) ► <input type="checkbox"/>	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	
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? <input type="checkbox"/>	

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 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 the instructions)? 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? 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? 5b 6b 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 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 comp	(e) Expense account, other allowances
PAUL C ODDO JR 819 REDWINE RD	PRES/SECY 1	0		

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

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

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

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 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 info such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1 NOT APPLICABLE BECAUSE THE FOUNDATION ONLY MADE CONTRIBUTION TO VARIOUS EXEMPT CHARITABLE ORGANIZATIONS		
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1 THE FOUNDATION ONLY INVESTS IN SECURITIES AS LISTED IN THIS TAX RETURN		
2		
All other program-related investments See instructions		
3		
Total Add lines 1 through 3 .. ►		

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	1,308,450.
b Average of monthly cash balances	1b	84,455.
c Fair market value of all other assets (see instructions)	1c	45,745.
d Total (add lines 1a, b, and c)	1d	1,438,650.
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	
3 Subtract line 2 from line 1d	3	1,438,650.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,580.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,417,070.
6 Minimum investment return. Enter 5% of line 5	6	70,854.

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

1 Minimum investment return from Part X, line 6	1	70,854.
2 a Tax on investment income for 2011 from Part VI, line 5.....	2a	370.
b Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	370.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	70,484.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	70,484.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	70,484.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc -total from Part I, column (d), line 26	1a	106,137.
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	20,043.
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	126,180.
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	370.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	125,810.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation
qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				70,484.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior yrs.: 20____, 20____, 20____				
3 Excess distribs. carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009	22,572.			
e From 2010	59,669.			
f Total of lines 3a through e	82,241.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 126,180.				
a Applied to 2010, but not more than line 2a ..				
b Applied to undistributed income of prior years (Election required - see instructions) ..				
c Treated as distributions out of corpus (Election required - see instructions) ..				
d Applied to 2011 distributable amount				70,484.
e Remaining amt distributed out of corpus	55,696.			
5 Excess distribs carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in col (a)) ..				
6 Enter the net total of each column as indicated below:	137,937.			
a Corpus Add lines 3f, 4c, & 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 instructions				
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				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	137,937.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	22,572.			
d Excess from 2010	59,669.			
e Excess from 2011	55,696.			

Part XIV Private Operating Foundations (see 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 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			
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 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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
a Paid during the year					
FAYETTE	30214	501C3	SUPPORT	1,000.	
MAP INTE	31525	501C3	SUPPORT	1,000.	
ACCION I	02129	501C3	SUPPORT	1,000.	
TRICKLE	10001	501C3	SUPPORT	1,000.	
FAYETTE	30214	501C3	SUPPORT	1,000.	
FRIENDS	30214	501C3	SUPPORT	2,500.	
UMC ATHE	30606	501C3	SUPPORT	1,000.	
FAYETTE	30214	501C3	SUPPORT	1,000.	
FAYETTE	30214	501C3	SUPPORT	1,500.	
UNIV OF	SUITE 10	30602	501C3	SUPPORT	1,000.
HISTORIC	30312	30312	501C3	SUPPORT	1,500.
ATLANTA	30327	30327	501C3	SUPPORT	3,500.
WOMEN FO	SUITE 20	20008	501C3	SUPPORT	1,000.
FRIENDS	97219	97219	501C3	SUPPORT	1,000.
SECOND H	3555 REE	27107	501C3	SUPPORT	20,000.
LIFELINE		30333	501C3	SUPPORT	5,000.
SALVATIO	SUITE 15	30329	501C3	SUPPORT	5,000.
DOCTORS	30031	30031	501C3	SUPPORT	5,000.
FLINT RI	GRIFFIN	30224	501C3	SUPPORT	5,000.
RESCUE C	30214	30214	501C3	SUPPORT	20,000.
Total				79,000.	
b Approved for future payment					
Total				► 3b	

Name: Redwine Family Foundation Inc

EIN: 58-2358803

Part XV: Supplementary Information (continued)

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

Enter the first 32 recipients below, if you need more space, press F9 on the "Subtotal from worksheets" amount below to link to the worksheets.

a Paid during the year Printing is limited due to availability of space on actual form.

Recipient name and address (If individual, enter name on first line, otherwise, enter on second line. For address, enter Street, Zip code, State, and City in that order)	If an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FAYETTE SR SERVICES 4 CENTER DRIVE 30214 GA FAYETTEVILLE		501C3	SUPPORT	1000.
MAP INTERNATIONAL 4700 GLYNCO PARKWAY 31525 GA BRUNSWICK		501C3	SUPPORT	1000..
ACCION INTERNATIONAL 56 ROLAND ST 02129 MA CHARLESTOWN		501C3	SUPPORT	1000.
TRICKLE UP PROGRAM 104 W 27TH 12TH FLOOR 10001 NY NEW YORK		501C3	SUPPORT	1000.
FAYETTE CO HUMANE SOC P O BOX 244 30214 GA FAYETTEVILLE		501C3	SUPPORT	1000.
FRIENDS OF FAY CO LIB P O BOX 142307 30214 GA FAYETTEVILLE		501C3	SUPPORT	2500.
UMC ATHENS-ELBERTON 855 SUNSET DRIVE STE12 30606 30606 GA ATHENS		501C3	SUPPORT	1000.
FAYETTE CO HISTORICAL P O BOX 421 30214 30214 GA FAYETTEVILLE		501C3	SUPPORT	1000.

Redwine Family Foundation

58-2358803

PAGE 11, CONTINUED

FAYETTE SAMARITANS BOX 1071 30214 30214 GA FAYETTEVILLE	501C3	SUPPORT	1500.
UNIV OF GA FOUNDATION 394 S MILLEDGE AVE SUITE 100 30602 GA ATHENS	501C3	SUPPORT	1000.
HISTORIC OAKLAND FOUND 248 OAKLAND AVE SE 30312 30312 GA ATLANTA	501C3	SUPPORT	1500.
ATLANTA SPEECH SHOOL 3160 N SIDE PKWY NW 30327 30327 GA ATLANTA	501C3	SUPPORT	3500.
WOMEN FOR WOMEN INTL 4455 CONNECTICUT AVE SUITE 200 20008 DC WASHINGTON	501C3	SUPPORT	1000.
FRIENDS OF TIMBERLINE 7310 SW CORBETT 97219 97219 OR PORTLAND	501C3	SUPPORT	1000.
SECOND HARVEST FOOD BANK OF NW NC 3555 REED ST 27107 NC WINSTON SALEM	501C3	SUPPORT	20000.
LIFELINE ANIMAL PROJECT BOX 15466 30333 GA ATLANTA	501C3	SUPPORT	5000.
SALVATION ARMY 1190 W DRUID HILLS DR SUITE 150 30329 GA ATLANTA	501C3	SUPPORT	5000.
DOCTORS GLOBAL HEALTH BOX 1761 30031 30031 GA DECATUR	501C3	SUPPORT	5000.
FLINT RIVER BOY SCOUTS BOX 173 GRIFFIN GA 30224 GA GRIFFIN	501C3	SUPPORT	5000.
RESCUE CATS INC BOX 142882 30214 30214 GA FAYETTEVILLE	501C3	SUPPORT	20000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Excl 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	20,419.	
4	Dividends and interest from securities			14	31,369.	
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				51,788.	
13	Total. Add line 12, columns (b), (d), and (e)				51,788.	

(See worksheet in line 13 instructions to verify calculations.)

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

Name of the organization

REDWINE FAMILY FOUNDATION INC

Employer identification number
58-2358803

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

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

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

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

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

Name of organization

REDWINE FAMILY FOUNDATION INC

Employer identification number
58-2358803Part I **Contributors (see instructions)** Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	NO CONTRIBUTORS OF 5,000 OR MORE	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

US 990PF

Capital Gains and Losses for Tax on Investment Income

2011

Name: REDWINE FAMILY FOUNDATION INC

ID number: 58-2358803

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
E	30 STATE STREET CORP	P	08/18/2010	10/18/2011
F	40 SUNCOR	P	08/18/2010	10/18/2011
G	40 VODAFONE GROUP PLC NEW SP ADR	P	09/20/2010	10/18/2011
H	1 NOVARTIS AG	P	04/08/2011	10/18/2011
I	5868 SHS FEDERATED SHORT TERM INCOME FUND	P	03/29/2010	01/20/2012
J	3443 SHS PIMCO LOW DURATION FUND CLASS	P	03/29/2010	01/20/2012
K	20 SHS AMGEN INC COMMON	P	10/18/2011	02/15/2012
L	60 SHS FRONTIER COMMUNICATIN CORP	P	12/29/2008	02/15/2012
M	700 SHS ISHARES BARCLAYS 1-3 YR CREDIT BND	P	04/16/2009	02/15/2012
N	175 SHS LOCKHEED MARTIN	P	06/16/2010	02/15/2012

Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
E	1,116.		1,159.	(43.)
F	1,206.		1,298.	(92.)
G	1,096.		1,028.	68.
H	32.		15.	17.
I	50,411.		50,000.	411.
J	35,639.		35,915.	(276.)
K	1,343.		1,148.	195.
L	238.		510.	(272.)
M	73,181.		70,079.	3,102.
N	15,313.		14,206.	1,107.
Total				4,217.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969

Ref	(i) F M V as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
E				(43.)
F				(92.)
G				68.
H				17.
I				411.
J				(276.)
K				195.
L				(272.)
M				3,102.
N				1,107.
Total				4,217.
Total short term capital gains or (losses)				212.

US 990PF

Capital Gains and Losses for Tax on Investment Income

2011

Name: REDWINE FAMILY FOUNDATION INC

ID number: 58-2358803

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
O	120 SHS SOUTHWEST AIRLINES	P	10/18/2011	02/15/2012
P	230 SHS STATE STREET CORP	P	08/18/2010	02/15/2012
Q	70 SHS TEVA PHARMACEUTICAL IND	P	04/01/2004	02/15/2012
R	50000 UNITS WALT DISNEY	P	03/12/2009	03/01/2012
S	50000 UNITS J P MORGAN	P	01/23/2009	03/15/2012
T	1045 SHS ABB LTD SPONS ADR	P	12/29/2008	04/26/2012
U	350 SHS APPLIED MATERIALS	P	06/10/2010	04/26/2012
V	55 SHS MONSANTO CO COMMON	P	12/29/2008	04/26/2012
W	50000 UNITS AT&T INC	P	03/16/2009	06/29/2012

Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
O	1,146.		1,068.	78.
P	9,325.		8,882.	443.
Q	3,088.		2,252.	836.
R	50,000.		53,779.	(3,779.)
S	50,000.		52,311.	(2,311.)
T	20,680.		15,267.	5,413.
U	4,025.		4,402.	(377.)
V	4,152.		3,682.	470.
W	54,042.		53,792.	250.

Total 1,023.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969

Ref	(i) F M V as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
O				78.
P				443.
Q				836.
R				(3,779.)
S				(2,311.)
T				5,413.
U				(377.)
V				470.
W				250.

Total 1,023.

Total short term capital gains or (losses) 78.

US 990**Investments: Corporate Stock as of Year End****2011**

Description	Book value	FMV
SEE ATTACHED STATEMENT FROM BB&T	542,775.	774,539.
SEE ATTACHED STATEMENT FROM BB&T	63,579.	73,676.
	606,354.	848,215.

US 990

Investments: Corporate Bonds as of Year End

2011

Description	Book value	FMV
SEE ATTACHED SCHEDULES FROM BB&T	553,606. 553,606.	582,800. 582,800.

ACCOUNT STATEMENT

PAGE 2

SEPTEMBER 01, 2012 TO SEPTEMBER 30, 2012

ACCOUNT NAME: REDWINE FAMILY
ACCOUNT NUMBER:1352002155

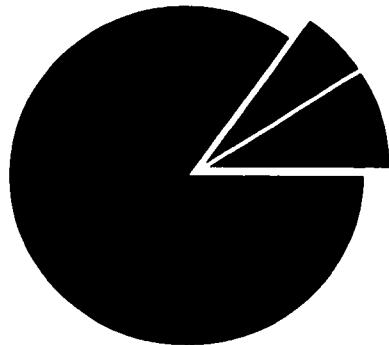
58-2358803

PART II, 10

PRINCIPAL PORTFOLIO STATEMENT

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND CASH EQUIVALENTS				
85917L312				
STERLING CAPITAL NATIONAL	18,806.37	1.00	1.88	0.01
TAX-FREE MONEY MARKET INST CL	18,806.37	1.00	0.16	
FUND # 352				
PRINCIPAL CASH	0.00			
* TOTAL CASH AND CASH EQUIVALENTS	18,806.37		1.88	0.01
	18,806.37		0.16	

BOND QUALITY SUMMARY



S & P QUALITY RATING	MARKET VALUE	PERCENT
A+	53,744.50	9.2%
A	35,290.15	6.1%
NOT RATED	493,765.17	84.7%
Total	582,799.82	100.0%

DESCRIPTION	RATING	TOTAL MARKET/ PAR VALUE	MARKET PRICE/ TOTAL COST	EST ANNUAL INCOME/ COST PRICE	YIELD CURRENT/ ACCRUED INC	MATURITY
FIXED INCOME						
CORPORATE BONDS						
14912L3N9						
CATERPILLAR FIN SER CRP DTD 12/07/2007 4.85% 12/07/2012	A	35,000.000	35,290.15	100.83	1,697.50	4.81
			34,599.07	98.85	537.54	0.51
90333WAB4						
US BANK NA DTD 02/04/2002 6.3% 02/04/2014	A+	50,000.000	53,744.50	107.49	3,150.00	5.86
			53,673.50	107.35	498.75	0.72
** TOTAL CORPORATE BONDS		SUB- TOTAL	89,034.65		4,847.50	5.44
			88,272.57		1,036.29	
FIXED INCOME MUTUAL FUNDS						
024932600						
AMERICAN CENTURY DIVERSIFIED BOND FUND # 349		5,020.716	56,734.09	11.30	1,978.16	3.49
			55,455.00	11.05	164.85	

ACCOUNT STATEMENT

PAGE 3

SEPTEMBER 01, 2012 TO SEPTEMBER 30, 2012

ACCOUNT NAME: REDWINE FAMILY
ACCOUNT NUMBER: 135200215558-2358803
PART II, 10

PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ PRICE/	EST ANNUAL INCOME/	YIELD CURRENT/
			TOTAL COST	COST ACCRUED	PRICE INC
FIXED INCOME MUTUAL FUNDS					
256210105 DODGE & COX INCOME FUND #147		5,848 848	80,889 57 76,502 93	13 83 13 08	3,047 25 3 77
258620103 DOUBLELINE TOTAL RETURN BOND FUND		9,072 858	103,430 58 100,921 00	11 40 11 12	6,450 80 6 24
31420B300 FEDERATED HIGH YIELD BOND INST CL FUND # 900		4,023 413	40,757 17 29,000 00	10 13 7 21	3,106 07 7 62 258 84
31429A105 FEDERATED TOTAL RTN GOV'T BD FD #647 CL IS		4,416 079	52,374 70 51,359 00	11 86 11 63	1,112 85 92 74
592905509 METROPOLITAN WEST TOTAL RETURN BOND FUND INST CL FUND # 512		7,708 369	85,177 48 80,891 00	11 05 10 49	3,538 14 294 85
693390700 PIMCO TOTAL RETURN FUND CLASS I #35		4,999 453	57,893 67 55,329 00	11 58 11 07	1,844 80 153 73
74144Q401 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS BOND FD INST CL FUND # 163		109 529	1,074 48 1,000 00	9 81 9 13	65 61 5 47
74253Q416 PRINCIPAL PREFERRED SECURITIES FUND INST CL FUND # 4929		106 929	1,110 99 1,003 00	10 39 9 38	64 26 5 78
85917K504 STERLING CAPITAL CORPORATE FUND		464 532	4,970 49 4,625 00	10 70 9 96	164 44 13 70
85917L569 STERLING CAPITAL TOTAL RETURN BOND FUND INST CL FUND # 342		419 281	4,679 18 4,624 00	11 16 11 03	174 42 14 54
85917L619 STERLING CAPITAL INTERMEDIATE U S GOVERNMENT FUND INST CL FUND # 341		429 878	4,672 77 4,623 00	10 87 10 75	138 85 11 57
** TOTAL FIXED INCOME MUTUAL FUNDS		SUB- TOTAL	493,765.17 465,332.93		21,685.65 1,010.29
* TOTAL FIXED INCOME			582,799.82 553,605.50		26,533.15 2,046.58

ACCOUNT STATEMENT

PAGE 4

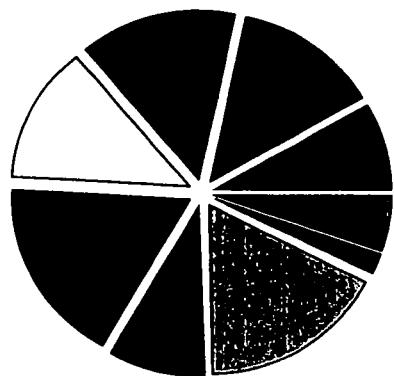
SEPTEMBER 01, 2012 TO SEPTEMBER 30, 2012

ACCOUNT NAME: REDWINE FAMILY
ACCOUNT NUMBER: 1352002155

*58-2358803
PART II, 10*

PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY SECTOR	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	64,868.78	8.4%
CONSUMER STAPLES	102,260.60	13.2%
ENERGY	111,607.55	14.4%
FINANCIALS	101,668.80	13.1%
HEALTH CARE	135,251.04	17.5%
INDUSTRIALS	67,777.85	8.7%
INFORMATION TECHNOLOGY	134,273.54	17.4%
MUTUAL FUNDS	15,539.10	2.0%
TELECOMMUNICATIONS SERVICES	41,292.00	5.3%
Total	774,539.26	100.0%

DESCRIPTION	TICKER	TOTAL MARKET/SHARES	MARKET TOTAL COST	EST PRICE/ COST	ANNUAL INCOME/ PRICE	ACCURED INC	CURRENT YIELD
EQUITIES							
CONSUMER DISCRETIONARY							
20030N101 COMCAST CORP CLASS A	CMCSA	565,000	20,195.93 8,683.99	35.75 15.37	367.25		1.82
254687106 THE WALT DISNEY COMPANY COMMON	DIS	440,000	23,003.20 9,429.16	52.28 21.43	264.00		1.15
437076102 HOME DEPOT INC COMMON	HD	245,000	14,790.65 7,869.35	60.37 32.12	284.20		1.92
500255104 KOHLS CORP COMMON	KSS	80,000	4,097.60 4,229.60	51.22 52.87	102.40		2.50
548661107 LOWE'S COMPANIES INC COMMON	LOW	50,000	1,512.00 1,084.50	30.24 21.69	32.00		2.12
87612E106 TARGET CORP COM COMMON	TGT	20,000	1,269.40 1,079.40	63.47 53.97	28.80		2.27
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	64,868.78 32,376.00		1,078.65 0.00		1.66
CONSUMER STAPLES							
126650100 CVS CAREMARK CORP COMMON	CVS	30,000	1,452.60 1,057.05	48.42 35.24	19.50		1.34

ACCOUNT STATEMENT

PAGE 5

SEPTEMBER 01, 2012 TO SEPTEMBER 30, 2012

ACCOUNT NAME: REDWINE FAMILY
ACCOUNT NUMBER: 1352002155

58-2358803

PART II, 10



PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CONSUMER STAPLES						
191216100 COCA COLA COMPANY COMMON	KO	450 000	17,068.50 12,982.50	37.93 28.85	459.00 114.75	2.69
50075N104 KRAFT FOODS INC-A COMMON	KFT	580 000	23,983.00 18,201.34	41.35 31.38	672.80 168.20	2.81
713448108 PEPSICO INC COMMON	PEP	110 000	7,784.70 5,892.69	70.77 53.57	236.50	3.04
742718109 PROCTER AND GAMBLE COMMON	PG	180 000	12,484.80 12,934.03	69.36 71.86	404.64	3.24
904767704 UNILEVER PLC-SPONSORED ADR	UL	475 000	17,347.00 13,541.54	36.52 28.51	578.08	3.33
931142103 WAL - MART STORES COMMON	WMT	300 000	22,140.00 15,407.19	73.80 51.36	477.00	2.15
** TOTAL CONSUMER STAPLES			SUB-TOTAL	102,260.60 80,016.34	2,847.52 282.95	2.78
ENERGY						
15135U109 CENOVUS ENERGY INC	CVE	130 000	4,530.50 4,275.00	34.85 32.88	111.93	2.47
166764100 CHEVRON CORP COMMON	CVX	215 000	25,060.40 15,273.58	116.56 71.04	774.00	3.09
20825C104 CONOCOPHILLIPS	COP	310 000	17,725.80 16,055.90	57.18 51.79	818.40	4.62
30231G102 EXXON MOBIL CORPORATION COMMON	XOM	237 000	21,673.65 16,937.87	91.45 71.47	540.36	2.49
494550106 KINDER MORGAN ENERGY PARTNERS UNIT LTD PARTNERSHIP INT	KMP	175 000	14,437.50 7,907.58	82.50 45.19	861.00	5.96
718546104 PHILLIPS 66 COMMON	PSX	155 000	7,187.35 4,770.98	46.37 30.78	124.00	1.73
806857108 SCHLUMBERGER LTD COMMON	SLB	20 000	1,446.60 1,401.93	72.33 70.10	22.00 5.50	1.52
867224107 SUNCOR ENERGY, INC	SU	595 000	19,545.75 18,704.65	32.85 31.44	315.35	1.61
** TOTAL ENERGY			SUB-TOTAL	111,607.55 85,327.49	3,567.04 5.50	3.20

ACCOUNT STATEMENT

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SEPTEMBER 01, 2012 TO SEPTEMBER 30, 2012

 ACCOUNT NAME: REDWINE FAMILY
 ACCOUNT NUMBER: 1352002155

58-2358803

PART II, 10

PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FINANCIALS						
084670702						
BERKSHIRE HATHAWAY INC DEL CL B COMMON	BRK B	200 000	17,640 00 12,240 20	88 20 61 20		
46625H100						
J P MORGAN CHASE & CO COMMON	JPM	340 000	13,763 20 12,905 79	40 48 37 96	408 00	2 96
59156R108						
METLIFE INC COMMON	MET	550 000	18,953 00 20,212 31	34 46 36 75	407 00	2 15
74144T108						
T ROWE PRICE GROUP INC	TROW	20 000	1,266 00 1,079 83	63 30 53 99	27 20	2 15
89417E109						
THE TRAVELERS COMPANIES INC COMMON	TRV	30 000	2,047 80 1,547 99	68 26 51 60	55 20	2 70
902973304						
US BANCORP COMMON	USB	440 000	15,092 00 10,736 80	34 30 24 40	343 20 85 80	2 27
949746101						
WELLS FARGO & CO COMMON	WFC	900 000	31,077 00 22,837 46	34 53 25 37	792 00	2 55
962166104						
WEYERHAEUSER COMPANY COMMON	WY	70 000	1,829 80 1,178 10	26 14 16 83	42 00	2 30
** TOTAL FINANCIALS			SUB-TOTAL	101,668 80 82,738.48	2,074 60 85.80	2.04
HEALTH CARE						
002824100						
ABBOTT LABORATORIES COMMON	ABT	250 000	17,140 00 12,902 50	68 56 51 61	510 00	2 98
30219G108						
EXPRESS SCRIPTS HOLDING CO COMMON	ESRX	630 000	39,456 90 14,298 65	62 63 22 70		
478160104						
JOHNSON & JOHNSON COMMON	JNJ	185 000	12,748 35 10,635 63	68 91 57 49	451 40	3 54
585055106						
MEDTRONIC INC COMMON	MDT	40 000	1,724 80 1,322 80	43 12 33 07	41 60	2 41
58933Y105						
MERCK & CO INC COMMON	MRK	150 000	6,764 25 4,940 41	45 10 32 94	252 00 63 00	3 73
66987V109						
NOVARTIS A G ADR	NVS	584 000	35,775 84 15,321 31	61 26 26 24	1,229 90	3 44

ACCOUNT STATEMENT

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SEPTEMBER 01, 2012 TO SEPTEMBER 30, 2012

ACCOUNT NAME: REDWINE FAMILY
ACCOUNT NUMBER: 1352002155

58-2358803

PART II, 10



PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HEALTH CARE						
717081103 PFIZER INC COMMON	PFE	820 000	20,377.00 13,033.65	24.85 15.89	721.60	3.54
790849103 ST JUDE MEDICAL INC COMMON	STJ	30 000	1,263.90 1,122.13	42.13 37.40	27.60 6.90	2.18
** TOTAL HEALTH CARE		SUB-TOTAL	135,251.04 73,577.08		3,234.10 69.90	2.39
INDUSTRIALS						
369604103 GENERAL ELECTRIC COMPANY COMMON	GE	1,360 000	30,885.60 21,129.16	22.71 15.54	924.80 231.20	2.99
438516106 HONEYWELL INTERNATIONAL INC	HON	30 000	1,792.50 1,491.60	59.75 49.72	44.70	2.49
655844108 NORFOLK SOUTHERN CORPORATION COMMON	NSC	335 000	21,316.05 11,130.28	63.63 33.22	670.00	3.14
H89128104 TYCO INTERNATIONAL LTD	TYC	245 000	13,783.70 9,216.27	56.26 37.62	147.00	1.07
** TOTAL INDUSTRIALS		SUB-TOTAL	67,777.85 42,967.31		1,786.50 231.20	2.64
INFORMATION TECHNOLOGY						
037833100 APPLE COMPUTER CORPORATION COMMON	AAPL	11 000	7,338.16 2,851.64	667.11 259.24	116.60	1.59
17275R102 CISCO SYSTEMS COMMON	CSCO	670 000	12,793.65 14,012.37	19.10 20.91	375.20	2.93
219350105 CORNING INC COMMON	GLW	695 000	9,139.25 6,046.50	13.15 8.70	208.50	2.28
38259P508 GOOGLE INC COMMON	GOOG	4 000	3,018.00 1,181.32	754.50 295.33		
458140100 INTEL COMMON	INTC	505 000	11,440.78 13,185.50	22.66 26.11	454.50	3.97
459200101 INTERNATIONAL BUSINESS MACHINES COMMON	IBM	72 000	14,936.40 9,400.84	207.45 130.57	244.80	1.64

ACCOUNT STATEMENT

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SEPTEMBER 01, 2012 TO SEPTEMBER 30, 2012

 ACCOUNT NAME: REDWINE FAMILY
 ACCOUNT NUMBER: 1352002155

58-2358803

PART II, 10

PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INFORMATION TECHNOLOGY						
594918104 MICROSOFT CORP COMMON	MSFT	1,160 000	34,521 60 21,865 88	29 76 18 85	1,067 20	3 09
68389X105 ORACLE CORP COMMON	ORCL	600 000	18,876 00 13,871 40	31 46 23 12	144 00	0 76
747525103 QUALCOMM INC COMMON	QCOM	180 000	11,244 60 7,344 00	62 47 40 80	180 00	1 60
882508104 TEXAS INSTRUMENTS COMMON	TXN	40 000	1,102 20 1,240 08	27 56 31 00	33 60	3 05
H84989104 TE CONNECTIVITY LTD	TEL	290 000	9,862 90 8,132 00	34 01 28 04	243 60	2 47
** TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	134,273 54 99,131.53		3,068.00 0.00	2 28
MUTUAL FUNDS						
81369Y605 FINANCIAL SELECT SECTOR SPDR FUND	XLF	810 000	12,627 90 10,431 42	15 59 12 88	213 84 53 55	1 69
81369Y886 UTILITIES SELECT SECTOR SPDR FUND	XLU	80 000	2,911 20 2,704 16	36 39 33 80	114 72 30 50	3 94
** TOTAL MUTUAL FUNDS		SUB-TOTAL	15,539.10 13,135.58		328.56 84.05	2.11
TELECOMMUNICATIONS SERVICES						
00206R102 AT&T INC COMMON	T	585 000	22,054 50 16,157 64	37 70 27 62	1,029 60	4 67
92857W209 VODAFONE GROUP PLC COMMON	VOD	675 000	19,237 50 17,347 43	28 50 25 70	981 45	5 10
** TOTAL TELECOMMUNICATIONS SERVICES		SUB-TOTAL	41,292.00 33,505.07		2,011.05 0.00	4.87
* TOTAL EQUITIES			774,539 26 542,774 88		19,996.02 759.40	2.58
DIVERSIFYING ASSETS						
589509108 THE MERGER FUND	MERFX	1,163 282	18,542 72 18,217 00	15 94 15 66	96 55	0 52
722005667 PIMCO COMMODITY REAL RETURN STRATEGY INST CL FUND # 45	PCRIX	2,647 820	18,905 43 18,217 00	7 14 6 88	2,634 58	13 94

ACCOUNT STATEMENT

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SEPTEMBER 01, 2012 TO SEPTEMBER 30, 2012

ACCOUNT NAME: REDWINE FAMILY
ACCOUNT NUMBER: 1352002155

58-2358803

PART II, 10



PRINCIPAL PORTFOLIO STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
DIVERSIFYING ASSETS						
78463V107 SPDR GOLD TRUST	GLD	104 000	17,876.56 8,927.93	171.89 85.85		
936793835 WASATCH 1ST SOURCE LONG/SHORT FUND # 9	FMLSX	1,343 437	18,351.35 18,217.00	13.66 13.56	22.84	0.12
* TOTAL DIVERSIFYING ASSETS			73,676.06 63,578.93		2,753.97 0.00	3.74
TOTAL PRINCIPAL ASSETS			1,449,821.51 1,178,765.68		49,285.02 2,806.14	3.40

INCOME PORTFOLIO STATEMENT

DESCRIPTION	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD	
CASH AND CASH EQUIVALENTS						
85917L312 STERLING CAPITAL NATIONAL TAX-FREE MONEY MARKET INST CL FUND # 352			4,840.87 4,840.87	1.00 1.00	0.48 0.04	0.01
INCOME CASH			25.04 25.04			
* TOTAL CASH AND CASH EQUIVALENTS			4,865.91 4,865.91		0.48 0.04	0.01
TOTAL INCOME ASSETS			4,865.91 4,865.91		0.48 0.04	0.01

18806.37

23,672.28

US 990**Legal Fees****2011**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
ALAN DODSON LAW FIRM	20,093. 20,093.			20,093. 20,093.

US 990**Accounting Fees****2011**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
PAUL C ODDO JR PC - CPAS	5,506. 5,506.			5,506. 5,506.

US 990**Other Professional Fees****2011**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
BB&T	20,443. 20,443.	20,443. 20,443.		

US 990**Taxes****2011**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
FOREIGN TAXES	257. 257.	257. 257.		

US 990

Other Expenses

2011

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
VARIOUS MISCELLANEOUS EXPENSES	1,538. 1,538.			1,538. 1,538.

Detail Sheet

2011

Name: REDWINE FAMILY FOUNDATION INC

ID: 58-2358803

Description: OFFICER'S COMPENSATION

Total 1,000,000

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ►
All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization REDWINE FAMILY FOUNDATION INC	Employer identification number 58-2358803
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O. box, see instructions 819 REDWINE ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions FAYETTEVILLE GA 30215	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ► BRANCH BANK AND TRUST

Telephone No ► 404-504-3605 FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MAY 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year 20 _____ or
► tax year beginning OCT 01, 2011, and ending SEP 30, 2012

2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ <u>370.</u>
b If this application is for Form 990-PF or 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$ <u></u>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c \$ <u>370.</u>

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