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Short Form

Return of Organization Exempt From Income Tax

OMB No 1545-1150

2012

Form 990-EZ

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.
The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization: **RYE FOUNDATION, INC.**
 Number and street (or P.O. box, if mail is not delivered to street address): **3411 HEALY DRIVE**
 Room/suite: **B**
 City or town, state or country, and ZIP + 4: **WINSTON-SALEM, NC 27103-1442**

D Employer identification number: **56-2241298**

E Telephone number: **336-760-2260**

F Group Exemption Number: **▶**

G Accounting Method: Cash Accrual Other (specify) **▶**

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: **▶ N/A**

J Tax-exempt status (check only one) — 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

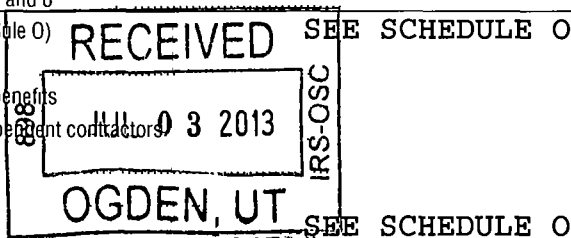
K Check if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ **▶ \$ 56,490.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I

		1	2	3	4	5a	5b	5c	6a	6b	6c	6d	7a	7b	7c	8	9	10	11	12	13	14	15	16	17	18	19	20	21		
Revenue	1	Contributions, gifts, grants, and similar amounts received																56,490.													
	2	Program service revenue including government fees and contracts																													
	3	Membership dues and assessments																													
	4	Investment income																													
	5a	Gross amount from sale of assets other than inventory																													
	5b	Less: cost or other basis and sales expenses																													
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)																													
	6	Gaming and fundraising events																													
	6a	Gross income from gaming (attach Schedule G if greater than \$15,000)																													
6b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)																														
6c	Less: direct expenses from gaming and fundraising events																														
6d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)																														
7a	Gross sales of inventory, less returns and allowances																														
7b	Less: cost of goods sold																														
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)																														
8	Other revenue (describe in Schedule O)																														
9	Total revenue Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8																														
Expenses	10	Grants and similar amounts paid (list in Schedule O)																													
	11	Benefits paid to or for members																													
	12	Salaries, other compensation, and employee benefits																													
	13	Professional fees and other payments to independent contractors																													
	14	Occupancy, rent, utilities, and maintenance																													
	15	Printing, publications, postage, and shipping																													
	16	Other expenses (describe in Schedule O)																													
17	Total expenses Add lines 10 through 16																														
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)																													
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)																													
	20	Other changes in net assets or fund balances (explain in Schedule O)																													
	21	Net assets or fund balances at end of year. Combine lines 18 through 20																													



SCANNED JUL 10 2013

29 1

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Sch. O to respond to any question in this Part V [X]

33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?
35b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O
35c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N
37a Enter amount of political expenditures, direct or indirect, as described in the instructions
37b Did the organization file Form 1120-POL for this year?
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
38b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations. Enter:
39a Initiation fees and capital contributions included on line 9
39b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911; section 4912; section 4955
40b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I
40c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
40d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization
40e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T
41 List the states with which a copy of this return is filed
42a The organization's books are in care of
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
42c At any time during the calendar year, did the organization maintain an office outside of the U.S.?
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44c Did the organization receive any payments for indoor tanning services during the year?
44d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)

		Yes	No
46	Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

Check if the organization used Schedule O to respond to any question in this Part VI

		Yes	No
47	Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch. C, Part II		X
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
49a	Did the organization make any transfers to an exempt non-charitable related organization?		X
49b	If "Yes," was the related organization a section 527 organization?		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee paid more than \$100,000	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

f Total number of other employees paid over \$100,000

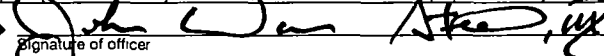
51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." NONE

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000

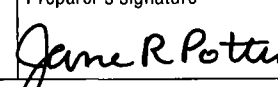
52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A

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

Sign Here:  Date: June 12, 2013

JOHN WARREN STEEN, PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
JANE R POTTER		6/6/13		P01057495
Firm's name	Firm's EIN			
BUTLER & BURGE, L.L.P.	56-1138530			
Firm's address	Phone no.			
100 CLUB OAKS COURT, SUITE A WINSTON-SALEM, NC 27104	(336) 768-2310			

May the IRS discuss this return with the preparer shown above? See instructions

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	120,425.	81,813.	65,374.	37,250.	56,490.	361,352.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	120,425.	81,813.	65,374.	37,250.	56,490.	361,352.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						220,375.
6 Public support. Subtract line 5 from line 4						140,977.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	120,425.	81,813.	65,374.	37,250.	56,490.	361,352.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						361,352.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	39.01	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	30.82	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>			

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information. (See instructions)

PART II, SECTION C, FACTS AND CIRCUMSTANCES TEST:

THE ORGANIZATION WELL EXCEEDS THE 10% SUPPORT TEST. THE ORGANIZATION MAINTAINS A STAFF MEMBER DEVOTED TO THE SOLICITATION OF FUNDS FROM THE GENERAL PUBLIC. THE ORGANIZATION ALSO MAINTAINS A GOVERNING BODY THAT REPRESENTS THE INTERESTS OF THE PUBLIC. MEMBERS OF THE BOARD DID NOT CONTRIBUTE GIFTS THAT EXCEED THE 2% THRESHOLD.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012
Open to Public
Inspection

Name of the organization

RYE FOUNDATION, INC.

Employer identification number
56-2241298

FORM 990-EZ, PART I, LINE 10, GRANTS AND ALLOCATIONS:

ACTIVITY CLASSIFICATION: BIBLE SCHOOL

GRANTEE NAME: NEW CITY CHRISTIAN SCHOOL

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 12/28/12

AMOUNT GIVEN: 5,000.

ACTIVITY CLASSIFICATION: CHILDREN'S HOME

GRANTEE NAME: BAPTIST CHILDREN'S HOME

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 04/13/12

AMOUNT GIVEN: 1,000.

ACTIVITY CLASSIFICATION: CHRISTIAN FINANCIAL ASSISTANCE

GRANTEE NAME: DREAMS AND KITESTRINGS

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 12/28/12

AMOUNT GIVEN: 1,500.

ACTIVITY CLASSIFICATION: CHILDREN'S CAMP

GRANTEE NAME: MERRIWOOD CHRISTIAN GROUP

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 12/28/12

AMOUNT GIVEN: 2,500.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

RYE FOUNDATION, INC.

Employer identification number

56-2241298

ACTIVITY CLASSIFICATION: CHILDREN'S CAMP

GRANTEE NAME: CALE CAMP

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 12/28/12

AMOUNT GIVEN: 7,000.

ACTIVITY CLASSIFICATION: CHILDREN'S CAMP

GRANTEE NAME: WINGS OF EAGLE RANCH

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 12/28/12

AMOUNT GIVEN: 5,000.

ACTIVITY CLASSIFICATION: CHILDREN'S CAMP

GRANTEE NAME: CAMP MUNDO VISTA

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 05/08/12

AMOUNT GIVEN: 1,500.

ACTIVITY CLASSIFICATION: CHILDREN'S CAMP

GRANTEE NAME: CAMP CARAWAY

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 12/28/12

AMOUNT GIVEN: 5,000.

ACTIVITY CLASSIFICATION: CHILDREN'S HOME

GRANTEE NAME: BLACK MOUNTAIN HOME FOR CHILDREN

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

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2012

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Inspection

Name of the organization

RYE FOUNDATION, INC.

Employer identification number
56-2241298

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 12/28/12

AMOUNT GIVEN: 2,500.

ACTIVITY CLASSIFICATION: CHILDREN'S HOME

GRANTEE NAME: NAZARETH CHILDREN'S HOME

PROPERTY DESCRIPTION: CASH

DATE OF GIFT: 12/28/12

AMOUNT GIVEN: 1,500.

TOTAL INCLUDED ON FORM 990-EZ, LINE 10 32,500.

FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:

DESCRIPTION OF OTHER EXPENSES: AMOUNT:

AUTO INSURANCE, TAXES, & MAINTENANCE 1,076.

TELEPHONE 1,241.

PAYROLL TAXES 2,068.

MISCELLANEOUS 1,053.

TOTAL TO FORM 990-EZ, LINE 16 5,438.

**FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - THE PURPOSE OF THE RYE
FOUNDATION IS TO MAKE A LIFE-CHANGING IMPACT ON CHILDREN BY PROVIDING
CHARITABLE GRANTS IN THE AREAS OF RELIGION, YOUTH, AND EDUCATION.**

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:

**THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY,
OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.**

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

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Name of the organization

RYE FOUNDATION, INC.

Employer identification number

56-2241298

THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY,
OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.