Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: STROWD ROSES, INC.

A Employer identification number: 56-2241874

Number and street (or P O box number if mail is not delivered to street address): 1526 E. FRANKLIN STREET — Room/suite: 202

B Telephone number: (919) 929-1984

City or town, state, and ZIP code: CHAPEL HILL, NC 27514-2827

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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 ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,975,225.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	1,000.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	201,459.	201,459.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	264,812.			
	b Gross sales price for all assets on line 6a 6,554,996.				
	7 Capital gain net income (from Part IV, line 2)		264,812.		
	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)				
	11 Other income	6,199.	6,199.		STATEMENT 2
	12 Total. Add lines 1 through 11	473,470.	472,470.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,500.	5,250.		5,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,200.	600.		600.
	c Other professional fees STMT 4	13,154.	13,154.		0.
	17 Interest				
	18 Taxes STMT 5	11,339.	3,044.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	1,918.	956.		956.
	23 Other expenses STMT 6	3,602.	1,801.		1,801.
	24 Total operating and administrative expenses. Add lines 13 through 23	41,713.	24,805.		8,607.
	25 Contributions, gifts, grants paid	294,111.			294,111.
	26 Total expenses and disbursements. Add lines 24 and 25	335,824.	24,805.		302,718.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	137,646.			
	b Net investment income (if negative, enter -0-)		447,665.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	113,897.	53,074.	53,074.
2	Savings and temporary cash investments			
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			
7	Other notes and loans receivable ▶ 250,000.			
	Less allowance for doubtful accounts ▶ 0.	250,000.	250,000.	250,000.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations			
b	Investments - corporate stock STMT 7	6,220,112.	6,664,997.	6,664,997.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶ STATEMENT 8)	0.	7,154.	7,154.
16	**Total assets** (to be completed by all filers)	6,584,009.	6,975,225.	6,975,225.
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			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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	6,584,009.	6,975,225.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	**Total net assets or fund balances**	6,584,009.	6,975,225.	
31	**Total liabilities and net assets/fund balances**	6,584,009.	6,975,225.	

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	6,584,009.
2	Enter amount from Part I, line 27a	2	137,646.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENT	3	253,570.
4	Add lines 1, 2, and 3	4	6,975,225.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,975,225.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
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	6,554,996.		6,290,184.	264,812.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				264,812.

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	264,812.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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 beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	319,580.	6,491,103.	.049234
2010	460,077.	6,566,931.	.070060
2009	518,049.	6,161,687.	.084076
2008	417,013.	7,353,219.	.056712
2007	582,167.	8,267,992.	.070412

2 Total of line 1, column (d)	2	.330494
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	.066099
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,485,051.
5 Multiply line 4 by line 3	5	428,655.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,477.
7 Add lines 5 and 6	7	433,132.
8 Enter qualifying distributions from Part XII, line 4	8	302,718.

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 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	8,953.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,953.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	8,953.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,920.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	4,920.
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	4,033.
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 2013 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

14 The books are in care of ▶ JENNIFER B. BOGER Telephone no ▶ (919) 929-1984

Located at ▶ 1326 E. FRANKLIN STREET, SUITE 202, CHAPEL HILL, ZIP+4 ▶ 27517

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 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______				
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 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ 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)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(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 9		10,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 10	302,714.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	6,464,531.
b	Average of monthly cash balances	1b	119,277.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,583,808.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,583,808.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,757.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,485,051.
6	**Minimum investment return** Enter 5% of line 5	6	324,253.

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	324,253.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 8,953.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	8,953.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	315,300.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	315,300.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	315,300.

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	302,718.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	302,718.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	302,718.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				315,300.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 179,560.				
b From 2008 54,653.				
c From 2009 213,407.				
d From 2010 134,502.				
e From 2011				
f Total of lines 3a through e	582,122.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 302,718.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				302,718.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	12,582.			12,582.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	569,540.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	166,978.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	402,562.			
10 Analysis of line 9				
a Excess from 2008 54,653.				
b Excess from 2009 213,407.				
c Excess from 2010 134,502.				
d Excess from 2011				
e Excess from 2012				

223581
12-05-12

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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 or e-mail of the person to whom applications should be addressed

JENNIFER B. BOGER, (919) 928-1984
1526 E. FRANKLIN STREET, CHAPEL HILL, NC 27514

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

SEE ATTACHED

c Any submission deadlines

30 DAYS PRIOR TO SCHEDULED MEETING - SEE WEBSITE FOR DATES

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

CHARITIES IN OR RELATED TO ORANGE COUNTY, NC ARE PREFERRED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CHAPEL HILL PARKS AND RECREATION DEPARTMENT 306 N. COLUMBIA STREET CHAPEL HILL, NC 27516	NONE	GOVERNMENTAL	MAINTAIN ROSE GARDEN FOR PUBLIC USE	48,801.
SCHEDULE ATTACHED-ALL CHARITIES ARE 501(C)(3) ORGANIZATIONS UNLESS NOTED	NONE	NONPROFIT	PROMOTION OF ACTIVITIES	245,310.
Total			▶ 3a	294,111.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	201,459.	
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			14	6,199.	
8 Gain or (loss) from sales of assets other than inventory			18	264,812.	
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)		0.		472,470.	0.

13 Total. Add line 12, columns (b), (d), and (e) ... 13 472,470.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: 3/14/2013 | Title: President, Board of Directors

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KRISTEN HOYLE, CPA		3/12/13		P00118964
Firm's name ▶ THOMAS, JUDY & TUCKER P. A.			Firm's EIN ▶ 56-1965804	
Firm's address ▶ 4700 FALLS OF NEUSE ROAD SUITE 400 RALEIGH, NC 27609			Phone no 919-571-7055	

Form 990-PF (2012)

223622 12-05-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	CAPITAL GAIN DISTRIBUTION	P		
b	EDWARD JONES - SEE STATEMENT	P	VARIOUS	VARIOUS
c	FIDELITY INVESTMENTS - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
d	FIDELITY INVESTMENTS - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	5,906.			5,906.
b	20,000.		20,097.	-97.
c	1,161,452.		1,148,525.	12,927.
d	5,367,638.		5,121,562.	246,076.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				5,906.
b				-97.
c				12,927.
d				246,076.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	264,812.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EDWARD JONES	11,481.	0.	11,481.
FIDELITY BROKERAGE SERVICES	189,966.	0.	189,966.
FIDELITY BROKERAGE SERVICES	12.	0.	12.
TOTAL TO FM 990-PF, PART I, LN 4	201,459.	0.	201,459.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES HOUSE ASSOCIATES	6,199.	6,199.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,199.	6,199.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,200.	600.		600.
TO FORM 990-PF, PG 1, LN 16B	1,200.	600.		600.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	13,154.	13,154.		0.
TO FORM 990-PF, PG 1, LN 16C	13,154.	13,154.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,044.	3,044.		0.
FEDERAL EXCISE TAX	8,295.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,339.	3,044.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	964.	482.		482.
COMPUTER EXPENSES	1,450.	725.		725.
POSTAGE	386.	193.		193.
SUPPLIES	254.	127.		127.
MEALS AND ENTERTAINMENT	548.	274.		274.
TO FORM 990-PF, PG 1, LN 23	3,602.	1,801.		1,801.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD	168,517.	168,517.
ISHARES TR RUSSELL 2000 INDEX FD	170,575.	170,575.
MARKET VECTORS TR GOLD MINERS	167,460.	167,460.
MARKET VECTORS ETF TR AGRIBUSINESS	143,345.	143,345.
POWERSHARES EXCHANGE TRADED FD TR II BUILD AM BD FD	338,960.	338,960.
SPDR SER TR BARCLAYS HIGH YIELD BD	170,249.	170,249.
SPDR SER TR S&P DIVID	552,812.	552,812.
TOTAL BOND MARKET	1,057,686.	1,057,686.
ALL WORLD USA SMALL CAP	170,510.	170,510.
VANGUARD INTL EQUITY INDEX FD INC ALL-WORLD EX-US INDEX FD	556,686.	556,686.
VANGUARD REIT	175,423.	175,423.
SPARTAN TOTAL MKT INDEX FD	1,699,516.	1,699,516.
SPARTAN EMERGING MKT INDEX FD	272,171.	272,171.

SPARTAN US BOND INDEX FIDELITY	545,853.	545,853.
MATTHEWS ASIA DIVIDEND FUND	299,526.	299,526.
MUTUAL SERIES GLOBAL DISCOVERY CLASS Z	31.	31.
PIMCO EMERGING LOCAL BOND FD	175,677.	175,677.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,664,997.	6,664,997.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	0.	7,154.	7,154.
TO FORM 990-PF, PART II, LINE 15	0.	7,154.	7,154.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SYNDENHAM B. ALEXANDER, JR. PO BOX 3558 CHAPEL HILL, NC 27515	PRESIDENT 4.00	1,500.	0.	0.
FREDERICK H. BLACK PO BOX 3558 CHAPEL HILL, NC 27515	VICE PRESIDENT 0.50	1,500.	0.	0.
JENNIFER B. BOGER PO BOX 3558 CHAPEL HILL, NC 27515	DIRECTOR 6.00	1,500.	0.	0.
LISA R. STUCKEY PO BOX 3558 CHAPEL HILL, NC 27515	DIRECTOR 0.50	1,500.	0.	0.
STEPHEN B. MILLER PO BOX 3558 CHAPEL HILL, NC 27515	SECRETARY/TREASURER 3.00	1,500.	0.	0.
PATTI W. THORP PO BOX 3558 CHAPEL HILL, NC 27515	DIRECTOR 0.50	1,500.	0.	0.

ROSEMARY I. WALDORF PO BOX 3558 CHAPEL HILL, NE 27515	DIRECTOR 0.50	1,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		10,500.	0.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY ONE

THE FOUNDATION ONLY MAKES CONTRIBUTIONS TO QUALIFIED ORGANIZED CHARITABLE ORGANIZATIONS AND GRANTS EDUCATION-SPECIFIED SCHOLARSHIPS TO SELECT INDIVIDUALS IN FINANCIAL NEED.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	302,714.

2012 STROWD ROSES GRANTEES

Name/Tax I.D.#	Address	Amount
The Abundance Foundation (for Pickards Mountain Eco-Institute) (20-4327530)	8507 Pickards Meadow Chapel Hill, NC 27516	$ 2,500
Arts Advocates (for the Franklin Street Arts Collective) (20-1121059)	109 East Franklin Street Chapel Hill, NC 27514	5,675
Big Brothers Big Sisters of the Triangle Inc (56-2109717)	909 Aviation Parkway, Ste 1500 Morrisville, NC 27560	1,000
Boys & Girls Clubs of Eastern Piedmont- Orange County Unit (26-0100585)	P. O Box 1788 Pittsboro, NC 27312	5,000
Carrboro Bicycle Coalition (27-3952828)	104 Brighton Court Chapel Hill, NC 27516	750
Chapel Hill-Carrboro Meals on Wheels (59-1721954)	P. O. Box 2102 Chapel Hill, NC 27514	5,000
Chapel Hill-Carrboro Public School Foundation (56-1421977)	P O. Box 877 Carrboro, NC 27510	30,000
Chapel Hill Cooperative Preschool (56-6022921)	106 Purefoy Road Chapel Hill, NC 27514	2,000
Christ United Methodist Church (Blankets For Children Program) (56-1935655)	800 Market Street Chapel Hill, NC 27516	1,000
Christmas House, Inc. (23-7409699)	P O. Box 3543 Chapel Hill, NC 27515-3543	2,500
Communities in Schools of Orange County (58-2087264)	P. O Box 9454 Chapel Hill, NC 27515-9454	3,000
Community Alternatives for Supportive (56-1778714)	624 West Jones Street Raleigh, NC 27605	3,000
The Community Empowerment Fund (27-0428981)	133½ E. Franklin St., Ste 104 Chapel Hill, NC 27514	5,000
Community Nutrition Partnership (27-1087338)	180 Providence Road, Suite 4 Chapel Hill, NC 27514	6,000
Compass Center for Women & Families (56-1271474)	P. O. 1057 Chapel Hill, NC 27514	5,000
Dispute Settlement Center (56-1216584)	302 Weaver Street Carrboro, NC 27510	5,360
Duke Hospice Bereavement Services (56-2070036)	4321 Medical Park Drive, Ste 101 Durham, NC 27704	2,000

2012 STROWD ROSES GRANTEES

Name/Tax I.D.#	Address	Amount
El Centro Hispano, Inc (56-2011661)	600 East Main Street Durham, NC 27701	5,000
El Futuro, Inc 110 (80-0122334)	West Main Street, Suite 2-H Carrboro, NC 27510	3,000
EmPOWERment, Inc (56-1965772)	109 North Graham Street,Suite 200 Chapel Hill, NC 27516	10,000
Executive Service Corps of the Triangle (56-1625629)	P O. Box 51152 Durham, NC 27717	700
Farmer Foodshare Inc. (27-3717889)	P. O. Box 2873 Chapel Hill, NC 27515-2873	8,000
Friends of Bolin Creek Inc (37-1451471)	614 Beech Tree Court Chapel Hill, NC 27516	3,000
Friends of Chapel Hill Parks, Recreation & Greenways (56-1683211)	310½ West Franklin St , Suite 201 Chapel Hill, NC 27516	3,735
Girls Rock NC (26-4136938)	P. O. Box 3431 Durham, NC 27702	2,000
Greater Chapel Hill Association of Realtors (56-0936033)* **This is a 501(c)(6) organization*	112 Perkins Drive, Suite 700 Chapel Hill, NC 27514)	2,000
Habitat for Humanity of Orange County (58-1603427)	1829 East Franklin Street #1200B Chapel Hill, NC 27514	7,500
A Helping Hand (56-1923835)	1777 Fordham Blvd, Suite 202-2 Chapel Hill, NC 27514	5,000
Hidden Voices (20-0763984)	P. O. Box 64 Cedar Grove, NC 27231	5,000
The Hill Center Inc. 3200 Pickett Road (56-2089788)	Durham, NC 27705	7,500
KidSCope (through Chapel Hill Training Outreach Project (58-2046321)	500 North Nash Street Hillsborough, NC 27278	5,000
Kidzu Children's Museum (20-2058235)	105 East Franklin Street Chapel Hill, NC 27514	10,000
Kramden Institute Inc (74-3108814)	P. O. Box 13483 Research Triangle Park, NC 27709	2,500
Mental Health in America of the Triangle (56-1165029)	P. O Box 16246 Chapel Hill, NC 27516	2,000

2012 STROWD ROSES GRANTEES

Name/Tax I D #	Address	Amount
National Society to Prevent Blindness (36-3667121)	4011 WestChase Blvd , Suite 225 Raleigh, NC 27607-3978	3,000
North Carolina Arts in Action (20-3029784)	P. O Box 51277 Durham, NC 27717	3,000
North Carolina Therapeutic Riding Center (56-1381694)	4705 Nicks Road Mebane, NC 27302	1,000
Orange County Artists Guild (56-2246342)	P O Box 216 Carrboro, NC 27510	1,000
Orange County Dept. of Human Rights & Relations (56-6000327)	c/o Nerys Levy 161 Swansea Lane Chapel Hill, NC 27516	1,500
Orange County Partnership to End Homelessness (56-6000327)	P. O. Box 8181 Hillsborough, NC 27278	2,000
Planned Parenthood of Central NC (58-1484820)	P. O. Box 3258 Chapel Hill, NC 27515-3258	10,000
PlayMakers Repertory Company (through University of North Carolina at Chapel Hill) (56-6001393)	CB # 3235, Center for Dramatic Art Chapel Hill, NC 27599-3235	3,000
PORCH Inc 218 (27-2759081)	Lake Manor Road Chapel Hill, NC 27516	1,000
Project Compassion (94-3381888)	180 Providence Road, Suite 1-C Chapel Hill, NC 27514	4,000
Project Graduation of Chapel Hill-Carrboro, Inc (56-1901263)	P O Box 17043 Chapel Hill, NC 27516-7043	1,590
The P.T A. Thrift Shop, Inc. (56-0678985)	115 West Main Street Carrboro, NC 27510	4,000
The ReCYCLEry, NC (27-1196982)	172 Kingston Drive Chapel Hill, NC 27514	3,000
Ronald McDonald House (56-1413188)	101 Old Mason Farm Road Chapel Hill, NC 27514	2,000
Sacrificial Poets (through St. Joseph's Historic Foundation, Inc.) (56-1152267)	510 West Rosemary Street Chapel Hill, NC 27516	2,000
St. Joseph CME Church (for Marian Cheek Jackson Center for Saving and Making History) (56-1719440)	510 West Rosemary Street Chapel Hill, NC 27516	2,000

2012 STROWD ROSES GRANTEES

Name/Tax I D #	Address	Amount
SECU Family House at UNC Hospitals (91-2108125)	123 Old Mason Farm Road Chapel Hill, NC 27517	1,000
SKJAJA Fund (26-2821484)	104-R NC Highway 54 West #269 Carrboro, NC 27510	2,000
Sonja Haynes Stone Center for Black Culture & History (through University of North Carolina at Chapel Hill) (56-6001393)	150 South Road - CB # 5250 Chapel Hill, NC 27599-5250	2,000
Supportive Persons for Residents in Need of Guardianship (SPRING), Inc (80-0299770)	111 Providence Road Chapel Hill, NC 27514	1,000
Student Coalition for Action in Literacy (SCALE) (through University of North Carolina at Chapel Hill) (56-6001393)	101 East Weaver Street, Ste. 201 Carrboro, NC 27510	2,000
TABLE Ministries (26-1471735)	205 West Weaver Street Carrboro, NC 27510	7,500
Town of Carrboro Recreation & Parks Dept. (56-6001194)	100 North Greensboro Street Carrboro, NC 27510	2,000
Town of Chapel Hill Police Department (56-6001199)	828 Martin Luther King Jr Blvd Chapel Hill, NC 27514-2600	4,000
University United Methodist Preschool (56-1593403)	Box 728 Chapel Hill, NC 27514	1,000
Volunteers for Youth (58-1457945)	205 Lloyd Street, Suite 103 Carrboro, NC 27510	5,000
YMCA of Chapel Hill & Carrboro (56-0899075)	980 Martin Luther King Jr Blvd Chapel Hill, NC 27514	7,000
	TOTAL TO PART XV	$ 245,310

Recipient's Name:
STROWD ROSES INC

2012 YEAR-END TAX SUMMARY

Edward Jones Account Number:
293-12178-1-0

Printed on February 28, 2013

The information provided for the proceeds from the broker and barter exchange transactions on your year-end tax summary is not a Form 1099. This information is not reported to the IRS.

Proceeds From Broker and Barter Exchange Transactions

Long-Term Transactions **Long Term**

Activity Type	Quantity Sold	Date of Acquisition	Date of Sale or Exchange	Stocks, Bonds, etc. Gross Proceeds Less Commissions	Cost or Other Basis	Wash Sale Loss Disallowed	Gain/Loss	Federal Income Tax Withheld
Description / CUSIP / Stock or Other Symbol								
INVESCO GROWTH & INCOME FUND Y / 00142J339 / ACGMX								
Sale	160.85500	05/21/2009	01/09/2012	3,056.24	2,948.03	0.00	108.21	0.00
ALLIANZGI NFJ DIVIDEND CL D / 018918276 / PEIDX								
Sale	306.15900	08/29/2008	01/09/2012	3,563.69	4,147.04	0.00	-583.35	0.00
AMERICAN CENTURY DIV BD INV CL / 024932402 / ADFIX								
Sale	17.84500	02/25/2010	01/09/2012	195.94	190 59	0.00	5.35	0.00
BAIRD AGGREGATE BOND / 057071854 / BAGIX								
Sale	7.67100	08/29/2008	01/09/2012	81.62	78.00	0.00	3.62	0.00
BLACKROCK EQUITY DIVIDEND / 09251M504 / MADVX								
Sale	194.98000	08/29/2008	01/09/2012	3,583.74	3,428.86	0.00	154.88	0.00
JP MORGAN MID CAP VALUE / 339183105 / JMVSX								
Sale	53.71200	08/29/2008	01/09/2012	1,283.18	1,138.79	0.00	144.39	0.00
HARTFORD CAPITAL APPRECIATION / 416649309 / ITHIX								
Sale	13.87000	Various	01/09/2012	413.60	442.22	0.00	-28.62	0.00
JP MORGAN HIGH YIELD / 4812C0803 / OHYFX								
Sale	145.89700	08/07/2009	01/09/2012	1,121.95	1,071.52	0.00	50.43	0.00
MUTUAL GLOBAL DISCOVERY CL Z / 628380404 / MDISX								
Sale	89.02000	Various	01/09/2012	2,464.96	2,528.90	0.00	-63.94	0.00

2012 YEAR-END TAX SUMMARY

Recipient's Name:
STROWD ROSES INC

Edward Jones Account Number:
293-12178-1-0

Printed on February 28, 2013

The information provided for the proceeds from the broker and barter exchange transactions on your year-end tax summary is not a Form 1099. This information is not reported to the IRS.

Proceeds From Broker and Barter Exchange Transactions

Long-Term Transactions ...Continued — Long Term

Description / CUSIP / Stock or Other Symbol								
Activity Type	Quantity Sold	Date of Acquisition	Date of Sale or Exchange	Stocks, Bonds, etc. Gross Proceeds Less Commissions	Cost or Other Basis	Wash Sale Loss Disallowed	Gain/Loss	Federal Income Tax Withheld
T. ROWE PRICE EQUITY INCOME / 779547108 / PRFDX								
Sale	156.64000	08/29/2008	01/09/2012	3,693.56	3,630.16	0.00	63.40	0.00
T. ROWE PRICE BLUE CHIP GR / 77954Q106 / TRBCX								
Sale	8.74400	08/29/2008	01/09/2012	344.86	296.74	0.00	48.12	0.00
T. ROWE PRICE NEW INCOME / 779570100 / PRCIX								
Sale	20.33700	08/25/2011	01/09/2012	196.66	196.26	0.00	0.40	0.00
Totals				**20,000.00**	**20,097.11**	**0.00**	**-97.11**	**0.00**

Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

STROWD ROSES, INC

Account No **Z69-826251** Customer Service 800-544-5704
Recipient ID No **56-2241874** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ALLIANZ NFJ DIVIDENDVALUE FD CL D, PEIDX, 018918276										
Sale	02/13/12	various	1,480 726	18,064 85	20,078 90	-2,014 05				
AMERICAN CENTURY DIVERSIFIED BOND, ADFIX, 024932402										
Sale	02/13/12	various	1,434.989	15,870 97	15,326 17	544 80				
Sale	02/13/12	01/31/12	3 819	42 24	42 32	-0 08				
Subtotals				**15,913.21**	**15,368.49(c)**					
BAIRD AGGREGATE BONDFUND INSTL, BAGIX, 057071854										
Sale	02/13/12	various	1,716 337	18,450 62	17,452 32	998 30				
BLACKROCK EQUITY DIVIDEND FD-INSTL, MADVX, 09251M504										
Sale	02/13/12	various	480 292	9,144 75	8,446 27	698 48				
DODGE & COX INCOME, DODIX, 256210105										
Sale	02/13/12	various	2,103.236	28,625 04	26,705 95	1,919 09				
DODGE & COX INTERNATL STOCK FUND, DODFX, 256206103										
Sale	02/13/12	various	608 081	19,561 97	18,418 04	1,143 93				
FEDERATED KAUFMANN CLASS A, KAUAX, 314172677										
Sale	02/13/12	various	4,611 122	24,254 50	23,447 87	806 63				
HARTFORD CAPITAL APPRECIATION FD CL I, ITHIX, 416649309										
Sale	02/13/12	various	1,030 936	33,670 37	32,872 62	797 75				

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Fidelity INVESTMENTS

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STROWD ROSES, INC

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2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
INVESCO VAN KAMPEN GROWTH & INCOME Y, ACGMX, 00142J339										
Sale	02/13/12	various	1,208 493	23,758 97	22,148 38	1,610 59				
JPMORGAN CORE BOND SELECT SHARES, WOBDX, 4812C0381										
Sale	02/13/12	various	1,979 758	23,578 92	21,202 25	2,376 67				
Sale	02/13/12	02/01/12	129 820	1,546 16	1,547 46	-1 30				
Subtotals				**25,125.08**	**22,749.71(c)**					
JPMORGAN HIGH YIELD BOND FUND SELECT CL, OHYFX, 4812C0803										
Sale	02/13/12	various	2,882 854	22,716 89	21,172 62	1,544 27				
Sale	02/13/12	02/01/12	177 459	1,398 38	1,384 18	14 20				
Subtotals				**24,115.27**	**22,556.80(c)**					
JPMORGAN MID-CAP VALUE FUND SELECT CL, JMVSX, 339183105										
Sale	02/13/12	various	267 547	6,734 15	5,672 49	1,061 66				
LOOMIS SAYLES INVST GRADE BOND CL Y, LSIIX, 543487136										
Sale	02/13/12	various	963 325	11,906 69	10,816 41	1,090 28				
Sale	02/13/12	02/02/12	61 171	756 09	753 63	2 46				
Subtotals				**12,662.78**	**11,570.04(c)**					
MANNING & NAPIER WORLD OPPT SER CL A, EXWAX, 563821545										
Sale	02/13/12	various	7,860 308	57,930 48	65,443 44	-7,512 96				
METROPOLITAN WEST TOTAL RETURN CLASS I, MWTIX, 592905509										
Sale	02/02/12	08/25/11	475 285	5,000 00	4,975 36	24 64				
Sale	02/13/12	various	42,362 304	445,651 44	443,455 22	2,196 22				

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Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

STROWD ROSES, INC

Account No **Z69-826251** Customer Service 800-544-5704
Recipient ID No **56-2241874** Payer's Fed ID Number 04-3523567

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2012 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	13 State	15 State Tax Withheld
METROPOLITAN WEST TOTAL RETURN CLASS I, MWTIX, 592905509										
Sale	02/13/12	01/31/12	10 255	107 88	107 68	0 20				
Subtotals				**450,759.32**	**448,538 26(c)**					
MUTUAL SERIES GLOBALDISCOVERY CLASS Z, MDISX, 628380404										
Sale	02/13/12	various	1,244 530	36,153 59	35,360 46	793 13				
T ROWE PRICE BLUE CHIP GROWTH INC, TRBCX, 77954Q106										
Sale	02/13/12	various	6 460	278 37	219 25	59 12				
T ROWE PRICE EQUITY INCOME, PRFDX, 779547108										
Sale	02/13/12	various	957 743	23,780 74	22,195 85	1,584 89				
T ROWE PRICE INTERNATIONAL BOND, RPIBX, 77956H104										
Sale	02/13/12	various	1,131 077	11,288 15	11,061 78	226 37				
Sale	02/13/12	01/31/12	3 105	31 01	31 02	-0 01				
Subtotals				**11,319.16**	**11,092 80(c)**					
T ROWE PRICE NEW INCOME, PRCIX, 779570100										
Sale	02/13/12	various	32,966 458	321,093 30	318,131 48	2,961 82				
Sale	02/13/12	01/31/12	5 670	55 23	55 34	-0 11				
Subtotals				**321,148.53**	**318,186.82(c)**					
TOTALS				**1,161,451.75**	**1,148,524.76(c)**			**0.00**		
	Short-Term Realized Gain					**22,455.50**				
	Short-Term Realized Loss					**-9,528.51**				
	Wash Sale Loss Disallowed						**0.00**			

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2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ALLIANZ NFJ DIVIDENDVALUE FD CL D, PEIDX, 018918276										
Sale	02/13/12	various	27,255.973	332,522 88	369,595 53	-37,072 65				
AMERICAN CENTURY DIVERSIFIED BOND, ADFIX, 024932402										
Sale	02/13/12	various	21,828 349	241,421 55	233,134 12	8,287 43				
BAIRD AGGREGATE BONDFUND INSTL, BAGIX, 057071854										
Sale	02/13/12	various	16,245 231	174,636 24	165,187 31	9,448 93				
BLACKROCK EQUITY DIVIDEND FD-INSTL, MADVX, 09251M504										
Sale	02/13/12	various	21,206 812	403,777 71	372,936 47	30,841 24				
DODGE & COX INCOME, DODIX, 256210105										
Sale	02/13/12	various	40,767 414	554,844 51	517,646 13	37,198 38				
DODGE & COX INTERNATL STOCK FUND, DODFX, 256206103										
Sale	02/13/12	various	5,596 200	180,029 75	169,502 17	10,527 58				
FEDERATED KAUFMANN CLASS A, KAUAX, 314172677										
Sale	02/13/12	various	48,138 580	253,208 93	244,787 96	8,420 97				
HARTFORD CAPITAL APPRECIATION FD CL I, ITHIX, 416649309										
Sale	02/13/12	05/28/10	7,579 444	247,544 64	241,679 55	5,865 09				
INVESCO VAN KAMPEN GROWTH & INCOME Y, ACGMX, 00142J339										
Sale	02/13/12	various	16,288 723	320,236 30	298,527 71	21,708 59				

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Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
JPMORGAN CORE BOND SELECT SHARES, WOBDX, 4812C0381										
Sale	02/13/12	various	46,378 459	552,367 44	496,691 24	55,676 20				
JPMORGAN HIGH YIELD BOND FUND SELECT CL, OHYFX, 4812C0803										
Sale	02/13/12	various	30,877 688	243,316 18	226,775 71	16,540 47				
JPMORGAN MID-CAP VALUE FUND SELECT CL, JMVSX, 339183105										
Sale	02/13/12	various	5,308 702	133,620 04	112,553 82	21,066 22				
LOOMIS SAYLES INVST GRADE BOND CL Y, LSIIX, 543487136										
Sale	02/13/12	various	14,704 689	181,749 95	165,107 29	16,642 66				
MANNING & NAPIER WORLD OPPT SER CL A, EXWAX, 563821545										
Sale	02/13/12	various	45,013 552	331,749 87	374,774 43	-43,024 56				
MUTUAL SERIES GLOBALDISCOVERY CLASS Z, MDISX, 628380404										
Sale	02/13/12	various	12,914 119	375,155 16	366,924 93	8,230 23				
T ROWE PRICE BLUE CHIP GROWTH INC, TRBCX, 77954Q106										
Sale	02/13/12	various	4,866 093	209,679 94	165,139 75	44,540 19				
T ROWE PRICE EQUITY INCOME, PRFDX, 779547108										
Sale	02/13/12	various	15,998 728	397,248 43	370,773 15	26,475 28				
T ROWE PRICE INTERNATIONAL BOND, RPIBX, 77956H104										
Sale	02/13/12	various	23,499 927	234,529 25	229,825 01	4,704 24				

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Fidelity INVESTMENTS

2012 Informational Tax Reporting Statement

STROWD ROSES, INC

Account No **Z69-826251** Customer Service 800-544-5704
Recipient ID No **56-2241874** Payer's Fed ID Number 04-3523567

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2012 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
TOTALS				**5,367,638.77**	**5,121,562.28(c)**			**0.00**		
		Long-Term Realized Gain				**326,173.70**				
		Long-Term Realized Loss				**-80,097.21**				
		Wash Sale Loss Disallowed					**0.00**			

In addition to this Informational Tax Reporting Statement, please see the 1099 Tax Reporting Statement that we have issued for your account Only the 1099 Statement includes your official IRS Form 1099-B for the lots that cost basis information is required to be reported to the IRS

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(b) Gross proceeds less commissions

(c) Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

(h) All gain/loss information may not be reflected due to incomplete cost basis information

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011 Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities

We are required to convert a purchase or sale in foreign currency into its United States dollar (USD) equivalent at the time of the transaction and to use that USD equivalent amount as the cost basis or gross proceeds as applicable For securities directly bought or sold in a foreign currency in a single transaction in your account, we have converted the foreign currency into USD on the trade date of the purchase or sale using the end-of-day exchange rate If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, the conversion was made using the spot rate at the time of the linked currency transaction In some cases, you may be required to use different currency conversion conventions than those applied here We have made these currency conversions based on the trade date of the purchase or sale For tax reporting purposes, you may be required to determine your actual USD cost basis, proceeds, and gain/loss based on the exchange rates on the settlement dates of the applicable transactions Consult your tax advisor for more information

Certain tax rules may require you to treat as ordinary income/loss all or a portion of your realized gain/loss from any debt instruments that are denominated in a currency other than U S. dollars (USD) or that make a payment calculated by reference to the value of a currency other than USD Consult your tax advisor for more information

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Strowd Roses, Inc.
FIRST-TIME GRANT APPLICATION

(PLEASE READ CAREFULLY THE DESCRIPTION OF OUR FUNDING GUIDELINES BEFORE COMPLETING THIS FORM APPLICANTS MUST SUMMARIZE THEIR REQUEST ON THIS FORM; PLEASE DO NOT SIMPLY REFERENCE ATTACHED MATERIALS.)

Name of Organization: ____
Name and Title of Contact Person: ____________________________________
Mailing Address: ____
______________________ E-mail Address: ____________________
Telephone Number: ____________________ Fax Number. ____________________
Website Address: ______________________

Does the organization have tax-exempt status? ________ If so, under what provision of the Internal Revenue Code? *(e g , 501(c)(3), etc)* ________ *(If available, attach a copy of the IRS determination letter)* If organization operates under the auspices of another organization which has tax-exempt status, please state the name of the parent organization:

____

Describe briefly the goals or purposes of the organization and the population it serves: *(Applicants may attach a letter up to two pages in length, along with copies of any brochure, mission statement, annual budget or other supplemental material)*

Describe briefly the project or purpose for which you are requesting funding, and explain how it will benefit the Chapel Hill-Carrboro community:

(Applicant may attach an additional description or explanation not to exceed two pages in length, to this cover sheet, along with a copy of any brochures or other published materials. ALL applicants must attach a budget, which should include a statement of all prospective sources of income for the program or project in question).

Amount Requested: $____________________

Send your application to:
Strowd Roses, Inc.
P. O. Box 3558
Chappel Hill, NC 27515-3558

Strowd Roses, Inc.
REPEAT GRANT APPLICATION

(PLEASE READ CAREFULLY THE DESCRIPTION OF OUR FUNDING GUIDELINES BEFORE COMPLETING THIS FORM. APPLICANTS MUST SUMMARIZE THEIR REQUEST ON THIS FORM; PLEASE DO NOT SIMPLY REFERENCE ATTACHED MATERIALS.)

Name of Organization: ____
Name and Title of Contact Person. ______________________________________
Mailing Address· ____
___________________ E-mail Address· _________________
Telephone Number. ________________ Fax Number ________________
Website Address. ___________________
Give date(s) of previous applications to Strowd Roses: ____________________
If applicable, give the date(s) and amounts(s) of grant(s) awarded:
____
____
____

If the organization's tax-exempt status has changed in any way since the previous application to Strowd Roses, please explain and attach a copy of the latest IRS status determination letter for the organization or its sponsor. If status is unchanged, we do not require another copy of the letter

Describe briefly the goals or purposes of the organization and the population it serves. (*Applicants may attach a letter up to two pages in length, along with copies of any brochure, mission statement, annual budget or other supplemental material*)·

Describe briefly the project or purpose for which you are requesting funding, and explain how it will benefit the Chapel Hill-Carrboro community:

(*Applicant may attach an additional description or explanation not to exceed two pages in length, to this cover sheet, along with a copy of any brochures or other published materials. ALL applicants must attach a budget, which should include a statement of all prospective sources of income for the program or project in question*).

Amount Requested. $________________

Send your application to
Strowd Roses, Inc.
P. O. Box 3558
Chappel Hill, NC 27515-3558