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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation TW W. N. REYNOLDS RESIDUARY TRUST		A Employer identification number 56-6036636
496-1013001396		B Telephone number (see instructions) 800- 352-3705
Number and street (or P O box number if mail is not delivered to street address) Room/suite		
1525 W W.T. HARRIS BLVD. D1114-044		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code		
CHARLOTTE, NC 28288		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 202,257,118.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		74,928.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		4,012,133.	4,012,133.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,943,766.			
b Gross sales price for all assets on line 6a 33,370,253.			5,943,766.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		10,030,827.	9,955,899.		196,021.
13 Compensation of officers, directors, trustees, etc.		350,774.	154,753.		
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 1		256,731.	54,262.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT. 2		265.	265.		
24 Total operating and administrative expenses. Add lines 13 through 23		607,770.	209,280.	NONE	196,021.
25 Contributions, gifts, grants paid		9,663,671.			9,663,671.
26 Total expenses and disbursements Add lines 24 and 25		10,271,441.	209,280.	NONE	9,859,692.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-240,614.			
b Net investment income (if negative, enter -0-)			9,746,619.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		568,743.	108,123.	108,123.
	2	Savings and temporary cash investments		6,562,890.	5,245,899.	5,245,899.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 3			123,900,646.	157,524,754.
	c	Investments - corporate bonds (attach schedule) . STMT 6				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) . STMT 7				
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ 9WB027432 INDENTURE DATED 09/0)		2.	1.	1.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		165,651,994.	165,935,513.	202,257,118.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		165,651,994.	165,935,513.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		165,651,994.	165,935,513.	
	31	Total liabilities and net assets/fund balances (see instructions)		165,651,994.	165,935,513.	

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	165,651,994.
2	Enter amount from Part I, line 27a	2	-240,614.
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	3	600,724.
4	Add lines 1, 2, and 3	4	166,012,104.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	5	76,591.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	165,935,513.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 33,370,253.		27,426,487.	5,943,766.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			5,943,766.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	5,943,766.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	9,284,650.	198,931,919.	0.046673
2010	8,401,667.	185,082,406.	0.045394
2009	10,443,594.	167,205,693.	0.062460
2008	12,030,870.	210,848,035.	0.057059
2007	12,041,165.	250,088,503.	0.048148
2 Total of line 1, column (d)			2 0.259734
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051947
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 200,885,000.
5 Multiply line 4 by line 3			5 10,435,373.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 97,466.
7 Add lines 5 and 6			7 10,532,839.
8 Enter qualifying distributions from Part XII, line 4			8 9,859,692.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	194,932.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	194,932.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	194,932.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	179,983.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	14,949.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		194,932.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> NONERefunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 8</u> Telephone no. <u></u>			
Located at <u></u> ZIP+4 <u></u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <u></u>		
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)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank NA 1525 W W T HARRIS BLVD D114 044, CHARLOTTE, NC 28288-	Co-Trustee 40	206,338.	-0-	-0-
Stephen L Neal 7913 Lewinsville Rd, McLean, VA 22102	Co-Trustee 40	72,218.		
John O McNairy 1101 Walker Drive, Kinston, NC 28501	Co-Trustee 40	72,218.		

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

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

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

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

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

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 NONE	
2	
3	
4	

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

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

Amount

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

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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	193,600,129.
b	Average of monthly cash balances	1b	10,344,033.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	203,944,162.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	203,944,162.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,059,162.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	200,885,000.
6	Minimum investment return. Enter 5% of line 5	6	10,044,250.

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	10,044,250.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	194,932.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	194,932.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,849,318.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	9,849,318.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,849,318.

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	9,859,692.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,859,692.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,859,692.

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				9,849,318.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			9,663,671.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ <u>9,859,692.</u>				
a Applied to 2011, but not more than line 2a			9,663,671.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				196,021.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				9,653,297.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Form **990-PF** (2012)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE****1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

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).)

N/A

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.

N/A

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.**b** The form in which applications should be submitted and information and materials they should include:**c** Any submission deadlines:**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient 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				
Z SMITH REYNOLDS FOUNDATION INC 101 REYNOLDA VILLAGE WINSTON-SALEM NC 27101-	NONE	PRIVATE FO	GENERAL SUPPORT	9,663,671.
Total			3a	9,663,671.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	4,012,133.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	5,943,766.
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)				9,955,899.
13 Total. Add line 12, columns (b), (d), and (e)				9,955,899.

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

[illegible]

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. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Wells Fargo Bank, N.A.

08/13/2013

► Trustee

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

Employer identification number

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization

TW W. N. REYNOLDS RESIDUARY TRUST

Employer identification number

56-6036636

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Bagley/Reynolds Cemetery Trust 1525 W WT Harris Blvd Charlotte, NC 28288	\$ 74,928.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	4,777.	4,777.
FEDERAL TAX PAYMENT - PRIOR YE	22,486.	
FEDERAL ESTIMATES - PRINCIPAL	179,983.	
FOREIGN TAXES ON QUALIFIED FOR	30,627.	30,627.
FOREIGN TAXES ON NONQUALIFIED	18,858.	18,858.
	-----	-----
TOTALS	256,731.	54,262.
	=====	=====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	265.	265.
TOTALS	----- 265. =====	----- 265. =====

TW W. N. REYNOLDS RESIDUARY TRUST

56-60366636

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
001055102 AFLAC INC	209,420.	237,446.
002824100 ABBOTT LABS	190,480.	206,325.
031162100 AMGEN INC	197,509.	253,428.
03524A108 ANHEUSER-BUSCH INBEV	102,267.	123,248.
037833100 APPLE INC	549,176.	484,277.
084670702 BERKSHIRE HATHAWAY I	306,688.	338,169.
088606108 BHP BILLITON LIMITED	196,656.	213,302.
097023105 BOEING CO	204,626.	204,979.
110122108 BRISTOL MYERS SQUIBB	250,690.	246,380.
12572Q105 CME GROUP INC	13,782.	13,681.
14040H105 CAPITAL ONE FINANCIA	265,194.	276,905.
166764100 CHEVRON CORP	295,140.	295,222.
17275R102 CISCO SYSTEMS INC	259,388.	247,779.
191216100 COCA COLA CO	101,961.	103,675.
20030N101 COMCAST CORP CLASS A	265,726.	333,251.
20825C104 CONOCOPHILLIPS	115,710.	112,501.
25243Q205 DIAGEO PLC - ADR	199,534.	240,155.
291011104 EMERSON ELECTRIC CO	103,138.	104,861.
30231G102 EXXON MOBIL CORPORAT	150,815.	151,463.
369604103 GENERAL ELECTRIC CO	105,385.	109,778.
437076102 HOME DEPOT INC	205,547.	254,822.
458140100 INTEL CORP	309,581.	229,294.
459200101 INTERNATIONAL BUSINE	254,150.	237,522.
464285105 ISHARES GOLD TRUST	1,061,304.	1,005,013.
464287655 ISHARES RUSSELL 2000	4,148,876.	4,573,735.
46625H100 JPMORGAN CHASE & CO	334,850.	325,371.
478160104 JOHNSON & JOHNSON	199,059.	215,207.
478366107 JOHNSON CONTROLS INC	198,767.	191,381.
50076Q106 KRAFT FOODS GROUP IN	35,290.	39,695.

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
517834107 LAS VEGAS SANDS CORP	222,595.	179,101.
580135101 MCDONALDS CORP	200,666.	182,595.
583334107 MEADWESTVACO CORP	179,626.	207,792.
58933Y105 MERCK & CO INC NEW	198,344.	214,935.
594918104 MICROSOFT CORP	253,277.	211,274.
609207105 MONDELEZ INTERNATION	65,305.	66,687.
641069406 NESTLE S.A. REGISTER	227,151.	238,522.
66987V109 NOVARTIS AG - ADR	202,472.	231,678.
674599105 OCCIDENTAL PETE CORP	99,868.	78,142.
68380Y409 OPPENHEIMER COM STR	4,334,860.	4,345,468.
718172109 PHILIP MORRIS INTERN	101,964.	98,695.
722005667 PIMCO COMMODITY REAL	7,337,000.	6,111,390.
73935X575 POWERSHARES DYN WATE	2,042,023.	2,181,821.
742718109 PROCTER & GAMBLE CO	193,997.	195,523.
78467Y107 SPDR S&P MIDCAP 400	5,011,807.	7,086,508.
806857108 SCHLUMBERGER LTD	260,161.	243,238.
870297603 MLN ELEMENTS ROGERS	2,065,513.	1,807,044.
87612E106 TARGET CORP	262,672.	269,224.
88579Y101 3M CO	234,315.	244,196.
89151E109 TOTAL S.A. - ADR	115,541.	130,025.
89417E109 TRAVELERS COMPANIES,	203,273.	249,215.
907818108 UNION PACIFIC CORP	311,868.	348,244.
911312106 UNITED PARCEL SERVIC	207,322.	189,486.
921909826 VANGUARD INST DEV MK	7,690,489.	8,587,417.
922042858 VANGUARD MSCI EMERGI	14,621,938.	14,931,800.
922908801 VANGUARD TOTAL STK M	21,817,695.	38,615,540.
922908835 VANGUARD MID-CAP IND	5,233,516.	6,343,314.
922908850 VANGUARD VALUE INDEX	10,672,534.	12,102,868.
922908868 VANGUARD GROWTH INDE	26,371,121.	37,743,162.

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
922908876 VANGUARD SMALL CAP I	1,462,100.	1,821,047.
92343V104 VERIZON COMMUNICATIO	101,168.	109,906.
92857W209 VODAFONE GROUP PLC N	204,528.	188,169.
G1151C101 ACCENTURE PLC	208,560.	217,455.
G3157S106 ENSCO PLC-CL A	98,154.	106,704.
H0023R105 ACE LIMITED	256,514.	277,704.
	-----	-----
TOTALS	123,900,646.	157,524,754.
	=====	=====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

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

DESCRIPTION

464287655 ISHARES RUSSELL
78467Y107 SPDR S&P MIDCAP 400
922031745 VANGUARD INFLATION
683807Y409 OPPENHEIMER COMM.
922908868 VANGUARD GROWTH IND
922908835 VANGUARD MID-CAP
921909826 VANGUARD INSTI. DEV
922908876 VANGUARD SMALL CAP
922908801 VANGUARD TOTAL STOC
922908850 VANGUARD VALUE INDE
922042858 VANGUARD EMERGING

TOTALS

DMO441 5892 08/13/2013 07:11:32

496-1013001396

40

STATEMENT 6

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

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

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
CALL WRITE ISHARES RUSSELL	C		
CALL WRITE SPDR S &P MIDCAP400	C		
PUT OPTION ISHARES RUSSELL	C		
PUT OPTION SPDR S&P MIDCAP400	C		
#9WB027432 INDENTURE FOR REYNO	C		
#722005667 PIMCO COMMODITY REA	C		
464287176 ISHARES BARCLAYS TIP	C	9,160,384.	9,936,194.
693390304 PIMCO LOW DURATION F	C	3,254,000.	3,272,683.
693391104 PIMCO REAL RETURN FU	C	9,480,760.	9,850,036.
921937827 VANGUARD SHORT TERM	C	3,255,864.	3,248,752.
922031745 VANGUARD INFLT-PROT	C	8,275,836.	9,828,683.
922031844 VANGUARD SHORT-TERM	C	3,254,000.	3,241,993.
		-----	-----
TOTALS		36,680,844.	39,378,341.
		=====	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: Wells Fargo Bank

ADDRESS: 1 WEST 4TH STREET 2ND FLOOR
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (800)352-3705

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

Z Smith Reynolds Foundation

ADDRESS:

101 Reynolds Village
Winston Salem, NC 27106

GRANT DATE: 12/31/2012

GRANT AMOUNT 9,663,671.

GRANT PURPOSE:

Grants to be paid for Operating Support
See Attached Statement

DATES OF REPORTS BY GRANTEE:

12/31/2012

DATE OF VERIFICATION: 12/31/2012

RESULTS OF VERIFICATION:

General Operating Support

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2012

Action for Children North Carolina

3109 Poplarwood Court, Suite 300
Raleigh, NC 27604

509(a)(1) For general operating support. \$85,000

Action Institute NC

5500 Executive Center Dr., Suite 234
Charlotte, NC 28212

509(a)(1) For general operating support. \$50,000

Action Institute NC

5500 Executive Center Dr., Suite 234
Charlotte, NC 28212

509(a)(1) Toya Bennett - UNC Charlotte/Non Profit Internship. \$1,600

Adolescent Pregnancy Prevention Campaign of NC

3708 Mayfair St., Suite 310
Durham, NC 27707

509(a)(1) For general operating support \$75,000

Alexander International Center

P. O. Box 552
Taylorsville, NC 28681

509(a)(1) For general operating support. \$5,000

American Rivers

1101 14th Street NW, Suite 1400
Washington, DC 20005

509(a)(1) For general operating support. \$10,000

American Rivers

1101 14th Street NW, Suite 1400
Washington, DC 20005

509(a)(1) For general operating support of the North Carolina office. \$60,000

American Rivers

1101 14th Street NW, Suite 1400
Washington, DC 20005

509(a)(1) For general operating support of the North Carolina office. \$10,000

Andrews Valley Initiative, Inc.

P. O. Box 868
Andrews, NC 28901

509(a)(1) For general operating support. \$25,000

Appalachian State University

287 Rivers Street, suite 232
Boone, NC 28608

509(a)(1) For Appalachian State University Energy Center - Improving the Market Structure for High Efficiency Homes. \$30,000

Appalachian Voices

171 Grand Blvd
Boone, NC 28607

509(a)(2) For general operating support. \$35,000

Arc of North Carolina, Inc.

5041 New Centre Drive, Suite 100
Wilmington, NC 28403

509(a)(2) The Arc of North Carolina Asset Builder's Collaboration. \$30,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2012

Asheville City Schools Foundation PO Box 3196 Asheville, NC 28802	509(a)(1)	For the Inspired to Innovate: Resources, Retention, Results Project.	\$10,000
Asheville City Schools Foundation PO Box 3196 Asheville, NC 28802	509(a)(1)	For the Inspired to Innovate: Resources, Retention, Results Project.	\$20,000
Asociación de Mexicanos en Carolina del Norte P.O. Box 2744 Greenville, NC 27836	509(a)(1)	For general operating support.	\$20,000
Atkins (S. G.) Community Development Corp. 1922 S. Martin Luther King Jr. Drive Winston-Salem, NC 27107	509(a)(1)	Stephanie White-Pinckney - Salem College/Non Profit Internship.	\$1,600
Beloved Community Center of Greensboro, Inc. P. O Box 875 Greensboro, NC 27402	509(a)(1)	For general operating support.	\$35,000
Beloved Community Center of Greensboro, Inc. P. O. Box 875 Greensboro, NC 27402	509(a)(1)	Natasha Leake - NCA&T State University/Non Profit Internship.	\$1,600
Blue Ridge Conservancy P O Box 568 Boone, NC 28607	509(a)(1)	For general operating support.	\$40,000
Blue Ridge Environmental Defense League PO Box 88 Glendale Springs, NC 28629	509(a)(1)	For general operating support.	\$55,000
Blue Ridge Women in Agriculture P. O. Box 67 Boone, NC 28607	509(a)(1)	For general operating support	\$30,000
Blueprint NC 2912 Highwoods Blvd , Suite 202 Raleigh, NC 27604	509(a)(1)	For general operating support.	\$425,000
Brunswick Housing Opportunities Post Office Box 351, 3972-H Old Ocean Hwy Bolivia, NC 28422	509(a)(1)	For general operating support.	\$35,000
Campaign for Migrant Worker Justice 1221 Broadway St. Toledo, OH 43609	509(a)(1)	For general operating support	\$30,000

Z SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2012

Campaign for Southern Equality P.O. Box 364 Asheville, NC 28802	509(a)(1)	For general operating support.	\$20,000
Cape Fear River Watch, Inc. 617 Surrey Street Wilmington, NC 28401	509(a)(1)	For general operating support.	\$10,000
Carolina Farm Stewardship Association P O. Box 448 Pittsboro, NC 27312	509(a)(1)	For the Sustainable Food NC Project.	\$90,000
Carolina Justice Policy Center P. O. Box 309 Durham, NC 27702	509(a)(1)	For general operating support	\$60,000
Carolina Justice Policy Center P. O. Box 309 Durham, NC 27702	509(a)(1)	Gerald Taylor - NC Central University/Non Profit Internship.	\$1,600
Catawba County Hispanic Ministry P. O. Box 104 Hickory, NC 28603	509(a)(1)	For general operating support.	\$25,000
Catawba County Hispanic Ministry P. O. Box 104 Hickory, NC 28603	509(a)(1)	For general operating support.	\$5,000
Catawba Lands Conservancy 105 West Morehead Street Charlotte, NC 28202	509(a)(1)	Lakewood Nature Preserve	\$25,000
Center for Community Action, Inc. P. O. Box 723 Lumberton, NC 28359	509(a)(1)	For general operating support.	\$50,000
Center for Death Penalty Litigation, Inc. 201 W Main Street, Suite 301 Durham, NC 27701	509(a)(1)	Public Education and Information Project.	\$65,000
Center for Participatory Change, Inc. 34 Wall Street, Suite 601 Asheville, NC 28801	509(a)(1)	For general operating support.	\$70,000
Center for Responsible Lending 302 W. Main Street Durham, NC 27701	509(a)(3)	For the Advocacy and Outreach on Predatory Lending Reforms in North Carolina Project.	\$10,000
Center for Responsible Lending 302 W. Main Street Durham, NC 27701	509(a)(3)	Responsible Lending in North Carolina.	\$105,000

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Central Park NC PO Box 159 Star, NC 27356	509a)(1)	For general operating support.	\$65,000
Central Park NC PO Box 159 Star, NC 27356	509(a)(1)	For general operating support.	\$10,000
Centro de Enlace, Inc. P. O. Box 236 Burnsville, NC 28714	509(a)(1)	For general operating support.	\$25,000
Cherokee County Schools 911 Andrews Road Murphy, NC 28906	509(a)(1)	Cherokee County Schools' Leadership Academy.	\$75,000
Child Care Services Association P. O. Box 901 Chapel Hill, NC 27514	509(a)(1)	Virtual Early Childhood Depository System.	\$33,000
Children First Communities in Schools of Buncombe County, Inc. 50 S French Broad Ave , Suite 246 Asheville, NC 28801	509(a)(1)	To support the implementation of the 2012 Success Equation Action Plan.	\$35,000
Clean Air Carolina PO Box 5311 Charlotte, NC 28299	509(a)(1)	Medical Advocates for Healthy Air.	\$25,000
Clean Energy Durham P O. Box 2223 Durham, NC 27702	509(a)(1)	For the Neighborhood Energy Outreach Evaluation Project.	\$10,000
Clean Energy Durham P O. Box 2223 Durham, NC 27702	509(a)(1)	For general operating support	\$35,000
Clean Water for NC 29 1/2 Page Ave Asheville, NC 28801	509(a)(2)	For general operating support.	\$25,000
Coalicion de Organizaciones Latino-Americanas 34 Wall St. Suite 402 Asheville, NC 28801	509(a)(1)	For general operating support.	\$35,000
Coalición Latina del Condado de Randolph PO Box 3527 Asheboro, NC 27204	509(a)(1)	For general operating support.	\$25,000

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Coalición Latinoamericano 4938 Central Ave. Suite 101 Charlotte, NC 28205	509(a)(2)	For general operating support	\$70,000
Coalición Latinoamericano 4938 Central Ave. Suite 101 Charlotte, NC 28205	509(a)(2)	Yvonne Spratley - UNC Chapel Hill/Non Profit Internship.	\$1,600
Common Cause Education Fund 19 W. Hargett St. Suite 701 Raleigh, NC 27601	509(a)(1)	For general operating support	\$75,000
Communities in Schools of NC 222 N. Person St. Raleigh, NC 27601	509(a)(1)	To CIS Cohort Capacity Building.	\$60,000
Community Building Initiative 220 North Tryon Street Charlotte, NC 28202	509(a)(1)	For general operating support.	\$25,000
Community Success Initiative, Inc. P O. Box 61114 Raleigh, NC 27661	509(a)(1)	For general operating support.	\$20,000
Conservation Trust for NC 1028 Washington Street Raleigh, NC 27605	509(a)(2)	For general operating support.	\$60,000
Conservation Trust for NC 1028 Washington Street Raleigh, NC 27605	509(a)(2)	For general operating support	\$15,000
Conservation Trust for NC 1028 Washington Street Raleigh, NC 27605	509(a)(2)	NC Land Trusts Innovating for Success	\$150,000
Council for Children's Rights, Inc. 601 East 5th Street, Suite 510 Charlotte, NC 28202	509(a)(1)	For the Larry King Center for Building Children's Futures Community Engagement Initiative.	\$50,000
Covenant with North Carolina's Children Education Fund PO Box 28268 Raleigh, NC 27611	509(a)(1)	For support of the Together NC Coalition.	\$25,000
Crisis Assistance Ministry 500-A Spratt Street Charlotte, NC 28206	509(a)(1)	Jessica Johnson - UNC - Charlotte/Non Profit Internship	\$1,600

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Dan River Basin Association

413 Church Street
Eden, NC 27288

509(a)(1) For general operating support. \$35,000

Democracy NC

1821 Green Street
Durham, NC 27705

509(a)(1) For general operating support. \$350,000

Democracy NC

1821 Green Street
Durham, NC 27705

509(a)(1) For general operating support. \$30,000

**Development Foundation of the NC Center
for the Advancement of Teaching, Inc.**

276 NCCAT Drive
PO Box 5121
Cullowhee, NC 28723

509(a)(1) For NCCAT's Beginning
Teachers/Connections Project. \$125,000

Dogwood Alliance, Inc.

PO Box 7645
Asheville, NC 28802

501(c)(3) NC Bioenergy Campaign. \$20,000

Duke University

Duke University Box 90335
Durham, NC 27708

509(a)(1) To support the operations of the Duke Law
School Community Enterprise Clinic \$50,000

Durham Regional Financial Center

2530 Meridian Pkwy Suite 200
Durham, NC 27713

501(c)(3) For policy planning and development. \$15,000

**Eagle Market Streets Development
Corporation**

P O Box 3015
Asheville, NC 28802

509(a)(1) For general operating support. \$30,000

East Stokes Outreach Ministry

P. O. Box 973
Walnut Cove, NC 27052

509(a)(1) In honor of Martha Pridgen for the purpose
of new building construction. \$10,000

El Buen Pastor Latino Community Services

4637 Tim Road
Winston-Salem, NC 27106

509(a)(1) For general operating support. \$20,000

El Centro Hispano, Inc.

201 W. Main St., Suite 100
Durham, NC 27701

509(a)(1) For general operating support. \$45,000

El Centro Hispano, Inc.

201 W. Main St., Suite 100
Durham, NC 27701

509(a)(1) Grace Park - Duke University/Non Profit
Internship. \$1,600

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Elon University/School of Law 201 North Greene Street Greensboro, NC 27401	509(a)(1)	For the Humanitarian Immigration Law Clinic and Outreach Program.	\$20,000
Employee/Trustee Matching Gifts North Carolina	509(a)(1)	Staff and Trustee Charitable Contributions in NC	\$12,275
Environmental and Conservation Organization of Henderson County 121 Third Avenue West, Suite 4 Hendersonville, NC 28792	509(a)(2)	For general operating support.	\$20,000
Environmental Defense Fund, Inc. 257 Park Avenue South, 16th floor New York, NY 10010	509(a)(1)	For general operating support.	\$195,000
Environmental Defense Fund, Inc. 257 Park Avenue South, 16th floor New York, NY 10010	509(a)(1)	For general operating support.	\$185,000
Equality NC Foundation 126 1/2 East Hargett Street, Suite 200 Raleigh, NC 27601	509(a)(1)	For general operating support.	\$40,000
Fair Trial Initiative 201 W. Main Street, Suite 300 Durham, NC 27701	509(a)(1)	For general operating support.	\$60,000
Faith in Action Inc. 705 N. Greene Street Greensboro, NC 27401	509(a)(1)	For general operating support.	\$15,000
Farmer Foodshare, Inc. P.O. Box 2873 Chapel Hill, NC 27515	509(a)(1)	Pennies on the Pound Project.	\$40,000
Foothills Connect Business and Technology Center 146 N. Main Street Rutherfordton, NC 28139	509(a)(1)	For general operating support	\$25,000
Forward Communities 101 W. Main Street Durham, NC 27701	509(a)(1)	Forward Communities Statewide Expansion	\$40,000
Franklin-Vance-Warren Opportunity, Inc. PO Box 1453 Henderson, NC 27536	509(a)(1)	Women's Economic Equity (WEE) Project	\$50,000

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Grameen America, Inc. 1460 Broadway, 10th Floor New York, NY 10036	509(a)(1)	Grameen America Microfinance Program, NC.	\$225,000
Green Opportunities, Inc. PO Box 7235 Asheville, NC 28802	509(a)(1)	For general operating support.	\$40,000
Habitat for Humanity of North Carolina, Inc. 118 St. Mary's Street Raleigh, NC 27605	509(a)(1)	For general operating support.	\$30,000
Haw River Assembly, Inc. P.O Box 187 Bynum, NC 27228	509(a)(1)	For general operating support.	\$15,000
Haw River Assembly, Inc. P.O Box 187 Bynum, NC 27228	509(a)(1)	For general operating support.	\$5,000
Hiawasse River Watershed Coalition, Inc. 3711 E US Highway 64 Alt, Suite 4 Murphy, NC 28906	509(a)(1)	For general operating support.	\$20,000
Hispanic Liaison of Chatham County 105 E. Second Street Siler City, NC 27344	509(a)(1)	For general operating support	\$35,000
Hispanics In Philanthropy 414 13th Street, Suite 200 Oakland, CA 94612	509(a)(1)	North Carolina site of the Funders' Collaborative.	\$150,000
Hispanics In Philanthropy 414 13th Street, Suite 200 Oakland, CA 94612	509(a)(1)	For the North Carolina site of the Funders' Collaborative.	\$16,500
Hispanics In Philanthropy 414 13th Street, Suite 200 Oakland, CA 94612	509(a)(1)	Felicia Arriaga - Duke University/Non Profit Internship	\$1,600
Homes of Hope, Inc. PO Box 734 Albemarle, NC 28001	509(a)(1)	For the Esther House.	\$25,000
Housing for New Hope, Inc. 18 West Colony Place, Suite 250 Durham, NC 27705	509(a)(1)	For the Sustainable Affordable Housing Development Program.	\$30,000
IDA and Asset Building Collaborative of NC P. O Box 27386 Raleigh, NC 27611	509(a)(1)	For general operating support.	\$50,000

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Institute for Dismantling Racism, Inc. 639 South Green Street Winston-Salem, NC 27101	509(a)(1)	For general operating support.	\$50,000
Institute for Southern Studies PO Box 531 Durham, NC 27702	509(a)(1)	For the Carolina Public Press.	\$35,000
Institute for Southern Studies PO Box 531 Durham, NC 27702	509(a)(1)	For the NC Money and Democracy Media Project.	\$80,830
Institute for Southern Studies PO Box 531 Durham, NC 27702	509(a)(1)	For general operating support.	\$35,000
Iredell-Statesville Schools 410 Garfield Street Statesville, NC 28677	509(a)(1)	For the Collaborative Organizational Model to Promote Aligned Support Structure (COMPASS).	\$45,000
Just Economics PO Box 2396 Asheville, NC 28802	509(a)(1)	For general operating support.	\$30,000
Latino Advocacy Coalition of Henderson County 505 B Brookside Camp Rd. Hendersonville, NC 28792	509(a)(1)	For general operating support.	\$35,000
Latino Outreach & Solidaridad, Inc. 33 East Main Street, Suite 13 Franklin, NC 28734	509(a)(1)	For general operating support.	\$20,000
Legal Services of Southern Piedmont 1431 Elizabeth Avenue Charlotte, NC 28204	509(a)(1)	Justice for All Project.	\$40,000
Lexington Housing Community Development Corp. PO BOX 933 Lexington, NC 27293	509(a)(1)	For general operating support.	\$35,000
Lumbee Revitalization and Community Development Corporation P O. Box 68 Pembroke, NC 28372	509(a)(1)	For work associated with launching its 8(a) corporation to pursue military contracts.	\$30,000
MDC Inc. 307 West Main Street Durham, NC 27701-3215	509(a)(1)	For general operating support.	\$65,000

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Mecklenburg Ministries 3900-A Park Road Charlotte, NC 28209	509(a)(1)	For the Soul to Soul Project	\$5,000
Media in the Public Interest 2475 Broadway, Suite #305 Boulder, CO 80304	509(a)(2)	North Carolina News Service project.	\$27,500
Mitchell County PO Box 366 10 South Mitchell Ave. Bakersville, NC 28705	509(a)(1)	For its Toe River Agriculture Center Crop Aggregation Project	\$30,000
Mitchell County Development Foundation, Inc. P. O. Box 858 Spruce Pine, NC 28777	509(a)(1)	For general operating support.	\$15,000
MomsRising Education Fund 12011 Bel-Red Rd., Suite 206B Bellevue, WA 98005	509(a)(1)	For general operating support.	\$35,000
Mountain Area Information Network 34 Wall Street, Suite 407 Asheville, NC 28801	509(a)(1)	For general operating support.	\$40,000
Mountain BizWorks 153 S Lexington Avenue Asheville, NC 28801	509(a)(1)	For general operating support.	\$70,000
NARAL Pro-Choice North Carolina Foundation 4711 Hope Valley Rd., Suite 4F-509 Durham, NC 27707	509(a)(1)	For general operating support.	\$30,000
NARAL Pro-Choice North Carolina Foundation 4711 Hope Valley Rd., Suite 4F-509 Durham, NC 27707	509(a)(1)	For general operating support.	\$55,000
NARAL Pro-Choice North Carolina Foundation 4711 Hope Valley Rd., Suite 4F-509 Durham, NC 27707	509(a)(1)	Eagean Bryson - NC State University/Non Profit Internship.	\$1,600
National Forum to Accelerate Middle-Grades Reform P. O. Box 224 Savoy, IL 61874	509(a)(1)	To Schools to Watch: School Transformation Network.	\$70,000

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National Organization on Disability 5 East 86th Street New York, NY 10028	509(a)(1)	Wounded Warrior Careers Demonstration project.	\$25,000
National Parks Conservation Association 777 Sixth Street NW, Suite 700 Washington, DC 20001	509(a)(1)	For Keeping the Promise: Planning the Future of the Blue Ridge Parkway.	\$5,000
National Parks Conservation Association 777 Sixth Street NW, Suite 700 Washington, DC 20001	509(a)(1)	For Keeping the Promise: Planning the Future of the Blue Ridge Parkway	\$15,000
Natural Capital Investment Fund, Inc. P. O. Box 271 Chapel Hill, NC 27514	509(a)(3)	For general operating support	\$40,000
Natural Capital Investment Fund, Inc. P. O. Box 271 Chapel Hill, NC 27514	509(a)(3)	2012 Nonprofit Internship Host Applicant - Derrick Bennett/Non Profit Internship.	\$1,600
Nature Conservancy 334 Blackwell Street, Suite 300 Durham, NC 27701-2394	509(a)(1)	For Assessing the Status of North Carolina's Freshwater Resources	\$70,000
Nature Conservancy 334 Blackwell Street, Suite 300 Durham, NC 27701-2394	509(a)(1)	Natalie Meyer - UNC Chapel Hill/Non Profit Internship.	\$1,600
NC Association of Black Lawyers' Land Loss Prevention Project P. O. Box 179 Durham, NC 27702	509(a)(1)	For general operating support.	\$50,000
NC Association of Community Development Corporations 3109 Poplarwood Court, Suite 209 Raleigh, NC 27604	509(a)(1)	Green Economic Transformation Through Energy (GETT Energy)	\$90,000
NC Center for International Understanding 100 East Six Forks Road, Suite 300 Raleigh, NC 27609	509(a)(1)	For six scholarships for participants in the Latino Initiative Program.	\$22,500
NC Center for International Understanding 100 East Six Forks Road, Suite 300 Raleigh, NC 27609	509(a)(1)	Heather Batchelder - East Carolina University/Non Profit Internship	\$1,600
NC Center for Nonprofit Organizations 1110 Navaho Drive, Suite 200 Raleigh, NC 27609-7322	509(a)(1)	For general operating support.	\$200,000

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NC Center for Public Policy Research 5 West Hargett St., Suite 701, P.O. Box 430 Raleigh, NC 27602	509(a)(1)	For general operating support.	\$110,000
NC Center for Voter Education 3933 Arrow Dr., Suite 101 Raleigh, NC 27612	509(a)(1)	For general operating support.	\$200,000
NC Center for Women in Public Service P.O. Box 27421 Raleigh, NC 27611	509(a)(1)	For general operating support.	\$35,000
NC Center for Women in Public Service P.O. Box 27421 Raleigh, NC 27611	509(a)(1)	Marissa Weiss - UNC Chapel Hill/Non Profit Internship	\$1,600
NC Center on Actual Innocence P.O. Box 52446 Shannon Plaza Station Durham, NC 27717-2446	509(a)(1)	For general operating support	\$50,000
NC Coalition Against Domestic Violence 123 West Main St., Suite 700 Durham, NC 27701	509(a)(2)	For general operating support.	\$75,000
NC Coalition Against Sexual Assault 811 Spring Forest Rd, Ste 900 Raleigh, NC 27609	509(a)(1)	For general operating support.	\$60,000
NC Coalition for Alternatives to the Death Penalty 201 W. Main Street, Suite 301 Durham, NC 27701	509(a)(1)	North Carolina Coalition for a Moratorium.	\$60,000
NC Coalition to End Homelessness P.O. Box 27692 Raleigh, NC 27611	509(a)(1)	For general operating support.	\$35,000
NC Coastal Federation, Inc. 3609 Highway 24 Newport, NC 28516	509(a)(1)	For general operating support.	\$100,000
NC Conservation Network 19 E Martin Street Suite 300 Raleigh, NC 27601	509(a)(1)	For general operating support.	\$140,000
NC Council of Churches 27 Horne Street Raleigh, NC 27607	509(a)(1)	From Hostility to Hospitality: Immigration and People of Faith.	\$42,000

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NC Council of Churches 27 Horne Street Raleigh, NC 27607	509(a)(1)	NC Interfaith Power and Light	\$30,000
NC Environmental Justice Network PO Box 61 Tillery, NC 27887-0061	509(a)(1)	For general operating support.	\$30,000
NC Fair Share Education Fund 3824 Barrett Drive, Suite 312 Raleigh, NC 27609	509(a)(1)	For general operating support.	\$50,000
NC Focus on Increasing Education Leadership and Dignity; NC FIELD, Inc. 313 East King Street Attn: NC FIELD/PFC Kinston, NC 28502	509(a)(1)	For general operating support.	\$15,000
NC Housing Coalition, Inc. 118 St Mary's St. Raleigh, NC 27605	509(a)(1)	For general operating support.	\$135,000
NC Housing Coalition, Inc. 118 St. Mary's St. Raleigh, NC 27605	509(a)(1)	For general operating support.	\$15,000
NC Institute for Child Development Professionals PO Box 959 Chapel Hill, NC 27514	509(a)(2)	Lifting the Voices of Child Care Workers.	\$30,000
NC Institute of Minority Economic Development 114 W. Parrish Street Durham, NC 27701	509(a)(1)	For general operating support.	\$100,000
NC Justice Center PO Box 28068 Raleigh, NC 27611	509(a)(1)	For general operating support.	\$1,100,000
NC Justice Center PO Box 28068 Raleigh, NC 27611	509(a)(1)	Education Policy Reporting Project.	\$74,700
NC League of Conservation Voters Foundation, Inc. PO Box 12671 Raleigh, NC 27605	509(a)(2)	For general operating support.	\$25,000

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NC Museum of History 5 East Edenton Street Raleigh, NC 27601-1011	509(a)(2)	Abrir las puertas: Opening the doors to Latino community and culture at the North Carolina Museum of History.	\$20,000
NC New Schools Project, Inc. 4600 Marriott Drive, Suite 510 Raleigh, NC 27612	509(a)(1)	North Carolina Center for Educational Leadership (NCCEL)	\$65,000
NC New Schools Project, Inc. 4600 Marriott Drive, Suite 510 Raleigh, NC 27612	509(a)(1)	James Crowe - Oxford College at Emory University/Non Profit Internship	\$1,600
NC Partnership for Children 1100 Wake Forest Road Raleigh, NC 27604	509(a)(1)	For Communities Thrive When Children Thrive Project.	\$190,000
NC Prisoner Legal Services P.O. Box 25397 Raleigh, NC 27611	509(a)(1)	Committed Juvenile Case and Conditions Project.	\$70,000
NC Public Interest Research Group Education Fund 112 S Blount Street, Ste 102 Raleigh, NC 27601	509(a)(1)	New Voters Project.	\$37,500
NC Public Interest Research Group Education Fund 112 S Blount Street, Ste 102 Raleigh, NC 27601	509(a)(1)	New Voters Project.	\$37,500
NC REAL Enterprises 3739 National Drive, Suite 100 Raleigh, NC 27612	509(a)(1)	For general operating support.	\$35,000
NC Society of Hispanic Professionals, Inc. 8450 Chapel Hill Road, Suite 209 Cary, NC 27513	509(a)(1)	For ¡Gradúate! Dropout Prevention and Leadership Program.	\$25,000
NC State University 2701 Sullivan Drive Admin Services III; Box 7514 Raleigh, NC 27695-7514	509(a)(1)	To support the Philanthropy Journal.	\$25,000
NC State University Foundation, Inc. Campus Box #7406 NC State University Raleigh, NC 27695-7406	509(a)(1)	For Support of the Operations of the Institute for Emerging Issues.	\$75,000
NC Sustainability Center, Inc. 9650 Strickland Rd., Suite 103-114 Raleigh, NC 27615	509(a)(1)	For general operating support.	\$75,000

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NC Sustainable Energy Association PO Box 6465 Raleigh, NC 27628	509(a)(1)	For general operating support	\$90,000
NC Wildlife Federation P. O. Box 10626 Raleigh, NC 27605-0626	509(a)(1)	For general operating support.	\$17,500
NC Wildlife Federation P. O. Box 10626 Raleigh, NC 27605-0626	509(a)(1)	For general operating support.	\$7,500
Neighbors in Ministry, Inc. PO Box 1036 Brevard, NC 28712	509(a)(1)	For Dismantling Racism: Inside & Out III.	\$15,000
Neighbors in Ministry, Inc. PO Box 1036 Brevard, NC 28712	509(a)(1)	Dismantling Racism: New Directions.	\$25,000
Neuse River Foundation Inc 2207 Trent Boulevard New Bern, NC 28562	509(a)(1)	Latishia Holder - Fayetteville State University/Non Profit Internship.	\$1,600
New Life Community Development Corporation, Inc. P. O. Box 386 Plymouth, NC 27962	509(a)(1)	For general operating support	\$30,000
North Carolinians Against Gun Violence Education Fund P. O. Box 51565 Durham, NC 27717	509(a)(1)	For general operating support.	\$5,000
Pamlico-Tar River Foundation, Inc. P. O. Box 1854 Washington, NC 27889	509(a)(1)	Making Waterkeepers Carolina Fully Operational	\$40,000
Pamlico-Tar River Foundation, Inc. P. O. Box 1854 Washington, NC 27889	509(a)(1)	For general operating support.	\$5,000
Pamlico-Tar River Foundation, Inc. P. O. Box 1854 Washington, NC 27889	509(a)(1)	For general operating support.	\$25,000
People of Faith Against the Death Penalty 110 W. Main St., Ste. 2G Carrboro, NC 27510	509(a)(1)	For general operating support.	\$60,000

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Pigeon Community Development Center PO Box 1494, Waynesville, NC 28786 Waynesville, NC 28786	509(a)(1)	For general operating support.	\$30,000
Pisgah Legal Services P.O. Box 2276 Asheville, NC 28802	509(a)(1)	Justice For All Project.	\$40,000
Planned Parenthood Health Systems, Inc. 100 S. Boylan Avenue Raleigh, NC 27603	509(a)(1)	For general operating support.	\$125,000
Planned Parenthood of Central NC, Inc. PO Box 3258 Chapel Hill, NC 27515	509(a)(1)	For general operating support.	\$55,000
Planned Parenthood of Central NC, Inc. PO Box 3258 Chapel Hill, NC 27515	509(a)(1)	For general operating support.	\$125,000
President and Fellows of Harvard College Harvard University, Office for Sponsored Programs Holyoke Center, Suite 600 1350 Massachusetts Ave. Cambridge, MA 02138	509(a)(1)	Project READS: Using Data to Promote Summer Reading and Close the Achievement Gap for Low-SES Students in North Carolina.	\$90,000
ProgressNow Education Fund 2912 Highwoods Blvd. Raleigh, NC 27604	509(a)(1)	For general operating support.	\$50,000
ProgressNow Education Fund 2912 Highwoods Blvd. Raleigh, NC 27604	509(a)(1)	For general operating support.	\$37,500
Public School Forum of NC 3739 National Drive, Suite 100 Raleigh, NC 27612	509(a)(1)	For general operating support.	\$60,000
Queens University of Charlotte 1900 Selwyn Avenue Charlotte, NC 28274	509(a)(1)	Queens University of Charlotte - School Executive Leadership Academy.	\$140,000
Rape Crisis Center of Catawba County, Inc. 1220 Commerce Street SW Suite J Conover, NC 28613	509(a)(1)	For Court Advocacy.	\$20,000
Reach of Clay County P. O Box 1485 Hayesville, NC 28904	509(a)(1)	For general operating support.	\$25,000

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Reinvestment Partners PO Box 1929 Durham, NC 27702	509(a)(1)	For general operating support.	\$5,000
Reinvestment Partners PO Box 1929 Durham, NC 27702	509(a)(1)	For general operating support.	\$70,000
RFD CDC 1713 Beechwood Road Yadkinville, NC 27055	509(a)(1)	For the North Carolina Circles Project	\$50,000
Roanoke River Partners 203 N. Haughton Street Williamston, NC 27892	501(c)(3)	For general operating support.	\$35,000
Rural Advancement Foundation International-USA PO Box 640 Pittsboro, NC 27312	509(a)(1)	For general operating support.	\$70,000
Rural Economic Development Center, Inc 4021 Carya Drive Raleigh, NC 27610	509(a)(1)	For the STEP Forward Project.	\$50,000
Rural Empowerment Association for Community Help (REACH) 2389 W. Wards Bridge Road Warsaw, NC 28398	509(a)(1)	For general operating support.	\$35,000
Shelter Home of Caldwell County P.O. Box 426 Lenoir, NC 28645	509(a)(1)	For the Child Advocacy Program	\$35,000
Shelter Home of Caldwell County P.O. Box 426 Lenoir, NC 28645	509(a)(1)	Hannah Bouchard - UNC Wilmington/Non Profit Internship.	\$1,600
Southern Alliance for Clean Energy 34 Wall Street, Suite 607 Asheville, NC 28801	509(a)(1)	Promoting Energy Efficiency in North Carolina.	\$55,000
Southern Appalachian Highlands Conservancy 34 Wall Street, Suite 502 Asheville, NC 28801	509(a)(2)	For the Blue Ridge Forever Project.	\$20,000
Southern Coalition for Social Justice 1415 West Highway 54, Suite 101 Durham, NC 27707	509(a)(1)	To support Expert Data Analysis for the NC Fair Redistricting Project.	\$25,000

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Southern Coalition for Social Justice 1415 West Highway 54, Suite 101 Durham, NC 27707	509(a)(1)	For general operating support.	\$100,000
Southern Environmental Law Center 601 West Rosemary Street, Suite 220 Chapel Hill, NC 27516	509(a)(1)	For general operating support.	\$275,000
Southern Environmental Law Center 601 West Rosemary Street, Suite 220 Chapel Hill, NC 27516	509(a)(1)	For general operating support.	\$240,000
Stecoah Valley Arts, Crafts & Educational Center, Inc. 121 Schoolhouse Road Robbinsville, NC 28771	509(a)(1)	For general operating support.	\$20,000
Stone Circles 6602 Nicks Road Mebane, NC 27302	509(a)(1)	For general operating support.	\$25,000
Student Action with Farmworkers 1317 W. Pettigrew St. Durham, NC 27705	509(a)(1)	For general operating support	\$45,000
Support Center 3120 Highwoods Blvd , Suite 350 Raleigh, NC 27604	509(a)(1)	For general operating support for Generations Community Credit Union.	\$125,000
Support Center 3120 Highwoods Blvd., Suite 350 Raleigh, NC 27604	509(a)(1)	For general operating support.	\$70,000
Support Center 3120 Highwoods Blvd., Suite 350 Raleigh, NC 27604	509(a)(1)	Vanvi Tran - UNC Chapel Hill/Non Profit Internship.	\$1,600
Teach For America - Eastern NC 324 Blackwell Street, Suite 1160 Durham, NC 27701	509(a)(1)	For general operating support.	\$65,000
Third Reconstruction Institute 4907 Garrett Road Durham, NC 27707	509(a)(1)	For support of the North Carolina IAF groups and NC United Power.	\$175,000
Thirtieth Judicial District Domestic Violence- Sexual Assault Alliance, Inc. PO Box 554 Waynesville, NC 28786	509(a)(1)	For general operating support	\$30,000

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GRANTS PAID – 2012

Thirtieth Judicial District Domestic Violence-Sexual Assault Alliance, Inc. PO Box 554 Waynesville, NC 28786	509(a)(1)	Christina Grose - UNC Chapel Hill/Non Profit Internship.	\$1,600
Toxic Free NC 115 S. St. Mary's Street, Suite D Raleigh, NC 27603	509(a)(1)	For general operating support.	\$60,000
Trout Unlimited National Office 1300 North 17th Street Suite 500 Arlington, VA 22209	509(a)(1)	Western North Carolina Coldwater Land Protection Project.	\$20,000
Trust for Public Land 101 Montgomery Street, Suite 900 San Francisco, CA 94104	509(a)(1)	Land for Tomorrow.	\$50,000
Unifour Onestop Collaborative 3305 16th Avenue, SE Suite #109 Conover, NC 28613	509(a)(1)	For general operating support.	\$30,000
University of NC-Chapel Hill 103 South Bldg., CB #9100 Chapel Hill, NC 27599	509(a)(1)	For general operating support for Poverty Center NC's Metric Work.	\$60,000
University of NC-Chapel Hill 103 South Bldg., CB #9100 Chapel Hill, NC 27599	509(a)(1)	To support the operations of the UNC Center for Civil Rights.	\$50,000
University of NC-Chapel Hill 103 South Bldg., CB #9100 Chapel Hill, NC 27599	509(a)(1)	For Building Integrated Communities.	\$13,115
University of NC-Chapel Hill 103 South Bldg., CB #9100 Chapel Hill, NC 27599	509(a)(1)	UNC School of Government (Indigent Defense Education group), Reference Manual on Litigating Issues of Race in North Carolina Criminal Cases.	\$45,000
University of NC-Chapel Hill 103 South Bldg., CB #9100 Chapel Hill, NC 27599	509(a)(1)	Scholars' Latino Initiative.	\$25,000
University of NC-Chapel Hill 103 South Bldg., CB #9100 Chapel Hill, NC 27599	509(a)(1)	For general operating support for Poverty Center NC's Metric Work.	\$60,000
University of NC-Chapel Hill 103 South Bldg., CB #9100 Chapel Hill, NC 27599	509(a)(1)	Capricia Davis - NC Central University/Non Profit Internship.	\$1,600

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University of NC-Charlotte 9201 University City Boulevard Charlotte, NC 28223-0001	509(a)(1)	For the PlanCharlotte.com Project.	\$35,000
University of NC-Charlotte 9201 University City Boulevard Charlotte, NC 28223-0001	509(a)(1)	The First 3 Beginning Teacher Support Program.	\$77,000
University of NC-Greensboro 1111 Spring Garden Street 2702 MHRA Greensboro, NC 274125013	509(a)(1)	For Coaching Coaches: An Educational Program to Increase the Positive Role that High School Coaches Play in Stopping Gender-Based Interpersonal Violence.	\$30,000
University of NC-Pembroke P.O. Box 1510 Pembroke, NC 28372-1510	509(a)(1)	PREP -- (Partnership for the Retention of Education Professionals)	\$60,000
University of NC-Wilmington 601 South College Road Wilmington, NC 28403	509(a)(1)	For the Dept. of Sociology: Southeastern North Carolina Food Systems Program (SENCFS)	\$60,000
Urban League of Central Carolinas 740 West Fifth Street Charlotte, NC 28202	509(a)(1)	For the State of Ethnic Charlotte project.	\$20,000
Wake Forest University 1834 Wake Forest Road Winston-Salem, NC 27109	509(a)(1)	Annual grant, under 1990 contract, for general support, faculty development, and scholarships.	\$1,200,000
Wake Forest University 1834 Wake Forest Road Winston-Salem, NC 27109	509(a)(1)	For scholarships: Joseph G. Gordon, NSR, NC middle income residents, annual awards to faculty members, Reynolds Professors supplements, and special undergraduate programs and needs.	\$505,038
WakeUP Wake County, Inc. P. O. Box 6484 Raleigh, NC 27628	509(a)(1)	To support its Planning for Growth project.	\$15,000
WakeUP Wake County, Inc. P O Box 6484 Raleigh, NC 27628	509(a)(1)	Public Schools First: NC.	\$25,000
WakeUP Wake County, Inc. P O. Box 6484 Raleigh, NC 27628	509(a)(1)	To support its Planning for Growth project.	\$5,000
Washington Housing Nonprofit, Inc. P. O. Box 2312 Washington, NC 27889	509(a)(3)	For general operating support.	\$35,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2012

West End Revitalization Association, Inc.

PO Box 661

Mebane, NC 27302

509(a)(1)

For general operating support.

\$35,000

Western NC Alliance

29 N. Market St., Suite 610

Asheville, NC 28801

509(a)(2)

For general operating support.

\$50,000

Western NC Workers' Center

PO Box 3025

Marion, NC 28752

509(a)(1)

For general operating support.

\$30,000

Wilderness Society

1615 M Street, NW

Washington, DC 20036

509(a)(1)

For Protecting Wildlands in Western North Carolina project.

\$35,000

Wilmington Area Rebuilding Ministry

20 N. Fourth St., Suite 213

Wilmington, NC 28401

509(a)(1)

For general operating support.

\$30,000

Wilmington Area Rebuilding Ministry

20 N. Fourth St., Suite 213

Wilmington, NC 28401

509(a)(1)

For general operating support

\$10,000

Winston-Salem Foundation

860 W Fifth Street

Winston-Salem, NC 27101

509(a)(1)

Winston Salem Funders Collaborative

\$75,000

Winston-Salem State University Foundation, Inc.

601 S. MLK, Jr. Drive

Winston-Salem, NC 27110

509(a)(1)

Marcia Nealy - Bennett College for Women/Non Profit Internship.

\$1,600

Winston-Salem/Forsyth County Schools

Winston-Salem/Forsyth County Schools

PO Box 2513

Winston-Salem, NC 27102

509(a)(1)

For Connecting Caring Adults With Students Project

\$10,000

Women's Wellbeing and Development Foundation

22 Ravenscroft Dr.

Asheville, NC 28801

509(a)(1)

For organizing within the Hillcrest community and providing technical assistance to entrepreneurs.

\$20,000

Working America Education Fund

815 Sixteenth Street NW

5th floor

Washington, DC 20006

509(a)(1)

For general operating support of its work in North Carolina.

\$100,000

990-PF .58-6038145

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2012

Yadkin Riverkeeper Inc.
308 Patterson Avenue
Winston Salem, NC 27101

509(a)(1)	For general operating support.	\$25,000
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TOTAL GRANTS PAID

\$14,903,958