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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.

2012

Open to public inspection

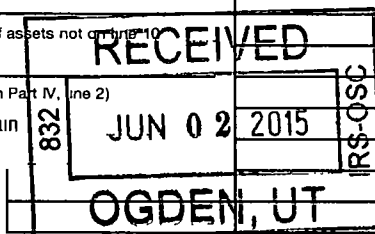
For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE REDWOODS GROUP FOUNDATION INC</b>		A Employer identification number <b>77-0698917</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2801 SLATER RD.</b>	Room/suite <b>220</b>	B Telephone number <b>919-462-9730</b>
City or town, state, and ZIP code <b>MORRISVILLE, NC 27560-8477</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 573,094.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I 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)
1 Contributions, gifts, grants, etc., received		200,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		162.	162.	162.	
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain				0.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		32,062.	32,062.	32,062.	STATEMENT 1
12 Total. Add lines 1 through 11		232,224.	32,224.	32,224.	
13 Compensation of officers, directors, trustees, etc		34,386.	0.	0.	34,386.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		5,615.	0.	0.	5,615.
c Other professional fees STMT 3		64,993.	0.	0.	64,993.
17 Interest					
18 Taxes STMT 4		-1,519.	0.	0.	-1,519.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		25,241.	0.	0.	25,241.
22 Printing and publications					
23 Other expenses STMT 5		2,534.	0.	0.	2,534.
24 Total operating and administrative expenses. Add lines 13 through 23		131,250.	0.	0.	131,250.
25 Contributions, gifts, grants paid		378,281.			378,281.
26 Total expenses and disbursements. Add lines 24 and 25		509,531.	0.	0.	509,531.
27 Subtract line 26 from line 12:		-277,307.			
a Excess of revenue over expenses and disbursements			32,224.		
b Net investment income (if negative, enter -0-)				32,224.	
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	235,909.	231,261.	231,261.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	120.		
	4 Pledges receivable ▶ 200,000.			
	Less: allowance for doubtful accounts ▶		200,000.	200,000.
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 136,499.			
	Less: allowance for doubtful accounts ▶ 0.	574,801.	136,499.	136,499.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	878.	1,865.	1,865.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	137,827.	0.	0.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 7)	52,171.	3,469.	3,469.
	16 Total assets (to be completed by all filers)	1,001,706.	573,094.	573,094.
	17 Accounts payable and accrued expenses	93,742.	47,789.	
	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			
	22 Other liabilities (describe ▶ STATEMENT 8)	0.	32,474.	
	23 Total liabilities (add lines 17 through 22)	93,742.	80,263.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	24 Unrestricted	907,964.	292,831.	
	25 Temporarily restricted		200,000.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	907,964.	492,831.	
	30 Total net assets or fund balances	907,964.	492,831.	
	31 Total liabilities and net assets/fund balances	1,001,706.	573,094.	

## 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	907,964.
2 Enter amount from Part I, line 27a	2	-277,307.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	630,657.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	137,826.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	492,831.

**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	NONE			
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(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			

2 Capital gain net income or (net capital loss)  $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$  2

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  $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$  3

**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	501,091.	785,708.	.637757
2010	825,934.	1,869,407.	.441816
2009	766,386.	2,348,939.	.326269
2008	996,796.	2,968,864.	.335750
2007	0.	605,997.	.000000

2 Total of line 1, column (d)	2	1.741592
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	.348318
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	376,892.
5 Multiply line 4 by line 3	5	131,278.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	322.
7 Add lines 5 and 6	7	131,600.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	509,531.

**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	322.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	322.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	322.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input 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		322.
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"/> Refunded <input checked="" 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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

N/A

**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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>REDWOODSGROUP.COM/FOUNDATION</b>	13	X	
14	The books are in care of ► <b>KEVIN A. TRAPANI</b> Telephone no. ► <b>919-462-9730</b> Located at ► <b>2801 SLATER RD., STE. 220, MORRISVILLE, NC</b> ZIP+4 ► <b>27560-8477</b>			
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 ► <b>15</b> N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) 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 type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<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.)	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

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

X

**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		30,000.	1,800.	2,586.

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	94,126.
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.

Form 990-PF (2012)



**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	0.
b Average of monthly cash balances	1b	40,798.
c Fair market value of all other assets	1c	341,833.
d Total (add lines 1a, b, and c)	1d	382,631.
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	382,631.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,739.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	376,892.
6 Minimum investment return. Enter 5% of line 5	6	18,845.

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

**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	509,531.
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	509,531.
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	322.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	509,209.

**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)

N/A

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only				
<b>b</b> Total for prior years:				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)				
<b>d</b> Applied to 2012 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions				
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
18,845.	39,285.	31,057.	92,084.	181,271.
16,018.	33,392.	26,398.	78,271.	154,080.
509,531.	501,862.	826,924.	768,515.	2,606,832.
0.	0.	0.	0.	0.
509,531.	501,862.	826,924.	768,515.	2,606,832.
				0.
				0.
12,563.	26,190.	62,313.	78,298.	179,364.
				0.
				0.
				0.
				0.

**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:

**SEE STATEMENT 11**

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:

<b>Part XV</b>	<b>Supplementary Information</b> (continued)
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### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
<b>a Paid during the year</b>					
SEE STATEMENT 12					378,281.
<b>Total</b>				<b>▶ 3a</b>	378,281.
<b>b Approved for future payment</b>					
NONE					
<b>Total</b>				<b>▶ 3b</b>	0.



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

- | 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?   |  | Yes   | No |
|---|--|-------|----|
| <b>a Transfers from the reporting foundation to a noncharitable exempt organization of:</b>   |  |       |    |
| (1) Cash  |  | 1a(1) | X  |
| (2) Other assets  |  | 1a(2) | X  |
| <b>b Other transactions:</b>  |  |       |    |
| (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  |
| <b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</b>   |  | 1c    | X  |
| <b>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.</b> |  |       |    |

[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

(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 \_\_\_\_\_

**Title**

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

JOHN HUSKINS

- 10. 11. 1944 -

5/13/12

P01081531

Firm's name ► **JOHNSON LAMBERT LLP**

Firm's EIN ▶ 52-1446779

Firm's address ▶ 700 SPRING FOREST ROAD, STE 115  
RALEIGH, NC 27609

Phone no. 919-719-6400

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization

THE REDWOODS GROUP FOUNDATION INC

Employer identification number

77-0698917

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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
THE REDWOODS' GROUP FOUNDATION INC	77-0698917

**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	THE COLUMBIA FOUNDATION 77 VAN NESS AVE., SUITE 200 SAN FRANCISCO, CA 94102	\$ 200,000.	Person <input checked="" 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.)



Name of organization

Employer identification number

THE REDWOODS' GROUP FOUNDATION INC

77-0698917

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE REDWOODS' GROUP FOUNDATION INC****77-0698917**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LOAN INTEREST EARNED	32,062.	32,062.	32,062.
TOTAL TO FORM 990-PF, PART I, LINE 11	32,062.	32,062.	32,062.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,615.	0.	0.	5,615.
TO FORM 990-PF, PG 1, LN 16B	5,615.	0.	0.	5,615.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	45,917.	0.	0.	45,917.
MANAGEMENT FEES	19,076.	0.	0.	19,076.
TO FORM 990-PF, PG 1, LN 16C	64,993.	0.	0.	64,993.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	-1,519.	0.	0.	-1,519.
TO FORM 990-PF, PG 1, LN 18	-1,519.	0.	0.	-1,519.

STATEMENT(S) 1, 2, 3, 4

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE FEES	343.	0.	0.	343.
MISCELLANEOUS EXPENSE	1,018.	0.	0.	1,018.
TELEPHONE	760.	0.	0.	760.
DUES & SUBSCRIPTIONS	413.	0.	0.	413.
TO FORM 990-PF, PG 1, LN 23	2,534.	0.	0.	2,534.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN REAL ESTATE	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LOAN INTEREST RECEIVABLE	52,171.	3,469.	3,469.
TO FORM 990-PF, PART II, LINE 15	52,171.	3,469.	3,469.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
RELATED PARTY PAYABLE	0.	32,474.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	32,474.

STATEMENT(S) 5, 6, 7, 8

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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KEVIN A. TRAPANI 2801 SLATER ROAD, SUITE 220 MORRISVILLE, NC 27560	PRESIDENT 1.00	0.	0.	0.
JENNIFER A. TRAPANI 2801 SLATER ROAD, SUITE 220 MORRISVILLE, NC 27560	VICE PRESIDENT/SECRETARY 1.00	0.	0.	0.
WILLIAM C. MECKLENBURG, JR. 2801 SLATER ROAD, SUITE 220 MORRISVILLE, NC 27560	VICE PRESIDENT 1.00	0.	0.	0.
BRIAN KEEL 2801 SLATER ROAD, SUITE 220 MORRISVILLE, NC 27560	TREASURER 1.00	0.	0.	0.
MAC KENDALL 2801 SLATER ROAD, SUITE 220 MORRISVILLE, NC 27560	BOARD MEMBER FROM 1/2012 1.00	0.	0.	0.
DAN BAUM 2801 SLATER ROAD, SUITE 220 MORRISVILLE, NC 27560	EXECUTIVE DIRECTOR FROM 8/2012 30.00	30,000.	1,800.	2,586.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		30,000.	1,800.	2,586.

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FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	10
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ACTIVITY ONE

PARTNERING IN PREVENTION IS A COMMUNITY-BASED CHILD SEXUAL ABUSE PREVENTION INITIATIVE OF THE REDWOODS GROUP FOUNDATION. IT IS A PARTNERSHIP BETWEEN YMCA LEADERS, THE FOUNDATION, & THE NATIONAL NONPROFIT DARKNESS TO LIGHT. INITIAL SEED FUNDING WAS PROVIDED TO YMCAS TO HELP THEM START COMMUNITY INITIATIVES & THE FOUNDATION NOW OFFERS BACKBONE STAFFING AND STRATEGIC SUPPORT TO HELP THE EFFORT SCALE. PARTNERING IN PREVENTION HELPS YMCAS ENGAGE ENTIRE

COMMUNITIES IN CHILD SEXUAL ABUSE PREVENTION & INTERVENTION  
THROUGH PARTNERSHIPS WITH MUNICIPALITIES, SCHOOLS, LAW  
ENFORCEMENT AGENCIES, ELECTED OFFICIALS, FAITH CENTERS,  
YOUTH SPORTS PROGRAMS & CHILDREN'S ADVOCACY CENTERS.  
FOUNDATION HELPED TO GROW THE INITIATIVE TO REACH OVER 90  
YMCAS IN 20 DIFFERENT STATES & TRAIN OVER 20,000 PEOPLE BY  
THE END OF 2012. THE ULTIMATE GOAL IS TO EXTEND THE PROGRAM  
TO ALL YMCAS TO END CHILD SEXUAL ABUSE IN THE NATION BY  
EDUCATING ADULTS ON HOW TO PREVENT, RECOGNIZE & REACT  
RESPONSIBLY TO THE ISSUE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

94,126.

STATEMENT(S) 10

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LAUREL VADALA  
2801 SLATER ROAD, STE. 220  
MORRISVILLE, NC 27560-8477

TELEPHONE NUMBER

919-462-9730

FORM AND CONTENT OF APPLICATIONS

SPECIFIED FORMS AVAILABLE UPON REQUEST.

ANY SUBMISSION DEADLINES

THE 2012 GRANT REQUEST DEADLINES WERE MARCH 2, JUNE 1, AUGUST 24, AND  
NOVEMBER 30.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION TYPICALLY DOES NOT PROVIDE FUNDING TO: ARTS FOR THE GENERAL  
PUBLIC, AID FOR DOMESTIC ANIMALS, RELIGIOUS ORGANIZATIONS REQUESTING FUNDS  
FOR RELIGIOUS PURPOSES, LABOR ORGANIZATIONS, FRATERNAL OR SOCIAL  
ORGANIZATIONS, PARTISAN POLITICAL CAUSES OR CANDIDATES, OR INDIVIDUALS OR  
ORGANIZATIONS THAT BENEFIT ONE INDIVIDUAL OR AN INDIVIDUAL'S FAMILY.

STATEMENT(S) 11

Payee	Street	City	State	Zip	Code	Status	Description	Amount
A.E. Finley YMCA	9216 Baileywick Road	Raleigh	NC	27615	501c3	Dollars for Doers		\$340
Akron Area YMCA	209 S Main St., Suite 501	Akron	OH	44308	501c3	General Support & Matching Gift		\$2,000
Alamance County Community YMCA	1346 South Main Street	Burlington	NC	27215	501c3	Charitable Match		\$50
Allegheny Valley YMCA	5021 FREEPORT ROAD	Natrona Heights	PA	15065	501c3	General Support		\$500
American Camping Association	5000 State Road 67 North	Martinsville	IN	46151	501c3	Send Child to Camp		\$1,000
American Red Cross	100 N. Peartree Lane	Raleigh	NC	27610	501c3	Charitable Match		\$1,000
Ann Arbor YMCA	400 W Washington	Ann Arbor	MI	48103	501c3	General Support		\$500
Association of YMCA Professionals	263 Alden St	Springfield	MA	01109	501c3	Emergency Assistance Fund		\$3,000
Athens YMCA	915 Hawthorne Avenue	Athens	GA	30606	501c3	Healthy Kids Project		\$500
Austin Metropolitan YMCA	1402 East Cesar Chavez St	Austin	TX	78702	501c3	Partner in Youth		\$1,200
Bainbridge-Decatur YMCA	1818 E Shotwell Street	Bainbridge	GA	39819	501c3	Youth Sports Tutoring		\$500
Berwick Area YMCA	231 W 3rd Street	Berwick	PA	18603	501c3	AED Expansion Program		\$500
Big Brothers Big Sisters of the Triangle	909 Aviation Parkway	Morrisville	NC	27560	501c3	Charitable Match & Dollars For Doers		\$835
Birmingham YMCA	2101 Fourth Avenue North	Birmingham	AL	35203	501c3	General Support & Strong Kids Campaign		\$3,000
Bogalusa YMCA	411 Avenue B	Bogalusa	LA	70249	501c3	Challenge Course		\$1,000
Boyetown Area YMCA	301 W Spring Street	Boyetown	PA	19512	501c3	Annual Support Campaign		\$250
Burning Coal Theatre	PO Box 90904	Raleigh	NC	27675	501c3	Charitable Match		\$150
Camp Wood YMCA	1101 Camp Wood Road	Elmdale	KS	66850	501c3	Send Child to Camp		\$550
Carlisle Family YMCA	311 S. West Street	Carlisle	PA	17013	501c3	AED Grant		\$1,000
Central Douglas County Family YMCA	1151 NW Stewart Pkwy	Roseburg	OR	97471	501c3	Water Safety Program		\$1,000
Chapel Hill - Carrboro YMCA	980 Martin Luther King Jr Blvd.	Chapel Hill	NC	27514	501c3	We Build People Campaign		\$1,500
Cleveland County Family YMCA	PO Box 2272	Shelby	NC	28151	501c3	General Support		\$5,000
Cole Center Family YMCA	700 S GARDEN STREET	KENDALVILLE	IN	46755	501c3	General Support		\$500
Compassion International	12290 Voyager Parkway	Colorado Springs	CO	80921	501c3	Charitable Match		\$456
Covenant House	460 West 41st Street	New York	NY	10001	501c3	Charitable Match		\$100
Cumberland YMCA	601 Kelly Road	Cumberland	MD	21502	501c3	Camp Bright Star		\$500
Darkness to Light	7 Radcliffe St., Suite 200	Charleston	SC	29403	501c3	General Support		\$600
Decatur Family YMCA	220 West McKinley Avenue	Decatur	IL	62526	501c3	Family Reading Grant		\$1,000
Duke University	Box 90120	Durham	NC	27708	501c3	General Support		\$1,000
Durham-Chapel Hill Jewish Federation	1937 West Cornwallis Road	DURHAM	NC	27705	501c3	Annual Campaign		\$5,000
EDCI	107 N Driver St	Durham	NC	27703	501c3	Charitable Match		\$950
Elon Fund	2600 Campus Box	Elon	NC	27244	501c3	Penclean Scholars		\$25,000
Evelyn Rubenstein Jewish Community Center	5601 Braeswood Blvd	Houston	TX	77096	501c3	General Support		\$5,000
Family YMCA of Emporia/Greensville	212 Weaver Ave	Emporia	VA	23847	501c3	Annual Campaign		\$1,000
Frankie Lemmon Foundation	2301 Stonehenge Dr	Raleigh	NC	27615	501c3	Charitable Match		\$1,000
Gaston County Family YMCA	201 S Clay Street	Gastonia	NC	28052	501c3	General Support		\$4,000
Girl Scouts North Carolina Coastal Pines	6901 Pinecrest Road	Raleigh	NC	27613	501c3	Dollars for Doers		\$185
Great Miami Valley YMCA	105 N 2nd Street	Hamilton	OH	45011	501c3	Inner City Youth Program		\$1,000
Greater Scranton YMCA	706 N Blakely Street	Dunmore	PA	18512	501c3	Summer Safety Program		\$750
Habitat for Humanity of Wake County	2420 Raleigh Blvd	Raleigh	NC	27604	501c3	General Support		\$5,000
Hensel Eckman YMCA	615 Oakhurst Avenue	Pulaski	VA	24301	501c3	General Support		\$500



Payee	Street	City	State	Zip Code	Status	Description	Amount
Hockomock Area YMCA	300 Elmwood Street	North Attleboro	MA	02760	501c3	General Support	\$721
Hospice of Wake County	250 Hospice Circle	Raleigh	NC	27607	501c3	Charitable Match	\$250
InterAct	1012 Oberlin Road	Raleigh	NC	27605	501c3	General Support	\$10,000
J. Smith Young YMCA	119 W Third Ave	Lexington	NC	27292	501c3	General Support	\$500
JCC Association	520 Eighth Avenue, 4th Floor	New York	NY	10018	501c3	Early Childhood Education Fund	\$1,000
JCC of Central New Jersey	1391 Martine Avenue	Scotch Plains	NJ	07076	501c3	Camp Yachad Show Program for Special Needs Childre	\$1,000
JCC of Indianapolis	6701 Hoover Road	Indianapolis	IN	46260	501c3	Learn to Swim Program	\$1,000
Jewish Federation of Greater Harrisburg	3301 N Front Street	Harrisburg	PA	17110	501c3	Anti-Bullying Program	\$500
Johnson Intern	304 E Franklin Street	Chapel Hill	NC	27514	501c3	General Support	\$2,500
Joplin Family YMCA	510 S. Wall	Joplin	MO	64801	501c3	Youth Development Food Program	\$750
Joseph Meyerhoff Senior Center	308 Taft Street	Hollywood	FL	33021	501c3	General Support	\$1,000
Laurens Family YMCA	410 Anderson Drive	Laurens	SC	26360	501c3	General Support	\$475
Leukemia & Lymphoma Society	403 Harrison Oak Blvd	Cary	NC	27513	501c3	Charitable Match	\$285
Meadowlands Area YMCA	436 Ridge Road	North Arlington	NJ	07031	501c3	Healthy Kids Project	\$500
Merrimack Valley YMCA	7 Ballard Way	Lawrence	MA	01843	501c3	General Support	\$750
Metropolitan YMCA of the Oranges	139 E McClellan Ave	Livingston	NJ	07039	501c3	General Support	\$2,500
Metrowest YMCA	280 Old Connecticut Path	Framingham	MA	01701	501c3	General Support	\$2,500
Monroe Family YMCA	1111 West Elm Avenue	Monroe	MI	48162	501c3	General Support	\$1,000
Montgomery County Family YMCA	101 E CHERRY STREET	RED OAK	IA	51566	501c3	General Support	\$1,000
Montgomery YMCA	PO Box 2336	Montgomery	AL	36102	501c3	Partners with Youth	\$1,000
N.C. Center for Public Policy Research	PO Box 430	Raleigh	NC	27602	501c3	General Support	\$1,000
NC Public Radio WUNC	120 Friday Center Drive	Chapel Hill	NC	27517	501c3	General Support & Matching Gift	\$36,212
Neighbor to Neighbor	PO Box 25628	Raleigh	NC	27611	501c3	Dollars for Doers	\$300
New Castle Community YMCA	20 W Washington Street	New Castle	PA	16101	501c3	General Support	\$1,000
New Jersey YMCA State Alliance	11 Sherbrooke Ct	Saddle Ridge	NJ	07458	501c3	D2L Master Training Grant	\$5,000
Ocean Community YMCA	95 HIGH STREET	WESTERLY	RI	02891	501c3	Youth Campaign	\$750
Ocean County YMCA	1088 W. Whitty Road	Toms River	NJ	08755	501c3	Y Cares Scholarship	\$500
Old Colony YMCA	320 Main Street	Brockton	MA	02301	501c3	YMCA Strong Kids Campaign	\$1,500
Olean Family YMCA	1101 Wayne Street	Olean	NY	14760	501c3	Strong Kids Campaign	\$1,000
Orange County Rape Crisis Center	PO Box 4722	Chapel Hill	NC	27515	501c3	General Support	\$25
Oshkosh Community YMCA	324 Washington Avenue	Oshkosh	WI	54901	501c3	Strong Kids Campaign	\$500
Piscataquis Regional YMCA	48 Park Street	Dover-Foxcroft	ME	04426	501c3	General Support	\$1,120
Princeton Family YMCA	59 Paul Robeson Place	Princeton	NJ	08540	501c3	Young Achievers Program	\$1,000
Raleigh Rescue Mission	314 E. Hargett Street	Raleigh	NC	27601	501c3	Charitable Match & Dollars For Doers	\$290
Rotary Club of the Capital City	2000 Fairview Road	Raleigh	NC	27608	501c3	General Support	\$500
San Gabriel Valley YMCA	412 East Rowland Street	Covina	CA	91723	501c3	Camp Scholarship	\$500
Sarasota Family YMCA	Suite 301	Sarasota	FL	34237	501c3	Y Achievers Youth Program	\$1,000
Shasta Family YMCA	1155 N COURT STREET	REDDING	CA	96001	501c3	Strong Kids Campaign	\$750
Sheboygan County YMCA	812 Broughton Drive	Sheboygan	WI	53081	501c3	Partner with Youth	\$500
Silver Bay YMCA of the Adirondacks	87 Silver Bay Road	Silver Bay	NY	12874	501c3	General Support	\$5,000
Sisko Foundation	2739 Hidden Waters Circle	Raleigh	NC	27614	501c3	Dollars for Doers	\$50

Payee	Street	City	State	Zip	Code	Status	Description	Amount
Somerset Hills YMCA	140 Mount Airy Road	Basking Ridge	NJ	07920	501c3	Strong Kids Campaign		\$2,500
Southern District YMCA Camp Lincoln	P O Box 729	Kingston	NH	03848	501c3	Lincoln Critters Preschool Program		\$1,000
Southside Virginia Family YMCA	580 Commerce Road	Farmville	VA	23901	501c3	Annual Support Campaign		\$500
Special Olympics NC	2200 Gateway Centre Blvd	Morrisville	NC	27560	501c3	Charitable Match		\$1,000
St. Baldrick's Foundation	1333 S Mayflower Ave	Monrovia	CA	91016	501c3	Charitable Match & Dollars For Doers		\$1,117
Striving for More	5609 N Hawthorne Way	Raleigh	NC	27613	501c3	Charitable Match & Dollars For Doers		\$110
Stroum Jewish Community Center	3801 E Mercer Way	Mercer Island	WA	98040	501c3	Early Childhood Infant Mental Health Program		\$500
Summit Area YMCA	490 Morris Avenue	Summit	NJ	07901	501c3	Achievers Program		\$1,000
The Community YMCA	113 TINDALL ROAD	MIDDLETOWN	NJ	07748	501c3	Strong Kids Campaign		\$1,000
The Greater Burlington YMCA	266 College Street	Burlington	VT	05401	501c3	Early Education		\$500
The V Foundation	106 Towerview Ct	Cary	NC	27513	501c3	Dollars for Doers		\$80
The Wendell P Clark Memorial YMCA	155 Central Street	Winchendon	MA	01475	501c3	General Support		\$698
Threshold	609 Gary Street	Durham	NC	27705	501c3	Charitable Match & Dollars For Doers		\$350
TROSA	1820 James Street	Durham	NC	27707	501c3	Education Program		\$1,000
UNC-TV	PO Box 600067	Raleigh	NC	27675	501c3	Charitable Match		\$50
United Christian Youth Camp	1400 Paradise Valley Road	Prescott	AZ	86303	501c3	General Support		\$2,500
United Way of the Greater Triangle	PO Box 110387	RTP	NC	27560	501c3	General Support		\$90,010
Volusia Flagler Family YMCA	761 E International Speedway Blvd Deland	Deland	FL	32724	501c3	General Support		\$1,000
WCPE Radio	PO Box 897	Wake Forest	NC	27588	501c3	Charitable Match		\$593
Wenatchee Valley YMCA	PO BOX 1974	WENATCHEE	WA	98807	501c3	Youth Scholarships		\$500
Westfield Area YMCA	220 Clark Street	Westfield	NJ	07090	501c3	Strong Kids Campaign		\$500
Wood River Community YMCA	PO Box 6801	Ketchum	ID	83340	501c3	Scholarship Program		\$500
YMCA Camp Tockwogh	24370 Still Pond Neck Road	Worton	MD	21678	501c3	Charitable Match		\$500
YMCA of Beaufort County	1801 Richmond Avenue	Port Royal	SC	29935	501c3	General Support		\$500
YMCA of Calhoun County	P. O Box 1649	Anniston	AL	36202	501c3	Strong Kids Campaign		\$500
YMCA of Cass and Clay Counties	400 1st Ave S	Fargo	ND	58103	501c3	Partner of Youth Campaign		\$750
YMCA of Central Kentucky	239 East High Street	Lexington	KY	40507	501c3	General Support		\$1,000
YMCA of Central Ohio	40 West Long Street	Columbus	OH	43215	501c3	Housing Program		\$2,500
YMCA of Central Virginia	1315 Church Street	Lynchburg	VA	24504	501c3	General Support		\$1,000
YMCA of Coastal Georgia	PO Box 14142	Savannah	GA	31416	501c3	Teen Programs		\$500
YMCA of Danville	1111 N Verrillon Street	Danville	IL	61832	501c3	General Support		\$500
YMCA of Florida's Emerald Coast	13 Memorial Pkwy, ste 211	Ft Walton Beach	FL	32548	501c3	Learn to Swim Program		\$500
YMCA of Frederick County	1000 North Market Street	Frederick	MD	21702	501c3	Campaign for Kids		\$500
YMCA of Greater Boston	316 Huntington Avenue	Boston	MA	02115	501c3	General Support		\$5,000
YMCA of Greater Dayton	111 W. First Street	Dayton	OH	45402	501c3	Kids to Camp Campaign		\$750
YMCA of Greater Erie	31 West 10th Street	Erie	PA	16501	501c3	Annual Campaign		\$5,000
YMCA of Greater Ft. Wayne	347 W Berry Street	Fort Wayne	IN	46802	501c3	Strong Kids Campaign		\$1,000
YMCA of Greater Grand Rapids	475 Lake Michigan Drive NW	Grand Rapids	MI	49504	501c3	Healthy U Program		\$750
YMCA of Greater Manchester	30 Mechanic Street	Manchester	NH	03101	501c3	Water Safety		\$2,080
YMCA of Greater New Orleans	1050 S Jefferson Davis Pkwy	New Orleans	LA	70125	501c3	Aquatics Safety Program		\$1,000
YMCA of Greater Oklahoma City	500 NORTH BROADWAY	Oklahoma City	OK	73102	501c3	General Support		\$1,500

Payee	Street	City	State	Zip	Code	Status	Description	Amount
YMCA of Greater Omaha	430 S 20th Street	Omaha	NE	68102	501c3	Annual Campaign		\$1,000
YMCA of Greater Richmond	2 West Franklin Street	Richmond	VA	23220	501c3	Strengthening Community		\$2,500
YMCA of Greater San Antonio	3233 N. St. Mary's Street	San Antonio	TX	78212	501c3	Preschool Program at Haven for Hope		\$500
YMCA of Greater Seattle	909 4th Avenue	Seattle	WA	98104	501c3	Annual Campaign & Partners in Youth Campaign		\$12,000
YMCA of Greenville	723 Cleveland Street	Greenville	SC	29601	501c3	General Support		\$3,250
YMCA of Greenville Texas	1915 Stanford Street	Greenville	TX	75401	501c3	D2L Training		\$500
YMCA of Greenwich	50 East Putnam Avenue	Greenwich	CT	06830	501c3	Annual Campaign		\$1,000
YMCA of Honolulu	1441 PALI HWY	HONOLULU	HI	96813	501c3	Annual Support Campaign & Match Gift		\$1,500
YMCA of Jackson & West Tennessee	1515 Campbell Street	Jackson	TN	38305	501c3	YMCA Aquatic Safety & Education Program		\$750
YMCA of LaPorte Indiana	901 Michigan Avenue	LaPorte	IN	46350	501c3	General Support		\$500
YMCA of Metropolitan Chattanooga	301 West Sixth Street	Chattanooga	TN	37402	501c3	Annual Support Campaign		\$1,000
YMCA of Metropolitan Dallas	601 N. Akard Street	Dallas	TX	75201	501c3	Teach Kids to Swim		\$3,000
YMCA of Metropolitan Hartford	241 Trumbull Street	Hartford	CT	06103	501c3	Kids to Camp Fund		\$1,500
YMCA of Metropolitan Milwaukee	161 West Wisconsin Ave.	Milwaukee	WI	53203	501c3	Scholar Mentor Program		\$1,000
YMCA of Michiana	1201 Northside Blvd	South Bend	IN	46601	501c3	Water Safety Course		\$1,000
YMCA of Middle Tennessee	900 CHURCH STREET	NASHVILLE	TN	37203	501c3	Learn to Swim Grant		\$5,000
YMCA of Northwest North Carolina	301 N Main Street, Suite 1900	Winston-Salem	NC	27101	501c3	Healthy Fit & Strong		\$1,500
YMCA of Okobojis/Camp Foster YMCA	PO Box 296	Spirit Lake	IA	51360	501c3	Strong Kids Contribution		\$1,000
YMCA of Philadelphia & Vicinity	2000 Market St., Suite 750	Philadelphia	PA	19103	501c3	General Support & Aquatic Safety		\$15,000
YMCA of Pierce & Kitsap Counties	1615 S Mildred St., Ste 1	Tacoma	WA	98465	501c3	General Support		\$1,000
YMCA of Saginaw	1915 FORDNEY STREET	SAGINAW	MI	48601	501c3	General Support		\$900
YMCA of San Diego County	3708 Ruffin Road	San Diego	CA	92123	501c3	Annual Campaign		\$5,000
YMCA of Snohomish County	2720 ROCKFELLER AVE	EVERETT	WA	98206	501c3	Invest in Youth Fund		\$2,750
YMCA of South Hampton Roads	250 W. Brambleton Avenue	Norfolk	VA	23510	501c3	General Support		\$1,000
YMCA of South Palm Beach County	6631 Palmetto Circle South	Boca Raton	FL	33433	501c3	Annual Campaign		\$1,000
YMCA of Southeast Texas	6760 9th Avenue	Port Arthur	TX	77642	501c3	Strong Kids Campaign		\$500
YMCA of Springfield	701 S 4th St Box 155	Springfield	IL	62705	501c3	Strong Kids Campaign		\$250
YMCA of Sumter	510 Miller Road	Sumter	SC	29150	501c3	Annual Campaign		\$500
YMCA of the Capital Area	350 S Foster Dr.	Baton Rouge	LA	70806	501c3	YMCA Splash Program		\$500
YMCA of the Greater Tri Valley	PO Box 510	Rome	NY	13442	501c3	Strategic Teen Enrichment Program		\$1,500
YMCA of the Inland Northwest	1126 N. Monroe	Spokane	WA	99201	501c3	Partner in Youth Scholarship		\$1,000
YMCA of the Prairie	PO Box 618	Holdrege	NE	68949	501c3	Salt Water Pool Grant		\$1,000
YMCA of the Rockies	PO Box 20800	Estes Park	CO	80511	501c3	Estes Park Center Day Camp		\$1,000
YMCA of the Silicon Valley	1922 The Alameda, Floor 13	San Jose	CA	95126	501c3	General Support		\$5,000
YMCA of the Triangle Area	801 Corporate Center Drive	Raleigh	NC	27607	501c3	Charitable Match		\$1,400
YMCA of Western NC	53 Ashland Ave	Asheville	NC	28801	501c3	Charitable Match		\$500
YMCA of Western Stark County	131 Tremont Ave SE	Massillon	OH	44646	501c3	Splash No More Program		\$500

**\$378,281**