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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation LYNN R & KARLE E PRICKETT FUND CO PIEDMONT TRUST COMPANY		A Employer identification number 56-6064788	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 20124		B Telephone number (see instructions) (336) 274-5471	
City or town, state, and ZIP code GREENSBORO, NC 27420		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,078,838		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments		14,177		
	4 Dividends and interest from securities.	61	320,202		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-1,766			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		195,147		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	301,703	2,832		
	12 Total. Add lines 1 through 11	299,998	532,358		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	275	275		
	17 Interest		14,801		
	18 Taxes (attach schedule) (see instructions)	1,000	3,034		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	60,011	116,683		15,003
	24 Total operating and administrative expenses. Add lines 13 through 23	61,286	134,793		15,003
	25 Contributions, gifts, grants paid	600,000			600,000
	26 Total expenses and disbursements. Add lines 24 and 25	661,286	134,793		615,003
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-361,288			
	b Net investment income (if negative, enter -0-)		397,565		
	c Adjusted net income (if negative, enter -0-)				

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	266,034	206,511	206,511
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).	1,765		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	8,749,218	7,869,803	10,872,327	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,017,017	8,076,314	11,078,838	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	9,017,017	8,076,314	
	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 page 17 of the instructions)	9,017,017	8,076,314	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,017,017	8,076,314		

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 9,017,017
2	Enter amount from Part I, line 27a	2 -361,288
3	Other increases not included in line 2 (itemize) ▶ _____	3 472,288
4	Add lines 1, 2, and 3	4 9,128,017
5	Decreases not included in line 2 (itemize) ▶ _____	5 1,051,703
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 8,076,314

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				
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	195,147
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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 page 18 of 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	650,276	11,985,608	0 05426
2010	641,216	13,301,548	0 04821
2009	683,669	12,933,912	0 05286
2008	934,983	13,790,932	0 06780
2007	903,667	19,241,411	0 04697
2	Total of line 1, column (d).		2 0 27008
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 05402
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 11,201,019
5	Multiply line 4 by line 3.		5 605,034
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 3,976
7	Add lines 5 and 6.		7 609,010
8	Enter qualifying distributions from Part XII, line 4.		8 615,003

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	3,976
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	3,976
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,976
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,130	
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	10,130
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	6,154
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 4,000	Refunded ☐	11	2,154

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NC _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶PIEDMONT TRUST CO Telephone no ▶(336) 274-5471 Located at ▶701 GREEN VALLEY ROAD GREENSBORO NC ZIP +4 ▶27408			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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?

YesNo

b

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

6b

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?

YesNo

b

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

7b

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
See Additional Data Table				

2

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

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

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

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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
PIEDMONT TRUST COMPANY	ACCOUNTING & ADMIN	60,286
PO BOX 20124 GREENSBORO,NC 27420		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	11,044,121
b	Average of monthly cash balances.	1b	327,472
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,371,593
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	
3	Subtract line 2 from line 1d.	3	11,371,593
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	170,574
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,201,019
6	Minimum investment return. Enter 5% of line 5.	6	560,051

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	560,051
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,976
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,976
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	556,075
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	556,075
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	556,075

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	615,003
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	
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	615,003
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	3,976
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	611,027
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				556,075
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			580,473	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 615,003				
a Applied to 2011, but not more than line 2a			580,473	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				34,530
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 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.				521,545
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 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 XVSupplementary Information (Complete this part only if the organization 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))

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

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	600,000
b Approved for future payment				
Total			3b	

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	61	
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.	900001	27,916	14	273,787	
8	Gain or (loss) from sales of assets other than inventory					-1,766
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). .		27,916		273,848	-1,766
13	Total. Add line 12, columns (b), (d), and (e).			13		299,998

[illegible]

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
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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 or fiduciary) is based on all information of which preparer has any knowledge.

*****		2013-10-30	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
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**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01044880
	Laura Bennett	Laura Bennett			
	Firm's name ☐	PIEDMONT TRUST COMPANY		Firm's EIN ☐	
		PO BOX 20124			
	Firm's address ☐	GREENSBORO, NC 27420		Phone no (336) 574-8669	

Form 990PF Part VIII Line 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
KATHERINE KESSNER	Trustee 0 00	0		
P O BOX 20124 GREENSBORO, NC 27420				
LISA MANNING	Trustee 0 00	0		
P O BOX 20124 GREENSBORO, NC 27420				
SAMUEL C CHAPIN	Trustee 0 00	0		
P O BOX 20124 GREENSBORO, NC 27420				
LYNN C GUNZENHAUSER	Trustee 0 00	0		
P O BOX 20124 GREENSBORO, NC 27420				
META MCDANIEL	Trustee 0 00	0		
P O BOX 20124 GREENSBORO, NC 27420				
JANINE LYNNE	Trustee 0 00	0		
PO BOX 20124 GREENSBORO, NC 27420				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDHAVEN 316 BROADWAY SEATTLE,WA 98122	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	19,600
THE RICHARD DE LONE SPECIAL HOUSING 5 PLYMOUTH AVE MILL VALLEY,CA 94941	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	16,668
SOCIAL AND ENVIRONMENTAL ENTREPRENU 22231 MULHOLLAND HWY STE 209 CALABASAS,CA 91302	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	25,000
OASIS FOR KIDS 344 WESTLINE AVENUE ALAMEDA,CA 94501	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	16,666
SUSAN HOWARD'S NOVATO BOXING CLUB 845 OLIVE AVENUE SUITE 209 NOVATO,CA 94945	NONE	509(a)(2)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	16,666
INTER-NATION CULTURAL FOUNDATION PO BOX 1271 KILAUEA,HI 96754	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	10,000
KOOTENAI ENVIRONMENTAL ALLIANCE 408 E SHERMAN AVE STE 301 COEUR DALENE,ID 83814	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	20,000
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE,OR 97401	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	25,000
SOLID GROUND WASHINGTON 1501 NORTH 45TH STREET SEATTLE,WA 98103	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	19,600
PASADOS SAFE HAVEN PO BOX 171 SULTAN,WA 98294	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	19,600
HOPELINK PO BOX 3577 REDMOND,WA 98073	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	19,600
AMERICAN CHILDHOOD CANCER ORGANIZAT PO BOX 496 KENSINGTON,MD 20895	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	50,000
DG EDUCATIONAL SERVICES PO BOX 557 NICASIO,CA 94946	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	25,000
SHARED HOPE INTERNATIONAL PO BOX 65337 VANCOUVER,WA 98665	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	19,600
ENVIRONMENTAL LAW ALLIANCE WORLDWID 1877 GARDEN AVENUE EUGENE,OR 97403	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	40,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MALAMA PONO HEALTH SERVICES PO BOX 1950 LIHUE,HI 96766	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	16,000
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVENUE 2ND FLOOR NEWYORK,NY 10001	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	12,000
STUDIO EAST TRAINING FOR THE PERFA 11730 118TH AVENUE NE 100 KIRKLAND,WA 98034	NONE	509(a)(2)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	1,000
KAILUA CANOE CLUB PO BOX 177 KAILUA,HI 96734	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	50,000
HUMAN RIGHTS EDUCATION INSTITUTE IN PO BOX 3281 COEUR DALENE,ID 83816	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	10,000
CENTER FOR PUBLIC INTEGRITY 910 17TH STREET NW WASHINGTON,DC 20006	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	12,000
DARK HORSE RESCUE 1055 WOAK GROVE ROAD HERNANDO,MS 38632	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	5,000
GLEN HIGHLAND FARM INC 217 PEGG ROAD MORRIS,NY 13808	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	100,000
CREATIVE DANCE CENTER 12577 DENSMORE AVENUE N SEATTLE,WA 98133	NONE	509(a)(2)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	1,000
BUILDING A GLOBAL COMMUNITY PO BOX 936 MINOOKA,IL 60447	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	40,000
INLAND NORTHWEST LAND TRUST 35 WEST MAIN AVENUE SUITE 210 SPOKANE,WA 99201	NONE	509(a)(1)	TO ASSIST EACH ORGANIZATION IN CARRYING OUT ITS EXEMPT PURPOSE	10,000
Total  3a				600,000

TY 2012 Contractor Compensation Explanation

Name: LYNN R & KARL E PRICKETT FUND
CO PIEDMONT TRUST COMPANY

EIN: 56-6064788

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
PIEDMONT TRUST COMPANY	

TY 2012 General Explanation Attachment

Name: LYNN R & KARL E PRICKETT FUND
CO PIEDMONT TRUST COMPANY

EIN: 56-6064788

Software ID: 12000229

Software Version: 2012v2.0

Identifier	Return Reference	Explanation
		PART IV CAPITAL GAIN AND LOSSES FOR TAX ON INVESTMENT INCOME LINE 2 CAPITAL GAIN NET INCOME OR (NET CAPITAL LOSS) 1 PIEDMONT ASSOCIATES INVESTMENT FUND LLC K-1 NET SHORT TERM CAPITAL GAIN (LOSS) (5,602) SECTION 1256 G/L - SHORT TERM (796) NET LONG TERM CAPITAL GAIN(LOSS) 195,381 SECTION 1256 G/L - LONG TERM (1,193) SECTION 1231 GAIN(LOSS) (4,135) 2 PIEDMONT SOUTHEASTERN INVESTMENT FUND LLC K-1 NET LONG TERM CAPITAL GAIN(LOSS) 13,258 3 TRENWICK LT CAPITAL GAIN (1,766) TOTAL LINE 2 NET CAPITAL GAIN(LOSS) 195,147

TY 2012 Other Assets Schedule

Name: LYNN R & KARL E PRICKETT FUND
CO PIEDMONT TRUST COMPANY

EIN: 56-6064788

Software ID: 12000229

Software Version: 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PIEDMONT SOUTHEASTERN INVESTMENT FD LLC	5,424,782	4,750,468	5,941,307
PIEDMONT ASSOCIATES INVESTMENT FUND LLC	3,324,436	3,119,335	4,931,020

TY 2012 Other Decreases Schedule

Name: LYNN R & KARL E PRICKETT FUND
CO PIEDMONT TRUST COMPANY

EIN: 56-6064788

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
ENDOWMENT TO GUNZENHAUSER CHAPIN FUND	750,000
DISTRIBUTIONS-PIEDMONT SOUTHEASTERN INVESTMENT FUND	152,126
DISTRIBUTIONS-PIEDMONT ASSOCIATES INVESTMENT FUND	149,577

TY 2012 Other Expenses Schedule

Name: LYNN R & KARL E PRICKETT FUND
CO PIEDMONT TRUST COMPANY

EIN: 56-6064788

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT & ADVISOR FEES-PSIF K-1		13,325		
INVESTMENT & ADVISOR FEES-PAIF K-1		58,350		
ACCTG, CHARITABLE& GRANTS ADMINISTRATION	60,011	45,008		15,003

TY 2012 Other Income Schedule

Name: LYNN R & KARL E PRICKETT FUND
CO PIEDMONT TRUST COMPANY

EIN: 56-6064788

Software ID: 12000229

Software Version: 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	301,703	2,832	

TY 2012 Other Increases Schedule

Name: LYNN R & KARL E PRICKETT FUND
CO PIEDMONT TRUST COMPANY

EIN: 56-6064788

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
PIEDMONT SOUTHEASTERN INVESTMENT FUND K-1 ADJUSTMENTS	227,812
PIEDMONT ASSOCIATES INVESTMENT FUND K-1 ADJUSTMENTS	244,476

TY 2012 Other Professional Fees Schedule

Name: LYNN R & KARL E PRICKETT FUND
CO PIEDMONT TRUST COMPANY

EIN: 56-6064788

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	275	275	0	0

TY 2012 Taxes Schedule

Name: LYNN R & KARL E PRICKETT FUND
CO PIEDMONT TRUST COMPANY

EIN: 56-6064788

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID		3,034		
EXCISE TAX	1,000			