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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

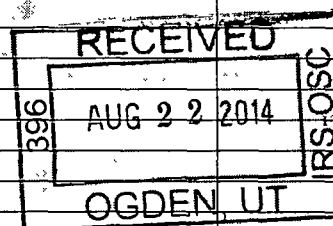
, 2013, and ending

, 20

Name of foundation TW W. N. REYNOLDS RESIDUARY TRUST		A Employer identification number 56-6036636
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 800-352-3705
1525 W W.T. HARRIS BLVD. D1114-044		
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		
G Check all that apply:		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 231,491,266.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		3,876,388.	3,873,837.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,937,833.			
b Gross sales price for all assets on line 6a 52,967,624.			2,937,833.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		6,814,221.	6,811,670.		
13 Compensation of officers, directors, trustees, etc.		371,793.	164,026.		207,768.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 4		215,321.	68,138.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT. 5		375.	375.		
24 Total operating and administrative expenses. Add lines 13 through 23		587,489.	232,539.	NONE	207,768.
25 Contributions, gifts, grants paid		9,653,297.			9,653,297.
26 Total expenses and disbursements. Add lines 24 and 25		10,240,786.	232,539.	NONE	9,861,065.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-3,426,565.			
b Net investment income (if negative, enter -0-)			6,579,131.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		108,123.		
	2	Savings and temporary cash investments		5,245,899.	1,125,208.	1,125,208.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 6		123,900,646.	126,389,976.	195,983,880.
	c	Investments - corporate bonds (attach schedule) . STMT 9			34,669,649.	34,382,177.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 10		36,680,844.			
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ 9WB027432 INDENTURE DATED 09/0)		1.	1.	1.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		165,935,513.	162,184,834.	231,491,266.	
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)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		165,935,513.	162,184,834.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		165,935,513.	162,184,834.	
	31	Total liabilities and net assets/fund balances (see instructions)		165,935,513.	162,184,834.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	165,935,513.
2	Enter amount from Part I, line 27a	2	-3,426,565.
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	3	76,591.
4	Add lines 1, 2, and 3	4	162,585,539.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	400,705.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	162,184,834.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 52,967,624.		50,029,791.	2,937,833.		
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			2,937,833.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	2,937,833.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	9,859,692.	200,885,000.	0.049081
2011	9,284,650.	198,931,919.	0.046673
2010	8,401,667.	185,082,406.	0.045394
2009	10,443,594.	167,205,693.	0.062460
2008	12,030,870.	210,848,035.	0.057059
2 Total of line 1, column (d)			2 0.260667
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 0.052133
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 217,844,668.
5 Multiply line 4 by line 3			5 11,356,896.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 65,791.
7 Add lines 5 and 6			7 11,422,687.
8 Enter qualifying distributions from Part XII, line 4			8 9,861,065.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	131,583.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	131,583.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	131,583.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	132,234.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	132,234.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	651.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 651. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SEE STATEMENT 12 Telephone no <input type="checkbox"/>			
Located at <input type="checkbox"/> ZIP+4 <input type="checkbox"/>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		X
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
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 2013 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 2013)	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 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒ XOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No **STMT. 13**

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

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

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank NA 1525 W W T HARRIS BLVD D114 044, CHARLOTTE, NC 28288-	Co-Trustee 40	218,701.	-0-	-0-
Stephen L Neal 7913 Lewinsville Rd, McLean, VA 22102	Co-Trustee 40	76,546.	-0-	-0-
John O McNairy 1101 Walker Drive, Kinston, NC 28501	Co-Trustee 40	76,546.	-0-	-0-

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	215,527,601.
b	Average of monthly cash balances	1b	5,634,499.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	221,162,100.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	221,162,100.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,317,432.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	217,844,668.
6	Minimum investment return. Enter 5% of line 5	6	10,892,233.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	10,892,233.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	131,583.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	131,583.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	10,760,650.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	10,760,650.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	10,760,650.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,861,065.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	9,861,065.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,861,065.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				10,760,650.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			9,653,297.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>9,861,065.</u>			9,653,297.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				207,768.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013	NONE			NONE
<i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				10,552,882.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

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

a The name, address, and telephone number or e-mail address 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				
Z SMITH REYNOLDS FOUNDATION INC 101 REYNOLDA VILLAGE WINSTON-SALEM NC 27101-	NA	PF	GENERAL SUPPORT	9,653,297.
Total			3a	9,653,297.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	3,876,388.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	2,937,833.	
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)					6,814,221.	
13 Total. Add line 12, columns (b), (d), and (e)					6,814,221.	6,814,221.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.

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

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.

**Sign
Here**

Wells Fargo Bank, N.A.

08/08/2014

► Trustee

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Action for Community in Raleigh 804 Old Fayetteville Street Durham, NC 27701	PC	For general operating support.	\$20,000
Action for Community in Raleigh 804 Old Fayetteville Street Durham, NC 27701	PC	For general operating support.	\$3,000
Action Institute NC 5500 Executive Center Dr, Suite 234 Charlotte, NC 28212	PC	For general operating support.	\$70,000
Adolescent Pregnancy Prevention Campaign of NC 3708 Mayfair St., Suite 310 Durham, NC 27707	PC	For general operating support.	\$75,000
Alliance for Climate Education, Inc. 426 17th Street, Suite 450 Oakland, CA 94612	PC	For its ACE Climate Literacy and Action Program project.	\$30,000
Alliance of North Carolina Black Elected Officials P.O. Box 26615 Raleigh, NC 27611	PC	For general operating support.	\$5,000
American Civil Liberties Union of NC Legal Foundation P. O. Box 28004 Raleigh, NC 27611-8004	PC	Racial Justice Project.	\$60,000
American Rivers 331 W. Main Street, Suite 302 Durham, NC 27701	PC	For general operating support of the North Carolina office.	\$35,000
Appalachian Institute for Renewable Energy 164 South Depot St. Boone, NC 28607	PC	For general operating support.	\$40,000
Appalachian Voices 812 East High Street Charlottesville, VA 22902	PC	For general operating support.	\$35,000
Asheville City Schools Foundation PO Box 3196 Asheville, NC 28802	PC	For general operating support.	\$25,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Beloved Community Center of Greensboro, Inc. P. O. Box 875 Greensboro, NC 27402	PC	For general operating support.	\$35,000
Blue Ridge Environmental Defense League PO Box 88 Glendale Springs, NC 28629	PC	For general operating support.	\$60,000
Blueprint NC 2912 Highwoods Blvd. Suite 202 Raleigh, NC 27604	PC	For general operating support.	\$400,000
Brunswick Housing Opportunities P. O. Box 351 Bolivia, NC 28422	PC	For general operating support.	\$35,000
Caldwell County Green Commission PO Box 2977, 815 Virginia Street Lenoir, NC 28645	PC	For general operating support.	\$17,000
Campaign for Migrant Worker Justice 1221 Broadway St. Toledo, OH 43609	PC	For general operating support.	\$35,000
Campaign for Southern Equality P.O. Box 364 Asheville, NC 28802	PC	For general operating support.	\$20,000
Campaign for Southern Equality P.O. Box 364 Asheville, NC 28802	PC	For general operating support.	\$5,000
Carolina Justice Policy Center P. O. Box 309 Durham, NC 27702	PC	2013 Nonprofit Internship Program Host.	\$1,600
Carolina Justice Policy Center P. O. Box 309 Durham, NC 27702	PC	For general operating support.	\$50,000
Catawba County Hispanic Ministry P. O. Box 104 Hickory, NC 28603	PC	For general operating support.	\$30,000
Catawba Riverkeeper Foundation, Inc. 421 Minuet Lane, Suite 205 Charlotte, NC 28217	PC	For its Safe Urban Waters project.	\$10,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Center for Death Penalty Litigation, Inc. 201 W Main Street, Suite 301 Durham, NC 27701	PC	Public Education and Information Project.	\$32,500
Center for Economic Empowerment & Dev. 230 Hay Street Fayetteville, NC 28301	PC	CEED Microenterprise Development Program.	\$25,000
Center for Participatory Change, Inc. 34 Wall Street, Suite 601 Asheville, NC 28801	PC	For general operating support.	\$75,000
Center for Public Interest Research 44 Winter Street, 4th Fl. Boston, MA 02108	PC	For its Black in NC: A network of thousands of African Americans to connect and engage project.	\$35,000
Center for Responsible Lending 302 W. Main Street Durham, NC 27701	PC	Responsible Lending in North Carolina.	\$105,000
Center for Responsible Lending 302 W. Main Street Durham, NC 27701	PC	For the Advocacy and Outreach on Predatory Lending Reforms in North Carolina Project.	\$10,000
Center for Teaching Quality 605 West Main Street Suite 207 Carrboro, NC 27510	PC	For its Implementing Common Core Standards in NC project.	\$75,000
Central Park NC PO Box 159 Star, NC 27356	PC	For general operating support.	\$65,000
Centro Unido Latino-Americano, Inc. 70 North Main Street Suite 3 Marion, NC 28752	PC	For general operating support.	\$15,000
Chatham Community Development Corporation PO Box 1726 Pittsboro, NC 27312	PC	For its Connecting Minorities in Chatham County with Opportunities for Income and Assets project.	\$25,000
Cherokee County Schools 911 Andrews Road Murphy, NC 28906	PC	Cherokee County Schools' Leadership Academy.	\$75,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Child Care Services Association P. O. Box 901 Chapel Hill, NC 27514	PC	Virtual Early Childhood Depository System.	\$35,000
Children First Communities in Schools of Buncombe County, Inc. 50 S. French Broad Ave., Suite 246 Asheville, NC 28801	PC	The Success Equation - A Poverty Reduction Initiative Project	\$30,000
City of Wilson P. O. Box 10 Wilson, NC 27894-0010	PC	Vollis Simpson Whirligig Park Project	\$25,000
Clean Air Carolina PO Box 5311 Charlotte, NC 28299	PC	Clean Air Carolina Joint Venture Project	\$34,500
Clean Energy Durham P. O. Box 2223 Durham, NC 27702	PC	For general operating support.	\$25,000
Clean Water for NC 29 1/2 Page Ave. Asheville, NC 28801	PC	For general operating support.	\$10,000
Coalicion de Organizaciones Latino-Americanas 34 Wall St., Suite 402 Asheville, NC 28801	PC	To support the collaborative of the Western Workers' Center, Latino Advocacy Coalition of Henderson County, and Coalicion de Organizaciones Latino-Americanas Project.	\$80,000
Coalición Latinoamericana 4938 Central Ave. Suite 101 Charlotte, NC 28205	PC	For general operating support.	\$25,000
Coalición Latinoamericana 4938 Central Ave. Suite 101 Charlotte, NC 28205	PC	For general operating support.	\$50,000
Common Cause Education Fund 1133 19th Street NW Suite 900 Washington, DC 20036	PC	General operating support for its North Carolina office.	\$75,000
Common Counsel Foundation 405-14th Street, Suite 809 Oakland, CA 94612	PC	For its Windcall Institute Building Resilient Social Justice Organizers and Groups in NC project.	\$20,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Communities in Schools of NC 222 N. Person Street Raleigh, NC 27601	PC	To CIS Cohort Capacity Building.	\$20,000
Concerned Citizens of Tillery PO Box 61 Tillery, NC 27887	PC	For general operating support.	\$25,000
Conservation Fund P. O. Box 271 Chapel Hill, NC 27514	PC	For general operating support.	\$260,000
Conservation Trust for NC 1028 Washington Street Raleigh, NC 27605	PC	For general operating support.	\$60,000
Conservation Trust for NC 1028 Washington Street Raleigh, NC 27605	PC	For general operating support.	\$15,000
Conservation Trust for NC 1028 Washington Street Raleigh, NC 27605	PC	NC Land Trusts: Innovating for Success.	\$160,000
Core Sound Waterfowl Museum PO Box 556 Harkers Island, NC 28531	PC	For the Saltwater Connections: A Regional Asset-Based Economic Development Initiative project.	\$40,000
Core Sound Waterfowl Museum PO Box 556 Harkers Island, NC 28531	PC	2013 Nonprofit Internship Program Host.	\$1,600
Corporation for Enterprise Development 307 W. Main Street; Suite 107 Durham, NC 27701	PC	2013 Nonprofit Internship Program Host.	\$1,600
Corporation for Enterprise Development 307 W. Main Street; Suite 107 Durham, NC 27701	PC	Municipal Economic Opportunity Project	\$25,000
Crisis Assistance Ministry 500-A Spratt Street Charlotte, NC 28206	PC	2013 Nonprofit Internship Program Host.	\$1,600
Dan River Basin Association 413 Church Street Eden, NC 27288	PC	For general operating support.	\$10,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Dan River Basin Association 413 Church Street Eden, NC 27288	PC	For general operating support.	\$10,000
Dan River Basin Association 413 Church Street Eden, NC 27288	PC	For general operating support.	\$10,000
Democracy NC 1821 Green Street Durham, NC 27705	PC	For general operating support.	\$50,000
Democracy NC 1821 Green Street Durham, NC 27705	PC	For general operating support.	\$350,000
Dogwood Alliance, Inc. P. O. Box 7645 Asheville, NC 28802	PC	Bioenergy Campaign Project	\$20,000
Duke University Duke University Box 90335 Durham, NC 27708	PC	Nicholas Institute for the Environment: NC Energy Environment Workshop Series: Exploring Air/Energy Coordination Project	\$16,135
Durham Congregations in Action 504 W Chapel Hill St Durham, NC 27701	PC	East Durham Circles Initiative Project	\$15,000
East Carolina University Office of Sponsored Programs, 2200 S. Charles Blvd. Suite 2906, Mailstop 165 Greenville, NC 27858	PC	For its Helping First-Year Elementary Teachers Achieve Teaching Excellence in Mathematics project.	\$34,934
East Carolina University Office of Sponsored Programs, 2200 S. Charles Blvd. Suite 2906, Mailstop 165 Greenville, NC 27858	PC	For its Restarting the Dialogue: Understanding Perceptions of Environmental Change Among Residents of Outer and Inner Banks project.	\$33,500
East Coast Greenway Alliance 5315 Highgate Drive, Suite 105 Durham, NC 27713	PC	Climate Stewardship through Active Transportation Project	\$20,000
El Centro Hispano, Inc. 600 East Main Street Durham, NC 27701	PC	For general operating support.	\$45,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
El Pueblo, Inc. P.O. Box 33672 Raleigh, NC 27636	PC	For general operating support.	\$50,000
Employee/Trustee Matching Gifts North Carolina	PC	Staff and Trustee Charitable Contributions in NC.	\$16,285
Environmental and Conservation Organization of Western NC, Inc. 611 N. Church St , Suite 101 Hendersonville, NC 28792	PC	For general operating support.	\$15,000
Environmental Defense Fund, Inc. 257 Park Avenue South, 16th floor New York, NY 10010	PC	For general operating support.	\$185,000
Envision Charlotte 320 E. 9th Street, Suite 404 - A Charlotte, NC 28202	PC	For general operating support.	\$20,000
Equality NC Foundation P. O. Box 28768 Raleigh, NC 27611	PC	For general operating support.	\$40,000
Faith in Action Inc. 705 N. Greene Street Greensboro, NC 27401	PC	For general operating support.	\$20,000
Families First, Inc. P. O. Box 1776 Whiteville, NC 28472	PC	For its Safe Dates project.	\$30,000
Family Violence Prevention Center, Inc. d/b/a Interact 1012 Oberlin Rd., Ste. 100 Raleigh, NC 27605	PC	For its Expanding Regional Capacity Among Domestic Violence and Sexual Assault programs in the Eastern Central Region project.	\$50,000
Forest Guild 2019 Galisteo Street, Suite N-7 Santa Fe, NM 87505	PC	For its Sustainable Wood Procurement Biomass project.	\$10,000
Graham Revitalization Economic Action Team P. O. Box 1223 Robbinsville, NC 28771	PC	For general operating support.	\$30,000
Grameen America, Inc. 1460 Broadway, 10th Floor New York, NY 10036	PC	Grameen America Microfinance Program, NC.	\$225,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Green Opportunities, Inc. PO Box 7235 Asheville, NC 28802	PC	For general operating support.	\$40,000
GreenFaith 101 South Third Ave., #12 Highland Park, NJ 08904	PC	The Good Steward Campaign Project in North Carolina.	\$15,000
Guilford Child Development 1200 Arlington Street Greensboro, NC 27406	PC	Early Learning: Closing the Gap Between What We Know and What We Do Project	\$60,000
Haw River Assembly, Inc. P. O. Box 187 Bynum, NC 27228	PC	For general operating support.	\$20,000
Hiawassee River Watershed Coalition, Inc. P. O. Box 889 Murphy, NC 28906	PC	For general operating support.	\$15,000
Hispanic Liaison of Chatham County 105 E. Second Street Siler City, NC 27344	PC	For general operating support.	\$30,000
Hispanics In Philanthropy 414 13th Street, Suite 200 Oakland, CA 94612	PC	For its Triangle Latino Student Success project.	\$25,000
Hispanics In Philanthropy 414 13th Street, Suite 200 Oakland, CA 94612	PC	2013 Nonprofit Internship Program Host.	\$1,600
Housing for New Hope, Inc. 18 West Colony Place, Suite 250 Durham, NC 27705	PC	For the Sustainable Affordable Housing Development Program.	\$5,000
IDA and Asset Building Collaborative of NC, Inc. P. O. Box 27386 Raleigh, NC 27611	PC	For general operating support.	\$50,000
IDA and Asset Building Collaborative of NC, Inc. P. O. Box 27386 Raleigh, NC 27611	PC	2013 Nonprofit Internship Program Host.	\$1,600

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Institute for Southern Studies PO Box 531 Durham, NC 27702	PC	For its Carolina Public Press project.	\$17,500
Institute for Southern Studies PO Box 531 Durham, NC 27702	PC	For general operating support.	\$100,000
Institute for Southern Studies PO Box 531 Durham, NC 27702	PC	For its Carolina Public Press project.	\$17,500
Institute for the Public Trust P.O. Box 10881 Raleigh, NC 27605	PC	For general operating support.	\$25,000
Institute of Political Leadership, Inc. P. O. Box 8009 Greensboro, NC 27419	PC	For general operating support.	\$17,500
Iredell-Statesville Schools 410 Garfield Street Statesville, NC 28677	PC	To the Collaborative Organizational Model to Promote Aligned Support Structure (COMPASS).	\$45,000
Just Economics PO Box 2396 Asheville, NC 28802	PC	For general operating support.	\$30,000
Land Trust for the Little Tennessee P.O. Box 1148 Franklin, NC 28734	PC	For general operating support.	\$45,000
Latino Community Development Center P.O. Box 25360 Durham, NC 27702	PC	For general operating support.	\$150,000
Legal Aid of NC-Raleigh Post Office Box 26087 Raleigh, NC 27611-6087	PC	For the Home Defense Project.	\$420,000
Legal Services of Southern Piedmont 1431 Elizabeth Avenue Charlotte, NC 28204	PC	For general operating support.	\$50,000
Lexington Housing Community Development Corp. PO BOX 933 Lexington, NC 27293	PC	For general operating support.	\$35,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Marketing Association for Rehab Centers, Inc 134 Wright BrPCs Way Fletcher, NC 28732	PC	For general operating support.	\$60,000
McColl Center for Visual Art 721 N Tryon Street Charlotte, NC 28202	PC	For the Innovation Institute project.	\$15,000
MDC Inc. 307 West Main Street Durham, NC 27701-3215	PC	For general operating support.	\$70,000
Mecklenburg Citizens for Public Education 129 West Trade Street; Suite 1555 Charlotte, NC 28202	PC	For general operating support.	\$20,000
Media in the Public Interest 2475 Broadway, Suite #305 Boulder, CO 80304	PC	North Carolina News Service Project.	\$25,000
Michigan State University College of Law 648 North Shaw Lane, Office 368 East Lansing, MI 48824-1300	PC	Racial Justice Act Jury Selection Study Expansion Project in North Carolina.	\$20,000
Mitchell County PO 366 Bakersville, NC 28705	PC	For its Toe River Agriculture Center Crop Aggregation Project.	\$20,000
MomsRising Education Fund 12011 Bel-Red Road, Suite 206 Bellevue, WA 98005	PC	For general operating support.	\$35,000
Mountain Area Information Network 34 Wall St. Suite 407 Asheville, NC 28801	PC	For general operating support.	\$40,000
Mountain BizWorks 153 S Lexington Avenue Asheville, NC 28801	PC	For general operating support.	\$70,000
NARAL Pro-Choice North Carolina Foundation 4711 Hope Valley Road, Suite 4F-509 Durham, NC 27707	PC	2013 Nonprofit Internship Program Host.	\$1,600
NARAL Pro-Choice North Carolina Foundation 4711 Hope Valley Road, Suite 4F-509 Durham, NC 27707	PC	For general operating support.	\$55,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
National Forum to Accelerate Middle-Grades Reform P. O. Box 224 Savoy, IL 61874	PC	To Schools to Watch School Transformation Network.	\$70,000
National Parks Conservation Association 777 Sixth Street NW, Suite 700 Washington, DC 20001	PC	For Keeping the Promise: Planning the Future of the Blue Ridge Parkway.	\$5,000
Nature Conservancy 334 Blackwell Street, Suite 300 Durham, NC 27701	PC	2013 Nonprofit Internship Program Host.	\$1,600
NC Advocates for Justice Foundation, Inc. 1312 Annapolis Drive Raleigh, NC 27608	PC	Commission on Racial and Ethnic Disparities Project	\$65,000
NC Association of Black Lawyers' Land Loss Prevention Project P. O. Box 179 Durham, NC 27702	PC	For general operating support.	\$50,000
NC Association of Community Development Corporations 110 Fountain Park Dr, Ste J23 Battletown, NC 27809	PC	Green Economic Transformation Through Energy (GETT Energy).	\$90,000
NC Center for International Understanding 100 East Six Forks Road, Suite 300 Raleigh, NC 27609	PC	2013 Nonprofit Internship Program Host.	\$1,600
NC Center for International Understanding 100 East Six Forks Road, Suite 300 Raleigh, NC 27609	PC	Policy Leaders Latino Initiative Project.	\$26,250
NC Center for Nonprofit Organizations 1110 Navaho Drive, Suite 200 Raleigh, NC 27609-7322	PC	For general operating support.	\$200,000
NC Center for Public Policy Research P.O. Box 430 Raleigh, NC 27602	PC	For general operating support.	\$100,000
NC Center for Voter Education 3933 Arrow Drive, Suite 101 Raleigh, NC 27612	PC	For general operating support.	\$175,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
NC Center on Actual Innocence P.O. Box 52446 Shannon Plaza Station Durham, NC 27717-2446	PC	For general operating support.	\$50,000
NC Central University 1801 Fayetteville Street Durham, NC 27707	PC	For the North Carolina HBCU Student Engagement and Empowerment Network project.	\$25,000
NC Coalition Against Domestic Violence, Inc. 3710 University Dr., Suite 140 Durham, NC 27707	PC	For general operating support.	\$75,000
NC Coalition Against Sexual Assault 811 Spring Forest Road, Suite 900 Raleigh, NC 27609	PC	Legal Access and Analysis for Sexual Assault Project.	\$60,000
NC Coalition for Alternatives to the Death Penalty 201 W. Main Street, Suite 301 Durham, NC 27701	PC	For general operating support.	\$50,000
NC Coastal Federation, Inc. 3609 N.C. 24 Newport, NC 28570	PC	For general operating support.	\$100,000
NC Coastal Federation, Inc. 3609 N.C. 24 Newport, NC 28570	PC	2013 Nonprofit Internship Program Host.	\$1,600
NC Community Development Initiative P.O. Box 98148 Raleigh, NC 27624	PC	For general operating support.	\$375,000
NC Community Development Initiative P.O. Box 98148 Raleigh, NC 27624	PC	2013 Nonprofit Internship Program Host.	\$1,600
NC Community Development Initiative P.O. Box 98148 Raleigh, NC 27624	PC	For general operating support.	\$350,000
NC Conservation Network 19 E. Martin St., Suite 300 Raleigh, NC 27601	PC	For general operating support.	\$140,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
NC Conservation Network 19 E. Martin St , Suite 300 Raleigh, NC 27601	PC	For general operating support.	\$35,000
NC Council of Churches 27 Horne Street Raleigh, NC 27607	PC	Interfaith Power & Light Project	\$40,000
NC Council of Churches 27 Horne Street Raleigh, NC 27607	PC	From Hostility to Hospitality: Immigration and People of Faith.	\$35,000
NC Environmental Justice Network P. O. Box 68 Rocky Mount, NC 27802	PC	For general operating support.	\$33,000
NC Housing Coalition, Inc. 118 St. Mary's St. Raleigh, NC 27605	PC	For general operating support.	\$100,000
NC Housing Coalition, Inc. 118 St. Mary's St. Raleigh, NC 27605	PC	2013 Nonprofit Internship Program Host.	\$1,600
NC Indian Economic Development Initiative PO Box 58096 Raleigh, NC 27658	PC	For general operating support.	\$60,000
NC Institute for Child Development Professionals PO Box 959 Chapel Hill, NC 27514	PC	Lifting the Voices of Child Care Workers.	\$30,000
NC Institute of Minority Economic Development P. O. Box 1331 Durham, NC 27701	PC	For general operating support.	\$100,000
NC Justice Center P. O. Box 28068 Raleigh, NC 27611	PC	For the Eastern Carolina Immigrants' Rights Project.	\$75,000
NC Justice Center P. O. Box 28068 Raleigh, NC 27611	PC	For general operating support.	\$50,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
NC Justice Center P. O. Box 28068 Raleigh, NC 27611	PC	For general operating support.	\$525,000
NC Justice Center P. O. Box 28068 Raleigh, NC 27611	PC	For general operating support.	\$25,000
NC Justice Center P. O. Box 28068 Raleigh, NC 27611	PC	For general operating support.	\$645,000
NC League of Conservation Voters Foundation, Inc. PO Box 12671 Raleigh, NC 27605	PC	For general operating support.	\$25,000
NC New Schools Project, Inc. 4600 Marriott Drive, Suite 510 Raleigh, NC 27612	PC	2013 Nonprofit Internship Program Host.	\$1,600
NC New Schools Project, Inc. 4600 Marriott Drive, Suite 510 Raleigh, NC 27612	PC	North Carolina Center for Educational Leadership (NCCEL).	\$65,000
NC Pottery Museum P.O. Box 531 Seagrove, NC 27341	PC	For general operating support.	\$30,000
NC Prisoner Legal Services P O. Box 25397 Raleigh, NC 27611	PC	Incarcerated Youth Advocacy Project	\$40,000
NC Rail-Trails, Inc. PO Box 28 Carrboro, NC 27510	PC	For the Advance Social Justice as it Pertains to Recent Crime on the American Tobacco Trail Project.	\$15,000
NC Rural Education Working Group P.O. Box 222 Rich Square, NC 27869	PC	For general operating support	\$30,000
NC Sustainable Energy Association PO Box 6465 Raleigh, NC 27628	PC	For general operating support.	\$10,000
NC Sustainable Energy Association PO Box 6465 Raleigh, NC 27628	PC	For general operating support.	\$80,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
NC Wesleyan College 3400 N. Wesleyan Blvd. Rocky Mount, NC 27804	PC	For its Scholars' Latino Initiative project.	\$25,000
NC Wildlife Federation P. O. Box 10626 Raleigh, NC 27605-0626	PC	For general operating support.	\$35,000
Neighbors for Better Neighborhoods P. O. Box 20473 Winston-Salem, NC 27120	PC	For general operating support.	\$25,000
Neighbors in Ministry, Inc. PO Box 1036 Brevard, NC 28712	PC	Dismantling Racism: New Directions.	\$20,000
North Carolina State University Research Administration/SPARCS 2701 Sullivan Drive Admin Services III; Box 7514 Raleigh, NC 27695-7514	PC	NC Solar Center: Southeastern Coastal Wind Project	\$25,000
North Carolina State University Foundation, Inc. NCSU Campus Box 7006 Raleigh, NC 27695-7006	PC	Institute for Emerging Issues.	\$75,000
North Carolina State University Foundation, Inc. NCSU Campus Box 7006 Raleigh, NC 27695-7006	PC	The Emerging Issues Commons Project.	\$100,000
Pamlico-Tar River Foundation, Inc. P.O. Box 1854 Washington, NC 27889	PC	For general operating support.	\$30,000
Pamlico-Tar River Foundation, Inc. P.O. Box 1854 Washington, NC 27889	PC	For general operating support.	\$5,000
Pamlico-Tar River Foundation, Inc. P.O. Box 1854 Washington, NC 27889	PC	For its Waterkeepers Carolina: Chapter 2 project.	\$45,000
People of Faith Against the Death Penalty 110 W. Main St., Ste. 2G Carrboro, NC 27510	PC	For its NC Grassroots Education & Mobilization on the Death Penalty project.	\$60,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Pigeon Community Development Center P. O. Box 1494 Waynesville, NC 28786	PC	For general operating support.	\$25,000
Pisgah Legal Services P.O. Box 2276 Asheville, NC 28802	PC	For general operating support.	\$50,000
Planned Parenthood Health Systems, Inc. 100 S. Boylan Avenue Raleigh, NC 27603	PC	For general operating support.	\$125,000
Planned Parenthood of Central NC, Inc. P. O. Box 3258 Chapel Hill, NC 27515	PC	For general operating support.	\$125,000
President and Fellows of Harvard College Harvard University, Office for Sponsored Programs Holyoke Center, Suite 600 1350 Massachusetts Ave. Cambridge, MA 02138	PC	Project READS: Using Data to Promote Summer Reading and Close the Achievement Gap for Low-SES Students in North Carolina.	\$90,000
ProgressNow Education Fund P.O. Box 40487 Raleigh, NC 27629	PC	For general operating support.	\$37,500
PTA North Carolina Congress 3501 Glenwood Avenue Raleigh, NC 27612	PC	For general operating support.	\$50,000
Public School Forum of NC 3739 National Drive, Suite 100 Raleigh, NC 27612	PC	For general operating support.	\$60,000
Queen City Forward 222 S Church St., Ste. 100 Charlotte, NC 28202	PC	For general operating support.	\$35,000
Queens University of Charlotte 1900 Selwyn Avenue Charlotte, NC 28274	PC	Queens University of Charlotte - School Executive Leadership Academy	\$75,000
Raleigh Area Development Authority 4030 Wake Forest Road, Suite 205 Raleigh, NC 27609	PC	Renewable Energy Assessment for African American Landowners Project (REAAAL)	\$35,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Raleigh Public Record Inc. 907 Glenwood Avenue Raleigh, NC 27605	PC	For general operating support.	\$35,000
Reading Connections, Inc. 122 N. Elm Street, Suite 520 Greensboro, NC 27401	PC	Leadership Fellows Program.	\$18,000
Reinvestment Partners PO Box 1929 Durham, NC 27702	PC	For general operating support.	\$5,000
Reinvestment Partners PO Box 1929 Durham, NC 27702	PC	For general operating support.	\$65,000
RFD CDC 1713 Beechwood Road Yadkinville, NC 27055	PC	To support the expansion of the NC Circles Project to 15 communities project.	\$30,000
Roanoke Economic Development, Inc. PO Box 148 Rich Square, NC 27845	PC	Sustainable Forestry and African-American Land Retention Project	\$26,000
Rogers-Eubanks Neighborhood Association P. O. Box 16903 Chapel Hill, NC 27516	PC	Growing Neighborhood Wealth Through the Development of a Wellness Cooperative Project	\$20,000
Rural Advancement Foundation International- USA PO Box 640 Pittsboro, NC 27312	PC	For general operating support.	\$60,000
Rural Empowerment Association for Community Help 2389 Wards Bridge Rd. Warsaw, NC 28398	PC	For general operating support.	\$30,000
Shelter Home of Caldwell County P. O. Box 426 Lenoir, NC 28645	PC	2013 Nonprofit Internship Program Host.	\$1,600
Shelter Home of Caldwell County P. O. Box 426 Lenoir, NC 28645	PC	For the Child Advocacy Program.	\$35,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Smith (Johnson C.) University 100 Beatties Ford Road Charlotte, NC 28216	PC	Center for Applied Leadership and Community Development: Community Environmental Leadership Training Program Project	\$20,000
Southern Alliance for Clean Energy 46 Orchard St Asheville, NC 28801	PC	Promoting Energy Efficiency in North Carolina Project	\$50,000
Southern Appalachian Highlands Conservancy 34 Wall Street, Suite 502 Asheville, NC 28801	PC	2013 Nonprofit Internship Program Host.	\$1,600
Southern Appalachian Highlands Conservancy 34 Wall Street, Suite 502 Asheville, NC 28801	PC	For its Blue Ridge Forever -- "See What Forever Looks Like" Year 2 project.	\$20,000
Southern Coalition for Social Justice 1415 West Highway 54, Suite 101 Durham, NC 27707	PC	For general operating support.	\$100,000
Southern Coalition for Social Justice 1415 West Highway 54, Suite 101 Durham, NC 27707	PC	NC Voting Rights Litigation Project	\$35,000
Southern Environmental Law Center 601 West Rosemary Street, Suite 220 Chapel Hill, NC 27516	PC	For general operating support.	\$240,000
Sow Much Good Inc. P. O. Box 68 Cornelius, NC 28031	PC	For general operating support.	\$30,000
Stecoah Valley Arts, Crafts & Educational Center, Inc. 121 Schoolhouse Road Robbinsville, NC 28771	PC	Stecoah Artisan Gallery project.	\$25,000
stone circles 6602 Nicks Road Mebane, NC 27302	PC	For general operating support.	\$25,000
Strategic Leadership by Design 1010 Montague Court Sanford, NC 27330	PC	Aspiring Superintendent Fellows Program Project.	\$139,929
Student Action with Farmworkers 1317 W. Pettigrew St. Durham, NC 27705	PC	For general operating support.	\$45,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Support Center 3120 Highwoods Blvd Raleigh, NC 27604	PC	For general operating support.	\$30,000
Support Center 3120 Highwoods Blvd Raleigh, NC 27604	PC	General operating support for Generations Community Credit Union.	\$100,000
Support Center 3120 Highwoods Blvd Raleigh, NC 27604	PC	2013 Nonprofit Internship Program Host - Generations Community Credit Union.	\$1,600
Sustain Charlotte 2317 Laburnum Ave. Charlotte, NC 28205	PC	For general operating support.	\$20,000
Sustainable Sandhills PO Box 144 Fayetteville, NC 28302	PC	For general operating support.	\$20,000
Teach For America - Eastern NC 324 Blackwell Street, Bay 11 Suite 1160 Durham, NC 27701	PC	For general operating support.	\$65,000
Third Reconstruction Institute 4907 Garrett Road Durham, NC 27707	PC	For its support of the NC IAF groups and NC United Power project.	\$150,000
Thirtieth Judicial District Domestic Violence-Sexual Assault Alliance, Inc. P. O. Box 554 Waynesville, NC 28786-0554	PC	For general operating support.	\$30,000
Thirtieth Judicial District Domestic Violence-Sexual Assault Alliance, Inc. P. O. Box 554 Waynesville, NC 28786-0554	PC	Building A Foundation Through Cultural Competence Project	\$10,000
Thirtieth Judicial District Domestic Violence-Sexual Assault Alliance, Inc. P. O. Box 554 Waynesville, NC 28786-0554	PC	2013 Nonprofit Internship Program Host.	\$1,600
Toxic Free NC 115 S. St. Mary's Street, Suite D Raleigh, NC 27603	PC	For general operating support.	\$55,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Trust for Public Land 101 Montgomery Street, Suite 900 San Francisco, CA 94104	PC	Land for Tomorrow.	\$75,000
University of North Carolina Chapel Hill Office of Sponsored Research, 104 Airport Drive, Ste. 2200, CB# 1350 Chapel Hill, NC 27599	PC	UNC School of Government (Indigent Defense Education group), Reference Manual on Litigating Issues of Race in North Carolina Criminal Cases.	\$30,000
University of North Carolina Chapel Hill Office of Sponsored Research, 104 Airport Drive, Ste. 2200, CB# 1350 Chapel Hill, NC 27599	PC	For the School of Journalism and Mass Communications: Recruitment and Retention of an Urban Youth Staff for the Northeast Central Durham Community VOICE.	\$7,500
University of North Carolina Chapel Hill Office of Sponsored Research, 104 Airport Drive, Ste. 2200, CB# 1350 Chapel Hill, NC 27599	PC	Center for Urban and Regional Studies: State of North Carolina Cities.	\$3,300
University of North Carolina Chapel Hill Office of Sponsored Research, 104 Airport Drive, Ste. 2200, CB# 1350 Chapel Hill, NC 27599	PC	2013 Nonprofit Internship Program Host.	\$1,600
University of North Carolina Chapel Hill Office of Sponsored Research, 104 Airport Drive, Ste. 2200, CB# 1350 Chapel Hill, NC 27599	PC	American Indian Center's North Carolina Native Asset Building Coalition Project.	\$35,000
University of North Carolina Chapel Hill Office of Sponsored Research, 104 Airport Drive, Ste. 2200, CB# 1350 Chapel Hill, NC 27599	PC	School of Government for its Planning for Solar project.	\$9,824
University of North Carolina Chapel Hill Office of Sponsored Research, 104 Airport Drive, Ste. 2200, CB# 1350 Chapel Hill, NC 27599	PC	School of Government: Community Electricity Rate and Expenditure Assessment/Analysis Project.	\$40,000
University of North Carolina Charlotte 9201 University City Blvd. Charlotte, NC 28223-0001	PC	The First 3 Beginning Teacher Support Program.	\$75,000
University of North Carolina Pembroke P.O. Box 1510 Pembroke, NC 28372-1510	PC	School of Education - PREP (Partnership for the Retention of Education Professionals) Project.	\$55,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
University of North Carolina Press 116 South Boundary Street Chapel Hill, NC 27514	PC	2013 Nonprofit Internship Program Host.	\$1,600
University of North Carolina Wilmington 601 South College Road Wilmington, NC 28403	PC	Feast Down East Food Sovereignty Project.	\$40,000
Wake Forest University 1834 Wake Forest Road Winston-Salem, NC 27109	PC	Annual grant, under 1990 contract, for general support, faculty development, and scholarships.	\$1,200,000
Wake Forest University 1834 Wake Forest Road Winston-Salem, NC 27109	PC	Campaign for Wake Forest. For scholarships: Joseph G. Gordon, NSR, NC middle income residents, annual awards to faculty members, Reynolds Professors supplements, and special undergraduate programs and needs.	\$541,005
WakeUP Wake County, Inc. P. O. Box 6484 Raleigh, NC 27628	PC	For its Planning for Growth Sustainably: Using civic engagement to improve transit, land use, and drinking water project.	\$5,000
Public Schools First NC, Inc. P. O. Box 6484 Raleigh, NC 27628	PC	For its Public Schools First NC project.	\$150,000
WakeUP Wake County, Inc. P. O. Box 6484 Raleigh, NC 27628	PC	For its Planning for Growth Sustainably: Using civic engagement to improve transit, land use, and drinking water project.	\$15,000
Ware Creek Community Development Program 2144 Maules Point Road Blounts Creek, NC 27814	PC	For the Literacy for Life Program project.	\$5,000
West End Revitalization Association, Inc. PO Box 661 Mebane, NC 27302	PC	For general operating support.	\$20,000
Western NC Alliance 29 N. Market Street, Suite 610 Asheville, NC 28801	PC	For general operating support.	\$15,000
Western NC Alliance 29 N. Market Street, Suite 610 Asheville, NC 28801	PC	For general operating support.	\$60,000

Z. SMITH REYNOLDS FOUNDATION, INC.
GRANTS PAID – 2013

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Western NC Workers' Center PO Box 3025 Marion, NC 28752	PC	For general operating support.	\$30,000
Wilderness Society 1615 M Street, NW Washington, DC 20036	PC	For the Protecting Wildlands in Western North Carolina project.	\$35,000
Wilmington Area Rebuilding Ministry 20 N. Fourth St , Suite 213 Wilmington, NC 28401	PC	For general operating support.	\$10,000
Wilson County Schools 117 N.E. Tarboro Street Wilson, NC 27893	PC	Wilson Teacher Training Academy Project	\$30,000
Winston-Salem Foundation 860 W. Fifth Street Winston-Salem, NC 27101	PC	Support of the Winston-Salem Community Development Support Collaborative Project	\$75,000
Working America Education Fund 815 Sixteenth Street NW 5th floor Washington, DC 20006	PC	For general operating support.	\$45,000
Yadkin Riverkeeper Inc. 308 North Patterson Avenue Winston Salem, NC 27101	PC	For general operating support.	\$15,000
YWCA-Winston-Salem/Forsyth County 1201 Glade Street Winston-Salem, NC 27101	PC	A grant in honor of Florence Corpening for the purpose of the Community Racial Education Program.	\$10,000
TOTAL GRANTS PAID			\$14,998,062

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AFLAC INC COM	6,347.	6,347.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	1,764.	1,764.
ABBVIE INC	5,040.	5,040.
AMGEN INC COM W/RTS ATTACHED EXP 03/21/2	5,527.	5,527.
ANHEUSER-BUSCH INBEV SPN ADR	4,270.	4,270.
APPLE COMPUTER INC COM	10,738.	10,738.
BHP LIMITED SPONS ADR COM	6,310.	6,310.
BOEING CO COM	5,277.	5,277.
BRISTOL-MYERS SQUIBB CO COM	10,584.	10,584.
CME GROUP INC	1,746.	1,746.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/	4,541.	4,541.
CHEVRONTXACO CORP COM	10,647.	10,647.
CISCO SYS INC COM W/RIGHTS ATTACHED EXP	6,431.	6,431.
COCA-COLA CO COM	3,203.	3,203.
COMCAST CORP NEW CL A	6,668.	6,668.
CONOCOPHILLIPS COM	5,238.	5,238.
DIAGEO PLC SPONSORED ADR NEW	6,177.	6,177.
EATON VANCE FLOATING RATE FD-I #924	251,227.	251,227.
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	3,287.	3,287.
EXXON MOBIL CORP COM	4,305.	4,305.
GENERAL ELEC CO COM	3,975.	3,975.
HSBC HLDGS PLC SPONSORED ADR NEW	2,200.	2,200.
HOME DEPOT INC COM	6,427.	6,427.
INTEL CORP COM	10,008.	10,008.
INTL BUSINESS MACHINES CORP COM	4,588.	4,588.
ISHARES RUSSELL 2000	107,288.	107,288.
JP MORGAN CHASE & CO COM	10,064.	10,064.
JOHNSON & JOHNSON COM	7,951.	7,951.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	3,557.	3,557.
KRAFT FOODS GROUP INC	1,768.	1,768.
LAS VEGAS SANDS CORP	5,432.	2,881.
MCDONALDS CORP COM	6,458.	6,458.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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MEADWESTVACO CORP COM W/RTS EXP 1/29/200	4,890.	4,890.
MERCK & CO INC NEW	9,030.	9,030.
MICROSOFT CORP COM	7,673.	7,673.
MONDELEZ INTERNATIONAL INC	1,389.	1,389.
MORGAN STANLEY INS FR EMG-I	9,012.	9,012.
NESTLE S A SPONSORED ADR REPSTG REG SH	7,919.	7,919.
NOVARTIS AG SPONSORED ADR	8,881.	8,881.
OCCIDENTAL PETE CORP COM	1,958.	1,958.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	145,827.	145,827.
PIMCO FDS PAC INVT MGMT REAL RETURN BD F	21,569.	21,569.
PHILIP MORRIS INTERNATIONAL IN	4,118.	4,118.
POWERSHARES DYN WATER RESOURCES	15,527.	15,527.
PROCTER & GAMBLE CO COM	6,816.	6,816.
SPDR S&P MIDCAP 400 ETF TRUST	188,556.	188,556.
SCHLUMBERGER LTD COM	4,256.	4,256.
TARGET CORP COM	7,189.	7,189.
TEMPLETON FRONTIER MARKET-AD #674	29,070.	29,070.
3M CO COM	6,680.	6,680.
TOTAL FINA ELF S A SPONSORED ADR	7,752.	7,752.
TRAVELERS COMPANIES, INC	6,801.	6,801.
UNION PAC CORP COM	7,922.	7,922.
UNITED PARCEL SERVICE CL B COM	6,374.	6,374.
VANGUARD INST DEV MKTS IN-IS #885	288,157.	288,157.
VANGUARD SHORT TERM BOND ETF	38,410.	38,410.
VANGUARD SHORT-TERM CORPORATE FD	15,891.	15,891.
VANGUARD SHORT-TERM FED-ADM #549	20,827.	20,827.
VANGUARD S/T INVEST GR - INS #858	94,450.	94,450.
VANGUARD MSCI EMERGING MARKETS EFT	411,424.	411,424.
VANGUARD S/T CORP BOND ETF	113,012.	113,012.
VANGUARD TOTAL STK MKT INDX- I #855	883,631.	883,631.
VANGUARD VALUE INDEX FD CL I	349,416.	349,416.
VANGUARD GROWTH INDEX FD-INS#0868	592,312.	592,312.
VERIZON COMMUNICATIONS COM	5,271.	5,271.

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TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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VODAFONE GROUP PLC SPONSORED ADR	11,808.	11,808.
ACCENTURE PLC	5,690.	5,690.
ENSCO PLC-CL A	1,800.	1,800.
ACE LIMITED	5,255.	5,255.
WF ADV TREAS PLUS MM FD-INST #793	782.	782.
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TOTAL	3,876,388.	3,873,837.
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TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART I - TAXES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	10,411.	10,411.
FEDERAL TAX PAYMENT - PRIOR YE	14,949.	
FEDERAL ESTIMATES - PRINCIPAL	132,234.	
FOREIGN TAXES ON QUALIFIED FOR	31,409.	31,409.
FOREIGN TAXES ON NONQUALIFIED	26,318.	26,318.
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TOTALS	215,321.	68,138.
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TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART I - OTHER EXPENSES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEE	375.	375.
TOTALS	----- 375. =====	----- 375. =====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
001055102 AFLAC INC	209,420.	298,596.
002824100 ABBOTT LABS	91,383.	120,740.
031162100 AMGEN INC	197,509.	335,395.
03524A108 ANHEUSER-BUSCH INBEV	102,267.	150,109.
037833100 APPLE INC	549,176.	510,528.
084670702 BERKSHIRE HATHAWAY I	306,688.	446,971.
088606108 BHP BILLITON LIMITED	196,656.	185,504.
097023105 BOEING CO	204,626.	371,253.
110122108 BRISTOL MYERS SQUIBB	250,690.	401,814.
12572Q105 CME GROUP INC	113,459.	131,028.
14040H105 CAPITAL ONE FINANCIA	265,194.	366,196.
166764100 CHEVRON CORP	295,140.	341,004.
17275R102 CISCO SYSTEMS INC	259,388.	282,842.
191216100 COCA COLA CO	101,961.	118,147.
20030N101 COMCAST CORP CLASS A	265,726.	463,528.
20825C104 CONOCOPHILLIPS	115,710.	137,061.
25243Q205 DIAGEO PLC - ADR	199,534.	272,785.
291011104 EMERSON ELECTRIC CO	103,138.	138,956.
30231G102 EXXON MOBIL CORPORAT	150,815.	177,100.
369604103 GENERAL ELECTRIC CO	105,385.	146,597.
437076102 HOME DEPOT INC	205,547.	339,241.
458140100 INTEL CORP	309,581.	288,620.
459200101 INTERNATIONAL BUSINE	254,150.	232,587.
464285105 ISHARES GOLD TRUST	1,061,304.	721,076.
464287655 ISHARES RUSSELL 2000	6,084,233.	8,751,325.
46625H100 JPMORGAN CHASE & CO	334,850.	432,752.
478160104 JOHNSON & JOHNSON	199,059.	281,181.
478366107 JOHNSON CONTROLS INC	198,767.	320,112.
50076Q106 KRAFT FOODS GROUP IN	35,290.	47,063.

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STATEMENT 6

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
517834107 LAS VEGAS SANDS CORP	222,595.	306,016.
580135101 MCDONALDS CORP	200,666.	200,852.
583334107 MEADWESTVACO CORP		
589333Y105 MERCK & CO INC NEW	198,344.	262,763.
594918104 MICROSOFT CORP	253,277.	295,913.
609207105 MONDELEZ INTERNATION	65,305.	92,486.
641069406 NESTLE S.A. REGISTER	227,151.	269,339.
66987V109 NOVARTIS AG - ADR	202,472.	294,191.
674599105 OCCIDENTAL PETE CORP	99,868.	97,002.
68380Y409 OPPENHEIMER COM STR	4,334,860.	3,963,593.
718172109 PHILIP MORRIS INTERN	101,964.	102,813.
722005667 PIMCO COMMODITY REAL		
73935X575 POWERSHARES DYN WATE	3,052,411.	3,943,383.
742718109 PROCTER & GAMBLE CO	193,997.	234,461.
78467Y107 SPDR S&P MIDCAP 400	11,811,064.	17,674,708.
806857108 SCHLUMBERGER LTD	260,161.	316,286.
870297603 MLN ELEMENTS ROGERS	2,065,513.	1,589,640.
87612E106 TARGET CORP	262,672.	287,879.
88579Y101 3M CO	234,315.	368,858.
89151E109 TOTAL S.A. - ADR	115,541.	153,175.
89417E109 TRAVELERS COMPANIES,	203,273.	314,174.
907818108 UNION PACIFIC CORP	311,868.	465,360.
911312106 UNITED PARCEL SERVIC	207,322.	270,056.
921909826 VANGUARD INST DEV MK	7,690,489.	10,185,902.
922042858 VANGUARD FTSE EMERGI	12,313,827.	11,780,850.
922908801 VANGUARD TOTAL STK M	21,817,695.	50,559,718.
922908835 VANGUARD MID-CAP IND		
922908850 VANGUARD VALUE INDEX	10,672,534.	15,718,421.
922908868 VANGUARD GROWTH INDE	26,371,121.	49,311,277.

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STATEMENT 7

TW W. N. REYNOLDS RESIDUARY TRUST

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
922908876 VANGUARD SMALL CAP I		
92343V104 VERIZON COMMUNICATIO	101,168.	124,816.
92857W209 VODAFONE GROUP PLC N	204,528.	293,646.
G1151C101 ACCENTURE PLC	208,560.	268,859.
G3157S106 ENSCO PLC-CL A		
H0023R105 ACE LIMITED	256,514.	360,284.
00287Y109 ABBVIE INC	99,097.	166,352.
22544R305 CREDIT SUISSE COMM R	6,028,000.	5,530,767.
404280406 HSBC - ADR	235,158.	242,572.
61760X836 MORGAN STANLEY INS F	2,000,000.	2,083,978.
88019R641 TEMPLETON FRONTIER M	1,000,000.	1,043,379.
	-----	-----
TOTALS	126,389,976.	195,983,880.
	=====	=====

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FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
464287655 ISHARES RUSSELL		
78467Y107 SPDR S&P MIDCAP 400		
922031745 VANGUARD INFLATION		
683807Y409 OPPENHEIMER COMM.		
922908868 VANGUARD GROWTH IND		
922908835 VANGUARD MID-CAP		
921909826 VANGUARD INSTI. DEV		
922908876 VANGUARD SMALL CAP		
922908801 VANGUARD TOTAL STOC		
922908850 VANGUARD VALUE INDE		
922042858 VANGUARD EMERGING		
277911491 EATON VANCE FLOATING	9,350,000.	9,364,592.
693390304 PIMCO LOW DURATION F	6,131,503.	6,050,247.
921937827 VANGUARD SHORT TERM	3,255,864.	3,206,232.
922031844 VANGUARD SHORT-TERM	3,254,000.	3,211,974.
922031877 VANGUARD S/T INVEST	6,338,796.	6,262,707.
92206C409 VANGUARD S/T CORP BO	6,339,486.	6,286,425.
	-----	-----
TOTALS	34,669,649.	34,382,177.
	=====	=====

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STATEMENT 9

TW W. N. REYNOLDS RESIDUARY TRUST

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FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F
-----	-----
CALL WRITE ISHARES RUSSELL	C
CALL WRITE SPDR S &P MIDCAP400	C
PUT OPTION ISHARES RUSSELL	C
PUT OPTION SPDR S&P MIDCAP400	C
#9WB027432 INDENTURE FOR REYNO	C
#722005667 PIMCO COMMODITY REA	C
464287176 ISHARES BARCLAYS TIP	C
693390304 PIMCO LOW DURATION F	C
693391104 PIMCO REAL RETURN FU	C
921937827 VANGUARD SHORT TERM	C
922031745 VANGUARD INFLT-PROT	C
922031844 VANGUARD SHORT-TERM	C

TOTALS

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STATEMENT 10

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE
FUNDS TRANSFERRED IN ERROR TO WRONG ACCOUNT

106,169.

294,536.

TOTAL

400,705.

=====

TW W. .N. REYNOLDS RESIDUARY TRUST

56-6036636

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

NAME: Wells Fargo Bank

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

TELEPHONE NUMBER: (800)352-3705

STATEMENT 12

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

NAME:

Z Smith Reynolds Foundation

ADDRESS:

101 Reynolds Village
Winston Salem, NC 27106

GRANT DATE: 12/11/2013

GRANT AMOUNT 9,653,297.

GRANT PURPOSE:

Operating Support in North Carolina See Attached for period
2012 payable in 2013 due to receive in December annually.

ANY DIVERSION BY GRANTEE:

None

DATES OF REPORTS BY GRANTEE:

08/08/2014

DATE OF VERIFICATION: 08/08/2014

RESULTS OF VERIFICATION:

Grantee has paid out grants greater than funds received
and are disbursed no later than 12 months after close of year.