



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

TW W. N. REYNOLDS RESIDUARY TRUST

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1525 W W.T. HARRIS BLVD. D1114-044

City or town, state or province, country, and ZIP or foreign postal code

CHARLOTTE, NC 28262

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 236,493,087.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

56-6036636

B Telephone number (see instructions)

800-352-3705

C If exemption application is
pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the
85% test, check here and attach
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (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	348.	348.		STMT 1
4 Dividends and interest from securities	4,393,864.	4,376,932.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,192,247.			
b Gross sales price for all assets on line 6a	21,490,476.			
7 Capital gain net income (from Part IV, line 2)		1,192,247.		
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	5,586,459.	5,569,527.		
13 Compensation of officers, directors, trustees, etc.	421,168.	379,051.		42,117.
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)	157,244.	60,074.		
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 6	277.	277.		
24 Total operating and administrative expenses. Add lines 13 through 23.	578,689.	439,402.	NONE	42,117.
25 Contributions, gifts, grants paid	10,726,883.			10,726,883.
26 Total expenses and disbursements Add lines 24 and 25	11,305,572.	439,402.	NONE	10,769,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-5,719,113.			
b Net investment income (if negative, enter -0-)		5,130,125.		
c Adjusted net income (if negative, enter -0-)				

SCANNED AUG 20 2015

Operating and Administrative Expenses

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			
	2	Savings and temporary cash investments	1,125,208.	1,762,528.	1,762,528.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7	126,389,976.	128,722,934.	209,046,186.
	c	Investments - corporate bonds (attach schedule) STMT 10	34,669,649.	26,245,086.	25,684,372.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 11			
	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)	162,184,834.	156,730,549.	236,493,087.
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	162,184,834.	156,730,549.	
	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)	162,184,834.	156,730,549.	
	31	Total liabilities and net assets/fund balances (see instructions)	162,184,834.	156,730,549.	

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	162,184,834.
2	Enter amount from Part I, line 27a	2	-5,719,113.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	400,705.
4	Add lines 1, 2, and 3	4	156,866,426.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	135,877.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	156,730,549.

Form **990-PF** (2014)

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 21,490,476.		20,298,229.	1,192,247.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			1,192,247.		
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	1,192,247.	
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 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))
2013	9,690,476.	217,844,668.	0.044483
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
2 Total of line 1, column (d)			2 0.248091
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 0.049618
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 236,138,271.
5 Multiply line 4 by line 3			5 11,716,709.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 51,301.
7 Add lines 5 and 6			7 11,768,010.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 10,769,000.

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)			
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.		1	102,603.
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	102,603.
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	102,603.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	97,821.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	4,782.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		102,603.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> NONE 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 2014 or the taxable year beginning in 2014 (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

Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SEE STATEMENT 14</u> Telephone no. <u></u> Located at <u></u> ZIP+4 <u></u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>X</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2014 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 2014.)	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 2014?	4b	X

Form 990-PF (2014)

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 4945(d)(4)(A)? (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 ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank NA 1525 W W T HARRIS BLVD D114 044, CHARLOTTE, NC 28288-	Co-Trustee 40	247,746.	-0-	-0-
Stephen L Neal 7913 Lewinsville Rd, McLean, VA 22102	Co-Trustee 40	86,711.	-0-	-0-
John O. McNairy 1101 Walker Drive, Kinston, NC 28501	Co-Trustee 40	86,711.	-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

Form 990-PF (2014)

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 ▶	

Form 990-PF (2014)

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	234,989,183.
b	Average of monthly cash balances	1b	4,745,102.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	239,734,285.
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	239,734,285.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,596,014.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	236,138,271.
6	Minimum investment return. Enter 5% of line 5	6	11,806,914.

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	11,806,914.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	102,603.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	102,603.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,704,311.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	11,704,311.
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	11,704,311.

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	10,769,000.
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	10,769,000.
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	10,769,000.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				11,704,311.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			10,726,883.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 10,769,000.				
a Applied to 2013, but not more than line 2a . . .			10,726,883.	
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 2014 distributable amount				42,117.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				11,662,194.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010 . . .	NONE			
b Excess from 2011 . . .	NONE			
c Excess from 2012 . . .	NONE			
d Excess from 2013 . . .	NONE			
e Excess from 2014 . . .	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 2014, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 MS LESLIE J WINNE 102 W THIRD STREET SUITE 1110 WINSTON SALEM	NA	PF	GENERAL SUPPORT	10,726,883.
Total			3a	10,726,883.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

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

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

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

[illegible]

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

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Wells Fargo Bank, N.A.

06/22/2015

► Trustee

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

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

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	348.	348.
	-----	-----
TOTAL	348.	348.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC COM	6,705.	6,705.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/ ABBVIE INC	2,772.	2,772.
AMGEN INC COM W/RTS ATTACHED EXP 03/21/2	5,229.	5,229.
ANHEUSER-BUSCH INBEV SPN ADR	7,174.	7,174.
APPLE COMPUTER INC COM	4,568.	4,568.
BHP LIMITED SPONS ADR COM	11,757.	11,757.
BOEING CO COM	6,582.	6,582.
BRISTOL-MYERS SQUIBB CO COM	7,942.	7,942.
CME GROUP INC	10,886.	10,886.
C SHARES (INCOME OPTION)	7,482.	7,482.
CAPITAL ONE FINL CORP COM RTS EXP 11/29/ CHEVRONTXACO CORP COM	131,340.	131,340.
CISCO SYS INC COM W/RIGHTS ATTACHED EXP I	5,736.	5,736.
COCA-COLA CO COM	11,493.	11,493.
COMCAST CORP NEW CL A	9,331.	9,331.
CONOCOPHILLIPS COM	3,489.	3,489.
DIAGEO PLC SPONSORED ADR NEW	7,760.	7,760.
EATON VANCE FLOATING RATE FD-I #924	5,510.	5,510.
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	6,942.	6,942.
EXXON MOBIL CORP COM	345,042.	345,042.
GENERAL ELEC CO COM	3,485.	3,485.
GOLDMAN SACHS COMM STRATEGY #2653	4,725.	4,725.
HSBC HLDGS PLC SPONSORED ADR NEW	4,602.	4,602.
HOME DEPOT INC COM	3,176.	3,176.
INTEL CORP COM	10,780.	10,780.
INTL BUSINESS MACHINES CORP COM	7,746.	7,746.
ISHARES RUSSELL 2000	10,008.	10,008.
JP MORGAN CHASE & CO COM	6,590.	6,590.
JOHNSON & JOHNSON COM	114,625.	114,625.
JOHNSON Ctls INC COM W/RTS ATTACHED EXP	11,544.	11,544.
KRAFT FOODS GROUP INC	8,473.	8,473.
	5,491.	5,491.
	1,855.	1,855.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LAS VEGAS SANDS CORP	7,760.	7,760.
MCDONALDS CORP COM	6,790.	6,790.
MERCK & CO INC NEW	9,240.	9,240.
MICROSOFT CORP COM	10,902.	10,902.
MONDELEZ INTERNATIONAL INC	1,493.	1,493.
MORGAN STANLEY INS FR EMG-I	35,546.	35,546.
NESTLE S A SPONSORED ADR REPSTG REG SH	8,848.	8,848.
NOVARTIS AG SPONSORED ADR	10,101.	10,101.
OCCIDENTAL PETE CORP COM	2,856.	2,856.
OPPENHEIMER DEVELOPING MKT-I #799	30,131.	30,131.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	133,016.	133,016.
PHILIP MORRIS INTERNATIONAL IN	4,508.	4,508.
POWERSHARES DYN WATER RESOURCES	34,697.	34,697.
PROCTER & GAMBLE CO COM	7,293.	7,293.
QWEST COMMUNICATIONS INTL INC COM	43.	43.
SPDR DJ WILSHIRE INTERNATIONAL REAL	17,073.	17,073.
SPDR S&P MIDCAP 400 ETF TRUST	224,224.	224,224.
SCHLUMBERGER LTD COM	5,309.	5,309.
TARGET CORP COM	8,645.	8,645.
3M CO COM	8,995.	8,995.
TOTAL FINA ELF S A SPONSORED ADR	8,036.	8,036.
TRAVELERS COMPANIES, INC	7,461.	7,461.
UNION PAC CORP COM	10,000.	10,000.
UNITED PARCEL SERVICE CL B COM	6,888.	6,888.
VANGUARD INST DEV MKTS IN-IS #885	137,133.	137,133.
VANGUARD SHORT TERM BOND ETF	33,781.	33,781.
VANGUARD DEV MKT INDX-INST #137	248,276.	248,276.
VANGUARD SHORT-TERM FED-ADM #549	10,787.	10,787.
VANGUARD S/T INVEST GR - INS #858	133,965.	133,965.
VANGUARD MSCI EMERGING MARKETS EFT	248,411.	248,411.
VANGUARD S/T CORP BOND ETF	116,541.	116,541.
VANGUARD REIT VIPER	50,844.	33,912.
VANGUARD TOTAL STK MKT INDX- I #855	949,612.	949,612.

DMO441 5892 06/22/2015 13:34:59

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD VALUE INDEX FD CL I	386,891.	386,891.
VANGUARD GROWTH INDEX FD-INS#0868	658,613.	658,613.
VERIZON COMMUNICATIONS COM	8,598.	8,598.
VODAFONE GROUP PLC SPONSORED ADR	4,373.	4,373.
ACCENTURE PLC	6,377.	6,377.
ACE LIMITED	8,909.	8,909.
FEDERATED TREAS OBL FD 68	2.	2.
WF ADV TREAS PLUS MM FD-INST #793	56.	56.
TOTAL	4,393,864.	4,376,932.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	11,460.	11,460.
FEDERAL ESTIMATES - PRINCIPAL	97,170.	
FOREIGN TAXES ON QUALIFIED FOR	28,618.	28,618.
FOREIGN TAXES ON NONQUALIFIED	19,996.	19,996.
	-----	-----
TOTALS	157,244.	60,074.
	=====	=====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEE	277.	277.
TOTALS	277. =====	277. =====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
001055102 AFLAC INC	209,420.	273,072.
002824100 ABBOTT LABS	91,383.	141,813.
031162100 AMGEN INC	197,509.	468,313.
03524A108 ANHEUSER-BUSCH INBEV	102,267.	158,371.
037833100 APPLE INC	549,176.	703,121.
084670702 BERKSHIRE HATHAWAY I	306,688.	566,066.
088606108 BHP BILLITON LIMITED		
097023105 BOEING CO	204,626.	353,546.
110122108 BRISTOL MYERS SQUIBB	250,690.	446,267.
12572Q105 CME GROUP INC	113,459.	148,046.
14040H105 CAPITAL ONE FINANCIA	265,194.	394,589.
166764100 CHEVRON CORP	295,140.	306,251.
17275R102 CISCO SYSTEMS INC	259,388.	350,747.
191216100 COCA COLA CO	101,961.	120,749.
20030N101 COMCAST CORP CLASS A	265,726.	517,449.
20825C104 CONOCOPHILLIPS	115,710.	133,976.
25243Q205 DIAGEO PLC - ADR	199,534.	235,025.
291011104 EMERSON ELECTRIC CO	103,138.	122,225.
30231G102 EXXON MOBIL CORPORAT	150,815.	161,788.
369604103 GENERAL ELECTRIC CO	105,385.	132,162.
437076102 HOME DEPOT INC	205,547.	432,476.
458140100 INTEL CORP	309,581.	403,545.
459200101 INTERNATIONAL BUSINE	331,934.	263,122.
464285105 ISHARES GOLD TRUST	1,061,304.	706,260.
464287655 ISHARES RUSSELL 2000	6,084,233.	9,074,493.
46625H100 JPMORGAN CHASE & CO	334,850.	463,092.
478160104 JOHNSON & JOHNSON	199,059.	321,030.
478366107 JOHNSON CONTROLS INC	198,767.	301,642.
50076Q106 KRAFT FOODS GROUP IN	35,290.	54,702.

TW W. N. REYNOLDS RESIDUARY TRUST
 FORM 990PF, PART II - CORPORATE STOCK
 =====

56-6036636

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
517834107 LAS VEGAS SANDS CORP	220,045.	225,661.
580135101 MCDONALDS CORP	200,666.	193,959.
583334107 MEADWESTVACO CORP		
58933Y105 MERCK & CO INC NEW	198,344.	298,148.
594918104 MICROSOFT CORP	336,609.	463,803.
609207105 MONDELEZ INTERNATIONAL	65,305.	95,172.
641069406 NESTLE S.A. REGISTER	227,151.	266,997.
66987V109 NOVARTIS AG - ADR	202,472.	339,136.
674599105 OCCIDENTAL PETE CORP	96,387.	82,222.
68380Y409 OPPENHEIMER COM STR		
718172109 PHILIP MORRIS INTERN	101,964.	96,111.
722005667 PIMCO COMMODITY REAL		
73935X575 POWERSHARES DYN WATE	5,052,064.	5,833,096.
742718109 PROCTER & GAMBLE CO	193,997.	262,339.
78467Y107 SPDR S&P MIDCAP 400	11,811,064.	19,105,621.
806857108 SCHLUMBERGER LTD	260,161.	299,789.
870297603 MLN ELEMENTS ROGERS	2,065,513.	1,469,969.
87612E106 TARGET CORP	262,672.	345,391.
88579Y101 3M CO	234,315.	432,162.
89151E109 TOTAL S.A. - ADR	262,321.	281,600.
89417E109 TRAVELERS COMPANIES,	203,273.	367,300.
907818108 UNION PACIFIC CORP	311,868.	659,980.
911312106 UNITED PARCEL SERVIC	207,322.	285,707.
921909826 VANGUARD INST DEV MK		
922042858 VANGUARD FTSE EMERGI	8,061,263.	7,850,083.
922908801 VANGUARD TOTAL STK M	20,946,290.	53,669,178.
922908835 VANGUARD MID-CAP IND		
922908850 VANGUARD VALUE INDEX	10,672,534.	17,386,326.
922908868 VANGUARD GROWTH INDE	25,360,978.	53,261,305.

TW W. N. REYNOLDS RESIDUARY TRUST
 FORM 990PF, PART II - CORPORATE STOCK
 =====

56-6036636

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
922908876 VANGUARD SMALL CAP I		
92343V104 VERIZON COMMUNICATIO	195,666.	210,697.
92857W209 VODAFONE GROUP PLC N		
G1151C101 ACCENTURE PLC	208,560.	292,044.
G3157S106 ENSCO PLC-CL A		
H0023R105 ACE LIMITED	256,514.	399,782.
00287Y109 ABBVIE INC	99,097.	206,136.
22544R305 CREDIT SUISSE COMM R	6,028,000.	4,597,497.
404280406 HSBC - ADR	355,823.	330,610.
61760X836 MORGAN STANLEY INS F	3,087,325.	3,116,798.
88019R641 TEMPLETON FRONTIER M		
38143H381 GOLDMAN SACHS COMM S	4,200,600.	2,836,488.
637071101 NATIONAL OILWELL INC	167,536.	176,931.
683974604 OPPENHEIMER DEVELOPI	3,000,000.	2,957,375.
78463X863 SPDR DJ WILSHIRE INT	1,078,231.	1,007,158.
921943882 VANGUARD DEV MKT IND	7,690,489.	9,264,248.
922908553 VANGUARD REIT VIPER	2,152,741.	2,325,429.
	-----	-----
TOTALS	128,722,934.	209,046,186.
	=====	=====

TW W. N. REYNOLDS RESIDUARY TRUST
 FORM 990PF, PART II - CORPORATE BONDS
 =====

56-6036636

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.	9,079,272.
693390304 PIMCO LOW DURATION F	2,573,004.	2,472,053.
921937827 VANGUARD SHORT TERM	1,643,800.	1,619,147.
922031844 VANGUARD SHORT-TERM		
922031877 VANGUARD S/T INVEST	6,338,796.	6,239,295.
92206C409 VANGUARD S/T CORP BO	6,339,486.	6,274,605.
	-----	-----
TOTALS	26,245,086.	25,684,372.
	=====	=====

TW W. N. REYNOLDS RESIDUARY TRUST

56-6036636

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

COST/
FMV
C OR F

DESCRIPTION

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

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	106,169.
FUNDS TRANSFERRED IN ERROR TO WRONG ACCOUNT	294,536.

TOTAL	400,705.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	133,323.
ROC	2,551.
ROUNDING	3.

TOTAL	135,877.
	=====

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 14

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

NAME:

Z Smith Reynolds Foundation

ADDRESS:

102 W Third Street, Suite 1110

Winston Salem, NC 27101

GRANT DATE: 12/10/2014

GRANT AMOUNT 10,726,883.

GRANT PURPOSE:

Grant funds are used for charitable purposes in the state of NC

AMOUNT EXPENDED BY GRANTEE 10,726,883.

ANY DIVERSION BY GRANTEE:

To our knowledge, no portion of the funds was diverted from
the purpose of the grant

DATES OF REPORTS BY GRANTEE:

June 18, 2015

DATE OF VERIFICATION: 06/18/2015

RESULTS OF VERIFICATION:

The funds were disbursed no later than twelve months
after close of the calendar year

EIN 58-6038145

Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014

Part VII-B
Line 5(c)
Expenditure
Statement

Grantee Name and Address	Foundation Status of Recipient	Description	Amount Paid
Action for Children North Carolina 3109 Poplarwood Court, Suite 300 Raleigh, NC 27604	PC	For general operating support	75,000
Action for Community in Raleigh 804 Old Fayetteville Street Durham, NC 27701	PC	For general operating support	23,000
Action Institute NC 5500 Executive Center Dr, Suite 234 Charlotte, NC 28212	PC	For support of its work in Mecklenburg, Gaston, Union and Cumberland counties	60,000
Alliance for Climate Education, Inc. 426 17th Street, Suite 450 Oakland, CA 94612	PC	For general operating support for work in North Carolina.	30,000
Alliance of North Carolina Black Elected Officials P.O. Box 26615 Raleigh, NC 27611	PC	For general operating support	35,000
American Rivers 331 W. Main Street, Suite 302 Durham, NC 27701	PC	For general operating support for its North Carolina office	10,000
American Rivers 331 W. Main Street, Suite 302 Durham, NC 27701	PC	For general operating support for its North Carolina office	60,000
Appalachian State University P. O. Box 32174 Boone, NC 28608-2174	PC	Appalachian Energy Center's Community-based Landfill Gas Enhancement project	20,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Appalachian State University P. O. Box 32174 Boone, NC 28608-2174		Department of Technology and Environmental Design's: Enhancing Market Structure for Energy Efficient and Sustainable Buildings project	25,000
Appalachian Sustainable Agriculture Project 306 West Haywood Street Asheville, NC 28801	PC	Appalachian Grown: Growing the Regional Food Economy for All project	30,000
Appalachian Voices 171 Grand Blvd Boone, NC 28607	PC	For general operating support	45,000
Asheville City Schools Foundation PO Box 3196 Asheville, NC 28802	PC	For general operating support	25,000
Asheville City Schools Foundation PO Box 3196 Asheville, NC 28802	PC	For general operating support	5,000
Asheville City Schools 85 Mountain Street Asheville, NC 28801	PC	Marketing Matters project	15,000
Asheville, City of City of Asheville PO Box 7148 Asheville, NC 28802	PC	Building Neighborhood Capacity and Leadership Across Race and Class project	30,000
Beloved Community Center of Greensboro, Inc. P. O. Box 875 Greensboro, NC 27402	PC	2014 Non-Profit Internship Program Host	1,600
Beloved Community Center of Greensboro, Inc. P. O. Box 875 Greensboro, NC 27402	PC	For general operating support	35,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Better World Fund 1800 Massachusetts Ave, NW Washington, DC 20036		Engaging North Carolina Agriculture and Forest Sector Leaders on Climate Change Challenges project	25,000
	PC		
Blue Ridge Environmental Defense League PO Box 88 Glendale Springs, NC 28629		For general operating support	60,000
	PC		
Blue Ridge Women in Agriculture P. O. Box 67 Boone, NC 28607		For general operating support	30,000
	PC		
Blueprint NC 2912 Highwoods Blvd, Suite 200 Raleigh, NC 27604		For general operating support	400,000
	PC		
Bountiful Cities Project PO Box 898 Asheville, NC 28801		For general operating support	20,000
	PC		
Bountiful Cities Project PO Box 898 Asheville, NC 28801		Urban Agriculture Alliance project	20,000
	PC		
Brunswick Housing Opportunities 3470 Old Ocean Hwy (Bus. Hwy 17 East) Bolivia, NC 28422		For general operating support	35,000
	PC		
Campaign for Migrant Worker Justice P. O. Box 560 Dudley, NC 28333		2014 Non-Profit Internship Program Host	1,600
	PC		
Campaign for Migrant Worker Justice P. O. Box 560 Dudley, NC 28333		For general operating support	35,000
	PC		
Campaign for Southern Equality P.O. Box 364 Asheville, NC 28802		For general operating support	30,000
	PC		
Cape Fear River Watch, Inc. 617 Surry Street Wilmington, NC 28401		For general operating support	20,000
	PC		
Carolina Common Enterprise P.O. Box 2241 Durham, NC 27702		For general operating support	20,000
	PC		

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Carolina Justice Policy Center Carolina Justice Policy Center PO Box 309 Durham, NC 27702-0309	PC	2014 Non-Profit Internship Program Host	1,600
Carolina Justice Policy Center Carolina Justice Policy Center PO Box 309 Durham, NC 27702-0309	PC	For general operating support	50,000
Carolina Mountain Land Conservancy 847 Case Street Hendersonville, NC 28792	PC	Community Leadership and Innovation in Land and Water Conservation project	15,000
Carolina Thread Trail 4530 Park Road, Suite 420 Charlotte, NC 28209	PC	Economic Impact Project	15,000
Catawba County Hispanic Ministry P. O. Box 104 Hickory, NC 28603	PC	For general operating support	15,000
Catawba Riverkeeper Foundation, Inc. 421 Minuet Lane, Suite 205 Charlotte, NC 28217	PC	Safe Urban Waters project	15,000
Center for Death Penalty Litigation, Inc. 201 W Main Street, Suite 301 Durham, NC 27701	PC	Public Education and Information Project	65,000
Center for Participatory Change, Inc. 34 Wall Street, Suite 601 Asheville, NC 28801	PC	For general operating support	75,000
Center for Participatory Change, Inc. 34 Wall Street, Suite 601 Asheville, NC 28801	PC	Multi-lingual Support for the Peer Support Network of WNC project	25,000
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

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Center for Responsible Lending 302 West Main Street Durham, NC 27701	PC	Responsible Lending in North Carolina project	105,000
Center for Responsible Lending 302 West Main Street Durham, NC 27701	PC	Responsible Lending in North Carolina	20,000
Central Park NC PO Box 159 Star, NC 27356	PC	For general operating support	60,000
Centro de Enlace, Inc. P. O. Box 236 Burnsville, NC 28714	PC	For general operating support	20,000
Centro Internacional de Raleigh, Inc. 4501 Ryegate Dr Raleigh, NC 27604	PC	For general operating support	15,000
Chatham Community Development Corporation PO Box 1726 Pittsboro, NC 27312	PC	For general operating support	20,000
Children and Family Resource Center of Henderson County PO Box 1105 Hendersonville, NC 28793	PC	United Agenda for Children project	15,000
Children First Communities in Schools of Buncombe County, Inc. 50 S. French Broad Ave., Suite 246 Asheville, NC 28801	PC	Success Equation: A Poverty Reduction Initiative project	30,000
Clean Air Carolina P. O. Box 5311 Charlotte, NC 28299	PC	Clean Air Carolina/Catawba Riverkeeper Joint Venture Phase 2 Project	20,000
Clean Water for NC 29 1/2 Page Ave. Asheville, NC 28801	PC	For general operating support	30,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Coalicion de Organizaciones Latino-Americanas 34 Wall St., Suite 402 Asheville, NC 28801		To support the collaborative of the Western Workers' Center, Latino Advocacy Coalition of Henderson County, and Coalicion de Organizaciones Latino-Americanas Project	110,000
	PC		
Coalición Latinoamericano 4938 Central Ave. Suite 101 Charlotte, NC 28205		For general operating support	75,000
Common Cause Education Fund 1133 19th Street NW Suite 900 Washington, DC 20036	PC		
Community Building Initiative 220 North Tryon Street Charlotte, NC 28202		For general operating support of its North Carolina office	75,000
Community Services of Swain, Inc. P. O. Box 812 Bryson City, NC 28713-0812	PC		
		The Equity Project	16,500
	PC		
Community Success Initiative, Inc. P. O. Box 61114 Raleigh, NC 27661		Swain Heritage Crafts Evaluation and Development Project	20,000
Concerned Citizens of Tillery Post Office Box 61 Tillery, NC 27887	PC		
Conservation Fund P. O. Box 271 Chapel Hill, NC 27514		For general operating support	25,000
Conservation Trust for NC 1028 Washington Street Raleigh, NC 27605	PC		
		Cultural Awareness Events project	12,000
Conservation Trust for NC 1028 Washington Street Raleigh, NC 27605	PC		
		Resourceful Communities Program project	250,000
	PC		
		For general operating support	60,000
	PC		
		For general operating support	15,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Construction Professionals Network Institute, Inc. 405 Battleground Avenue, Suite 204 Greensboro, NC 27401		Institutionalize CPNI to provide for long-term economic development and job creation of rural NC	20,000
	PC		
Core Sound Waterfowl Museum PO Box 556 Harkers Island, NC 28531		2014 Non-Profit Internship Program	1,600
Core Sound Waterfowl Museum PO Box 556 Harkers Island, NC 28531	PC	Host For the Saltwater Connections: A Regional Asset-Based Economic Development Initiative project	40,000
	PC		
Council for Children's Rights, Inc. 601 E. 5th Street Suite 510 Charlotte, NC 28202		Larry King Center project	45,000
Dan River Basin Association 413 Church Street, Suite 401 Eden, NC 27288	PC		
	PC	For general operating support for its work in North Carolina	5,000
Dan River Basin Association 413 Church Street, Suite 401 Eden, NC 27288			
	PC	For general operating support for its work in North Carolina	35,000
Democracy NC 1821 Green Street Durham, NC 27705	PC		
Democracy NC 1821 Green Street Durham, NC 27705		For general operating support	50,000
Democracy NC 1821 Green Street Durham, NC 27705	PC		
	PC	For general operating support	350,000
Democracy NC 1821 Green Street Durham, NC 27705			
	PC	For support of the Millennial Engagement Partnership Project	200,000
Development Foundation of the NC Center for the Advancement of Teaching, Inc. 276 NCCAT Drive PO Box 5121 Cullowhee, NC 28723		Beginning Teachers Sustainability Project	140,897
	PC		

EIN 58-6038145

Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014

Diocese of East Carolina P. O. Box 1336 Kinston, NC 28503	PC	For support of the Episcopal Farmworker Ministry project	15,000
Duke University Duke University Box 90335 Durham, NC 27708	PC	Nicholas Institute for Environmental Policy Solutions' Southeast Energy and Environmental Leadership Forum project	19,838
Durham At Risk Youth Collaborative 107 North Driver Street Durham, NC 27703	PC	Preparing Early Childhood Educators to Manage Mental Health Issues in Daycare Settings project	30,000
Durham Community Land Trustees, Inc. 1208 West Chapel Hill Street Durham, NC 27701	PC	Building a Piedmont Community Development Collaborative project	20,000
Durham Congregations in Action 504 W Chapel Hill St Durham, NC 27701	PC	East Durham Circles Initiative Expansion project	10,000
Durham Congregations in Action 504 W Chapel Hill St Durham, NC 27701	PC	East Durham Circles Initiative Expansion project	15,000
Durham County Cooperative Extension 721 Foster Street Durham, NC 27701	PC	Parents Leading the Way: Strengthening Latino Parent Leadership and Advocacy in Our Public Schools project	38,500
Durham Public Schools Council of PTAs DPS Staff Development Center, 2107 Hillandale Road Durham, NC 27705	PC	Parent-Teacher Team Project	35,000
Durham Regional Financial Center 2634 Durham-Chapel Hill Blvd Suite 212 Durham, NC 27707	PC	2014 Non-Profit Internship Program Host	1,600

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Eagle Market Streets Development Corporation P. O. Box 3015 Asheville, NC 28802	PC	For general operating support	35,000
East Carolina University Office of Sponsored Programs 2200 South Charles Blvd. Room 2906 Greenville, NC 27858-4353	PC	For its Helping First-Year Elementary Teachers Achieve Teaching Excellence in Mathematics project	34,930
East Carolina University Office of Sponsored Programs 2200 South Charles Blvd. Room 2906 Greenville, NC 27858-4353	PC	For its Restarting the Dialogue: Understanding Perceptions of Environmental Change Among Residents of Outer and Inner Banks project	34,000
East Coast Greenway Alliance 5315 Highgate Drive, Suite 105 Durham, NC 27713	PC	Climate Stewardship through Active Transportation in North Carolina project	15,000
East Coast Greenway Alliance 5315 Highgate Drive, Suite 105 Durham, NC 27713	PC	Climate Stewardship through Active Transportation in North Carolina project	5,000
East Market Street Development Corporation 601-B East Market Street Greensboro, NC 27401	PC	Minority Entrepreneurship Program project	5,000
East Market Street Development Corporation 601-B East Market Street Greensboro, NC 27401	PC	Minority Entrepreneurship Program project	15,000
EducationNC P. O. Box 911 Raleigh, NC 27602	PC	For general operating support	100,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

El Buen Pastor Latino Community Services 4637 Tim Road Winston-Salem, NC 27106	PC	For general operating support	20,000
El Centro Hispano, Inc. 600 East Main Street Durham, NC 27701	PC	For general operating support	50,000
El Pueblo, Inc. 2321 Crabtree Blvd., Suite 105 Raleigh, NC 27604	PC	For general operating support	50,000
Ellerbe Creek Watershed Association PO Box 2679 Durham, NC 27715	PC	For general operating support	20,000
Employee/Trustee Matching Gifts North Carolina	PC	Staff and Trustee Charitable Contributions in NC	18,188
Environmental and Conservation Organization of Henderson County 611 N. Church St., Suite 101 Hendersonville, NC 28792	PC	For general operating support	15,000
Environmental Defense Fund, Inc. 4000 Westchase Boulevard, Suite 510 Raleigh, NC 27607	PC	For general operating support	185,000
Environmental Federation of NC d/b/a Earth Share of NC P.O. Box 196 Durham, NC 27702	PC	For general operating support	20,000
Faith in Action Inc. 705 N. Greene Street Greensboro, NC 27401	PC	For general operating support	20,000
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	75,000
Farmer Foodshare, Inc. P. O. Box 2873 Chapel Hill, NC 27516	PC	POP System Expansion and Development Project	40,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Foothills Conservancy of NC, Inc. PO Box 3023 Morganton, NC 28680	PC	Catawba Basin Water Protection Initiative project	45,000
Friends of the Battleship North Carolina, Inc. 1 Battleship Road Wilmington, NC 28401	PC	Generations Campaign: All Hands on Deck Project	25,000
Friends of the Mountains to Sea Trail P. O. Box 10431 Raleigh, NC 27605	PC	Trail Towns for North Carolina's Mountains-to- Sea Trail project	15,000
Green Opportunities, Inc. PO Box 7235 Asheville, NC 28802	PC	For general operating support	50,000
GreenFaith 101 South Third Ave., #12 Highland Park, NJ 08904	PC	The Good Steward Campaign in North Carolina project	20,000
Greensboro Community Development Fund P. O. Box 3246 Greensboro, NC 27402	PC	For general operating support	35,000
Guilford Education Alliance, Inc. 902 Bonner Drive Jamestown, NC 27282	PC	Communications/Mark eting Plan Project	10,000
HAVEN in Lee County P.O. Box 3191 Sanford, NC 27330	PC	For general operating support	25,000
Haw River Assembly, Inc. P.O. Box 187 Bynum, NC 27228	PC	For general operating support	20,000
Hawkeye Indian Cultural Center, Inc. P. O. Box 99 Shannon, NC 28386	PC	Sustainable Lifeways: Promoting Eco-Tourism and Sustainable Agriculture Project	35,000
Haywood Waterways Association, Inc. P. O. Box 389 Waynesville, NC 28786	PC	For general operating support	20,000
Hiawassee River Watershed Coalition, Inc. P. O. Box 889 Murphy, NC 28906	PC	For general operating support	5,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Hispanic Liaison of Chatham County 105 E. Second Street Siler City, NC 27344		For general operating support	30,000
	PC		
Hispanics In Philanthropy 4 Vanderbilt Park Dr., Suite 300 Asheville, NC 28803		2014 Non-Profit Internship Program Host	1,600
Hispanics In Philanthropy 4 Vanderbilt Park Dr., Suite 300 Asheville, NC 28803	PC	For its Triangle Latino Student Success project.	25,000
Hispanics In Philanthropy 4 Vanderbilt Park Dr., Suite 300 Asheville, NC 28803	PC	North Carolina site of the Funders' Collaborative project	133,000
Hoke County Schools 310 Wooley Street Raeford, NC 28376		Low Wealth District Consortium: Leandro Case Project	44,607
Hoke County Schools 310 Wooley Street Raeford, NC 28376	PC	Low Wealth District Consortium: Leandro Case Project	23,429
Hoke County Schools 310 Wooley Street Raeford, NC 28376	PC	Low Wealth District Consortium: Leandro Case Project	18,673
HOPE (Helping Organize People Effectively) 171 Garden Dr. Lexington, NC 27292		For general operating support	20,000
IDA and Asset Building Collaborative of NC, Inc. P. O. Box 27386 Raleigh, NC 27611	PC	For general operating support	50,000
Institute for Southern Studies PO Box 531 Durham, NC 27702	PC	For general operating support	90,000
Institute for Southern Studies PO Box 531 Durham, NC 27702	PC	For its Carolina Public Press project	25,000
Institute for Southern Studies PO Box 531 Durham, NC 27702	PC	For its Carolina Public Press project	5,000
Institute of Political Leadership, Inc. 2 New Bern Square Greensboro, NC 27408		2014 Non-Profit Internship Program Host	1,600
	PC		

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Institute of Political Leadership, Inc. 2 New Bern Square Greensboro, NC 27408		For general operating support	30,000
	PC		
Iredell-Statesville Schools 410 Garfield Street Statesville, NC 28677		To the Collaborative Organizational Model to Promote Aligned Support Structure (COMPASS).	45,000
	PC		
Isothermal Planning and Development Commission 111 West Court Street Rutherfordton, NC 28139		WNC Environmental Justice Data Scan and Action Planning project	25,000
	PC		
Jonesboro United Methodist Church PO Box 2576 Sanford, NC 27331		El Refugio Centro de Recursos Familiares/The Refuge Family Resource Center project	15,000
	PC		
Just Economics P. O. Box 2396 Asheville, NC 28802		For general operating support	30,000
	PC		
Land Trust for the Little Tennessee P.O. Box 1148 Franklin, NC 28734		For general operating support	45,000
	PC		
Latin American Economic Development Corporation of the Piedmont Atlantic Region 1112 Charlottetowne Ave. Suite 205 Charlotte, NC 28204		For general operating support	25,000
	PC		
Latino Community Development Center P.O. Box 25360 Durham, NC 27702		Affordable Housing Research Project	35,000
	PC		
Latino Community Development Center P.O. Box 25360 Durham, NC 27702		Immigrant Integration Project	125,000
	PC		
Legal Aid of NC, Inc. P. O. Box 26087 Raleigh, NC 27611-6087		Home Defense Project	375,000
	PC		

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Legal Services of Southern Piedmont 1431 Elizabeth Avenue Charlotte, NC 28204		For general operating support	50,000
	PC		
Mano al Hermano PO Box 65 Nags Head, NC 27959		For general operating support	15,000
	PC		
Marketing Association for Rehab Centers, Inc 475 S. Church St., Suite 201 Hendersonville, NC 28792		For general operating support	60,000
	PC		
McColl Center for Visual Art 721 North Tryon Street Charlotte, NC 28202		For the Innovation Institute project.	15,000
	PC		
MDC Inc. 307 West Main Street Durham, NC 27701-3215		For general operating support	70,000
	PC		
Mecklenburg Citizens for Public Education 129 West Trade Street, Suite 1555 Charlotte, NC 28202		For general operating support	20,000
	PC		
MomsRising Education Fund 1010 Grayson Street, Second Floor Berkeley, CA 94710		For general operating support of its North Carolina work.	35,000
	PC		
Mountain Area Information Network 34 Wall St. Suite 407 Asheville, NC 28801		For general operating support	30,000
	PC		
Mountain Area Information Network 34 Wall St. Suite 407 Asheville, NC 28801		For general operating support	10,000
	PC		
Mountain BizWorks 153 S. Lexington Avenue Asheville, NC 28801		For general operating support	35,000
	PC		
Mountain Valleys Resource Conservation and Development Council 4388 US Hwy 25/70, Suite 3 Marshall, NC 28753		Ivy River Watershed Protection project	20,000
	PC		

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Murder Victims' Families for Reconciliation, Inc. 405 Morson Street Raleigh, NC 27601	PC	Lifting North Carolina Murder Victims' Families Voices for Safety and Justice project	30,000
NARAL Pro-Choice North Carolina Foundation 4711 Hope Valley Rd, Suite 4F-509 Durham, NC 27707	PC	For general operating support	55,000
National Association For Latino Community Asset Builders 1313 Guadalupe Street Suite 203 San Antonio, TX 78207	PC	Capacity Building for North Carolina Latino-serving Nonprofit Asset-Building Organizations project	20,000
National Committee for the New River P. O. Box 1480 West Jefferson, NC 28694	PC	Developing Municipal Storm-water Ordinances in Ashe and Alleghany Counties in North Carolina project	20,000
National Partnership for Women & Families, Inc. 1875 Connecticut Ave. NW Suite 650 Washington, DC 20009	PC	North Carolina Parents Association - Pilot	100,000
Natural Capital Investment Fund, Inc. 1098 Turner Rd Shepherdstown, WV 25443	PC	For general operating support for its North Carolina-based work.	50,000
Nature Conservancy 334 Blackwell Street, Suite 300 Durham, NC 27701	PC	2014 Non-Profit Internship Program Host	1,600
Nature Conservancy 334 Blackwell Street, Suite 300 Durham, NC 27701	PC	Modeling Resilience on North Carolina's Coast project	80,000
NC Advocates for Justice Foundation Inc for NC Commission on Racial and Ethnic Disparities PO BOX 10918 Raleigh, NC 27605	PC	2014 Non-Profit Internship Program Host	1,600

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

NC Advocates for Justice Foundation Inc for NC Commission on Racial and Ethnic Disparities PO BOX 10918 Raleigh, NC 27605	PC	NC Commission on Racial and Ethnic Disparities in the Criminal Justice System 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 Center for International Understanding P. O. Box 13628 Research Triangle Park, NC 27709	PC	2014 Non-Profit Internship Program Host	1,600
NC Center for International Understanding P. O. Box 13628 Research Triangle Park, NC 27709	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 Nonprofit Organizations 1110 Navaho Drive, Suite 200 Raleigh, NC 27609-7322	PC	Leadership Succession and Transitions in North Carolina Nonprofits Project	60,000
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	100,000
NC Center on Actual Innocence PO Box 52446, Shannon Plaza Station Durham, NC 27717-2446	PC	For general operating support	50,000
NC Center on Actual Innocence PO Box 52446, Shannon Plaza Station Durham, NC 27717-2446	PC	Microscopic Hair Comparison Case Review Project	35,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

NC Coalition Against Domestic Violence 3710 University Drive, Suite 140 Durham, NC 27707		For general operating support	75,000
	PC		
NC Coalition Against Sexual Assault 811 Spring Forest Road, Suite 900 Raleigh, NC 27609		2014 Non-Profit Internship Program Host	1,600
	PC		
NC Coalition Against Sexual Assault 811 Spring Forest Road, Suite 900 Raleigh, NC 27609		Legal Access and Analysis for Sexual Assault Project	30,000
	PC		
NC Coalition for Alternatives to the Death Penalty 201 W. Main Street, Suite 301 Durham, NC 27701		For general operating support	50,000
	PC		
NC Coalition to End Homelessness P.O. Box 27692 Raleigh, NC 27611		For general operating support	40,000
	PC		
NC Coalition to End Homelessness P.O. Box 27692 Raleigh, NC 27611		For general operating support	35,000
	PC		
NC Coastal Federation, Inc. 3609 N.C. 24 (Ocean) Newport, NC 28570		For general operating support	100,000
	PC		
NC Community Development Initiative P.O. Box 98148 Raleigh, NC 27624		2014 Non-Profit Internship Program Host	1,600
	PC		
NC Community Development Initiative P.O. Box 98148 Raleigh, NC 27624		For general operating support	750,000
	PC		
NC Community Health Center Association 4917 Waters Edge Drive, Suite 165 Raleigh, NC 27606		Building Capacity for Engagement in Low-income Communities project	30,000
	PC		
NC Conservation Network 19 E. Martin St., Suite 300 Raleigh, NC 27601		For general operating support	35,000
	PC		
NC Conservation Network 19 E. Martin St., Suite 300 Raleigh, NC 27601		For general operating support	140,000
	PC		

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

NC Council of Churches 27 Horne St. Raleigh, NC 27607	PC	From Hostility to Hospitality: Immigration and People of Faith	35,000
NC Council of Churches 27 Horne St. Raleigh, NC 27607	PC	Interfaith Power & Light Project	40,000
NC.Early Childhood Foundation, Inc. 907 Glenwood Avenue Raleigh, NC 27605	PC	For general operating support	10,000
NC Early Childhood Foundation, Inc. 907 Glenwood Avenue Raleigh, NC 27605	PC	For general operating support	65,000
NC Environmental Justice Network P. O. Box 68 Rocky Mount, NC 27802	PC	For general operating support	31,000
NC FIELD, Inc. 313 East King St. Kinston, NC 28502	PC	For general operating support	20,000
NC Folklife Institute 2726 Croasdaile Dr., Suite 206 Durham, NC 27705-2590	PC	For general operating support	25,000
NC Housing Coalition, Inc. 118 St. Mary's St. Raleigh, NC 27605	PC	For general operating support	100,000
NC Indian Economic Development Initiative PO Bjox 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 Voices project	15,000
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	Education Reporting project	65,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

NC Justice Center P. O. Box 28068 Raleigh, NC 27611	PC	For general operating support	1,240,000
NC Justice Center P. O. Box 28068 Raleigh, NC 27611	PC	For general operating support	50,000
NC Latino Coalition 4907 Garrett Road Durham, NC 27707	PC	For general operating support	50,000
NC Middle School Association, Inc. PO Box 5216 Pinehurst, NC 28374	PC	Middle School Transformation Project	100,000
NC New Schools Project, Inc. 4600 Marriott Drive, Suite 510 Raleigh, NC 27612	PC	2014 Non-Profit 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 project	60,000
NC Pottery Museum P.O. Box 531 Seagrove, NC 27341	PC	For general operating support	25,000
NC Pottery Museum P.O. Box 531 Seagrove, NC 27341	PC	For general operating support	10,000
NC Public Interest Research Group Education Fund 112 SBlount Street, Suite 102 Raleigh, NC 27601	PC	Reclaiming Our Democracy project	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	90,000
NC Sustainable Energy Association PO Box 6465 Raleigh, NC 27628	PC	For general operating support	20,000
NC Wildlife Federation 1024 Washington St. Raleigh, NC 27605	PC	For general operating support	17,500

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Neighbors for Better Neighborhoods PO Box 20473 Winston-Salem, NC 27101		For general operating support	25,000
	PC		
Neighbors in Ministry, Inc. PO Box 1036 Brevard, NC 28712		2014 Non-Profit Internship Program	1,600
	PC	Host	
Neighbors in Ministry, Inc. PO Box 1036 Brevard, NC 28712		Dismantling Racism: New Directions 2 project	15,000
	PC		
Neuse River Foundation, Inc. 19 West Hargett St. Ste. 208 Raleigh, NC 27601		For general operating support	30,000
	PC		
New Life Community Development Corporation, Inc. P. O. Box 386 Plymouth, NC 27962		For general operating support	25,000
	PC		
North Carolina State University Foundation, Inc. CB 7406, NC State University Raleigh, NC 27695		Institute for Emerging Issues	75,000
	PC		
North Carolina State University Foundation, Inc. CB 7406, NC State University Raleigh, NC 27695		The Emerging Issues Commons Project	75,000
	PC		
North Carolina State University 2701 Sullivan Drive, Suite 240 Admin Services III; Box 7214 Raleigh, NC 27695-7214		Friday Institute's Ensuring Opportunity in the NC Opportunity Scholarship project	32,208
	PC		
Orange County Justice United in Community Effort, Inc. P. O. Box 9484 Chapel Hill, NC 27515		For general operating support	20,000
	PC		
Pamlico-Tar River Foundation, Inc. PO Box 1854 Washington, NC 27889		For general operating support	35,000
	PC		
Pamlico-Tar River Foundation, Inc. PO Box 1854 Washington, NC 27889		Waterkeepers Carolina: In Defense of North Carolina's Clean Water project	45,000
	PC		

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Parents for Public Schools of Pitt County PO Box 2873 Greenville, NC 27836	PC	Recruiting Retaining and Engaging Parents in Support of Public Education project	30,000
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
Person County Schools 304 South Morgan Street, Room 25 Roxboro, NC 27573	PC	National Training Network Partnership with Middle Grades Math project	35,825
Pigeon Community Development Center P. O. Box 1494 Waynesville, NC 28786	PC	For general operating support	20,000
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	"Care. No matter what." project	25,000
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.	45,000
PTA NC Congress of Parents and Teachers 3501 Glenwood Ave Raleigh, NC 27612	PC	For general operating support	50,000

EIN 58-6038145

Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014

Public School Forum of NC 3739 National Drive, Suite 100 Raleigh, NC 27612	PC	For general operating support	80,000
Public Schools First NC, Inc. PO Box 37832 Raleigh, NC 27627	PC	For its Public Schools First NC project.	140,000
Raleigh Public Record Inc. 907 Glenwood Ave Raleigh, NC 27605	PC	For general operating support	25,000
Raleigh Public Record Inc. 907 Glenwood Ave Raleigh, NC 27605	PC	For general operating support	5,000
Rape Crisis Volunteers of Cumberland County PO Box 58332 Fayetteville, NC 28305	PC	Collaborating with the Military project	24,000
Reinvestment Partners PO Box 1929 Durham, NC 27702	PC	For general operating support	60,000
Reynolda House Museum of American Art P. O. Box 7287 Winston-Salem, NC 27109	PC	2014 Non-Profit Internship Program Host	1,600
Reynolda House Museum of American Art P. O. Box 7287 Winston-Salem, NC 27109	PC	Request to Endow the Zachary T. Smith Archives Fund Project	66,667
RFD CDC 1713 Beechwood Road Yadkinville, NC 27055	PC	To support the expansion of the NC Circles Project to 15 communities project	20,000
River City Community Development Corporation 501 E. Main Street Elizabeth City, NC 27909	PC	For general operating support.	25,000
River Front Development Group 267 Rock Hill Road Asheville, NC 28803	PC	For general operating support.	20,000
Roanoke Economic Development, Inc. PO Box 148 Rich Square, NC 27845	PC	Sustainable Forestry and African-American Land Retention Project	15,000

EIN 58-6038145

Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014

Rural Advancement Foundation International-USA P. O. Box 640 Pittsboro, NC 27312	PC	For general operating support	60,000
Rural Advancement Foundation International-USA P. O. Box 640 Pittsboro, NC 27312	PC	North Carolina Farmer Leadership Network Project	30,000
Rural Empowerment Association for Community Help 2389 W. Wards Bridge Road Warsaw, NC 28398	PC	Blacks and Browns project	15,000
Rural Empowerment Association for Community Help 2389 W. Wards Bridge Road Warsaw, NC 28398	PC	For general operating support	30,000
Shelter Home of Caldwell County P. O. Box 426 Lenoir, NC 28645	PC	Child Advocacy Program project	5,000
Shelter Home of Caldwell County P. O. Box 426 Lenoir, NC 28645	PC	Child Advocacy Program project	20,000
Southern Appalachian Highlands Conservancy 34 Wall Street, Suite 502 Asheville, NC 28801	PC	Blue Ridge Forever project	25,000
Southern Coalition for Social Justice 1415 West Highway 54, Suite 101 Durham, NC 27707	PC	For general operating support	125,000
Southern Environmental Law Center 601 West Rosemary Street, Suite 220 Chapel Hill, NC 27516	PC	For general operating support	240,000
Southwestern NC Resource Conservation & Development Council PO Box 1230 Waynesville, NC 28786	PC	Building a Community Alliance for the Smoky Mountain Ag Dev. Center at Whittier project	21,000

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Stewards of Affordable Housing for the Future 10 G Street, NE, Suite 580 Washington, DC 20002	PC	EZ Retrofit and Building Efficiency in North Carolina project	30,000
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	106,161
Strategic Leadership by Design 1010 Montague Court Sanford, NC 27330	PC	COHORT II-Aspiring Superintendent Fellows Program project	60,000
Student Action with Farmworkers 1317 W. Pettigrew St. Durham, NC 27705	PC	For general operating support	55,000
Support Center 3120 Highwoods Blvd., Suite 350 Raleigh, NC 27604	PC	2014 Non-Profit Internship Program Host	1,600
Support Center 3120 Highwoods Blvd., Suite 350 Raleigh, NC 27604	PC	For general operating support	70,000
Surry County Schools 209 N Crutchfield St Dobson, NC 27017	PC	Improving Mathematical Thinking through Teacher Leaders project	35,000
Sustain Charlotte 2317 Laburnum Ave. Charlotte, NC 28205	PC	For general operating support	20,000
Sustainable Foothills P. O. Box 2977 Lenoir, NC 28645	PC	For general operating support	3,000
Thirtieth Judicial District Domestic Violence-Sexual Assault Alliance, Inc. Post Office Box 554 Waynesville, NC 28786	PC	2014 Non-Profit Internship Program Host	1,600

EIN 58-6038145

**Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014**

Thirtieth Judicial District Domestic Violence-Sexual Assault Alliance, Inc. Post Office Box 554 Waynesville, NC 28786		Building A Foundation Through Cultural Competence Project	10,000
	PC		
Thirtieth Judicial District Domestic Violence-Sexual Assault Alliance, Inc. Post Office Box 554 Waynesville, NC 28786		For general operating support	30,000
	PC		
Toxic Free NC 115 S. St. Mary's Street, Suite D Raleigh, NC 27603	PC	For general operating support	65,000
Toxic Free NC 115 S. St. Mary's Street, Suite D Raleigh, NC 27603	PC	For general operating support	27,500
Triangle Congregations, Associations and Neighborhoods 4907 Garrett Road Durham, NC 27707	PC	For general operating support	25,000
Trout Unlimited National Office 1300 North 17th Street, Suite 500 Arlington, VA 22209	PC	For general operating support for its work in North Carolina	15,000
	PC		
Trust for Public Land 101 Montgomery Street, Suite 900 San Francisco, CA 94104	PC	Land for Tomorrow	75,000
United Way of Forsyth County 301 N. Main St. Suite 1700 Winston-Salem, NC 27101	PC	Forsyth Promise project	50,000
University of NC-Chapel Hill Vice Chancellor for Research Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350	PC	2014 Non-Profit Internship Program Host	1,600
	PC		

EIN 58-6038145

Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014

University of NC-Chapel Hill Vice Chancellor for Research Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350		2014 Non-Profit Internship Program Host	1,600
	PC		
University of NC-Chapel Hill Vice Chancellor for Research Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350		American Indian Center's North Carolina Native Asset Coalition Project	50,000
	PC		
University of NC-Chapel Hill Vice Chancellor for Research Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350		Institute for the Environment's Climate Stories: Documenting a Changing Climate Through the Voices of Ordinary Carolinians project	80,000
	PC		
University of NC-Chapel Hill Vice Chancellor for Research Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350		Institute for the Study of the Americas: Building Integrated Communities project	57,107
	PC		
University of NC-Chapel Hill Vice Chancellor for Research Office of Sponsored Research (OSR) 104 Airport Drive, Suite 2200, CB #1350 Chapel Hill, NC 27599-1350		School of Government's Racial Equity Network Project	106,330
	PC		
University of NC-Wilmington 601 South College Road Wilmington, NC 28403		Feast Down East Food Sovereignty Project	10,000
University of NC-Wilmington 601 South College Road Wilmington, NC 28403		Feast Down East Food Sovereignty Project	40,000
	PC		

EIN 58-6038145

Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014

University of NC-Wilmington 601 South College Road Wilmington, NC 28403	PC	Feast Down East Food Sovereignty Project	10,000
University of North Carolina Charlotte 9201 University City Blvd. Charlotte, NC 28223	PC	2014 Non-Profit Internship Program Host	1,600
University of North Carolina Charlotte 9201 University City Blvd. Charlotte, NC 28223	PC	Incarcerated Young Adults Study project	18,308
University of North Carolina General Administration 910 Raleigh Road Chapel Hill, NC 27514	PC	North Carolina New Teacher Support Program project	250,000
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
Valdese Economic Development Investment Corporation PO Box 1225 Valdese, NC 28690	PC	For general operating support	20,000
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

EIN 58-6038145

Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014

Wake Forest University 1834 Wake Forest Road Winston-Salem, NC 27109		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	550,631
	PC		
WakeUP Wake County, Inc. P. O. Box 6484 Raleigh, NC 27628		For its Planning for Growth Sustainably: Using civic engagement to improve transit, land use, and drinking water project	15,000
	PC		
WakeUP Wake County, Inc. P. O. Box 6484 Raleigh, NC 27628		For its Planning for Growth Sustainably: Using civic engagement to improve transit, land use, and drinking water project	5,000
	PC		
West End Revitalization Association, Inc. PO Box 661 Mebane, NC 27302		For general operating support	20,000
	PC		
Western NC Alliance 29 N. Market Street, Suite 610 Asheville, NC 28801		For general operating support	50,000
	PC		
Western NC Alliance 29 N. Market Street, Suite 610 Asheville, NC 28801		For general operating support	25,000
	PC		
Western NC Alliance 29 N. Market Street, Suite 610 Asheville, NC 28801		Three-Way Organizational Merger project	20,000
	PC		
Western NC Workers' Center PO Box 3025 Marion, NC 28752		For general operating support	15,000
	PC		

EIN 58-6038145

Z. SMITH REYNOLDS FOUNDATION, INC
GRANTS PAID 2014

Wilderness Society 1615 M Street, NW Washington, DC 20036		Building a New Constituency for Western North Carolina's National Forests for the 21st Century project	25,000
Wilson County Schools 117 N.E. Tarboro Street Wilson, NC 27893	PC	Wilson Teacher Training Academy Project	25,000
Winyah Rivers Foundation, Inc. PO Box 261954 Conway, SC 29528-6054	PC	To support its Waccamaw Riverkeeper Project work in North Carolina	10,000
Working America Education Fund 815 16th Street, NW Washington, DC 20006	PC	For general operating support of its work in North Carolina.	50,000
Working Films, Inc. 602 S. 5th Ave Wilmington, NC 28401	PC	Reel Engagement in North Carolina project	20,000
Working Landscapes 108C South Main St. Warrenton, NC 27589	PC	For general operating support.	25,000
Yadkin Riverkeeper Inc. 308 Patterson Avenue Winston-Salem, NC 27101	PC	For general operating support	5,000
Yadkin Riverkeeper Inc. 308 Patterson Avenue Winston-Salem, NC 27101	PC	For general operating support	30,000
Yadkin Riverkeeper Inc. 308 Patterson Avenue Winston-Salem, NC 27101	PC	For general operating support	5,000
			16,343,048

Cert Mail Num - Fed	Account	Name	Tax ID	Tax Due - 990PF	Tax Due	Over Payment	Tax Due - 990T	Prep Code
7006 2760 0002 3332 8140	1013001396	TW W N REYNOLDS RESIDUARY TRUST	56-6036636	0 00	0 00	0 00	0 00	496