





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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	8,194,137	1,682,316	1,682,316
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	116,569,679		
	c	Investments—corporate bonds (attach schedule)	22,163,141		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	 147,339,498		263,692,878
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 1			
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	146,926,958	149,021,814	265,375,194	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	146,926,958	149,021,814	
	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)	146,926,958	149,021,814		
31	Total liabilities and net assets/fund balances (see instructions) .	146,926,958	149,021,814		

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	146,926,958
2	Enter amount from Part I, line 27a	2	2,164,341
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	129,730
4	Add lines 1, 2, and 3	4	149,221,029
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	199,215
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	149,021,814

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 See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	8,702,770
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 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))
2016	11,483,985	225,073,375	0 051023
2015	11,660,013	233,025,417	0 050038
2014	10,769,000	236,138,271	0 045605
2013	9,690,476	217,844,668	0 044483
2012	9,859,692	200,885,000	0 049081
2 Total of line 1, column (d)			2 0 24023
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 048046
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 250,006,215
5 Multiply line 4 by line 3			5 12,011,799
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 134,261
7 Add lines 5 and 6			7 12,146,060
8 Enter qualifying distributions from Part XII, line 4			8 11,129,845

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)		
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	268,522
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	0
3	Add lines 1 and 2.	3	268,522
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	268,522
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	127,107
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	127,107
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	6
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	141,421
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 2018 estimated tax ▶ 0 Refunded ▶	11	0

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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	Yes	
14	The books are in care of ▶ Wells Fargo Bank Telephone no ▶ (800) 352-3705			

Located at ▶ 100 NORTH MAIN STREET D4001-065 WINSTON SALEM NC ZIP+4 ▶ 27101

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input checked="" type="checkbox"/>	15	
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	5b		No
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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Wells Fargo Bank NA 1525 W W T HARRIS BLVD D114 044 CHARLOTTE, NC 282885709	Co-Trustee 0	258,785		
Stephen L Neal 7913 Lewinsville Rd McLean, VA 22102	Co-Trustee 40	90,575		
John O McNairy 1101 Walker Drive Kinston, NC 28501	Co-Trustee 40	90,575		

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0****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		

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	244,902,263
b	Average of monthly cash balances.	1b	8,911,153
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	253,813,416
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	253,813,416
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,807,201
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	250,006,215
6	Minimum investment return. Enter 5% of line 5.	6	12,500,311

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	12,500,311
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	268,522
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	268,522
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	12,231,789
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	12,231,789
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	12,231,789

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	11,129,845
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	11,129,845
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	11,129,845

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				12,231,789
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			11,085,852	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	0			
b From 2013.	0			
c From 2014.	0			
d From 2015.	0			
e From 2016.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>11,129,845</u>				
a Applied to 2016, but not more than line 2a			11,085,852	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				43,993
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				12,187,796
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.	0			
b Excess from 2014.	0			
c Excess from 2015.	0			
d Excess from 2016.	0			
e Excess from 2017.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input checked="" type="checkbox"/> 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 email 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> Z SMITH REYNOLDS FOUNDATION MS LESLIE J WINNER EXEC DIR WINSTON SALEM, NC 27101	NA	PF	GENERAL SUPPORT	11,085,852
Total			<div>▶</div> 3a	11,085,852
b <i>Approved for future payment</i>				
Total			<div>▶</div> 3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	5,264,883	
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	8,702,770	
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). .				13,967,653	
13 Total. Add line 12, columns (b), (d), and (e).			13		13,967,653

(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

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.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.		
	*****	2018-04-13	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	JOSEPH J CASTRIANO				P01251603
	Firm's name PRICEWATERHOUSECOOPERS LLP				Firm's EIN 13-4008324
Firm's address 600 GRANT STREET PITTSBURGH, PA 15219					Phone no (412) 355-6000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
7603 SPDR S&P MIDCAP 400 ETF TRUST		2013-01-28	2017-05-04
20252 VANGUARD BD INDEX FD INC		2012-04-24	2017-05-04
72176 652 VANGUARD GROWTH INDEX FD-INS0868		2006-08-09	2017-05-04
2310 MONSANTO CO NEW		2016-01-25	2017-05-24
12831 ISHARES RUSSELL 2000			2017-08-07
11272 SPDR S&P MIDCAP 400 ETF TRUST		2013-01-28	2017-08-07
38765 951 VANGUARD TOTAL STK MKT INDX- I 855		2002-10-22	2017-08-07
7808 433 VANGUARD VALUE INDEX FD-I 867		2016-12-21	2017-08-07
34160 107 VANGUARD GROWTH INDEX FD-INS0868		2006-08-09	2017-08-07
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,381,665		1,510,703	870,962
1,612,771		1,643,800	-31,029
4,643,124		1,904,742	2,738,382
268,000		202,092	65,908
1,798,463		1,139,160	659,303
3,590,784		2,239,727	1,351,057
2,400,000		781,134	1,618,866
300,000		285,867	14,133
2,300,000		901,485	1,398,515
			16,673

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			870,962
			-31,029
			2,738,382
			65,908
			659,303
			1,351,057
			1,618,866
			14,133
			1,398,515

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Expenditure Responsibility Statement

Name: TW W N REYNOLDS RESIDUARY TRUST

EIN: 56-6036636

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Z Smith Reynolds Foundation	102 W Third Street Suite 1110 Winston Salem, NC 27101	2017-12-06	11,085,852	The grantee reported the funds in the amount of \$11,085,852 were used for charitable purposes in the state of North Carolina		To our Knowledge, no portion of the funds was diverted from the purpose of the grant	3/22/2018	2018-03-22	The Foundation has no reason to doubt the accuracy of information supplied, no independent verification was undertaken

TY 2017 Investments Corporate Bonds Schedule**Name:** TW W N REYNOLDS RESIDUARY TRUST**EIN:** 56-6036636**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
277911491 EATON VANCE FLOATING		
693390304 PIMCO LOW DURATION F		
921937827 VANGUARD SHORT TERM		
92206C409 VANGUARD S/T CORP BO		
922031836 VANGUARD SHORT TERM-		

TY 2017 Investments Corporate Stock Schedule

Name: TW W N REYNOLDS RESIDUARY TRUST
EIN: 56-6036636

Name of Stock	End of Year Book Value	End of Year Fair Market Value
002824100 ABBOTT LABS		
031162100 AMGEN INC		
03524A108 ANHEUSER-BUSCH INBEV		
037833100 APPLE INC		
084670702 BERKSHIRE HATHAWAY I		
097023105 BOEING CO		
110122108 BRISTOL MYERS SQUIBB		
12572Q105 CME GROUP INC		
166764100 CHEVRON CORP		
17275R102 CISCO SYSTEMS INC		
191216100 COCA COLA CO		
20030N101 COMCAST CORP CLASS A		
25243Q205 DIAGEO PLC - ADR		
30231G102 EXXON MOBIL CORPORAT		
369604103 GENERAL ELECTRIC CO		
437076102 HOME DEPOT INC		
458140100 INTEL CORP		
464287655 ISHARES RUSSELL 2000		
46625H100 JPMORGAN CHASE & CO		
478160104 JOHNSON & JOHNSON		
517834107 LAS VEGAS SANDS CORP		
580135101 MCDONALDS CORP		
58933Y105 MERCK & CO INC NEW		
594918104 MICROSOFT CORP		
641069406 NESTLE S.A. REGISTER		
66987V109 NOVARTIS AG - ADR		
718172109 PHILIP MORRIS INTERN		
742718109 PROCTER & GAMBLE CO		
78467Y107 SPDR S&P MIDCAP 400		
806857108 SCHLUMBERGER LTD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
87612E106 TARGET CORP		
88579Y101 3M CO		
89151E109 TOTAL S.A. - ADR		
89417E109 TRAVELERS COMPANIES,		
907818108 UNION PACIFIC CORP		
911312106 UNITED PARCEL SERVIC		
922042858 VANGUARD FTSE EMERGI		
922908801 VANGUARD TOTAL STK M		
922908850 VANGUARD VALUE INDEX		
922908868 VANGUARD GROWTH INDE		
92343V104 VERIZON COMMUNICATIO		
G1151C101 ACCENTURE PLC		
00287Y109 ABBVIE INC		
683974604 OPPENHEIMER DEVELOPI		
78463X863 SPDR DJ WILSHIRE INT		
921943882 VANGUARD DEV MKT IND		
922908553 VANGUARD REIT VIPER		
46434V704 ISHA HEDGED MSCI GER		
921910303 VANGUARD CALVERT SOC		
02079K107 ALPHABET INC CL C		
03076C106 AMERIPRISE FINL INC		
09247X101 BLACKROCK INC		
192446102 COGNIZANT TECH SOLUT		
231021106 CUMMINS INC.		
254687106 WALT DISNEY CO		
56501R106 MANULIFE FINANCIAL C		
61166W101 MONSANTO CO NEW		
693475105 PNC FINANCIAL SERVIC		
867224107 SUNCOR ENERGY INC NE		
91324P102 UNITEDHEALTH GROUP I		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
G0084W 101 ADIENT PLC -W/I		
G51502105 JOHNSON CONTROLS INT		

TY 2017 Investments - Other Schedule

Name: TW W N REYNOLDS RESIDUARY TRUST
EIN: 56-6036636

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
20030N101 COMCAST CORP CLASS A	AT COST	265,726	714,492
517834107 LAS VEGAS SANDS CORP	AT COST	220,045	269,621
464287655 ISHARES RUSSELL 2000	AT COST	4,088,366	8,150,664
922908850 VANGUARD VALUE INDEX	AT COST	15,386,667	27,189,156
921943882 VANGUARD TAX MANAGED	AT COST	14,321,076	18,420,045
277911491 EATON VANCE FLOATING	AT COST	9,335,667	9,170,982
097023105 BOEING COMPANY	AT COST	376,282	1,189,962
110122108 BRISTOL MYERS SQUIBB	AT COST	250,690	463,277
191216100 COCA COLA CO	AT COST	101,961	131,217
87612E106 TARGET CORP	AT COST	262,672	296,888
91324P102 UNITEDHEALTH GROUP I	AT COST	205,305	399,033
46625H100 JPMORGAN CHASE & CO	AT COST	334,850	791,356
166764100 CHEVRON CORP	AT COST	295,140	341,769
478160104 JOHNSON & JOHNSON	AT COST	199,059	428,940
806857108 SCHLUMBERGER LTD	AT COST	260,161	236,539
89151E109 TOTAL FINA ELF S.A.	AT COST	262,321	304,040
03524A108 ANHEUSER-BUSCH INBEV	AT COST	102,267	157,300
G1151C101 ACCENTURE PLC	AT COST	208,560	500,604
G0084W101 ADIENT PLC -W/I	AT COST	24,271	41,003
46434V704 ISHA HEDGED MSCI GER	AT COST	2,329,822	2,317,779
17275R102 CISCO SYSTEMS INC	AT COST	259,388	482,963
192446102 COGNIZANT TECH SOLUT	AT COST	238,279	281,949
66987V109 NOVARTIS AG - ADR	AT COST	202,472	307,294
742718109 PROCTER & GAMBLE CO	AT COST	193,997	264,614
911312106 UNITED PARCEL SERVIC	AT COST	207,322	306,216
92343V104 VERIZON COMMUNICATIO	AT COST	195,666	238,397
58933Y105 MERCK & CO INC NEW	AT COST	198,344	295,418
78467Y107 SPDR S&P MIDCAP 400	AT COST	8,060,634	18,480,471
922908868 VANGUARD GROWTH INDE	AT COST	16,821,427	48,347,181
231021106 CUMMINS INC.	AT COST	207,167	434,534

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
25243Q205 DIAGEO PLC - ADR	AT COST	199,534	300,822
437076102 HOME DEPOT INC	AT COST	205,547	780,864
594918104 MICROSOFT CORP	AT COST	336,609	854,117
907818108 UNION PACIFIC CORP	AT COST	311,868	742,914
867224107 SUNCOR ENERGY INC NE	AT COST	359,350	566,039
89417E109 TRAVELERS COS INC	AT COST	203,273	470,671
922042858 VANGUARD EMERGING MA	AT COST	12,818,265	14,869,836
22544R305 CREDIT SUISSE COMM R	AT COST	1,250,000	1,280,612
002824100 ABBOTT LABORATORIES	AT COST	91,383	179,771
369604103 GENERAL ELECTRIC CO	AT COST	105,385	91,264
09247X101 BLACKROCK INC	AT COST	209,277	369,871
88579Y101 3M CO	AT COST	234,315	619,023
02079K107 ALPHABET INC/CA	AT COST	284,754	418,560
718172109 PHILIP MORRIS INTERN	AT COST	101,964	124,667
693390304 PIMCO LOW DURATION F	AT COST	5,323,004	5,172,167
921910303 VANGUARD CALVERT SOC	AT COST	2,098,800	2,639,354
922908553 VANGUARD REIT VIPER	AT COST	2,459,217	2,728,797
78463X863 SPDR DJ WILSHIRE INT	AT COST	1,478,438	1,394,476
031162100 AMGEN INC	AT COST	197,509	511,266
458140100 INTEL CORP	AT COST	309,581	513,299
693475105 PNC FINANCIAL SERVIC	AT COST	307,386	506,458
56501R106 MANULIFE FINANCIAL C	AT COST	196,446	320,201
G51502105 JOHNSON CTLS INTL PL	AT COST	238,229	198,706
12572Q105 CME GROUP INC	AT COST	113,459	243,904
92206C409 VANGUARD S/T CORP BO	AT COST	5,173,932	5,101,210
683974604 OPPENHEIMER DEVELOPI	AT COST	4,500,000	5,377,292
9WB027432 INDENTURE DATED 09/0	AT COST	1	1
037833100 APPLE COMPUTER INC C	AT COST	549,176	1,077,995
30231G102 EXXON MOBIL CORPORAT	AT COST	150,815	146,370
03076C106 AMERIPRISE FINL INC	AT COST	205,974	384,697

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
580135101 MCDONALDS CORP	AT COST	200,666	356,288
00287Y109 ABBVIE INC	AT COST	99,097	304,637
922908801 VANGUARD TOTAL STK M	AT COST	18,086,740	59,936,033
922031836 VANGUARD S/T INVEST	AT COST	5,236,813	5,160,376
72201F516 PIMCO EMERGING LOCAL	AT COST	7,539,636	7,693,855
254687106 WALT DISNEY CO	AT COST	213,612	240,822
641069406 NESTLE S.A. REGISTER	AT COST	227,151	314,650
084670702 BERSHIRE HATHAWAY IN	AT COST	306,688	747,289

TY 2017 Other Assets Schedule

Name: TW W N REYNOLDS RESIDUARY TRUST

EIN: 56-6036636

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
9WB027432 INDENTURE DATED 09/0	1	0	0

TY 2017 Other Decreases Schedule

Name: TW W N REYNOLDS RESIDUARY TRUST
EIN: 56-6036636

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	199,215

TY 2017 Other Expenses Schedule**Name:** TW W N REYNOLDS RESIDUARY TRUST**EIN:** 56-6036636**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADR FEE	450	450		0

TY 2017 Other Increases Schedule**Name:** TW W N REYNOLDS RESIDUARY TRUST**EIN:** 56-6036636

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	128,861
ROUNDING	869

TY 2017 Taxes Schedule**Name:** TW W N REYNOLDS RESIDUARY TRUST**EIN:** 56-6036636

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	71,766	71,766		0
ESTIMATED EXCISE TAX	173,965	0		0
FOREIGN TAXES ON QUALIFIED FOR	1,352	1,352		0
FOREIGN TAXES ON NONQUALIFIED	29,992	29,992		0