

Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

**2017**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

For calendar year **2017** or tax year beginning , **2017**, and ending , **20**

Name of foundation

**CHARLES E. HAYWORTH, JR., FOUNDATION (THE)**

A Employer identification number

**57-0834648**

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

**6325 S RAINBOW BLVD STE 300**

Room/suite

B Telephone number (see instructions)

**855-739-2921**

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

**LAS VEGAS, NV 89118**

C If exemption application is pending, check here . . . . . ☐

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☒ Address change

☐ Name change

D 1 Foreign organizations, check here . . . . . ☐

2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **11,952,167.**

J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ☐

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities . . . . .	237,203.	235,553.		STMT 1
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	121,586.			
	b Gross sales price for all assets on line 6a <b>866,785.</b>				
	7 Capital gain net income (from Part IV, line 2) .		121,586.		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances . . . . .				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	833.			STMT 2
	12 Total. Add lines 1 through 11 . . . . .	359,622.	357,139.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages . . . . .		NONE	NONE	
	15 Pension plans, employee benefits . . . . .		NONE	NONE	
	16a Legal fees (attach schedule) . . . . . STMT 3	45,846.	22,923.	NONE	22,923.
	b Accounting fees (attach schedule) STMT 4	1,800.	NONE	NONE	1,800.
	c Other professional fees (attach schedule) STMT 5	70,155.	70,155.		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) STMT 6	4,018.	4,018.		
	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 7	139.	67.		72.
	24 Total operating and administrative expenses Add lines 13 through 23. . . . .	121,958.	97,163.	NONE	24,795.
	25 Contributions, gifts, grants paid . . . . .	515,000.			515,000.
	26 Total expenses and disbursements Add lines 24 and 25	636,958.	97,163.	NONE	539,795.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements . .	-277,336.			
	b Net investment income (if negative, enter -0-) . . . .		259,976.		
	c Adjusted net income (if negative, enter -0-) . . . .				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	10,131.	19,453.	19,453.
	2	Savings and temporary cash investments . . . . .	721,403.	370,259.	370,259.
	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 8 . . . . .	6,019,081.	5,466,029.	6,739,134.
	c	Investments - corporate bonds (attach schedule) . STMT 9 . . . . .	861,015.	1,257,429.	1,209,602.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ . . . . .		
		Less accumulated depreciation ▶ (attach schedule) . . . . .			
12		Investments - mortgage loans . . . . .			
13		Investments - other (attach schedule) . . . . .			
14		Land, buildings, and equipment basis ▶ . . . . .			
		Less accumulated depreciation ▶ (attach schedule) . . . . .			
15		Other assets (describe ▶ CHARLES SCHWAB INVESTMENTS ) . . . . .	2,979,776.	3,613,719.	3,613,719.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	10,591,406.	10,726,889.	11,952,167.
17		Accounts payable and accrued expenses . . . . .			
18		Grants payable . . . . .			
Net Assets or Fund Balances	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (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"/>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> X . . . . .			
	27	Capital stock, trust principal, or current funds . . . . .	10,591,406.	10,726,889.	
	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) . . . . .	10,591,406.	10,726,889.		
31	Total liabilities and net assets/fund balances (see instructions) . . . . .	10,591,406.	10,726,889.		

## 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	10,591,406.
2	Enter amount from Part I, line 27a . . . . .	2	-277,336.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10 . . . . .	3	419,710.
4	Add lines 1, 2, and 3 . . . . .	4	10,733,780.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11 . . . . .	5	6,891.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	10,726,889.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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.)
<b>1 a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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))		
<b>a</b> 866,785.		745,199.	121,586.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			121,586.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	121,586.	
<b>3</b> 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 . . . . .			<b>3</b>		

**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 doesn't qualify under section 4940(e). Do not complete this part.

(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	561,505.	10,779,944.	0.052088
2015	613,873.	11,425,815.	0.053727
2014	532,848.	12,056,269.	0.044197
2013	522,406.	11,347,459.	0.046037
2012	498,240.	10,381,419.	0.047993
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.244042
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years . . . . .			<b>3</b> 0.048808
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .			<b>4</b> 11,416,526.
<b>5</b> Multiply line 4 by line 3. . . . .			<b>5</b> 557,218.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 2,600.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 559,818.
<b>8</b> 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.			<b>8</b> 539,795.

**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	5,200.
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	NONE
3	Add lines 1 and 2 . . . . .	3	5,200.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	5,200.
6	<b>Credits/Payments</b>		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .	6a	2,400.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	5,719.
d	Backup withholding erroneously withheld . . . . .	6d	
7	<b>Total credits and payments.</b> Add lines 6a through 6d . . . . .	7	8,119.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	2,919.
11	Enter the amount of line 10 to be: <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> 2,919. <b>Refunded</b> <input type="checkbox"/> <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 the instructions for the definition . . . . .		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities . . . . .		
c Did the foundation file <b>Form 1120-POL</b> 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? . . . . .		X
If "Yes," attach a detailed description of the activities. . . . .		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		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 <b>Form 990-T</b> for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		X
If "Yes," attach the statement required by <i>General Instruction T</i> . . . . .		
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"/> <u>NC</u>		
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 <i>General Instruction G</i> ? 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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

	Yes	No
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 . . . . .		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 . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>SEE STATEMENT 12</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 . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .		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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>		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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions . . . . .		1b
Organizations relying on a current notice regarding disaster assistance, check here . . . . .		
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? . . . . .		1c
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 <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
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 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) . . . . .		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

<b>5a</b>	During the year, did the foundation pay or incur any amount to		<b>Yes</b>	<b>No</b>
(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 type="checkbox"/> Yes	<input checked="" 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>b</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			<b>5b</b>
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
<b>c</b>	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 type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
<b>6a</b>	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>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<b>6b</b>
	If "Yes" to 6b, file Form 8870.			X
<b>7a</b>	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>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			<b>7b</b>

**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
David R Hayworth 800 ROCKFORD ROAD, HIGH POINT, NC 27262	President 1	-0-	-0-	-0-
Elizabeth L Quick ONE WEST FOURTH STREET, WINSTON SALEM, NC 27101	VP/Secretary 1	-0-	-0-	-0-
Linwood Davis ONE WEST FOURTH STREET, WINSTON SALEM, NC 27101	VP/Treasurer 1	-0-	-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**

**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
SEE STATEMENT 13		

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
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b> NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	

Form **990-PF** (2017)

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	11,145,860.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	444,522.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	11,590,382.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	11,590,382.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	173,856.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	11,416,526.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	570,826.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	570,826.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5 . . . . .	<b>2a</b>	5,200.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	5,200.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	565,626.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	565,626.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	565,626.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	539,795.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	539,795.
<b>5</b>	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 . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	539,795.

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7 . . . . .				565,626.
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			512,831.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012 . . . . .		NONE		
<b>b</b> From 2013 . . . . .		NONE		
<b>c</b> From 2014 . . . . .		NONE		
<b>d</b> From 2015 . . . . .		NONE		
<b>e</b> From 2016 . . . . .		NONE		
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 539,795.				
<b>a</b> Applied to 2016, but not more than line 2a . . .			512,831.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2017 distributable amount . . . . .				26,964.
<b>e</b> Remaining amount distributed out of corpus . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018. . . . .				538,662.
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013 . . .	NONE			
<b>b</b> Excess from 2014 . . .	NONE			
<b>c</b> Excess from 2015 . . .	NONE			
<b>d</b> Excess from 2016 . . .	NONE			
<b>e</b> Excess from 2017 . . .	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 2017, 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 . . . . .

**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).)

NONE

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

NONE

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

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

**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**

Recipient Name and address (home or business)	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
<b>a Paid during the year</b>				
ART'S COUNCIL OF WINSTON SALEM 251 N SPRUCE STREET WINSTON-SALEM NC 27101	NONE	PC	GENERAL SUPPORT	50,000.
HIGH POINT UNIVERSITY 833 MONTLIEU AVENUE HIGH POINT NC 27262	NONE	PC	GENERAL SUPPORT	185,000.
UNITED WAY OF GREATER HIGH POINT, INC. 201 CHURCH AVENUE HIGH POINT NC 27262	NONE	PC	SUPPORT OF OPERATIONS	15,000.
YWCA HIGH POINT 12 GATEWOOD AVENUE HIGH POINT NC 27262	NONE	PC	SUPPORT OF OPERATIONS	100,000.
THE HIGH POINT COMMUNITY FDN PO BOX 5166 HIGH POINT NC 27262	NONE	PC	SUPPORT OF OPERATIONS	140,000.
FAMILY SERVICE OF THE PIEDMONT 902 BONNER DRIVE JAMESTOWN NC 27282	NONE	PC	SUPPORT OF OPERATIONS	25,000.
<b>Total</b>			<b>3a</b>	515,000.
<b>b Approved for future payment</b>				
<b>Total</b>			<b>3b</b>	

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	
		14	237,203 .	
		18	121,586 .	
		1	833 .	
			359,622 .	

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

NOT APPLICABLE



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABERDEEN GLOBAL HIGH INCOME FD #5497	2,356.	2,175.
CREDIT SUISSE COMM RET ST-I #2156	1,911.	1,911.
DODGE & COX INCOME FD COM #147	6,811.	6,811.
FEDERATED STRAT VAL DIV FD IS #662	25,522.	25,522.
FID ADV EMER MKTS INC- CL I #607	8,509.	8,509.
MONDRIAN INTERNATIONAL EQUITY FUND	14,795.	14,795.
HARBOR CAPITAL APRCTION-INST #2012	609.	609.
ISHARES CORE S & P 500 ETF	12,947.	12,947.
ISHARES MSCI EAFE ETF	12,882.	12,882.
ISHARES RUSSELL MID-CAP ETF	5,334.	5,334.
ISHARES RUSSELL 2000 ETF	4,396.	4,396.
JPMORGAN HIGH YIELD-I #3580	2,747.	2,747.
FEDERATED MM TREAS OBLIG INST	1,956.	1,956.
OPPENHEIMER DEVELOPING MKT-I #799	4,164.	4,164.
PIMCO REAL RETURN FUND-INST #122	3,885.	3,885.
PIMCO COMMODITY REAL RET STRAT-I#45	11,775.	11,775.
PIMCO EMERGING LOCAL BOND IS #332	6,120.	4,691.
T ROWE PRICE SHORT TERM BD FD #55	2,614.	2,574.
SPDR DJ WILSHIRE INTERNATIONAL REAL	5,099.	5,099.
SPDR DOW JONES REIT ETF	14,938.	14,938.
STERLING CAPITAL STRATTON SMALL CAP	645.	645.
TEMPLETON EMER MKT S/C-ADV #626	1,429.	1,429.
TOUCHSTONE MID CAP VAL-INST #552	5,512.	5,512.
SCHWAB INVESTMENT MANAGER	80,247.	80,247.
	-----	-----
TOTAL	237,203.	235,553.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	833.
	-----
TOTALS	833.
	=====

FORM 990PF, PART I - LEGAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL SERVICES	45,846.	22,923.		22,923.
	-----	-----	-----	-----
TOTALS	45,846.	22,923.	NONE	22,923.
	=====	=====	=====	=====



FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,800.			1,800.
TOTALS	1,800.	NONE	NONE	1,800.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO MGMT FEE	70,155.	70,155.
	-----	-----
TOTALS	70,155.	70,155.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	46.	46.
FOREIGN TAXES ON QUALIFIED FOR	3,110.	3,110.
FOREIGN TAXES ON NONQUALIFIED	862.	862.
	-----	-----
TOTALS	4,018.	4,018.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
ADRE FEES	67.	67.	26.
POSTAL FEES	26.		46.
CHECK ORDER FEES	46.		
TOTALS	139.	67.	72.
	=====	=====	=====

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
314172560 FEDERATED STRAT VAL	348,201.	368,486.	556,224.
411511504 HARBOR CAPITAL APRCT	359,713.	227,911.	376,008.
722005667 PIMCO COMMODITY REAL	244,551.	244,551.	144,693.
78464A607 SPDR DOW JONES REIT	221,405.	221,405.	489,530.
22544R305 CREDIT SUISSE COMM R	194,092.	77,678.	69,329.
464287200 ISHARES CORE S & P 5	575,819.	513,562.	684,761.
683974604 OPPENHEIMER DEVELOPI	434,174.	434,174.	502,989.
74925K581 BOSTON P LNG/SHRT RE	559,995.	559,995.	632,085.
78463X863 SPDR DJ WILSHIRE INT	187,515.	187,515.	168,438.
88019R690 TEMPLETON EMER MKT S	395,695.	395,695.	481,289.
04314H600 ARTISAN MID CAP FUND	275,662.		
85917K546 STERLING CAPITAL STR	280,327.	203,000.	223,333.
36381Y108 MONDRIAN INTERNATION	341,827.	341,827.	446,076.
464287465 ISHARES MSCI EAFE ET	347,343.	347,343.	463,694.
464287499 ISHARES RUSSELL MID-	301,758.	301,758.	351,740.
464287655 ISHARES RUSSELL 2000	254,499.	254,499.	348,371.
74925K367 ABBEY CAP FUTURES ST	471,510.	471,510.	477,682.
89155H389 TOUCHSTONE MID CAP V	224,995.	315,120.	322,892.
	-----	-----	-----
TOTALS	6,019,081.	5,466,029.	6,739,134.
	=====	=====	=====

CHARLES E. HAYWORTH, JR., FOUNDATION (THE)

57-0834648

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
256210105 DODGE & COX INCOME F	217,692.	300,377.	309,486.
4812C0803 JPMORGAN HIGH YIELD-	44,630.	86,860.	82,627.
315920702 FID ADV EMER MKTS IN	101,863.	333,638.	329,942.
72201F516 PIMCO EMERGING LOCAL	146,360.	145,198.	104,719.
04315J860 ABERDEEN GLOBAL HIGH	48,507.	89,987.	82,399.
77957P105 T ROWE PRICE SHORT T	152,175.	151,459.	148,998.
693391104 PIMCO REAL RETURN FU	149,788.	149,910.	151,431.
	-----	-----	-----
TOTALS	861,015.	1,257,429.	1,209,602.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	2,300.
CHANGE IN VALUE OF INVESTMENTS - SCHWAB	417,288.
WASH SALES ADJUSTMENT	122.
	-----
TOTAL	419,710.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	5,013.
ROC BASIS ADJUSTMENT	1,877.
ROUNDING	1.
	-----
TOTAL	6,891.
	=====



CHARLES E. HAYWORTH, JR., FOUNDATION (THE)

57-0834648

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

NAME: WELLS FARGO BANK NA

ADDRESS: 100 NORTH MAIN STREET D4001-065  
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (855)739-2921

STATEMENT 12

CHARLES E. HAYWORTH, JR., FOUNDATION (THE)

57-0834648

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS  
=====

NAME:

WELLS FARGO BANK NA

ADDRESS:

1525 WEST WT HARRIS BLVD, CHARLOTTE, NC

TYPE OF SERVICE:

AGENT FOR TRUSTEE

COMPENSATION ..... 70,155.

COMPENSATION EXPLANATION:

AGY FEES

TOTAL COMPENSATION: 70,155.  
=====