



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



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

2012

Department of the Treasury
 Internal Revenue Service

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

For calendar year **2012**, or tax year beginning **7/01**, 2012, and ending **12/31**, 2012

Reader's Digest Foundation
 44 South Broadway
 White Plains, NY 10601

A Employer identification number
 13-6120380

B Telephone number (see the instructions)
 914-244-1000

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 computation

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

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

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input checked="" type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> 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, column (c), line 16)
 \$ 4,879,898.

J Accounting method Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Chk <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	33.	33.	33.	
4	Dividends and interest from securities	83,227.	83,227.	83,227.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	11,341.			
b	Gross sales price for all assets on line 6a	101,022.			
7	Capital gain net income (from Part IV, line 2)		11,341.		
8	Net short-term capital gain			11,341.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	94,601.	94,601.	94,601.	
13	Compensation of officers, directors, trustees, etc.	65,083.			65,083.
14	Other employee salaries and wages	20,305.			20,305.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	19,000.	4,750.	4,750.	14,250.
c	Other prof fees (attach sch) See St 3	5,239.			5,239.
17	Interest				
18	Taxes (attach schedule) See Stm 4	2,000.			
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	156.			156.
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 5	26,667.			26,667.
24	Total operating and administrative expenses. Add lines 13 through 23	138,450.	4,750.	4,750.	131,700.
25	Contributions, gifts, grants paid Part XV	23,665.			28,407.
26	Total expenses and disbursements. Add lines 24 and 25	162,115.	4,750.	4,750.	160,107.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-67,514.			
b	Net investment income (if negative, enter -0-)		89,851.		
c	Adjusted net income (if negative, enter -0-)			89,851.	

0423259911 NOV 13 '14
 RECEIVED
 DEC 01 2014
 ADMINISTRATIVE EXPENSES
 OPERATING AND

RECEIVED
 NOV 21 2014
 IRS-OS

GH 7

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	127,648.	50,040.	50,040.
	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 sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments -- U S and state government obligations (attach schedule)			
	b	Investments -- corporate stock (attach schedule) Statement 6	2,395,260.	2,480,805.	2,480,805.
	c	Investments -- corporate bonds (attach schedule) Statement 7	2,306,975.	2,345,662.	2,345,662.
	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 See Statement 8)		3,391.	3,391.	
16	Total assets (to be completed by all filers -- see the instructions Also, see page 1, item I)	4,829,883.	4,879,898.	4,879,898.	
LIABILITIES	17	Accounts payable and accrued expenses	29,459.	20,597.	
	18	Grants payable	17,232.	12,934.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	46,691.	33,531.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	4,783,192.	4,846,367.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	4,783,192.	4,846,367.	
	31	Total liabilities and net assets/fund balances (see instructions)	4,829,883.	4,879,898.	

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	4,783,192.
2	Enter amount from Part I, line 27a	2	-67,514.
3	Other increases not included in line 2 (itemize) See Statement 9	3	130,689.
4	Add lines 1, 2, and 3	4	4,846,367.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30	6	4,846,367.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 3,607 units Vanguard Developed Markets Index Fund	P	12/05/11	10/23/12
b 151 units Vanguard MSCI Emerging Markets Fund	P	12/05/11	10/23/12
c 559 units Vanguard Small Cap Index Fund	P	12/05/11	10/23/12
d 418 units Vanguard 500 Index Fund	P	12/05/11	10/23/12
e Securities litigation	P		12/24/12

(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 30,000.		27,773.	2,227.
b 5,000.		4,711.	289.
c 20,000.		17,729.	2,271.
d 45,000.		39,468.	5,532.
e 1,022.			1,022.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			2,227.
b			289.
c			2,271.
d			5,532.
e			1,022.

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	11,341.
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 If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	11,341.

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

(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 (column (b) divided by column (c))
2011	495,029.	4,881,669.	0.101406
2010	534,866.	4,954,962.	0.107946
2009	1,047,166.	5,634,049.	0.185864
2008	1,919,190.	7,578,016.	0.253258
2007	1,851,394.	11,593,532.	0.159692

2 Total of line 1, column (d)	2	0.808166
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	0.161633
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,806,731.
5 Multiply line 4 by line 3	5	776,926.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	899.
7 Add lines 5 and 6	7	777,825.
8 Enter qualifying distributions from Part XII, line 4	8	160,107.

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)

1 a	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 instrs)		
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	1,797.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,797.
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	1,797.
6	Credits/Payments.		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	5,512.
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	5,512.
8	Enter any penalty for underpayment of estimated tax Check here <input 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	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,715.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 3,715. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b		N/A
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

BAA

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)			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 ▶ N/A		X	
14	The books are in care of ▶ <u>Reader's Digest Foundation</u> Telephone no ▶ <u>914-244-1000</u> Located at ▶ <u>44 South Broadway White Plains NY</u> ZIP + 4 ▶ <u>10601</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 ▶ <u>15</u> N/A <input type="checkbox"/> N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶		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
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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.)	2 b	N/A
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 __		
3 a 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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5 b Yes No N/A

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A 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 No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6 b Yes No X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7 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
See Statement 10		65,083.	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				

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

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		

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 <u>See Statement 11</u>	
2 -----	262.
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 <u>N/A</u>	
2 -----	
3 All other program-related investments See instructions.	
Total. Add lines 1 through 3	0.

BAA

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	1 a	4,791,086.
b	Average of monthly cash balances	1 b	88,844.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	4,879,930.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,879,930.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	73,199.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,806,731.
6	Minimum investment return. Enter 5% of line 5 Short Year Modified Percentage 2.5137 %	6	120,827.

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	120,827.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	1,797.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,797.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	119,030.
4	Recoveries of amounts treated as qualifying distributions	4	1,443.
5	Add lines 3 and 4	5	120,473.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	120,473.

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	1 a	160,107.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	160,107.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	160,107.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				120,473.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,286,755.			
b From 2008	1,545,705.			
c From 2009	766,644.			
d From 2010	293,193.			
e From 2011	264,007.			
f Total of lines 3a through e	4,156,304.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 160,107.				
a Applied to 2011, but not more than line 2a			0.	
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 2012 distributable amount				120,473.
e Remaining amount distributed out of corpus	39,634.			
5 Excess distributions carryover applied to 2012 (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	4,195,938.			
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 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,286,755.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,909,183.			
10 Analysis of line 9:				
a Excess from 2008	1,545,705.			
b Excess from 2009	766,644.			
c Excess from 2010	293,193.			
d Excess from 2011	264,007.			
e Excess from 2012	39,634.			

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

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 (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 of the person to whom applications should be addressed

See Statement 12

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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
a Paid during the year See Statement 13				
Total				▶ 3 a 28,407.
b Approved for future payment See Statement 14				
Total				▶ 3 b 12,934.

Statement 1
Form 990-PF
Explanation of Amended Return

Reader's Digest Foundation intended to change its accounting period from the month ended June 30 to the month ended December 31 with the return for the six months ended December 31, 2012. The Change of Accounting Period was noted on the top of the return originally filed.

A software input error was made and the end of the year was not changed on the Return of Private Foundation (Form 990-PF). The return enclosed corrects this error,

This amended return is for the period beginning July 1, 2012 and ending December 31, 2012. There are no other changes in the return.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	\$ 8,000.	\$ 2,000.	\$ 2,000.	\$ 6,000.
Auditing	11,000.	2,750.	2,750.	8,250.
Total	<u>\$ 19,000.</u>	<u>\$ 4,750.</u>	<u>\$ 4,750.</u>	<u>\$ 14,250.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Matching gift administration	\$ 5,239.			\$ 5,239.
Total	<u>\$ 5,239.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 5,239.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal excise tax	\$ 2,000.			
Total	<u>\$ 2,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Back to School Volunteer Program	\$ 262.			\$ 262.
Miscellaneous	175.			175.
Reimbursed fringe benefits	26,230.			26,230.
Total	<u>\$ 26,667.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 26,667.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Vanguard Developed Markets Index Fund	Mkt Val	\$ 417,742.	\$ 417,742.
Vanguard Emerging Markets Index Fund	Mkt Val	105,958.	105,958.
Vanguard Small Cap Index Fund	Mkt Val	260,362.	260,362.
Vanguard 500 Index Fund	Mkt Val	1,696,743.	1,696,743.
Total		<u>\$ 2,480,805.</u>	<u>\$ 2,480,805.</u>

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Vanguard Total Bond Market Index Fund	Mkt Val	\$ 2,345,662.	\$ 2,345,662.
Total		<u>\$ 2,345,662.</u>	<u>\$ 2,345,662.</u>

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Prepaid expenses	\$ 3,391.	\$ 3,391.
Total	<u>\$ 3,391.</u>	<u>\$ 3,391.</u>

Reader's Digest Foundation

13-6120380

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments

	Total	\$ 130,689.
		\$ 130,689.

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Robert Guth Reader's Digest Foundation White Plains, NY 10601	Chairman 1.00	\$ 0.	\$ 0.	\$ 0.
Susan W. Cumiskey Reader's Digest Foundation White Plains, NY 10601	Director 1.00	0.	0.	0.
William H. Magill Reader's Digest Foundation White Plains, NY 10601	Treasurer 1.00	0.	0.	0.
Susan Russ Reader's Digest Foundation White Plains, NY 10601	Exec. Director 4.00	23,679.	0.	0.
Elizabeth A. Longley Reader's Digest Foundation White Plains, NY 10601	Secretary 28.00	41,404.	0.	0.
Phyllis E. Gebhardt Reader's Digest Foundation White Plains, NY 10601	Director 1.00	0.	0.	0.
Paul L. Gillow Reader's Digest Foundation White Plains, NY 10601	Director 1.00	0.	0.	0.
Total		\$ 65,083.	\$ 0.	\$ 0.

Statement 11
Form 990-PF, Part IX-A, Line 1
Summary of Direct Charitable Activities

Direct Charitable Activities	Expenses
Volunteer Program - The Foundation supported volunteer activity by employees of The Reader's Digest Association, Inc., for underprivileged children including a back-to-school clothing drive and educational programs.	\$ 262.

Reader's Digest Foundation

13-6120380

Statement 12
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
 Name: Susan F. Russ
 Care Of: Reader's Digest Foundation
 Street Address: 44 South Broadway
 City, State, Zip Code: White Plains, NY 10601
 Telephone: 914-244-1000
 E-Mail Address: Susan.Russ@ReadersDigest.com
 Form and Content: Letter
 Submission Deadlines: None
 Restrictions on Awards: None

Statement 13
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
JK Group Trustee for Reader's Digest Fdn P.O. Box 7174 Princeton, NJ 08543		Public	Matching Gifts Program - Gifts to publicly supported charities matching the contributions of employees of The Reader's Digest Association, Inc. See Schedule attached.	\$ 24,907.
JK Group Trustee for Reader's Digest Fdn P.O. Box 7174 Princeton, NJ 08543		Public	Volunteer Incentive Program - Grants to charitable organizations in which employees of The Reader's Digest Association, Inc., participate as volunteers. See Schedule attached.	3,500.
Total				\$ <u>28,407.</u>

Reader's Digest Foundation

13-6120380

Statement 14
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
JK Group Trustee for Reader's Digest Fdn P.O. Box 7174 Princeton, NJ 08543		Public	Matching Gifts Program - Gifts to publicly supported charities matching the contributions of employees of The Reader's Digest Association, Inc.	\$ 10,434.
JK Group Trustee for Reader's Digest Fdn P.O. Box 7174 Princeton, NJ 08543		Public	Volunteer Incentive Program - Grants to charitable organizations in which employees of The Reader's Digest Association, Inc., participate as volunteers.	2,500.
Total \$				<u>12,934.</u>

Reader's Digest Foundation
EIN: 13-6120380
Six Months Ended December 31, 2012

Form 990-PF, Part XV, Line 3a - Statement 12

Matching Gifts

Fourth Quarter Fiscal 2012 Distribution Paid July 11, 2012	\$ 15,232 00
First Quarter Fiscal 2013 Distribution Paid November 2, 2012	<u>9,675 00</u>
	<u>\$ 24,907 00</u>

Volunteer Incentive Program

Fourth Quarter Fiscal 2012 Distribution Paid July 11, 2012	\$ 2,000 00
First Quarter Fiscal 2013 Distribution Paid November 2, 2012	<u>1,500 00</u>
	<u>\$ 3,500 00</u>

See Schedules Attached

Reader's Digest Foundation
EIN: 13-6120380
Six Months Ended December 31, 2012

Form 990-PF, Part XV, Line 3a - Statement 12

Volunteer Incentive Program	
Ossining Union Free School District - Ossining, NY	500 00
Volunteer Service Bureau of Westchester Inc - Tarrytown, NY	500 00
Ossining Union Free School District - Ossining, NY	500 00
Volunteer Center of Bergen County Inc - Hackensack, NJ	500 00
Diabetes Research Institute Foundation Inc	500 00
Girl Scouts Troop 1615	500 00
Midwest Border Collie Rescue, Inc.	500 00
	<hr/>
	\$ 3,500 00
	<hr/> <hr/>

Reader's Digest Foundation
EIN: 13-6120380
Six Months Ended December 31, 2012

Form 990-PF, Part XV, Line 3a - Statement 12

Matching Gifts
Fourth Quarter Fiscal 2012 Distribution Paid July 11, 2012

American Cancer Society Inc - Hackensack, NJ	\$ 35 00
American Cancer Society Inc - Johnson City, NY	150 00
American Heart Association Inc - Glen Allen, VA	75 00
American Heart Association Inc - Wallingford, CT	25 00
Amyotrophic Lateral Sclerosis Association - Calabasas, CA	200 00
Arthritis Foundation Inc - New York, NY	50 00
Best Buddies International Inc - Miami, FL	25 00
Bottomless Closet - New York, NY	250 00
Brookfield Volunteer Fire Company Inc - Brookfield, CT	50 00
Brooklyn Botanic Garden Corporation - Brooklyn, NY	50 00
Children Inc - Richmond, VA	280 00
Childrens Aid Society - New York, NY	25 00
Convent of the Sacred Heart - New York, NY	500 00
Crohns & Colitis Foundation of America - New York, NY	50 00
Cystic Fibrosis Foundation Headquarters - Purchase, NY	250 00
Disabled Sports USA - Manchester Center, VT	500 00
Doctors Without Borders USA Inc - New York, NY	250 00
Downtown Music at Grace Inc - White Plains, NY	50 00
Ethical Community Charter School - Jersey City, NJ	3,500 00
Friends of Guatemala - Washington, DC	600 00
Juvenile Diabetes Research Foundation Int'l - Seattle, WA	50 00
Leukemia & Lymphoma Society Inc - Alexandria, VA	50 00
March of Dimes Foundation - White Plains, NY	35 00
March of Dimes Foundation - Tarrytown, NY	25 00
Meals on Wheels of Ridgefield - Ridgefield, CT	100.00
Memorial Sloan-Kettering Cancer Center - New York, NY	25 00
Milwaukee Rescue Mission - Milwaukee, WI	30 00
National Ovarian Cancer Coalition Inc - Pleasanton, CA	100 00
New York Public Library - New York, NY	40 00
Pegasus Therapeutic Riding Inc - Brewster, NY	100 00
Recovery Works - Ridge Spring, SC	100 00
Ronald Mcdonald House Charities Inc - Valhalla, NY	27 00
Room To Read - San Francisco, CA	1,000 00
Several Sources Foundation, Inc , Ramsey, NJ	25 00
Stamford Hospital Foundation - Stamford, CT	175 00

Reader's Digest Foundation

EIN: 13-6120380

Year Ended June 30, 2012

Form 990-PF, Part XV, Line 3a - Statement 12

Matching Gifts

Fourth Quarter Fiscal 2012 Distribution Paid July 11, 2012 (Continued)

State University at Oneonta Foundation - Oneonta, NY	5,000 00
United Performing Arts Fund Inc - Milwaukee, WI	100.00
United States Fund for UNICEF - New York, NY	50 00
Urban Ecology Center Inc - Milwaukee, WI	100 00
UWM Foundation Inc - Milwaukee, WI	150 00
Villa Maria Education Center Inc - Stamford, CT	250 00
Villanova University - Villanova, PA	100 00
Walter Hoving Home Inc - Garrison, NY	200 00
Westhab Inc - Elmsford, NY	25 00
WNET Org - New York, NY	60 00
WNYC Radio - WNYC Foundation - New York, NY	50 00
Worcester Polytechnic Institute - Worcester, MA	100 00
Young Peoples Chorus of New York City - New York, NY	250 00

\$ 15,232 00

Reader's Digest Foundation
EIN: 13-6120380
Six Months Ended December 31, 2012

Form 990-PF, Part XV, Line 3a - Statement 12

Matching Gifts

First Quarter Fiscal 2013 Distribution Paid November 2, 2012

American Cancer Society Inc	\$	250 00
American Cancer Society Inc		50 00
Back-To-School Clothes for Kids		705 00
Best Friends Animal Society		50 00
Boomer Esiason Foundation		50 00
Boy Scouts of America		100 00
Dalton Schools Inc		2,500 00
Duke University		113 00
Fairfield University-Fairfield College Preparatory School		125 00
Friends of Karen Inc		25 00
Friends of the Domes, Inc		40 00
Habitat for Humanity International Inc		50 00
Immaculate High School		50 00
International Campaign for Tibet		35 00
Katonah Museum of Art, Inc		50 00
Leukemia & Lymphoma Society Inc		100 00
Leukemia & Lymphoma Society Inc		125 00
Long Island Cares Inc		50 00
Mary Bridge Childrens Foundation		75 00
Milwaukee Childrens Choir, Inc		50 00
Mount Kisco Volunteer Ambulance Corps, Inc		100 00
MPTV Friends, Inc		120 00
National Multiple Sclerosis Society		50 00
Northwest Catholic High School Foundation		100 00
Oswego College Foundation Inc		200 00
Pkd Foundation		50 00
Regional Hospice and Home Care of Western Connecticut, Inc		25 00
Special Olympics New York Inc		75 00
St Andrews School of Delaware Inc		2,500 00

Reader's Digest Foundation
EIN: 13-6120380
Six Months Ended December 31, 2012

Form 990-PF, Part XV, Line 3a - Statement 12

Matching Gifts
First Quarter Fiscal 2013 Distribution Paid November 2, 2012 (Continued)

St Jude Childrens Research Hospital Inc	700 00
United Service Organizations Inc	100 00
UWM Foundation Inc	50 00
Visiting Nurse Association of Ridgefield Inc	100 00
Volunteer Service Bureau of Westchester Inc	250 00
Walter Hoving Home Inc	150 00
Western Connecticut Youth Orchestra, Inc	100 00
Wildlife Conservation Society	25 00
WNET Org	200 00
WNYC Radio - WNYC Foundation	187 00
	<hr/>
	\$ 9,675.00
	<hr/> <hr/>