



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



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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE HAROLD AND KATE REED FAMILY FOUNDATION		A Employer identification number 20-3982052
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 5628	Room/suite	B Telephone number 952-674-2852
City or town, state, and ZIP code MINNEAPOLIS, MN 55440-5628		C If exemption application is pending, check here <input type="checkbox"/>
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 type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,997,998. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		11.	11.		STATEMENT 1
4 Dividends and interest from securities		116,266.	116,266.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-48,631.			
b Gross sales price for all assets on line 6a		46,259.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-4,932.	-4,932.		STATEMENT 3
12 Total. Add lines 1 through 11		62,714.	111,345.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 4		41,260.	40,159.		1,101.
17 Interest		1,298.	1,293.		0.
18 Taxes STMT 5		3,998.	3,545.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		220.	0.		220.
24 Total operating and administrative expenses. Add lines 13 through 23		46,776.	44,997.		1,321.
25 Contributions, gifts, grants paid		188,000.			188,000.
26 Total expenses and disbursements. Add lines 24 and 25		234,776.	44,997.		189,321.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-172,062.			
b Net investment income (if negative, enter -0-)			66,348.		
c Adjusted net income (if negative, enter -0-)				N/A	

**THE HAROLD AND KATE REED FAMILY
FOUNDATION**

20-3982052

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			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	25,456.	11,899.	11,899.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 7	2,278,951.	2,255,245.	2,966,702.
	c	Investments - corporate bonds STMT 8	1,091,511.	956,712.	1,019,397.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers)	3,395,918.	3,223,856.	3,997,998.
	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			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	3,395,918.	3,223,856.	
	30	Total net assets or fund balances	3,395,918.	3,223,856.	
	31	Total liabilities and net assets/fund balances	3,395,918.	3,223,856.	

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	3,395,918.
2	Enter amount from Part I, line 27a	2	-172,062.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,223,856.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,223,856.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 46,259.		94,890.	-48,631.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-48,631.

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	-48,631.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	186,009.	3,857,586.	.048219
2010	58,217.	3,711,724.	.015685
2009	31,752.	1,238,400.	.025640
2008	28,160.	508,085.	.055424
2007	24,718.	578,923.	.042697

2 Total of line 1, column (d)	2	.187665
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	.037533
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,955,520.
5 Multiply line 4 by line 3	5	148,463.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	663.
7 Add lines 5 and 6	7	149,126.
8 Enter qualifying distributions from Part XII, line 4	8	189,321.

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.

THE HAROLD AND KATE REED FAMILY

Form 990-PF (2012)

FOUNDATION

20-3982052 Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	663.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	663.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	663.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	788.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	300.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,088.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	425.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 425. Refunded <input checked="" type="checkbox"/> 0.	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
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? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of MICHELLA L. JOHNSON Telephone no. 952-674-2800 Located at P.O. BOX 5628, MINNEAPOLIS, MN ZIP+4 55440			
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	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	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input 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	N/A	1b
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?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	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.		
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 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)	N/A	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 2012?		4b
		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)? ☐ 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)?

N/A

5b

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?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
HAROLD S. REED	PRESIDENT & DIRECTOR			
PO BOX 5628				
MINNEAPOLIS, MN 554405628	0.00	0.	0.	0.
KATE M. REED	VICE PRESIDENT & DIRECTOR			
PO BOX 5628				
MINNEAPOLIS, MN 554405628	0.00	0.	0.	0.
MICHELLA L. JOHNSON	SECRETARY			
PO BOX 5628				
MINNEAPOLIS, MN 554405628	0.00	0.	0.	0.
MICHELLA L. JOHNSON	TREASURER			
PO BOX 5628				
MINNEAPOLIS, MN 554405628	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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	3,996,290.
b	Average of monthly cash balances	1b	19,466.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,015,756.
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	4,015,756.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,236.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,955,520.
6	Minimum investment return. Enter 5% of line 5	6	197,776.

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	197,776.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	663.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	663.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	197,113.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	197,113.
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	197,113.

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	189,321.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	189,321.
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	5	663.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	188,658.

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.

**THE HAROLD AND KATE REED FAMILY
FOUNDATION**

Form 990-PF (2012)

20-3982052 Page 9

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				197,113.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			187,014.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 189,321.				
a Applied to 2011, but not more than line 2a			187,014.	
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				2,307.
e Remaining amount distributed out of corpus	0.			
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	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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				194,806.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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).)

SEE STATEMENT 9

- 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:

- 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:

THE HAROLD AND KATE REED FAMILY

Form 990-PF (2012)

FOUNDATION

20-3982052 Page 11

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				
ADOPT-A-FAMILY OF THE PALM BEACHES, INC 1712 SECOND AVE NO PALM BEACH, FL 33460-3210	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
AMERICAN RED CROSS PO BOX 4002018 DES MOINES, IA 50340-2018	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
BALSAM MOUNTAIN TRUST 81 PRESERVE ROAD SYLVA, NC 28779	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
BOYS & GIRLS CLUBS OF PALM BEACH COUNTY 800 NORTHPOINT PARKWAY, STE 204 WEST PALM BEACH, FL 33407-1978	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
BUSCH WILDLIFE SANCTUARY 2500 JUPITER PARK DRIVE JUPITER, FL 33458	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
Total	SEE CONTINUATION SHEET(S)			188,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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			14	11.		
4 Dividends and interest from securities			14	116,266.		
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			14	-4,932.		
8 Gain or (loss) from sales of assets other than inventory			14	-48,631.		
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)		0.		62,714.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	62,714.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

SECRETARY

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

JULIE A. LORENZ

11/07/13

P00035775

Firm's name ► **WAYCROSSE, INC.**

Firm's EIN ► 41-1697171

Firm's address ► 15407 MCGINTY RD WEST
WAYZATA, MN 55391

Phone no. **952-674-2800**

Form **990-PF** (2012)

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	GLOBAL EQ FUND PASS THROUGH-SEG			
b	GLOBAL EQ FUND PASS THROUGH-SEG			
c	TAXABLE BOND FUND PASS THROUGH-SEG	P		
d	TAXABLE BOND FUND PASS THROUGH-SEG	P		
e	TAXABLE BOND FUND PASS THROUGH-GEN			
f	TAXABLE BOND FUND PASS THROUGH-GEN			
g	GLOBAL EQ FUND PASS THROUGH-GEN			
h	GLOBAL EQ FUND PASS THROUGH-GEN			
i	US ALL CAP FUND PASS THROUGH			
j	US ALL CAP FUND PASS THROUGH			
k	GLOBAL BOND FUND PASS THROUGH-SEG	P		
l	GLOBAL BOND FUND PASS THROUGH-SEG	P		
m	GLOBAL BOND FUND PASS THROUGH-GEN	P		
n	GLOBAL BOND FUND PASS THROUGH-GEN	P		
o	CHARLES SCHWAB	P		

(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		34,646.	-34,646.
b		1,165.	-1,165.
c	54.		54.
d	5,914.		5,914.
e		57.	-57.
f		17.	-17.
g		4,336.	-4,336.
h		145.	-145.
i		9,298.	-9,298.
j		1,187.	-1,187.
k	88.		88.
l	1,213.		1,213.
m	18.		18.
n	246.		246.
o	9,679.	13,217.	-3,538.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-34,646.
b			-1,165.
c			54.
d			5,914.
e			-57.
f			-17.
g			-4,336.
h			-145.
i			-9,298.
j			-1,187.
k			88.
l			1,213.
m			18.
n			246.
o			-3,538.

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	
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). If (loss), enter "-0-" in Part I, line 8	}		3	

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	CHARLES SCHWAB	P		
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 29,047.		30,822.	-1,775.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-1,775.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-48,631.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**THE HAROLD AND KATE REED FAMILY
FOUNDATION**

20-3982052

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHARLESTON ANIMAL SOCIETY 2455 REMOUNT ROAD NORTH CHARLESTON, SC 29406	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
CHRISTIANS REACHING OUT TO SOCIETY, INC 301 FIRST AVE SO LAKE WORTH, FL 33460-3210	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
FRIENDS OF MACARTHUR BEACH STATE PARK 10900 JACK NICKLAUS DRIVE NORTH PALM BEACH, FL 33408	NONE	PUBLIC CHARITY	NATURAL SCIENCE EDUCATION FUND ENDOWMENT CAMPAIGN,	20,000.
HOSPICE OF PALM BEACH COUNTY 5300 EAST AVENUE WEST PALM BEACH, FL 33407	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
INSTITUTE OF WORLD POLITICS 1521 16TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	UNRESTRICTED	13,000.
LEWIS & CLARK COLLEGE 615 S.W. PALATINE ROAD PORTLAND, OR 97219-7899	NONE	PUBLIC CHARITY	EMILY D. REED ENDOWMENT FUND	20,000.
LOGGERHEAD MARINELIFE CENTER 14200 US HWY ONE JUNO BEACH, FL 33408	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
NATURE CONSERVANCY 4245 N FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 222031606	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
SAFE HARBOR ANIMAL SANCTUARY & HOSPITAL P.O. BOX 1843 JUPITER, FL 33468-1843	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
SEA SHEPHERD CONSERVATION SOCIETY PO BOX 2616 FRIDAY HARBOR, WA 98250	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total from continuation sheets				158,000.

**THE HAROLD AND KATE REED FAMILY
FOUNDATION**

20-3982052

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SEASON TO SHARE 2751 SOUTH DIXIE HIGHWAY WEST PALM BEACH, FL 33405	NONE	PUBLIC CHARITY	UNRESTRICTED	13,000.
THE BENJAMIN SCHOOL 11000 ELLISON WILSON ROAD NORTH PALM BEACH, FL 33408	NONE	PUBLIC CHARITY	REED ENDOWMENT FUND	10,000.
THE LORDS PLACE 2808 NORTH AUSTRALIAN AVE WEST PALM BEACH, FL 33407	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
THE SURFRIDER FOUNDATION PO BOX 6010 SAN CLEMENTE, CA 92674	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
URBAN YOUTH IMPACT PO BOX 222592 WEST PALM BEACH, FL 33422-2592	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
US FRIENDS OF THE DAVID SHELDRIK WILDLIFE TRUST 201 NORTH ILLINOIS ST INDIANAPOLIS, IN 46204	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
VILLAGE BAPTIST CHURCH 3600 VILLAGE BOULEVARD WEST PALM BEACH, FL 33407	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
WORLD WILDLIFE FUND 1250 24TH STREET, NW, P.O. BOX 96555 WASHINGTON, DC 20077-7760	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
THORNTON S. GLIDE, JR AND KATRINA D. GLIDE FOUNDATION 28120 PIERCE RANCH ROAD DAVIS, CA 95616-9447	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
GREATER TWIN CITIES UNITED WAY 404 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55404-1084	NONE	PUBLIC CHARITY	UNRESTRICTED	4,000.
Total from continuation sheets				

20-3982052

3 · Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

THE HAROLD AND KATE REED FAMILY
FOUNDATION

20-3982052

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - LEWIS & CLARK COLLEGE

EMILY D. REED ENDOWMENT FUND

UNRESTRICTED

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WXCLC, INC.	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GLOBAL BOND FUND-GEN	1,245.	0.	1,245.
GLOBAL BOND FUND-SEG	6,098.	0.	6,098.
GLOBAL EQUITY FUND-GEN	5,329.	0.	5,329.
GLOBAL EQUITY FUND-SEG	42,577.	0.	42,577.
SCHWAB	3,438.	0.	3,438.
TAXABLE BOND FUND-GEN	7,355.	0.	7,355.
TAXABLE BOND FUND-SEG	33,607.	0.	33,607.
U.S. ALL CAP EQUITY FUND	16,617.	0.	16,617.
TOTAL TO FM 990-PF, PART I, LN 4	116,266.	0.	116,266.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GLOBAL EQUITY FUND-SEG	-128.	-128.	
TAXABLE BOND FUND-SEG	459.	459.	
GLOBAL BOND FUND-GEN	-925.	-925.	
US ALL CAP EQUITY	107.	107.	
GLOBAL BOND FUND-SEG	-4,529.	-4,529.	
TAXABLE BOND FUND-GEN	100.	100.	
GLOBAL EQUITY FUND-GEN	-16.	-16.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,932.	-4,932.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES GLOBAL BOND FUND-SEG	1,351.	1,351.		0.	
INVESTMENT EXPENSES US ALL CAP FUND	2,905.	2,905.		0.	
INVESTMENT EXPENSES TAXABLE BOND FUND-SEG	6,078.	6,078.		0.	
INVESTMENT EXPENSES GLOBAL EQUITY FUND-SEG	17,708.	17,708.		0.	
WAYCROSSE FEES	6,738.	5,637.		1,101.	
INVESTMENT EXPENSES CHARLES SCHWAB	2,658.	2,658.		0.	
INVESTMENT EXPENSES GLOBAL BOND FUND-GEN	276.	276.		0.	
INVESTMENT EXPENSES TAXABLE BOND FUND-GEN	1,330.	1,330.		0.	
INVESTMENT EXPENSES GLOBAL EQUITY FUND-GEN	2,216.	2,216.		0.	
TO FORM 990-PF, PG 1, LN 16C	41,260.	40,159.		1,101.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID - GLOBAL BOND FUND-SEG	9.	9.		0.	
FOREIGN TAXES PAID - GLOBAL EQUITY FUND-SEG	3,126.	3,126.		0.	
FOREIGN TAXES PAID - US ALL CAP EQUITY	17.	17.		0.	
FEDERAL TAX PAID	453.	0.		0.	
FOREIGN TAXES PAID - GLOBAL BOND FUND-GEN	2.	2.		0.	
FOREIGN TAXES PAID - GLOBAL EQUITY FUND-GEN	391.	391.		0.	
TO FORM 990-PF, PG 1, LN 18	3,998.	3,545.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE OF MINNESOTA FEE	25.	0.		25.	
PROFESSIONAL FEES	170.	0.		170.	
STATE OF DELAWARE FEE	25.	0.		25.	
TO FORM 990-PF, PG 1, LN 23	220.	0.		220.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
GLOBAL EQUITY (INTL) FUND	1,553,327.	2,021,578.		
U.S. ALL CAP EQUITY FUND	551,470.	770,984.		
DU PONT E.I. DE NEMOURS	6,034.	8,771.		
DYNEGY	0.	0.		
ITT CORP	0.	0.		
JOHNSON & JOHNSON	6,025.	6,660.		
KRAFT FOODS INC.	0.	0.		
3M	7,556.	9,749.		
NCR	4,604.	11,084.		
PALL	0.	0.		
TEREX CORP	12,936.	9,136.		
TEXAS INSTRUMENTS	8,104.	7,890.		
VALMONT INDUSTRIES	2,788.	5,462.		
WABTEC	2,192.	7,003.		
CENOVUS ENERGY	4,121.	5,366.		
INGERSOLL RAND	4,889.	6,475.		
SIEMENS AG ADR	8,867.	10,400.		
SONY ADR	0.	0.		
SUNCOR ENERGY	0.	0.		
AGRIUM	9,687.	11,485.		
XYLEM	9,446.	8,672.		
NUCOR	0.	0.		
MATERION CORP	8,430.	5,414.		
JC PENNEY	0.	0.		
CISCO SYSTEMS	9,828.	10,906.		
BANK OF NEW YORK MELLON	0.	0.		
BRIGGS & STRATTON	4,590.	6,219.		
CORNING INC	5,229.	4,985.		
LIFE TECHNOLOGIES CORP	6,754.	6,871.		
MONDELEZ INTL INC	5,639.	7,025.		
ORACLE	6,625.	7,830.		
SCOTTS MIRACLE-GRO	3,568.	3,304.		

STANLEY BLACK & DECKER	3,615.	3,699.
CHICAGO BRIDGE & IRON	8,921.	9,734.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,255,245.	2,966,702.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TAXABLE BOND FUND	769,374.	822,694.
GLOBAL BOND FUND	187,338.	196,703.
TOTAL TO FORM 990-PF, PART II, LINE 10C	956,712.	1,019,397.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
-------------	--	-----------	---

NAME OF MANAGER

HAROLD S. REED
KATE M. REED

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE HAROLD AND KATE REED FAMILY FOUNDATION	20-3982052
	Number, street, and room or suite no. If a P O box, see instructions.	Social security number (SSN)
	PO BOX 5628	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MINNEAPOLIS, MN 55440-5628	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MICHELLA L. JOHNSON

- The books are in the care of ☒ P.O. BOX 5628 - MINNEAPOLIS, MN 55440

Telephone No ☒ 952-674-2800

FAX No ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,088.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,088.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☒ CPA

Date ☐