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Form 990-PF

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

2012

Open to Public Inspection

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 01-01-2012, and ending 12-31-2012

Name of foundation: Reynolds Family Foundation. A Employer identification number: 38-3739715. B Telephone number: (800) 839-1754. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 52,812,721. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	13,102,884	8,494,877	8,494,877			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	5,386					
	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 page 15 of the instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ 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)	4,261,500	4,402,187	4,763,297			
	b Investments—corporate stock (attach schedule)	24,262,508 <input checked="" type="checkbox"/>	26,463,633	25,291,494			
	c Investments—corporate bonds (attach schedule)	9,761,109 <input checked="" type="checkbox"/>	9,629,417	9,915,038			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	1,814,841 <input checked="" type="checkbox"/>	3,105,061	4,348,015			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	53,208,228	52,095,175	52,812,721				
Liabilities	17 Accounts payable and accrued expenses						
	18 Grants payable						
	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable (attach schedule)						
	22 Other liabilities (describe ▶ _____)						
	23 Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds	53,208,228	52,095,175				
30 Total net assets or fund balances (see page 17 of the instructions)	53,208,228	52,095,175					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	53,208,228	52,095,175					

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	53,208,228
2	Enter amount from Part I, line 27a	2	-1,113,053
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	52,095,175
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	52,095,175

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)
1 a Publicly-traded Securities			
b Passthrough K1 Capital Gain			
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 4,261,514		4,144,976	113,761
b			341,380
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			113,761
b			341,380
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	455,141
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	2,548,660	52,242,082	000 048786
2010	2,527,054	51,613,698	000 048961
2009	2,666,899	49,988,718	000 053350
2008	2,207,627	53,831,154	000 041010
2007	64,060	46,464,693	000 001379

2 Total of line 1, column (d).	2	000 193486
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	000 038697
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	53,730,598
5 Multiply line 4 by line 3.	5	2,079,213
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	14,548
7 Add lines 5 and 6.	7	2,093,761
8 Enter qualifying distributions from Part XII, line 4.	8	2,595,017

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	14,548
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	14,548
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	14,548
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	27,167
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	27,167
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,619
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 12,619 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address
14 The books are in care of co Foundation Source Telephone no (800) 839-1754
Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
and enter the amount of tax-exempt interest received or accrued during the year
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? 16 No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)?. Yes 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). Yes 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 page 20 of the instructions)?. 1b
Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. 1c No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. Yes 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). 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 20 , 20 , 20 , 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes 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.). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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)? **5b** Yes No
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? 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** Yes No
If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Alison L Baird Foundation Source 501 Silverside Rd Wilmington, DE 19809	Trustee 001 00	0		
Timothy D Friedman Foundation Source 501 Silverside Rd Wilmington, DE 19809	Trustee 001 00	0		
Donald F Mintmire Foundation Source 501 Silverside Rd Wilmington, DE 19809	Trustee 001 00	0		
Patricia R Mintmire Foundation Source 501 Silverside Rd Wilmington, DE 19809	Managing Trustee 001 00	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

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

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
Foundation Source 55 Walls Drive 3rd Fl Fairfield, CT 06824	Administrative	79,167
Atlantic Trust One South Wacker Dr Suite 3500 Chicago, IL 60606	Investment Management	64,401

Total number of others receiving over \$50,000 for professional services. 

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 	
2 	
All other program-related investments See page 24 of the instructions	
3 	

Total. Add lines 1 through 3. 

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	39,138,261
b	Average of monthly cash balances.	1b	12,131,682
c	Fair market value of all other assets (see instructions).	1c	3,278,887
d	Total (add lines 1a, b, and c).	1d	54,548,830
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	54,548,830
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	818,232
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,730,598
6	Minimum investment return. Enter 5% of line 5.	6	2,686,530

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	2,686,530
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	14,548
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	8,302
c	Add lines 2a and 2b.	2c	22,850
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,663,680
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,663,680
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	2,663,680

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	2,595,017
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	2,595,017
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	14,548
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,580,469

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				2,663,680
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			2,543,095	
b Total for prior years 20___, 20___, 20___				
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.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,595,017</u>				
a Applied to 2011, but not more than line 2a			2,543,095	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				51,922
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,611,758
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
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)

1a 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 organization 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	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 2,515,850
b <i>Approved for future payment</i>				
Total				3b

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Paid Preparer Use Only Print/Type preparer's name Jeffrey D Haskell Preparer's Signature Jeffrey D Haskell Date 2013-09-12 Check if self-employed PTIN Firm's name Foundation Source One Hollow Lane Suite 212 Firm's address Lake Success, NY 11042 Firm's EIN Phone no (800) 839-1754

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

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Software ID: 12000057

Software Version: 12.18.605.2

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					4,261,514	4,144,976			116,538	
Passthrough K1 Capital Gain									341,380	

TY 2012 General Explanation Attachment

Name: Reynolds Family Foundation

EIN: 38-3739715

Software ID: 12000057

Software Version: 12.18.605.2

TY 2012 Investments Corporate Bonds Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Software ID: 12000057

Software Version: 12.18.605.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF NEW YORK MELLON - 4.300 - 05-15-2014	428,192	420,388
BERKSHIRE HATHAWAY - 4.625 - 10/15/2013	105,570	103,289
BERKSHIRE HATHAWAY INC DEL - 3.400 - 01/31/2022	330,545	323,163
CHEVRON CORP NOTES - 4.950 - 03/03/2019	432,423	477,188
CISCO SYSTEMS INC - 4.450 - 01/15/2020	326,507	347,871
CONOCOPHILLIPS GTD - 4.600 - 01/15/2015	430,948	432,094
DU PONT E I DE NEMOURS CO - 4.250 - 04/01/2021	452,044	459,040
GENERAL ELEC CO 5.25 DUE 12-06-2017 BEO	641,336	648,532
GLAXOSMITHKLINE CAP INC 05.65000 05/15/2018	301,455	304,510
GOLDMAN SACHS GRP INC - 5.125 - 01/15/2015	190,159	214,877
GOOGLE INC-3.625-05/19/2021	434,397	445,136
HEWLETT PACKARD CO NOTES - 6.125 - 03/01/2014	336,589	315,366
HONEYWELL INTL - 5.000 - 02/15/2019	217,078	237,852
IBM CORP NOTES 5.700 09/14/2017	333,869	361,866
INTEL CORP NOTE - 3.300 - 10/01/2021	270,328	265,090
JP MORGAN CHASE CO NOTES 04.75000 05/01/2013	318,209	304,329
MORGAN STANLEY GLBL NT - 5.300 - 03/01/2013	214,038	201,355
NATIONAL RURAL UTILS COLL TR - 4.750 - 03/01/2014	269,170	314,414
ORACLE CORP - 5.250 - 01/15/2016	319,236	339,483
PEPSICO INC - 5.000 - 06/01/2018	285,840	355,815
PEPSICO INC NOTES - 4.500 - 01/15/2020	344,024	346,932
PFIZER INC - 4.500 - 02/15/2014	322,175	313,548
SHELL INTERNATIONAL FIN - 4.300 - 09/22/2019	310,760	347,549
UNITED TECHNOLGY 4.875 NT, 05/01/15	442,444	439,260
UPS - 4.500 - 01/15/2013	431,254	400,572
VERIZON COMMUNICATIONS INC 6.10000 04/15/2018 NT	442,288	491,835
WALMART STORES INC. NOTE - 4.550 - 05/01/2013	404,774	405,509
WELLS FARGO COMPANY BOND 05.62500 12/11/2017	293,765	298,175

TY 2012 Investments Corporate Stock Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Software ID: 12000057

Software Version: 12.18.605.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2670 shares of AETNA INC.	101,236	123,648
335 shares of ALLIANCE DATA SYSTEM CORP	47,117	48,495
1630 shares of ANADARKO PETROLEUM CORP	111,848	121,125
1070 shares of APACHE CORPORATION	92,514	83,995
452 shares of APPLE INC.	237,611	240,542
13400 shares of ATT CORP COM	502,024	451,714
2150 shares of AUTOMATIC DATA PROCESSING INC.	111,834	122,400
1420 shares of B M C SOFTWARE	61,296	56,260
18655 shares of BANK OF AMERICA CORP	590,159	216,585
24787 shares of BERNSTEIN EMERGING MARKETS	943,115	700,717
192874 shares of BERNSTEIN INTERNATIONAL PORTFOLIO	4,947,736	2,682,875
278 shares of BLACKROCK INC	47,040	57,465
7872 shares of BP PLC SPONSORED ADR	508,964	327,790
1030 shares of CHECK POINT SOFTWARE TECHNOLOGIES LTD	48,580	49,069
5685 shares of CISCO SYSTEMS INC	111,741	111,705
2000 shares of CITIGROUP CAP VIII	50,380	50,380
1000 shares of CITIGROUP CAPITAL XI PFD - 6.000 - 09/27/2034	24,760	24,850
1454 shares of CITIGROUP INC	57,355	57,520
825 shares of CME GROUP, INC	45,834	41,803
71104 shares of COLGATE-PALMOLIVE COMPANY	5,600,506	7,433,211
2520 shares of COMCAST CORP CL A	68,686	94,147
1000 shares of CORP ASSET BCKD GS	24,400	24,760
1660 shares of COVIDIEN LTD	87,168	95,848
2220 shares of CROWN HOLDINGS INC	80,173	81,718
1635 shares of CVS CAREMARK CORP.	71,032	79,052
1925 shares of DANAHER CORP	94,761	107,608
3145 shares of EMC CORP-MASS	77,387	79,569
790 shares of EQT CORPORATION	37,428	46,594
2465 shares of EXPRESS SCRIPTS HOLDING CO.	133,107	133,110
18950 shares of FEDERAL NATIONAL MTG ASSN	502,253	31,647

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1459 shares of FIDELITY NATIONAL INFORMATION SERVICES INC	42,258	50,788
1210 shares of FISERV INC	77,250	95,626
4070 shares of FORD MOTOR COMPANY	48,687	52,707
18600 shares of FREDDIE MAC 8.3750PERPETUAL	498,648	32,550
1885 shares of FREEPORT-MCMORAN COPPER GOLD INC.	70,339	64,467
1000 shares of GE CAP PINES - 4.50 - 01/28/2035	22,900	25,280
347 shares of GE CAP PINES - 6.625 - 06/28/2032	8,748	8,682
6520 shares of GENERAL ELECTRIC CO	119,667	136,855
98 shares of GENERAL MOTORS	8,099	2,825
89 shares of GENERAL MTRS CO WARRANT EXP 070116	5,303	1,488
89 shares of GENERAL MTRS CO WARRANT EXP 070119	4,074	941
1000 shares of GM CP SR NT - 7.375 - 05/15/2048	1,809	
1000 shares of GMAC LLC NTS - 7.250 - 02/07/2033	24,430	25,000
187 shares of GOOGLE INC CL A	122,414	132,280
120 shares of GRAMERCY CAP CORP	4,304	353
2145 shares of H.J. HEINZ COMPANY	114,247	123,724
1000 shares of ING GROEP DEBT - 6.200 - PERPETUAL	25,450	24,420
27500 shares of ISHARE SP SMALL CAP 600 INDEX FD	2,011,181	2,147,750
13000 shares of ISHARES SP 500 INDEX FD	2,010,174	1,860,820
10800 shares of ISHARES TR DJ SEL DIVIDEND INX	504,338	618,192
21900 shares of ISHARES TR S P MIDCAP 400 INDEX FD	2,007,225	2,227,229
8200 shares of ISHARES TRUST RUSSELL 1000 GROWTH INDEX FD	502,726	537,018
1000 shares of JOHN HANCOCK PFD EQ INC FUND	25,550	21,910
1115 shares of JOHNSON JOHNSON	76,341	78,162
2775 shares of JP MORGAN CHASE CO	110,407	122,014
2610 shares of KINDER MORGAN INC	89,818	92,211
1230 shares of MCDONALDS CORP	107,330	108,498
2245 shares of MERCK CO INC.	88,097	91,910
4655 shares of MICROSOFT CORPORATION	131,132	124,334
2000 shares of MORGAN STANLEY CAP TR IV PFD - 6.250 - 04/01/2033	49,920	49,980

Name of Stock	End of Year Book Value	End of Year Fair Market Value
25 shares of MOTORS LIQ CO GUC TR UBI		530
1000 shares of NATL RURAL UT SUB NT - 6.10 - 02/01/2044	24,550	25,530
1280 shares of NETAPP, INC.	46,854	42,944
910 shares of NIKE INC-CL B	41,748	46,956
2000 shares of NUVEEN QUALITY PREFERRED INC FD 2	29,710	18,920
4565 shares of ORACLE CORP	126,800	152,106
1035 shares of PEPSICO INC	69,190	70,825
1595 shares of PG E CORP	68,641	64,087
1036 shares of PIONEER MUNICIPAL HIGH INC TR	15,240	16,358
500 shares of PLUM CREEK TIMBER REIT	19,440	22,185
1110 shares of PRAXAIR INC.	107,188	121,490
1000 shares of PRUDENTIAL PLC - 6.500 - PERPETUAL	25,550	25,300
3365 shares of QEP RESOURCES INC	103,248	101,859
1000 shares of RBS CAP FDG TR VII GTD TR PFD SEC 6.08	25,150	20,720
3190 shares of REPUBLIC SVCS INC.	89,626	93,563
2240 shares of SPECTRA ENERGY CORP-W/I	62,662	61,331
1420 shares of STRYKER CORPORATION	76,562	77,844
1990 shares of TARGET CORPORATION	115,703	117,748
1110 shares of TJX COMPANIES INC	41,826	47,120
6273 shares of TOUCHSTONE FDS GROUP TR SMLCAP CR INST	102,218	102,250
9156 shares of TUPPERWARE COPR	204,179	586,900
340 shares of UNION PACIFIC	39,226	42,745
1430 shares of UNITED TECHNOLOGIES CORP	104,186	117,274
2155 shares of UNITEDHEALTH GROUP INC.	91,212	116,887
1545 shares of US BANCORP DEL	51,869	49,347
520 shares of V F CORP	68,337	78,504
395 shares of VISA INC	49,744	59,874
2500 shares of WALGREEN CO	82,830	92,525
3770 shares of WELLS FARGO CO.	114,512	128,859
4725 shares of WILLIAMS COS	134,721	154,697

TY 2012 Investments - Other Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Software ID: 12000057

Software Version: 12.18.605.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AT MLP FUND, LLC		2,830,447	3,278,887
ENTERPRISE PRODUCTS PARTNERS LP		212,864	813,800
KINDER MORGAN ENERGY PARTNERS LP		61,750	255,328

TY 2012 Other Expenses Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Software ID: 12000057

Software Version: 12.18.605.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	79,167			79,167
Bank Charges	135	135		
K-1 Exp AT MLP FUND, LLC	115,275	115,275		
K-1 Exp ENTERPRISE PRODUCTS PARTNERS LP	50			
K-1 Exp KINDER MORGAN ENERGY PARTNERS LP	2,258	339		

TY 2012 Other Income Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Software ID: 12000057

Software Version: 12.18.605.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss AT MLP FUND, LLC	131,951	73,174	
K-1 Inc/Loss ENTERPRISE PRODUCTS PARTNERS LP	-18,200	-402	
K-1 Inc/Loss KINDER MORGAN ENERGY PARTNERS LP	9,349	1,470	
Federal Tax Refund	2,113		

TY 2012 Other Professional Fees Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Software ID: 12000057

Software Version: 12.18.605.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	64,401	64,401		

TY 2012 Taxes Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Software ID: 12000057

Software Version: 12.18.605.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	19,000			
Foreign Tax Paid	4	4		
IRS Tax Payment with 1st ext 990-T	4,946			
State UBTI - Tax with Return	672			

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AIDS FOUNDATION OF CHICAGO 200 W JACKSON BLVD STE 2200 CHICAGO, IL 60606	N/A	509a1	General Unrestricted	10,000
AIDS FOUNDATION OF CHICAGO 200 W JACKSON BLVD STE 2200 CHICAGO, IL 60606	N/A	509a1	Charitable Event	25,000
AIDS PROJECT LOS ANGELES INC 611 S KINGSLEY DR LOS ANGELES, CA 90005	N/A	509a1	General Unrestricted	500
ALEXANDRIA HOUSE 436 S ALXNDRA AVE LOS ANGELES, CA 90020	N/A	509a1	General Unrestricted	1,000
ALEXS LEMONADE STAND FOUNDATION 333 E LANCASTER AVE 414 WYNNEWOOD, PA 19096	N/A	509a1	General Unrestricted	1,000
ALL BOUT CHILDREN INC 931 VILLAGE BLVD STE 905-370 WEST PALM BEACH, FL 33409	N/A	509a1	General Unrestricted	15,000
ALLIANCE FOR CHILDRENS RIGHTS 3333 WILSHIRE BLVD LOS ANGELES, CA 90010	N/A	509a1	General Unrestricted	500
AMERICAN CIVIL LIBERTIES UNION FDN INC 125 BROAD ST 18TH FL NEW YORK, NY 10004	N/A	509a1	General Unrestricted	500
AMERICANS UNITED FOR SEP OF CHURCH & ST 1301 K ST NW STE 850E WASHINGTON, DC 20005	N/A	509a1	General Unrestricted	1,000
ANN & ROBERT H LURIE CHILDRENS HOSPITAL 225 E CHICAGO AVE BOX 4 CHICAGO, IL 60611	N/A	509a1	General Unrestricted	14,000
ANTI DEFAMATION LEAGUE FOUNDATION 605 3RD AVE NEW YORK, NY 10158	N/A	509a1	General Unrestricted	10,000
AQUARIUM OF THE PACIFIC 100 AQUARIUM WAY LONG BEACH, CA 90802	N/A	509a1	General Unrestricted	2,000
ART INSTITUTE OF CHICAGO PO BOX 803878 CHICAGO, IL 60680	N/A	509a1	General Unrestricted	1,000
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DR LOS ANGELES, CA 90037	N/A	509a2	General Unrestricted	2,000
CAPITAL REGION COMMUNITY FOUNDATION 330 MARSHALL ST STE 300 LANSING, MI 48912	N/A	509a1	Camp Grayling Officers Club Fund	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTRAL INSTITUTE FOR THE DEAF 825 S TAYLOR AVE SAINT LOUIS, MO 63110	N/A	509a1	General Unrestricted	3,000
CHESAPEAKE BAY FOUNDATION INC 6 HERNDON AVE ANNAPOLIS, MD 21403	N/A	509a1	General Unrestricted	2,500
CHICAGO ACADEMY OF SCIENCES - THE PEGGY NOTEBAERT NATURE MUSEUM 2430 N CANON DR CHICAGO, IL 60614	N/A	509a1	General Unrestricted	1,000
CHICAGO HORTICULTURAL SOCIETY 1000 LAKE COOK RD GLENCOE, IL 60022	N/A	509a1	General Unrestricted	7,750
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO, IL 60604	N/A	509a1	General Unrestricted	1,000
CHICAGO ZOOLOGICAL SOCIETY 3300 GOLF RD BROOKFIELD, IL 60513	N/A	509a1	General Unrestricted	1,000
CHILDREN'S TUMOR FOUNDATION 95 PINE ST 16TH FL NEW YORK, NY 10005	N/A	509a1	General Unrestricted	1,000
CHILDRENS DEFENSE FUND 25 E ST NW WASHINGTON, DC 20001	N/A	509a1	General Unrestricted	2,500
CHILDRENS HOME SOCIETY OF FLORIDA 3333 FOREST HILL BLVD WEST PALM BEACH, FL 33406	N/A	509a1	The Nelle Smith Home	2,500
CHRISTOPHER HOUSE 2507 N GREENVIEW AVE CHICAGO, IL 60614	N/A	509a1	General Unrestricted	5,000
CITIZENS UNITED FOR RESEARCH IN EPILEPSY 223 WERIE STE 25W CHICAGO, IL 60654	N/A	509a1	General Unrestricted	2,500
CLASSICAL SOUTH FLORIDA INC 330 SW 2ND ST STE 207 FORT LAUDERDALE, FL 33312	N/A	509a1	Classical Florida 90 7 and Classical South Florida 101 9	7,500
COMMUNITY PARTNERS 1000 N ALAMEDA ST NO 240 LOS ANGELES, CA 90012	N/A	509a1	Baby2Baby Gala Program	2,000
COMMUNITY TELEVISION FOUNDATION OF S FLORIDA TELEVISION STATION WPBT 14901 NE 20TH AVE NORTH MIAMI, FL 33181	N/A	509a1	General Unrestricted	10,000
COMPREHENSIVE AIDS PROGRAM OF PALM BEACH COUNTY INC 2330 S CONGRESS AVE WEST PALM BCH, FL 33406	N/A	509a1	General Unrestricted	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONNECTICUT DOWN SYNDROME CONGRESS INC 200 RESEARCH PKWY MERIDEN,CT 06450	N/A	509a2	General Unrestricted	1,000
CROHNS & COLITIS FOUNDATION OF AMERICA 386 PARK AVE S FL 17 NEW YORK,NY 10016	N/A	509a1	General Unrestricted	1,500
DIAN FOSSEY GORILLA FUND 800 CHEROKEE AVE ATLANTA,GA 30315	N/A	509a1	General Unrestricted	5,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK,NY 10001	N/A	509a1	General Unrestricted	1,000
EDUCATORS FOR SOCIAL RESPONSIBILITY INC 23 GARDEN ST CAMBRIDGE,MA 02138	N/A	509a2	General Unrestricted	50,000
EQUALITY CALIFORNIA INSTITUTE 8106 STA MON BLVD W HOLLYWOOD,CA 90046	N/A	509a1	General Unrestricted	5,000
EVANS SCHOLARS FOUNDATION 1 BRIAR RD GOLF,IL 60029	N/A	509a1	General Unrestricted	2,500
FAITH-HOPE-LOVE-CHARITY INC 3175 S CONGRESS AVE STE 304 PALM SPRINGS,FL 33461	N/A	509a1	General Unrestricted	100,000
FIELD MUSEUM OF NATURAL HISTORY 1400 S LAKE SHORE DR CHICAGO,IL 60605	N/A	509a2	General Unrestricted	2,500
FLORIDAS CHILDREN FIRST INC 1801 UNIVERSITY DR CORAL SPRINGS,FL 33071	N/A	509a1	General Unrestricted	5,000
FOUNDCARE INC 2330 S CONGRESS AVE WEST PALM BCH,FL 33406	N/A	509a3	General Unrestricted	50,000
FOYER DE SION INC 515 7TH ST SE WASHINGTON,DC 20003	N/A	509a1	General Unrestricted	1,000
FRANCIS W PARKER SCHOOL 330 W WEBSTER AVE CHICAGO,IL 60614	N/A	509a1	General Unrestricted	84,000
FULCRUM POINT NEW MUSIC PROJECT 359 W BELDEN AVE CHICAGO,IL 60614	N/A	509a1	General Unrestricted	5,000
GARDEN SCHOOL FOUNDATION INC 2187 W 24TH ST LOS ANGELES,CA 90018	N/A	509a1	General Unrestricted	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GARMENT WORKER CENTER 1250 S LA ST STE 213 LOS ANGELES, CA 90015	N/A	509a1	General Unrestricted	1,000
GREATER CHICAGO FOOD DEPOSITORY 4100 WANN LURIE PL CHICAGO, IL 60632	N/A	509a1	General Unrestricted	1,000
GUMBO LIMBO NATURE CENTER INC 1801 N OCEAN BLVD BOCA RATON, FL 33432	N/A	509a1	General Unrestricted	1,000
HAMBURGER HOME - AVIVA FAMILY AND CHILDRENS SERVICES 7120 FRANKLIN AVE LOS ANGELES, CA 90046	N/A	509a1	General Unrestricted	500
HEPHZIBAH CHILDRENS ASSOCIATION 1144 LAKE ST OAK PARK, IL 60301	N/A	509a1	General Unrestricted	10,000
HIGH JUMP 59 WN BLVD CHICAGO, IL 60610	N/A	509a1	General Unrestricted	66,500
HISTORICAL SOCIETY OF PALM BEACH COUNTY PO BOX 4364 WEST PALM BCH, FL 33402	N/A	509a2	General Unrestricted	2,500
HOMEBOY INDUSTRIES 130 BRUNO ST LOS ANGELES, CA 90012	N/A	509a1	General Unrestricted	20,000
INTERNATIONAL BEETHOVEN PROJECT PO BOX 14149 CHICAGO, IL 60614	N/A	509a1	General Unrestricted	10,000
ISRAEL CANCER ASSOCIATION USA 525 S FLAGLER DR STE 202 WEST PALM BCH, FL 33401	N/A	509a1	General Unrestricted	5,000
JACK THE BIKE MAN INC PO BOX 17565 WEST PALM BEACH, FL 33416	N/A	509a1	General Unrestricted	2,500
JEWISH FEDERATION OF PALM BEACH COUNTY INC 4601 COMMUNITY DR WEST PALM BEACH, FL 33417	N/A	509a1	General Unrestricted	2,500
JUILLIARD SCHOOL 60 LINCOLN CENTER PLZA RM 225 NEW YORK, NY 10023	N/A	509a1	General Unrestricted	2,500
KEMP ELEMENTARY SCHOOL 865 CORNER RD POWDER SPRINGS, GA 30127	N/A	509a1	General Unrestricted	1,000
LA GOAL 4911 OVERLAND AVE CULVER CITY, CA 90230	N/A	509a2	General Unrestricted	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAKEVIEW PANTRY 3831 N BROADWAY ST CHICAGO,IL 60613	N/A	509a1	General Unrestricted	30,000
LAMBDA LEGAL DEFENSE AND EDUCATION FUND INC 120 WALL ST FL 19 NEW YORK,NY 10005	N/A	509a1	General Unrestricted	15,000
LARCHMONT SCHOOLS 1265 N FAIRFAX AVE WEST HOLLYWOOD,CA 90046	N/A	509a1	General Unrestricted	77,000
LARCHMONT SCHOOLS 1265 N FAIRFAX AVE WEST HOLLYWOOD,CA 90046	N/A	509a1	Edible Schoolyard Program	75,000
LINCOLN PARK ZOOLOGICAL SOCIETY 2001 N CLARK ST CHICAGO,IL 60614	N/A	509a1	General Unrestricted	1,000
LORDS PLACE INC 2808 N AUSTRALIAN AVE WEST PALM BEACH,FL 33407	N/A	509a1	General Unrestricted	101,300
LOS ANGELES COALITION TO END HUNGER AND HOMELESSNESS 3300 WILSHIRE BLVD STE 310 LOS ANGELES,CA 90010	N/A	509a1	General Unrestricted	5,000
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY FOUNDATION 900 EXPOSITION BLVD LOS ANGELES,CA 90007	N/A	509a2	General Unrestricted	2,000
LOS ANGELES HOUSE OF RUTH 605 N CUMMINGS ST LOS ANGELES,CA 90033	N/A	509a1	General Unrestricted	1,000
LYNN SAGE FOUNDATION 141 W JACKSON BLVD STE 300 CHICAGO,IL 60604	N/A	509a1	General Unrestricted	3,000
MAKE-A-WISH FOUNDATION OF ILLINOIS INC 640 N LA SALLE DR STE 280 CHICAGO,IL 60654	N/A	509a1	General Unrestricted	2,500
MARINE BIOLOGICAL LABORATORY 7 MBL ST WOODS HOLE,MA 02543	N/A	509a1	Scholarship Fund for the Semester in Environmental Science	5,000
MUSEUM OF SCIENCE AND INDUSTRY 57TH ST AND LAKE SHORE DR CHICAGO,IL 60637	N/A	509a1	General Unrestricted	5,000
NORTHWESTERN UNIVERSITY 1201 DAVIS ST 3RD FL EVANSTON,IL 60208	N/A	509a1	General Unrestricted	25,000
OUNCE OF PREVENTION FUND 33 W MONROE ST STE 2400 CHICAGO,IL 60603	N/A	509a1	General Unrestricted	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OUR TIME 3079 ORDWAY ST NW WASHINGTON,DC 20008	N/A	509a1	General Unrestricted	15,000
P S ARTS 1728 ABBOT KINNEY BLVD STE 101 VENICE,CA 90291	N/A	509a1	General Unrestricted	15,000
PALM BEACH CIVIC ASSOCIATION INC 139 N COUNTY RD PALM BEACH,FL 33480	N/A	509a1	General Unrestricted	1,000
PALM BEACH COUNTY FOOD BANK INC 525 GATOR DR LANTANA,FL 33462	N/A	509a1	General Unrestricted	100,000
PALM BEACH DRAMAWORKS INC 201 CLEMATIS ST WEST PALM BCH,FL 33401	N/A	509a1	General Unrestricted	25,000
PALM BEACH FELLOWSHIP OF CHRISTIANS PO BOX 507 PALM BEACH,FL 33480	N/A	509a1	General Unrestricted	1,000
PALM BEACH HABILITATION CENTER INC 4522 S CONGRESS AVE LAKE WORTH,FL 33461	N/A	509a1	General Unrestricted	550,000
PALM BEACH PUBLIC SCHOOL ORCHESTRAL STRINGS FOUNDATION INC PO BOX 2825 PALM BEACH,FL 33480	N/A	509a1	General Unrestricted	5,000
PARK SCHOOL CORPORATION 171 GODDARD AVE BROOKLINE,MA 02445	N/A	509a1	General Unrestricted	10,000
PIANO FORTE FOUNDATION NFP 408 S MICHIGAN AVE CHICAGO,IL 60605	N/A	509a1	General Unrestricted	1,500
PIANOFORTE FOUNDATION NFP 408 S MICHIGAN AVE CHICAGO,IL 60605	N/A	509a1	International Beethoven Project	15,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 W 33RD ST 11TH FL NEW YORK,NY 10001	N/A	509a1	General Unrestricted	25,000
PLANNED PARENTHOOD LOS ANGELES 400 W 30TH ST LOS ANGELES,CA 90007	N/A	509a1	General Unrestricted	2,000
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVE 6TH FLR CHICAGO,IL 60603	N/A	509a1	General Unrestricted	5,000
PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST INC 2300 N FLORIDA MANGO RD WEST PALM BEACH,FL 33409	N/A	509a1	General Unrestricted	600,500

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PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST INC 2300 N FLORIDA MANGO RD WEST PALM BEACH,FL 33409	N/A	509a1	Charitable Event	4,000
POSSE FOUNDATION 14 WALL ST 7TH FL NEW YORK,NY 10005	N/A	509a1	General Unrestricted	1,000
PRESERVATION FOUNDATION OF PALM BEACH INC 311 PERUVIAN AVE PALM BEACH,FL 33480	N/A	509a1	General Unrestricted	250
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN RD HIGHLAND PARK,IL 60035	N/A	509a1	General Unrestricted	2,500
RAYMOND F KRAVIS CENTER FOR THE PERFORMING ARTS INC 701 OKEECHOBEE BLVD WEST PALM BCH,FL 33401	N/A	509a1	General Unrestricted	10,000
RELIGIOUS COALITION FOR REPRODUCTIVE CHOICE EDUCATIONAL FN 1413 K ST NW 14TH FL WASHINGTON,DC 20005	N/A	509a1	General Unrestricted	2,500
SHEDD AQUARIUM SOCIETY 1200 S LAKE SHORE DR CHICAGO,IL 60605	N/A	509a1	General Unrestricted	2,500
SHELTER PARTNERSHIP INC 523 W 6TH ST STE 616 LOS ANGELES,CA 90014	N/A	509a1	General Unrestricted	1,000
SIMMONS COLLEGE 300 THE FENWAY BOSTON,MA 02115	N/A	509a1	The School of Social Work at Simmons College	10,000
SOUTHERN CALIFORNIA COUNSELING CENTER 5615 W PICO BLVD LOS ANGELES,CA 90019	N/A	509a1	General Unrestricted	1,000
SUSAN G KOMEN BREAST CANCER FOUNDATION 5005 LBJ FREEWAY STE 250 DALLAS,TX 75244	N/A	509a1	Palm Beach County, Florida	250
TEACH FOR AMERICA-CHICAGO 300 WADAMS ST STE 1000 CHICAGO,IL 60606	N/A	509a1	General Unrestricted	45,000
THE EDIBLE SCHOOLYARD PROJECT - DBA CHEZ PANISSE FOUNDATION 1517 SHATTUCK AVE BERKELEY,CA 94709	N/A	509a1	General Unrestricted	20,000
THE JOFFREY BALLET 10 E RANDOLPH ST CHICAGO,IL 60601	N/A	509a1	General Unrestricted	1,000
THE MAYORS FUND TO ADVANCE NEW YORK CITY 253 BROADWAY FL 8 NEW YORK,NY 10007	N/A	509a1	Hurricane Sandy Relief	70,000

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TOWN OF PALM BEACH UNITED WAY INC 44 COCOANUT ROW STE 201 PALM BEACH,FL 33480	N/A	509a1	General Unrestricted Funds for Planned Parenthood of South Fla and Treasure Coast	12,500
TRINITY COLLEGE 300 SUMMIT ST HARTFORD,CT 06106	N/A	509a1	General Unrestricted	300
UNIVERSITY OF KENTUCKY 100 STURGILL BLDG LEXINGTON,KY 40506	N/A	509a1	College of Law Deans Discretionary Fund	5,000
WOLCOTT SCHOOL 853 N ELSTON AVE CHICAGO,IL 60642	N/A	509a1	General Unrestricted	3,000
Total ▶ 3a				2,515,850