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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal 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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 4,502,196. (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		31.	31.		STATEMENT 1
4 Dividends and interest from securities		114,699.	114,688.		STATEMENT 2
5a Gross rents		30.	30.		STATEMENT 3
b Net rental income or (loss)		30.			
6a Net gain or (loss) from sale of assets not on line 10		614,816.			
b Gross sales price for all assets on line 6a		668,877.			
7 Capital gain net income (from Part IV, line 2)			614,816.		
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		-1,826.	-4,032.		STATEMENT 4
12 Total. Add lines 1 through 11		727,750.	725,533.		
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 STMT 5		2,728.	2,143.		585.
c Other professional fees STMT 6		38,102.	38,102.		0.
17 Interest		4,237.	4,237.		0.
18 Taxes STMT 7		6,868.	5,302.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		189.	0.		189.
24 Total operating and administrative expenses. Add lines 13 through 23		52,124.	49,784.		774.
25 Contributions, gifts, grants paid		195,000.			195,000.
26 Total expenses and disbursements. Add lines 24 and 25		247,124.	49,784.		195,774.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		480,626.			
b Net investment income (if negative, enter -0-)			675,749.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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		11,899.	18,495.	18,495.
	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 9	2,255,245.	2,019,723.	2,788,666.
	c	Investments - corporate bonds	STMT 10	956,712.	423,780.	435,791.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	0.	1,242,484.	1,259,244.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,223,856.	3,704,482.	4,502,196.	
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				
	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		3,223,856.	3,704,482.	
30	Total net assets or fund balances		3,223,856.	3,704,482.		
31	Total liabilities and net assets/fund balances		3,223,856.	3,704,482.		

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	3,223,856.
2	Enter amount from Part I, line 27a	2	480,626.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,704,482.
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	3,704,482.

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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 668,877.		54,061.	614,816.

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			614,816.

2 Capital gain net income or (net capital loss)	<div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	614,816.
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

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))
2012	188,658.	3,955,520.	.047695
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

2 Total of line 1, column (d)	2	.192663
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	.038533
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,279,791.
5 Multiply line 4 by line 3	5	164,913.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,757.
7 Add lines 5 and 6	7	171,670.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	195,774.

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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	6,757.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	6,757.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	6,757.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 925.	7	7,925.
b Exempt foreign organizations - tax withheld at source	6b	8	1.
c Tax paid with application for extension of time to file (Form 8868)	6c 7,000.	9	
d Backup withholding erroneously withheld	6d	10	1,167.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 1,167. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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 2013, 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 ▶ <input type="checkbox"/>	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 2013?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 2013 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 2013.)	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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? ☐ 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? ☐ 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.

(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 PO BOX 5628 MINNEAPOLIS, MN 554405628	PRESIDENT & DIRECTOR 0.25	0.	0.	0.
KATE M. REED PO BOX 5628 MINNEAPOLIS, MN 554405628	VICE PRESIDENT & DIRECTOR 0.25	0.	0.	0.
MICHELLA L. JOHNSON PO BOX 5628 MINNEAPOLIS, MN 554405628	SECRETARY 0.25	0.	0.	0.
MICHELLA L. JOHNSON PO BOX 5628 MINNEAPOLIS, MN 554405628	TREASURER 0.25	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	4,334,061.
b Average of monthly cash balances	1b	10,904.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,344,965.
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	4,344,965.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,174.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,279,791.
6 Minimum investment return. Enter 5% of line 5	6	213,990.

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	213,990.
2a Tax on investment income for 2013 from Part VI, line 5	2a	6,757.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	180.
c Add lines 2a and 2b	2c	6,937.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	207,053.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	207,053.
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	207,053.

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	195,774.
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	195,774.
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	6,757.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	189,017.

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.

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**THE HAROLD AND KATE REED FAMILY
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Form 990-PF (2013)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				207,053.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			194,806.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 195,774.				
a Applied to 2012, but not more than line 2a			194,806.	
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 2013 distributable amount				968.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				206,085.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

**THE HAROLD AND KATE REED FAMILY
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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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 12

- 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 address of the person to whom applications should be addressed:

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

- c Any submission deadlines:

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

**THE HAROLD AND KATE REED FAMILY
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Part XV Supplementary Information (continued)

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 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.
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS (ASPCA) 424 E 92ND ST NEW YORK, NY 10128-6804	NONE	PUBLIC CHARITY	FLORIDA CHAPTER.	1,000.
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.
Total	SEE CONTINUATION SHEET(S)			195,000.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.

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

[illegible]

**THE HAROLD AND KATE REED FAMILY
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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
BUSCH WILDLIFE SANCTUARY 2500 JUPITER PARK DRIVE JUPITER, FL 33458	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
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	9,000.
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	UNRESTRICTED	20,000.
LOGGERHEAD MARINELIFE CENTER 14200 US HWY ONE JUNO BEACH, FL 33408	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
NATIONAL TRUST FOR SCOTLAND USA 45 SCHOOL STREET, 3RD FLOOR BOSTON, MA 02108	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.
NATURE CONSERVANCY 4245 N FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1606	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000.
SAVE THE WHALES 1192 WARING STREET SEASIDE, CA 93955	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
Total from continuation sheets				169,000.

**THE HAROLD AND KATE REED FAMILY
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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.
THORNTON S. GLIDE, JR AND KATRINA D. GLIDE FOUNDATION 28120 PIERCE RANCH ROAD DAVIS, CA 95616-9447	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.
CHILDREN INTERNATIONAL PO BOX 219055 KANSAS CITY, MO 64121-9055	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
SAVE THE HONEYBEE FOUNDATION 3330 ONYX ST EUGENE, OR 97405	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000.
Total from continuation sheets				

**THE HAROLD AND KATE REED FAMILY
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Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
CAROLINA YOUTH DEVELOPMENT CENTER 5055 LACKAWANNA BLVD NORTH CHARLESTON, SC 29405	NONE	PUBLIC CHARITY	UNRESTRICTED	4,000.
SURFRIDER FOUNDATION PO BOX 33687 PALM BEACH GARDENS, FL 33420	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000.
KEEPER OF THE WILD 181 TREE FARM ROAD ST GEORGE, SC 29477	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
BIG DOG RANCH RESCUE 1090 JUPITER PARK DR #201 JUPITER, FL 33458	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
UNITED WAY 2600 QUANTUM BLVD BOYNTON BEACH, FL 33426	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.
LOXAHATCHEE RIVER HISTORICAL SOCIETY 500 CAPTAIN ARMOURS WAY JUPITER, FL 33469	NONE	PUBLIC CHARITY	UNRESTRICTED	3,000.
Total from continuation sheets				

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	PASS THROUGH LOSS GLOBAL BOND FUND GENERAL	P		
b	PASS THROUGH LOSS GLOBAL BOND FUND GENERAL	P		
c	PASS THROUGH GAIN GLOBAL EQUITY FUND SEGREGATED	P		
d	PASS THROUGH GAIN GLOBAL EQUITY FUND SEGREGATED	P		
e	PASS THROUGH LOSS GLOBAL BOND FUND SEGREGATED	P		
f	PASS THROUGH LOSS GLOBAL BOND FUND SEGREGATED	P		
g	PASS THROUGH GAIN TAXABLE BOND FUND SEGREGATED	P		
h	PASS THROUGH GAIN TAXABLE BOND FUND SEGREGATED	P		
i	PASS THROUGH LOSS INTERNATIONAL EQ II GENERAL	P		
j	PASS THROUGH LOSS INTERNATIONAL EQ II GENERAL	P		
k	PASS THROUGH LOSS INTERNATIONAL EQ II SEGREGATED	P		
l	PASS THROUGH GAIN INTERNATIONAL EQUITY FUND II SE	P		
m	PASS THROUGH GAINS US ALL CAP	P		
n	PASS THROUGH GAINS US ALL CAP	P		
o	PASS THROUGH GAIN GLOBAL EQUITY FUND GENERAL	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		214.	-214.
b		88.	-88.
c	10,871.		10,871.
d	368,300.		368,300.
e		1,058.	-1,058.
f		433.	-433.
g	1,056.		1,056.
h	8,233.		8,233.
i		195.	-195.
j		34.	-34.
k		1,201.	-1,201.
l	3,083.		3,083.
m	42,843.		42,843.
n	92,664.		92,664.
o	2,374.		2,374.

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			-214.
b			-88.
c			10,871.
d			368,300.
e			-1,058.
f			-433.
g			1,056.
h			8,233.
i			-195.
j			-34.
k			-1,201.
l			3,083.
m			42,843.
n			92,664.
o			2,374.

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	PASS THROUGH GAIN GLOBAL EQUITY FUND GENERAL	P		
b	PASS THROUGH GAIN TAXBLE BOND FUND GEN	P		
c	PASS THROUGH GAIN TAXBLE BOND FUND GEN	P		
d	CHARLES SCHWAB	P		
e	CHARLES SCHWAB	P		
f	CASH IN LIEU ALLEGION PUBLIC LTD	P		12/01/13
g	PASS THROUGH LOSS REAL RETURN FUND			
h	PASS THROUGH GAIN REAL RETURN FUND	P		
i	PASS THROUGH 1256 LOSS REAL RETURN FUND			
j	PASS THROUGH 1256 LOSS REAL RETURN FUND			
k	REAL RETURN FUND-SEG			
l	REAL RETURN FUND-SEG	P		
m	REAL RETURN FUND 1256-SEG			
n	REAL RETURN FUND 1256-SEG			
o	NON TRADITIONAL STRATEGIES FUND SEG	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 65,626.			65,626.
b 214.			214.
c 1,669.			1,669.
d 4,740.		3,414.	1,326.
e 56,871.		42,114.	14,757.
f 14.			14.
g		122.	-122.
h 9.			9.
i		252.	-252.
j		379.	-379.
k		713.	-713.
l 50.			50.
m		1,462.	-1,462.
n		2,192.	-2,192.
o 4,315.			4,315.

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			65,626.
b			214.
c			1,669.
d			1,326.
e			14,757.
f			14.
g			-122.
h			9.
i			-252.
j			-379.
k			-713.
l			50.
m			-1,462.
n			-2,192.
o			4,315.

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	NON TRADITIONAL STRATEGIES FUND SEG	P		
b	NON TRADITIONAL STRATEGIES FUND SEG	P		
c	NON TRADITIONAL STRATEGIES FUND SEG 1256			
d	NON TRADITIONAL STRATEGIES FUND SEG 1256			
e	NON TRADITIONAL STRATEGIES FUND GEN	P		
f	NON TRADITIONAL STRATEGIES FUND GEN	P		
g	NON TRADITIONAL STRATEGIES FUND GEN	P		
h	NON TRADITIONAL STRATEGIES FUND GEN 1256			
i	NON TRADITIONAL STRATEGIES FUND GEN 1256			
j	CAPITAL GAINS DIVIDENDS			
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	4,318.		4,318.
b	66.		66.
c		65.	-65.
d		97.	-97.
e	735.		735.
f	735.		735.
g	11.		11.
h		11.	-11.
i		17.	-17.
j	80.		80.
k			
l			
m			
n			
o			

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			4,318.
b			66.
c			-65.
d			-97.
e			735.
f			735.
g			11.
h			-11.
i			-17.
j			80.
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	614,816.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
IRS	21.	21.	
WXCLC, INC.	10.	10.	
TOTAL TO PART I, LINE 3	31.	31.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GLOBAL BOND FUND-GEN	802.	0.	802.	802.	
GLOBAL BOND FUND-SEG	3,925.	0.	3,925.	3,925.	
GLOBAL EQUITY FUND-GEN	4,546.	0.	4,546.	4,546.	
GLOBAL EQUITY FUND-SEG	39,716.	0.	39,716.	39,716.	
INTERNATIONAL EQUITY II GENERAL	624.	0.	624.	624.	
INTERNATIONAL EQUITY II SEGREGATED	8,695.	0.	8,695.	8,695.	
NON TRADITIONAL STRATEGIES FUND EXEMPT INTEREST	2.	0.	2.	0.	
NON TRADITIONAL STRATEGIES FUND EXEMPT INTEREST	9.	0.	9.	0.	
NON TRADITIONAL STRATEGIES FUND GEN	1,060.	0.	1,060.	1,060.	
NON TRADITIONAL STRATEGIES FUND SEG	6,226.	0.	6,226.	6,226.	
REAL RETURN FUND-GEN	159.	0.	159.	159.	
REAL RETURN FUND-SEG	918.	0.	918.	918.	
SCHWAB TAXABLE BOND FUND-GEN	3,457.	0.	3,457.	3,457.	
	7,114.	0.	7,114.	7,114.	

TAXABLE BOND FUND-SEG	27,982.	0.	27,982.	27,982.
U.S. ALL CAP EQUITY FUND	9,544.	80.	9,464.	9,464.
TO PART I, LINE 4	114,779.	80.	114,699.	114,688.

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
NONTRADITIONAL STRATEGIES FUND	1	25.
NONTRADITIONAL STRATEGIES FUND	2	5.
TOTAL TO FORM 990-PF, PART I, LINE 5A		30.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GLOBAL EQUITY FUND-SEG	-949.	-949.	
TAXABLE BOND FUND-SEG	218.	218.	
GLOBAL BOND FUND-GEN	-219.	-219.	
GLOBAL BOND FUND-SEG	-1,070.	-1,070.	
TAXABLE BOND FUND-GEN	55.	55.	
GLOBAL EQUITY FUND-GEN	-109.	-109.	
INTERNATIONAL EQUITY FUND II-GEN	5.	5.	
INTERNATIONAL EQUITY FUND II-SEG	63.	63.	
REAL RETURN FUND-GEN	45.	45.	
REAL RETURN FUND-SEG	263.	263.	
NON TRADITIONAL STRATEGIES FUND SEG	-1,624.	-1,624.	
NON TRADITIONAL STRATEGIES FUND SEG	-417.	-417.	
NON TRADITIONAL STRATEGIES FUND SEG	1,906.	0.	
NON TRADITIONAL STRATEGIES FUND SEG	46.	46.	
NON TRADITIONAL STRATEGIES PTP			
LOSSES	-24.	0.	
NON TRADITIONAL STRATEGIES FUND GEN	-277.	-277.	
NON TRADITIONAL STRATEGIES FUND GEN	-62.	-62.	
NON TRADITIONAL STRATEGIES FUND GEN	324.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,826.	-4,032.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WAYCROSSE FEES	2,728.	2,143.		585.	
TO FORM 990-PF, PG 1, LN 16B	2,728.	2,143.		585.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES GLOBAL BOND FUND-SEG	1,029.	1,029.		0.	
INVESTMENT EXPENSES US ALL CAP FUND	1,679.	1,679.		0.	
INVESTMENT EXPENSES TAXABLE BOND FUND-SEG	4,712.	4,712.		0.	
INVESTMENT EXPENSES GLOBAL EQUITY FUND-SEG	16,585.	16,585.		0.	
INVESTMENT EXPENSES CHARLES SCHWAB	3,023.	3,023.		0.	
INVESTMENT EXPENSES GLOBAL BOND FUND-GEN	210.	210.		0.	
INVESTMENT EXPENSES TAXABLE BOND FUND-GEN	1,152.	1,152.		0.	
INVESTMENT EXPENSES GLOBAL EQUITY FUND-GEN	1,898.	1,898.		0.	
INVESTMENT EXPENSES INTERNATIONAL EQUITY II GENERAL	81.	81.		0.	
INVESTMENT EXPENSES INTERNATIONAL EQUITY II SEGREGATED	1,124.	1,124.		0.	
WAYCROSSE ADVISORY FEES	1,583.	1,583.		0.	
INVESTMENT EXPENSES - REAL RETURN FUND-GEN	124.	124.		0.	
INVESTMENT EXPENSES - REAL RETURN FUND-SEG	719.	719.		0.	
INVESTMENT EXPENSES - NON TRADITIONAL SEG	3,574.	3,574.		0.	
INVESTMENT EXPENSES - NON TRADITIONAL GEN	609.	609.		0.	
TO FORM 990-PF, PG 1, LN 16C	38,102.	38,102.		0.	

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID - GLOBAL BOND FUND-SEG	44.	44.		0.
FOREIGN TAXES PAID - GLOBAL EQUITY FUND-SEG	2,909.	2,909.		0.
FOREIGN TAXES PAID - US ALL CAP EQUITY	15.	15.		0.
FEDERAL TAX PAID	1,566.	0.		0.
FOREIGN TAXES PAID - GLOBAL BOND FUND-GEN	9.	9.		0.
FOREIGN TAXES PAID - GLOBAL EQUITY FUND-GEN	333.	333.		0.
FOREIGN TAXES PAID - INTERNATIONAL EQ II GENERAL	70.	70.		0.
FOREIGN TAXES PAID - INTERNATIONAL EQ II SEGREGATED	973.	973.		0.
FOREIGN TAXES PAID - SCHWAB	173.	173.		0.
STATE TAX PAID	700.	700.		0.
FOREIGN TAXES PAID NON TRADITIONAL SEG	61.	61.		0.
STATE TAXES PAID NON TRADITIONAL SEG	4.	4.		0.
FOREIGN TAXES PAID NON TRADITIONAL GEN	10.	10.		0.
STATE TAXES PAID NON TRADITIONAL GEN	1.	1.		0.
TO FORM 990-PF, PG 1, LN 18	6,868.	5,302.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

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	139.	0.		139.
STATE OF DELAWARE FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	189.	0.		189.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GLOBAL EQUITY (INTL) FUND	1,361,314.	1,802,938.
U.S. ALL CAP EQUITY FUND	144,572.	371,251.
DU PONT E.I. DE NEMOURS	6,034.	12,669.
JOHNSON & JOHNSON	0.	0.
3M	6,117.	11,921.
NCR	4,604.	14,816.
TEREX CORP	12,936.	13,647.
TEXAS INSTRUMENTS	0.	0.
VALMONT INDUSTRIES	0.	0.
WABTEC	2,192.	11,883.
CENOVUS ENERGY	0.	0.
INGERSOLL RAND	2,786.	6,160.
SIEMENS AG ADR	8,867.	13,158.
AGRIUM	9,687.	10,520.
XYLEM	9,446.	11,072.
MATERION CORP	8,430.	6,479.
CISCO SYSTEMS	9,828.	12,460.
BRIGGS & STRATTON	3,021.	4,352.
CORNING INC	5,229.	7,039.
LIFE TECHNOLOGIES CORP	0.	0.
MONDELEZ INTL INC	0.	0.
ORACLE	0.	0.
SCOTTS MIRACLE-GRO	3,568.	4,667.
STANLEY BLACK & DECKER	7,439.	8,069.
CHICAGO BRIDGE & IRON	8,921.	17,459.
INTERNATIONAL EQUITY FUND II	348,792.	387,042.
BANK NEW YORK MELLON	6,609.	6,988.
EMERSON ELECTRIC	3,836.	4,913.
FEDEX CORP	8,141.	11,502.
INTEL	10,949.	11,810.
ITRON INC	1,757.	1,657.
LIQUIDITY SERVICES INC	6,077.	3,966.
SONY CORP	3,414.	3,285.
TEVA PHARMACEUTICAL	5,433.	5,411.
NATIONAL OILWELL VARCO	9,724.	11,532.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,019,723.	2,788,666.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TAXABLE BOND FUND	423,780.	435,791.
GLOBAL BOND FUND	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	423,780.	435,791.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL RETURN FUND	COST	395,480.	394,151.
NON TRADITIONAL STRATEGIES FUND	COST	847,004.	865,093.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,242,484.	1,259,244.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 12
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NAME OF MANAGER

HAROLD S. REED
KATE M. REED