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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 REED FOUNDATION

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

40 STRATFORD PLACE NE

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

ATLANTA, GA 30342-3956

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ **2,039,994.** (Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

A Employer identification number

26-1477372

B Telephone number

(404) 572-3393C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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

387,075.2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

39.**39.****STATEMENT 1**

4 Dividends and interest from securities

103,215.**100,438.****STATEMENT 2**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

120,202.b Gross sales price for all assets on line 6a **885,001.**

7 Capital gain net income (from Part IV, line 2)

120,202.

8 Net short-term capital gain

N/A

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

<91,403.>**21,241.****0. STATEMENT 3**

12 Total. Add lines 1 through 11

519,128.**241,920.****0.**

13 Compensation of officers, directors, trustees, etc

0.**0.****0.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7**436.****430.****0.****0.**

24 Total operating and administrative expenses. Add lines 13 through 23

18,858.**15,127.****0.****0.**

25 Contributions, gifts, grants paid

69,500.**69,500.**

26 Total expenses and disbursements. Add lines 24 and 25

88,358.**15,127.****0.****69,500.**

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

430,770.

b Net investment income (if negative, enter -0-)

226,793.

c Adjusted net income (if negative, enter -0-)

0.323501
10-10-13

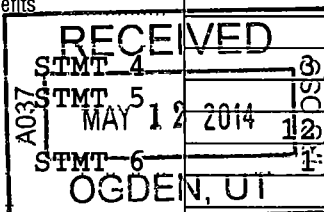
LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

SCANNED MAY 19 2014

Revenue

Operating and Administrative Expenses



6/8

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	<629,570.>	<625,881.>	<625,881.>
	2 Savings and temporary cash investments			
	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	2,257,911.	2,684,992.	2,665,875.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,628,341.	2,059,111.	2,039,994.	
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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	1,628,341.	2,059,111.	STATEMENT 8
	30 Total net assets or fund balances	1,628,341.	2,059,111.	
31 Total liabilities and net assets/fund balances	1,628,341.	2,059,111.		

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	1,628,341.
2 Enter amount from Part I, line 27a	2	430,770.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,059,111.
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	2,059,111.

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 FIDELITY [-7733] - SEE ATTACHED	P	VARIOUS	12/31/13
b FIDELITY [-7733] - SEE ATTACHED	P	VARIOUS	12/31/13
c FIDELITY [-7733] - SEE ATTACHED	P	VARIOUS	12/31/13
d KINDER MORGAN ENERGY PARTNERS LP	P	VARIOUS	12/31/13
e UNITED STATES 12 MO OIL FUND LP	P	VARIOUS	12/31/13

(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 59,046.		56,598.	2,448.
b 585,456.		429,398.	156,058.
c 240,499.		270,724.	<30,225.>
d		<337.>	337.
e		8,416.	<8,416.>

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			2,448.
b			156,058.
c			<30,225.>
d			337.
e			<8,416.>

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	120,202.
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	<27,777.>

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	47,125.	1,385,722.	.034008
2011	27,542.	995,963.	.027654
2010	22,629.	662,021.	.034182
2009	22,040.	460,652.	.047845
2008	1,768.	460,265.	.003841

2 Total of line 1, column (d)	2	.147530
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	.029506
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,708,977.
5 Multiply line 4 by line 3	5	50,425.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,268.
7 Add lines 5 and 6	7	52,693.
8 Enter qualifying distributions from Part XII, line 4	8	69,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

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	2,268.
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	0.
3 Add lines 1 and 2		3	2,268.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,268.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	535.	
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	535.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	15.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,748.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 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?		
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) <u>GA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by 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	

N/A

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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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>GLEN REED</u> Telephone no. ► <u>404-572-3393</u> Located at ► <u>40 STRATFORD PLACE NE, ATLANTA, GA</u> ZIP+4 ► <u>30342-3956</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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	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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GLEN REED	PRESIDENT			
40 STRATFORD PLACE NE				
ATLANTA, GA 30342-3956	0.00	0.	0.	0.
EDITH REED	VICE PRESIDENT/TREASURER			
40 STRATFORD PLACE NE				
ATLANTA, GA 30342-3956	0.00	0.	0.	0.
ALEC B. REED	SECRETARY			
40 STRATFORD PLACE NE				
ATLANTA, GA 30342-3956	0.00	0.	0.	0.
ADAM C. REED	ASSISTANT SECRETARY			
40 STRATFORD PLACE NE				
ATLANTA, GA 30342-3956	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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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	2,353,359.
b	Average of monthly cash balances	1b	<618,357.>
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,735,002.
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	1,735,002.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,025.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,708,977.
6	Minimum investment return. Enter 5% of line 5	6	85,449.

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	85,449.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,268.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,268.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,181.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	83,181.
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	83,181.

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	69,500.
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	69,500.
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	2,268.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	67,232.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				83,181.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			67,911.	
b Total for prior years:				
2011, ,		334.		
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: ► \$ 69,500.				
a Applied to 2012, but not more than line 2a			67,911.	
b Applied to undistributed income of prior years (Election required - see instructions)		334.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,255.
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				81,926.
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				

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(i)(3) or
- ☐
- 4942(i)(5)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
ACTION MINISTRIES 17 EXECUTIVE PARK DRIVE NE, SUITE 540 ATLANTA, GA 30329			ACTION MINISTRIES LEADS COMMUNITIES AND VOLUNTEERS IN SERVING THEIR NEIGHBORS IN NEED BY	5,000.
HEIFER PROJECT P.O. BOX 8058 LITTLE ROCK, AR 72203			GIVING FAMILIES A HAND-UP, NOT JUST A HANDOUT, WE EMPOWER THEM TO TURN HUNGER AND POVERTY INTO HOPE	1,000.
MEDSHARE INTERNATIONAL 3240 CLIFTON SPRINGS ROAD DECATUR, GA 30034			MEDSHARE IS A NONPROFIT ORGANIZATION DEDICATED TO IMPROVING THE ENVIRONMENT AND	62,500.
MS CENTER OF ATLANTA 3200 DOWNWOOD CIR NW, STE 550 ATLANTA, GA 30327			THE MULTIPLE SCLEROSIS CENTER OF ATLANTA IS A NOT-FOR-PROFIT 501(C)(3) ORGANIZATION PROVIDING	1,000.
Total			3a	69,500.
b Approved for future payment				
NONE				
Total			3b	0.

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


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

[illegible]

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


b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  **5-7-14** **Pres/CEO**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DAVID J. SCHUCHMANN		4/28/14		P01240918
	Firm's name ▶ CBIZ MHM, LLC			Firm's EIN ▶ 34-1851358	
	Firm's address ▶ 3625 CUMBERLAND BLVD SE SUITE 800 ATLANTA, GA 30339			Phone no. 770-858-4500	

Form **990-PF** (2013)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE REED FOUNDATION

Employer identification number

26-1477372

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

THE REED FOUNDATION**26-1477372****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>GLEN REED</u> <u>40 STRATFORD PLACE NE</u> <u>ATLANTA, GA 30342</u>	\$ <u>145,200.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	<u>GLEN REED</u> <u>40 STRATFORD PLACE NE</u> <u>ATLANTA, GA 30342</u>	\$ <u>61,875.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>	<u>GLEN REED</u> <u>40 STRATFORD PLACE NE</u> <u>ATLANTA, GA 30342</u>	\$ <u>180,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u> </u>	<u> </u> <u> </u> <u> </u>	\$ <u> </u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE REED FOUNDATION**26-1477372****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>11 APPLE CONTRACTS</u> _____ _____ _____	\$ <u>145,200.</u>	<u>10/28/13</u>
<u>2</u>	<u>15 SPY CONTRACTS</u> _____ _____ _____	\$ <u>61,875.</u>	<u>10/28/13</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization	Employer identification number
THE REED FOUNDATION	26-1477372

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee



2013 Informational Tax Reporting Statement

THE REED FOUNDATION

Account No Z67-177733 Customer Service 800-544-5704
Recipient ID No 26-1477372 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions*

Short-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
AMERICAN CAP AGY CORP COM, AGNC, 02503X105										
Sale		03/11/13	08/13/12	175 000	5,710 92	5,907 19	-196 27			
CAPSTEAD MTG CORP COM NO PAR, CMO, 14067E506										
Sale		03/11/13	08/06/12	377 000	4,681 82	5,290 15	-608 33			
DWS MULTI MKT INCOMETR SHS, KMM, 23338L108										
Sale		08/29/13	12/03/12	100 000	1,058 03	1,045 56	12 47			
Sale		08/29/13	12/03/12	254 000	2,710 13	2,655 71	54 42			
Subtotals					3,768.16	3,701.27				
HEALTH CARE REIT INC, HCN, 42217K106										
Sale		03/11/13	08/06/12	97 000	6,326 00	5,909 33	416 67			
PIMCO INCOME OPPORTUNITY FD COM, PKO, 72202B100										
Sale		03/11/13	09/07/12	100 000	3,148 36	2,925 94	222 42			
Sale		03/11/13	09/07/12	21 000	661 15	612 90	48 25			
Subtotals					3,809.51	3,538.84				
PIMCO STRATEGIC GLOBAL GOVT FD INC, RCS, 72200X104										
Sale		03/11/13	08/06/12	358 000	4,184 13	4,293 10	-108 97			
POWERSHARES EXCHANGETRADED FD TR II CEF, PCEF, 73936Q843										
Sale		03/11/13	09/07/12	159 000	4,178 42	4,051 43	126 99			
REALTY INCOME CORP (MARYLAND), O, 756109104										
Sale		03/11/13	08/06/12	206 000	9,414 27	8,496 20	918 07			

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TCW STRATEGIC INCOMEFD INC, TSI, 872340104										
Sale	03/11/13	08/13/12	882 000	5,151 63	4,869 41	282 22				
TORTOISE ENERGY INFRASTRUCTURE CORP, TYG, 89147L100										
Sale	03/11/13	08/13/12	258 000	11,821 08	10,540 97	1,280 11				
TOTALS				59,045.94	56,597.89			0.00		
Short-Term Realized Gain								3,361.62		
Short-Term Realized Loss								-913.57		
Wash Sale Loss Disallowed								0.00		

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2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
ALLIANCEBERNSTEIN INCOME FD INC, ACG, 01881E101								
Sale	05/10/13	12/22/08	2,500 000	20,741 83	17,952 50	2,789 33		
ANNALY CAPITAL MANAGEMENT INC COM, NLY, 035710409								
Sale	03/11/13	08/17/10	274 000	4,184 15	4,728 09	-543 94		
BAIDU INC SPONS ADS REPR 0 10 ORD CLS A, BIDU, 056752108								
Sale	12/02/13	06/16/10	200 000	33,547 46	15,281 58	18,265 88		
BLACKROCK CALIF MUN INCOME TR SH BEN INT, BFZ, 09248E102								
Sale	03/11/13	11/06/09	896 511	14,904 39	11,860 80	3,043 59		
Sale	03/11/13	11/16/09	777 489	12,925 65	10,052 00	2,873 65		
Subtotals				27,830.04	21,912.80			
BLACKROCK MUNIVEST FD II INC COM, MVT, 09253T101								
Sale	01/02/13	03/10/08	100 000	1,785 50	1,423 14	362 36		
Sale	01/02/13	03/10/08	603 000	10,793 52	8,581 52	2,212 00		
Sale	01/02/13	03/17/08	184 000	3,293 54	2,458 88	834 66		
Sale	01/02/13	04/07/08	535 000	9,576 34	7,524 75	2,051 59		
Sale	01/02/13	07/18/08	1,549 000	27,726 63	20,996 95	6,729 68		
Sale	01/02/13	10/10/08	428 000	7,661 07	3,015 13	4,645 94		
Sale	01/02/13	10/24/08	540 000	9,665 84	5,559 42	4,106 42		
Sale	01/02/13	12/15/08	61 000	1,091 88	500 31	591 57		
Sale	04/30/13	12/15/08	305 000	5,275 78	2,501 53	2,774 25		
Sale	04/30/13	02/05/09	255 000	4,410 90	2,807 70	1,603 20		

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2013 Informational Tax Reporting Statement

THE REED FOUNDATION

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Recipient ID No 26-1477372 Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
BLACKROCK MUNIVEST FD II INC COM, MVT, 09253T101											
Sale	04/30/13	03/30/09		100 000	1,729 77	1,042 00	687 77				
Sale	04/30/13	03/30/09		139 000	2,404 37	1,457 77	946 60				
Sale	04/30/13	08/10/09		756 000	13,077 03	10,055 24	3,021 79				
Sale	04/30/13	08/13/09		990 000	17,124 68	13,002 50	4,122 18				
Sale	04/30/13	08/13/09		1,142 000	19,753 92	15,002 46	4,751 46				
Sale	04/30/13	11/16/09		375 000	6,486 62	5,029 25	1,457 37				
Subtotals					141,857.39	100,958.55					
DWS STRATEGIC INCOMETR SHS, KST, 23338N104											
Sale	03/11/13	12/28/07		373 000	5,657 79	4,255 11	1,402 68				
FAIRHOLME FUND, FAIRX, 304871106											
Sale	04/30/13	various		1,451 013	51,191 74	46,188 02	5,003 72				
Sale	04/30/13	01/19/12		388 048	13,690 33	10,075 00	3,615 33				
Subtotals					64,882.07	56,263.02					
ISHARES TR MSCI ALL COUNTRY ASIA EX JAPA, AAXJ, 464288182											
Sale	04/10/13	09/17/10		100 000	5,797 87	5,824 96	-27 09				
Sale	04/10/13	09/17/10		900 000	52,180 83	52,425 75	-244 92				
Sale	04/10/13	01/19/12		100 000	5,797 87	5,428 95	368 92				
Subtotals					63,776.57	63,679.66					
KINDER MORGAN ENERGYPARTNERS L P, KMP, 494550106											
Sale	08/29/13	08/06/12		21 000	1,731 44	1,677 12	54 32				

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2013 Informational Tax Reporting Statement

THE REED FOUNDATION

Account No 267-177733 Customer Service 800-544-5704
Recipient ID No 26-1477372 Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
NUVEEN CALIF DIVID ADVANTAGE MUN FD 2, NVX, 67069X104											
Sale	01/14/13	01/20/08		200 000	3,225 92	1,981 86	1,244 06				
Sale	01/14/13	10/20/08		212 000	3,419 15	2,100 78	1,318 37				
Sale	01/14/13	10/20/08		40 000	645 12	397 60	247 52				
Sale	01/14/13	10/20/08		560 000	9,027 00	5,566 34	3,460 66				
Sale	01/14/13	12/22/08		164 000	2,643 62	1,557 78	1,085 84				
Sale	01/14/13	12/22/08		1,000 000	16,119 64	9,447 60	6,672 04				
Sale	01/14/13	12/31/08		1,092 000	17,602 64	10,141 76	7,460 88				
Sale	01/14/13	04/07/09		462 000	7,447 27	4,992 98	2,454 29				
Sale	01/14/13	04/20/09		770 000	12,412 12	8,477 52	3,934 60				
Sale	05/01/13	04/20/09		49 000	764 31	539 48	224 83				
Sale	05/01/13	12/14/09		434 000	6,769 57	5,755 62	1,013 95				
Sale	05/01/13	12/14/09		700 000	10,918 66	9,303 93	1,614 73				
Sale	05/01/13	12/14/09		754 000	11,760 95	9,990 28	1,770 67				
Sale	05/01/13	12/14/09		1,126 000	17,563 44	15,051 36	2,512 08				
Sale	05/01/13	01/14/11		2,000 000	31,196 15	24,247 95	6,948 20				
Subtotals					151,515.56	109,552.84					
PIMCO STRATEGIC GLOBAL GOVT FD INC, RCS, 72200X104											
Sale	08/29/13	08/06/12		226 000	2,379 44	2,710 17	-330 73				
TEMPLETON GLOBAL INCOME FD INC DELAWARE, GIM, 880198106											
Sale	03/11/13	09/15/11		279 000	2,678 75	2,948 26	-269 51				

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2013 Informational Tax Reporting Statement

THE REED FOUNDATION

Account No **Z67-177733** Customer Service 800-544-5704
 Recipient ID No **26-1477372** Paver's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP							
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	15 State Tax Withheld
TORTOISE ENERGY INFRASTRUCTURE CORP, TYG, 89147L100							
Sale	12/02/13	08/13/12	120 000	5,939 14	4,902 78	1,036 36	
UNITED STS 12 MONTH OIL FD LP UNIT BEN I, USL, 91288V103							
Sale	08/29/13	03/04/09	500 000	22,331 66	13,703 47	8,628 19	
WESTERN ASSET EMERGING MKTS DEBT FD INC, ESD, 95766A101							
Sale	03/11/13	12/28/07	120 000	2,652 39	2,132 32	520 07	
WISDOMTREE INVTS INC COM, WETF, 97717P104							
Sale	08/29/13	12/31/07	500 000	5,649 90	1,348 00	4,301 90	
Sale	08/29/13	12/31/07	500 000	5,647 00	1,347 99	4,299 01	
Sale	12/02/13	12/31/07	100 000	1,497 17	269 60	1,227 57	
Sale	12/02/13	12/31/07	1,300 000	19,459 21	3,504 79	15,954 42	
Sale	12/02/13	12/31/07	100 000	1,497 52	269 60	1,227 92	
Subtotals				33,750.80	6,739.98		
				585,456.48	429,398.25		0.00
TOTALS							
Long-Term Realized Gain						157,474.42	
Long-Term Realized Loss						-1,416.19	
Wash Sale Loss Disallowed							0.00

In addition to this Informational Tax Reporting Statement, please see the 1099 Tax Reporting Statement that we have issued for your account. Only the 1099 Statement includes your official IRS Form 1099-B for the lots that cost basis information is required to be reported to the IRS.

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

*Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

Part XV Supplementary Information

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

NAME OF RECIPIENT - ACTION MINISTRIES

ACTION MINISTRIES LEADS COMMUNITIES AND VOLUNTEERS

IN SERVING THEIR NEIGHBORS IN NEED BY PROVIDING HUNGER,
HOUSING, AND EDUCATION SOLUTIONS.

NAME OF RECIPIENT - HEIFER PROJECT

GIVING FAMILIES A HAND-UP, NOT JUST A HANDOUT, WE EMPOWER THEM TO TURN
HUNGER AND POVERTY INTO HOPE AND PROSPERITY, BUT OUR APPROACH IS MORE
THAN THAT. BY BRINGING COMMUNITIES TOGETHER AND LINKING THEM WITH
MARKETS IN THEIR AREA, WE HELP BRING SUSTAINABLE AGRICULTURE AND
COMMERCE TO AREAS WITH A LONG HISTORY OF POVERTY

NAME OF RECIPIENT - MEDSHARE INTERNATIONAL

MEDSHARE IS A NONPROFIT ORGANIZATION DEDICATED TO
IMPROVING THE ENVIRONMENT AND HEALTHCARE THROUGH
THE EFFICIENT RECOVERY AND REDISTRIBUTION OF
SURPLUS MEDICAL SUPPLIES AND EQUIPMENT TO
UNDERSERVED HEALTHCARE

NAME OF RECIPIENT - MS CENTER OF ATLANTA

THE MULTIPLE SCLEROSIS CENTER OF ATLANTA IS A NOT-FOR-PROFIT 501(C)(3)
ORGANIZATION PROVIDING COMPREHENSIVE HEALTH CARE SERVICES FOR PEOPLE
LIVING WITH MULTIPLE SCLEROSIS.

The Reed Foundation

Statement to Accompany Form 990-PF

Taxable Year 2013

The Reed Foundation elects to apply the first \$334 of excess qualified distributions of \$1,589 made in calendar year 2013 to the \$334 of undistributed income for calendar year 2011 under IRC Regulation Section 53.4942(a)-3(d)(2). The remaining excess qualified distributions of \$1,255 made in 2013 will be applied towards the distributable amount for 2013.

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
KINDER MORGAN ENERGY PARTNERS UNITED STATES 12 MONTH OIL FUND, L.P.	38. 1.	38. 1.	0. 0.
TOTAL TO PART I, LINE 3	39.	39.	0.

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
EXEMPT-INTEREST DIVIDENDS	2,777.	0.	2,777.	0.	0.
FIDELITY 7733	100,391.	0.	100,391.	100,391.	0.
KINDER MORGAN ENERGY PARTNERS UNITED STATES 12 MONTH OIL FUND, L.P.	44. 3.	0. 0.	44. 3.	44. 3.	0. 0.
TO PART I, LINE 4	103,215.	0.	103,215.	100,438.	0.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UNITED STATES 12 MONTH OIL FUND, L.P.	1,573.	1,573.	0.
UNITED STATES 12 MONTH OIL FUND, L.P.	<118.>	<118.>	0.
KINDER MORGAN ENERGY PARTNERS PAYMENTS IN LIEU	<7,041.> 8,858.	<7,041.> 8,858.	0. 0.
CAPITAL GAIN DISTRIBUTIONS	18,110.	18,110.	0.
KINDER MORGAN ENERGY PARTNERS	41.	41.	0.
KINDER MORGAN ENERGY PARTNERS BOOK GAIN LOSS BASIS ADJUSTMENT	<182.> <112,644.>	<182.> 0.	0. 0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<91,403.>	21,241.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	3,725.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 16B	3,725.	0.	0.	0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BROKERAGE FEES	943.	943.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	943.	943.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	1,255.	1,255.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	1,255.	1,255.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INTANGIBLE DRILLING COST	269.	269.	0.	0.	
INTANGIBLE DRILLING COST M&D	161.	161.	0.	0.	
NONDEDUCTIBLE EXPENSES	6.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	436.	430.	0.	0.	

FORM 990-PF	OTHER FUNDS	STATEMENT	8
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	1,628,341.	2,059,111.
TOTAL TO FORM 990-PF, PART II, LINE 29	1,628,341.	2,059,111.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY #7733	2,684,992.	2,665,875.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,684,992.	2,665,875.