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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.

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)

Room/suite

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:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

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

A Employer identification number

26-1477372

B Telephone number

(404) 572-3393

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

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 ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
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				
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.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 4 3,725.	0.	0.	0.
c Other professional fees	STMT 5 10,943.	943.	0.	0.
17 Interest	A037 MAY 12 2014 12,499.	12,499.	0.	0.
18 Taxes	STMT 6 1,255.	1,255.	0.	0.
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.	

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
Assets	1	Cash - non-interest-bearing	<629,570.►	<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	STMT 9	
	b	Investments - corporate stock	2,257,911.	2,684,992.
	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 ►)		
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0.	0.
		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	1,628,341.	2,059,111.
	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.
				STATEMENT 8

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.	{ 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.	1	2,268.
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	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	2,268.
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	2,268.
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	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 ►	Refunded	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?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	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? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	4b	
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?	5	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	6	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► GA	7	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>GLEN REED</u> Located at ► <u>40 STRATFORD PLACE NE, ATLANTA, GA</u>	Telephone no. ► <u>404-572-3393</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	► <u>15</u>	<input type="checkbox"/> 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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ►	<input type="checkbox"/> 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?		<input type="checkbox"/> 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.)	<input type="checkbox"/> N/A	<input type="checkbox"/> 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)	<input type="checkbox"/> N/A	<input type="checkbox"/> 3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 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?	<input type="checkbox"/> 4b X	

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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			<input checked="" type="checkbox"/>	
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		<input type="checkbox"/>	Yes
If "Yes," attach the statement required by Regulations section 53.4945-5(d)			<input type="checkbox"/>	No
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			<input type="checkbox"/>	Yes
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			<input type="checkbox"/>	Yes
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?			<input type="checkbox"/>	Yes
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 40 STRATFORD PLACE NE ATLANTA, GA 30342-3956	PRESIDENT 0.00	0.	0.	0.
EDITH REED 40 STRATFORD PLACE NE ATLANTA, GA 30342-3956	VICE PRESIDENT/TREASURER 0.00	0.	0.	0.
ALEC B. REED 40 STRATFORD PLACE NE ATLANTA, GA 30342-3956	SECRETARY 0.00	0.	0.	0.
ADAM C. REED 40 STRATFORD PLACE NE ATLANTA, GA 30342-3956	ASSISTANT SECRETARY 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 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		
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

b Average of monthly cash balances

c Fair market value of all other assets

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and

1c (attach detailed explanation)

1e 0.

1a	2,353,359.
1b	<618,357.>
1c	
1d	1,735,002.
2	0.
3	1,735,002.
4	26,025.
5	1,708,977.
6	85,449.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 46 **Minimum investment return.** Enter 5% of line 5**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

2a Tax on investment income for 2013 from Part VI, line 5

1	85,449.
2a	2,268.
2b	
2c	2,268.
3	83,181.
4	0.
5	83,181.
6	0.
7	83,181.

b Income tax for 2013. (This does not include the tax from Part VI.)

c Add lines 2a and 2b

3 Distributable amount before adjustments. Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1**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

b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

3 Amounts set aside for specific charitable projects that satisfy the:

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

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.

1a	69,500.
1b	0.
2	
3a	
3b	
4	69,500.
5	2,268.
6	67,232.

Part XIIJ 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			67,911.	
a Enter amount for 2012 only				
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

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).)

GLEN REED

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;

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
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 DOWNTOWN 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 XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					39.
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					21,241.
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>BOOK GAIN LOSS BASIS</u>					
b <u>ADJUSTMENT</u>					<112,644.>
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	132,053.
13 Total. Add line 12, columns (b), (d), and (e)				13	132,053.
(See worksheet in line 12 instructions to verify calculations.)					

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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
- (2) Other assets

- b Other transactions:**
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. 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.

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

Yes No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

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

Signature of officer or trustee

Date

←
Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DAVID J. SCHUCHMANN		09/14/2014		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	

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
1	GLEN REED 40 STRATFORD PLACE NE ATLANTA, GA 30342	\$ 145,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	GLEN REED 40 STRATFORD PLACE NE ATLANTA, GA 30342	\$ 61,875.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	GLEN REED 40 STRATFORD PLACE NE ATLANTA, GA 30342	\$ 180,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	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 FOUNDATION26-1477372**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
1	<u>11 APPLE CONTRACTS</u> 	\$ <u>145,200.</u>	<u>10/28/13</u>
2	<u>15 SPY CONTRACTS</u> 	\$ <u>61,875.</u>	<u>10/28/13</u>
	<u> </u> 	\$ <u> </u>	<u> </u>
	<u> </u> 	\$ <u> </u>	<u> </u>
	<u> </u> 	\$ <u> </u>	<u> </u>
	<u> </u> 	\$ <u> </u>	<u> </u>
	<u> </u> 	\$ <u> </u>	<u> </u>
	<u> </u> 	\$ <u> </u>	<u> </u>
	<u> </u> 	\$ <u> </u>	<u> </u>
	<u> </u> 	\$ <u> </u>	<u> </u>
	<u> </u> 	\$ <u> </u>	<u> </u>



2013 Information 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 04-352567

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 Disallowed	4 Federal Income Tax Withheld	13 State Income Tax Withheld	15 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, 14067E006											
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					12 47
Sale	08/29/13	12/03/12		254 000		2,710 13					2,655 71
Subtotals						3,768.16					54 42
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, 722020B100											
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 EXCHANGE-TRADED 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

*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.

02/10/2014 9103000386



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2013 Informational Tax Reporting Statement

THE REED EQUATION

Account No **267-177733** Customer Service 800-544-5704
Recipient ID No **26-1477372** Paver's Fed ID Number 94-35223567

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

2013 Proceeds from Broker and Dealer Exchange Transactions*

Short-term transactions

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

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2013 Information 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*

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 Disallowed	4 Federal Income Tax Withheld	13 State Income Tax Withheld	15 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				
ANNUALY CAPITAL MANAGEMENT INC COM, NLY, 0358710409											
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, BZF, 092448E102											
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 MUNINVEST 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 Information 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

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*

Long-term transactions

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

8 Description, 1d Stock or Other Symbol, CUSIP				3 Cost or Other Basis (a)	4 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	5 Gain/Loss (-)	6 Wash Sale Loss Disallowed	7 Federal Income Tax Withheld	8 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, 464298182								
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, 49550106								
Sale	08/29/13	08/06/12	21 000	1,731.44	1,677.12	54.32		

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2013 Information 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 04-352567

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*

Long-term transactions

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

8 Description, 1d Stock or Other Symbol, CUSIP		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 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	10/20/08	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		

*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.



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 04-3525567

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*

Long-term transactions

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

8 Description, 1d Stock or Other Symbol, CUSIP				3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Income Tax Withheld	15 State Tax Withheld
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)					
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				
TOTALS			585,456.48		429,398.25		157,474.42		
							-1,416.19		
							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.	38.	0.
	1.	1.	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.	0.	44.	44.	0.
	3.	0.	3.	3.	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. >	<7,041. >	0.
CAPITAL GAIN DISTRIBUTIONS	8,858.	8,858.	0.
KINDER MORGAN ENERGY PARTNERS	18,110.	18,110.	0.
KINDER MORGAN ENERGY PARTNERS BOOK GAIN LOSS BASIS ADJUSTMENT	41.	41.	0.
	<182. >	<182. >	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.