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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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation Reynolds Family Foundation		A Employer identification number 38-3739715
% FOUNDATION SOURCE		B Telephone number (see instructions)
Number and street (or P O box number if mail is not delivered to street address) Room/suite Foundation Source 501 Silverside Rd Suite 123		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		D 1. Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return, <input type="checkbox"/> Initial return of a former public charity, <input type="checkbox"/> Final return, <input type="checkbox"/> Amended return, <input type="checkbox"/> Address change, <input type="checkbox"/> Name change		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 58,632,820	J Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,044	2,044		
	4 Dividends and interest from securities	1,040,909	1,040,909		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,324,036			
	b Gross sales price for all assets on line 6a 6,707,589				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	208,301	119,612			
12 Total. Add lines 1 through 11	-72,782	1,162,565			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	66,622	66,622		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	33,157			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	284,447	201,322		82,648
	24 Total operating and administrative expenses. Add lines 13 through 23	384,226	267,944		82,648
	25 Contributions, gifts, grants paid	2,582,200			2,582,200
26 Total expenses and disbursements. Add lines 24 and 25	2,966,426	267,944		2,664,848	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-3,039,208				
b Net investment income (if negative, enter -0-)		894,621			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	8,494,877	10,358,399	10,358,399		
	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 (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	4,402,187	4,161,634	4,270,024		
	b	Investments—corporate stock (attach schedule)	26,463,633	20,808,556	28,418,648		
	c	Investments—corporate bonds (attach schedule)	9,629,417	10,145,863	10,000,653		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	3,105,061	3,581,515	5,585,096		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	52,095,175	49,055,967	58,632,820			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	52,095,175	49,055,967			
30	Total net assets or fund balances (see page 17 of the instructions)	52,095,175	49,055,967				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	52,095,175	49,055,967				

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	52,095,175
2	Enter amount from Part I, line 27a	2	-3,039,208
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	49,055,967
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	49,055,967

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a Publicly-traded Securities			
b Passthrough K1 Capital Gain			
c DISTRIBUTION IN EXCESS OF BASIS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,707,589		8,578,533	-1,870,944
b			527,034
c			13,750
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-1,870,944
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-1,330,160
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,580,469	53,730,598	0.048026
2011	2,548,660	52,242,082	0.048786
2010	2,527,054	51,613,698	0.048961
2009	2,666,899	49,988,718	0.05335
2008	2,207,627	53,831,154	0.04101

2 Total of line 1, column (d)	2	0.240133
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	0.048027
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	56,502,020
5 Multiply line 4 by line 3	5	2,713,623
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,946
7 Add lines 5 and 6	7	2,722,569
8 Enter qualifying distributions from Part XII, line 4	8	2,664,848

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Total credits and payments. Values include 17,892, 32,619, and 14,727.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, Yes, and No. Questions cover political activities, unrelated business income, and asset requirements.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>FOUNDATION SOURCE</u> Telephone no ▶ <u>(800) 839-1754</u> Located at ▶ <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 ▶ <u>198091377</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1" style="display: inline-table;"><tr><td>15</td><td></td></tr></table>	15				
15						
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 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		

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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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 <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No</p> <p>If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Alison L Baird Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Trustee 1 0	0		
Timothy D Friedman Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Trustee 1 0	0		
Donald F Mintmire Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Trustee 1 0	0		
Patricia R Mintmire Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Managing Trustee 1 0	0		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Foundation Source 55 Walls Drive 3rd fl Fairfield, CT 06824	Administrative	82,648
Atlantic Trust One South Wacker Dr Suite 3500 CHICAGO, IL 60606	Investment Mgt	66,622

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3 

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	43,630,533
b	Average of monthly cash balances.	1b	9,482,315
c	Fair market value of all other assets (see instructions).	1c	4,249,609
d	Total (add lines 1a, b, and c).	1d	57,362,457
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	57,362,457
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	860,437
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	56,502,020
6	Minimum investment return. Enter 5% of line 5.	6	2,825,101

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	2,825,101
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	17,892
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	14,466
c	Add lines 2a and 2b.	2c	32,358
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,792,743
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,792,743
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,792,743

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,664,848
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,664,848
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,664,848

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				2,792,743
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			2,611,758	
b Total for prior years 2011, 2010, 2009				
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>2,664,848</u>				
a Applied to 2012, but not more than line 2a			2,611,758	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				53,090
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				2,739,653
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
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.	0			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 2,582,200
b <i>Approved for future payment</i>				
Total				3b

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

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

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

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

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

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

Signature of officer or trustee: ***** Date: 2014-10-12 Title: *****

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

Paid Preparer Use Only section containing fields for: Print/Type preparer's name (Jeffrey D Haskell), Preparer's Signature, Date, Check if self-employed, PTIN (P01345770), Firm's name (Foundation Source), Firm's EIN, Firm's address (One Hollow Ln Ste 212 Lake Success, NY 11042), Phone no (800) 839-1754.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AIDS FOUNDATION OF CHICAGO 200 W JACKSON BLVD STE 2200 CHICAGO,IL 60606	N/A	PC	Spring Dinner	3,500
AIDS FOUNDATION OF CHICAGO 200 W JACKSON BLVD STE 2200 CHICAGO,IL 60606	N/A	PC	Charitable Event	5,000
AIDS FOUNDATION OF CHICAGO 200 W JACKSON BLVD STE 2200 CHICAGO,IL 60606	N/A	PC	Charitable Event	25,000
AIDS PROJECT LOS ANGELES INC 611 S KINGSLEY DR LOS ANGELES,CA 90005	N/A	PC	General & Unrestricted	500
ALEXANDRIA HOUSE 436 S ALEXANDRIA AVE LOS ANGELES,CA 90020	N/A	PC	General & Unrestricted	1,000
ALEXS LEMONADE STAND FOUNDATION 333 E LANCASTER AVE 414 WYNNEWOOD,PA 19096	N/A	PC	General & Unrestricted	1,000
ALLIANCE FOR CHILDRENS RIGHTS 3333 WILSHIRE BLVD LOS ANGELES,CA 90010	N/A	PC	General & Unrestricted	1,000
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD ST 18TH FL NEW YORK,NY 10004	N/A	PC	General & Unrestricted	500
AMERICANS UNITED FOR SEPARATION OF CHURCH & STATE 1301 K ST NW STE 850E WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	1,000
ANN & ROBERT H LURIE CHILDRENS HOSPITAL OF CHICAGO 225 E CHICAGO AVE BOX 4 CHICAGO,IL 60611	N/A	PC	General & Unrestricted	2,000
ANN & ROBERT H LURIE CHILDRENS HOSPITAL OF CHICAGO 225 E CHICAGO AVE BOX 4 CHICAGO,IL 60614	N/A	PC	General & Unrestricted	10,000
ANTI DEFAMATION LEAGUE FOUNDATION 605 3RD AVE NEW YORK,NY 10158	N/A	PC	General & Unrestricted	10,000
AQUARIUM OF THE PACIFIC 100 AQUARIUM WAY LONG BEACH,CA 90802	N/A	PC	General & Unrestricted	2,000
ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO,IL 60603	N/A	PC	General & Unrestricted	5,000
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DR LOS ANGELES,CA 90037	N/A	PC	General & Unrestricted	2,000
Total				2,582,200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTER FOR CHILD COUNSELING INC 931 VILLAGE BLVD STE 905-370 WEST PALM BEACH, FL 33409	N/A	PC	General & Unrestricted	15,000
CENTRAL INSTITUTE FOR THE DEAF 825 S TAYLOR AVE SAINT LOUIS, MO 63110	N/A	PC	General & Unrestricted	5,000
CHESAPEAKE BAY FOUNDATION INC 6 HERNDON AVE ANNAPOLIS, MD 21403	N/A	PC	General & Unrestricted	1,000
CHICAGO ACADEMY OF SCIENCES- P NOTEBAERT museum 2430 N CANON DR CHICAGO, IL 60614	N/A	PC	General & Unrestricted	1,000
CHICAGO CHILD CARE SOCIETY 5467 S UNIVERSITY AVE CHICAGO, IL 60615	N/A	PC	General & Unrestricted	2,500
CHICAGO HIGH SCHOOL FOR THE ARTS 521 E 35TH ST CHICAGO, IL 60616	N/A	PC	General & Unrestricted	5,000
CHICAGO HORTICULTURAL SOCIETY 1000 LAKE COOK RD GLENCOE, IL 60022	N/A	PC	General & Unrestricted	7,500
CHILDREN'S TUMOR FOUNDATION 95 PINE ST 16TH FL NEW YORK, NY 10005	N/A	PC	General & Unrestricted	1,000
CHILDRENS DEFENSE FUND 25 E ST NW WASHINGTON, DC 20001	N/A	PC	General & Unrestricted	5,000
CHILDRENS HOME SOCIETY OF FLORIDA 3333 FOREST HILL BLVD WEST PALM BEACH, FL 33406	N/A	PC	The Nelle Smith Home Program	2,500
CHRISTOPHER HOUSE 2507 N GREENVIEW AVE CHICAGO, IL 60614	N/A	PC	General & Unrestricted	12,500
CLASSICAL SOUTH FLORIDA INC 330 SW 2ND ST STE 207 FORT LAUDERDALE, FL 33312	N/A	PC	Classical Florida 90 7 and Classical Florida 101 9	10,000
COMMUNITY TELEVISION FOUNDATION OF S FLORIDA TELEV 14901 NE 20TH AVE NORTH MIAMI, FL 33181	N/A	PC	General & Unrestricted	10,000
CROHNS & COLITIS FOUNDATION OF AMERICA 733 3RD AVE STE 510 NEW YORK, NY 10017	N/A	PC	General & Unrestricted	2,500
DIAN FOSSEY GORILLA FUND 800 CHEROKEE AVE ATLANTA, GA 30315	N/A	PC	General & Unrestricted	5,000
Total			3a	2,582,200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE NEW YORK, NY 10001	N/A	PC	General & Unrestricted	1,000
EASTER SEALS METROPOLITAN CHICAGO INC 1939 W 13TH ST CHICAGO, IL 60608	N/A	PC	General & Unrestricted	10,000
EDUCATORS FOR SOCIAL RESPONSIBILITY INCORPORATED 23 GARDEN ST CAMBRIDGE, MA 02138	N/A	PC	General & Unrestricted	50,000
EQUALITY CALIFORNIA INSTITUTE 8350 STA MON BLVD STE 200 W HOLLYWOOD, CA 90069	N/A	PC	General & Unrestricted	5,000
EVANS SCHOLARS FOUNDATION 1 BRIAR RD GOLF, IL 60029	N/A	PC	General & Unrestricted	2,500
FAITH-HOPE-LOVE-CHARITY INC 3175 S CONGRESS AVE STE 310 PALM SPRINGS, FL 33461	N/A	PC	General & Unrestricted	100,000
FIELD MUSEUM OF NATURAL HISTORY 1400 S LAKE SHORE DR CHICAGO, IL 60605	N/A	PC	General & Unrestricted	1,000
FLORIDAS CHILDREN FIRST INC 1801 UNIVERSITY DR CORAL SPRINGS, FL 33071	N/A	PC	General & Unrestricted	5,000
FOLDS OF HONOR FOUNDATION 5800 N PATRIOT DR OWASSO, OK 74055	N/A	PC	General & Unrestricted	1,000
FOUNDCARE INC 2330 S CONGRESS AVE WEST PALM BCH, FL 33406	N/A	SO II	General & Unrestricted	500
FOUNDCARE INC 2330 S CONGRESS AVE WEST PALM BCH, FL 33406	N/A	SO II	Comprehensive Aids Program	50,000
FRANCIS W PARKER SCHOOL 330 W WEBSTER AVE CHICAGO, IL 60614	N/A	PC	General & Unrestricted	113,500
FRANCIS W PARKER SCHOOL 330 W WEBSTER AVE CHICAGO, IL 60614	N/A	PC	Charitable Event	3,500
FULCRUM POINT NEW MUSIC PROJECT 30 E ADAMS ST STE 1201 CHICAGO, IL 60603	N/A	PC	General & Unrestricted	5,000
GARDEN SCHOOL FOUNDATION INC 264 S LA CIENEGA BLVD ste 1039 BEVERLY HILLS, CA 90211	N/A	PC	General & Unrestricted	5,000
Total				2,582,200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GARMENT WORKER CENTER 1250 S LOS ANGELES ST STE 213 LOS ANGELES, CA 90015	N/A	PC	General & Unrestricted	1,000
GREATER CHICAGO FOOD DEPOSITORY 4100 WANN LURIE PL CHICAGO, IL 60632	N/A	PC	General & Unrestricted	2,500
GUMBO LIMBO NATURE CENTER INC 1801 N OCEAN BLVD BOCA RATON, FL 33432	N/A	PC	General & Unrestricted	1,000
H2O FOR LIFE 1310 COUNTRY RD 96 STE 235 ST PAUL, MN 55110	N/A	PC	Francis W Parker Primary School Initiative	1,000
HERMITAGE HILLS BAPTIST CHURCH 3475 LEBANON RD HERMITAGE, TN 37076	N/A	PC	General & Unrestricted	700
HIGH JUMP 59 WN BLVD CHICAGO, IL 60610	N/A	PC	Charitable Event	5,000
HIGH JUMP 59 WN BLVD CHICAGO, IL 60610	N/A	PC	Francis W Parker Campus Initiative	25,000
HIGH JUMP 59 WN BLVD CHICAGO, IL 60610	N/A	PC	Francis W Parker Campus Initiative	25,000
HISTORICAL SOCIETY OF PALM BEACH COUNTY 300 N DIXIE HWY 4TH FL N WEST PALM BEACH, FL 33401	N/A	PC	General & Unrestricted	2,500
HOMEBOY INDUSTRIES 130 BRUNO ST LOS ANGELES, CA 90012	N/A	PC	General & Unrestricted	20,000
HUMAN RIGHTS WATCH INC 350 5TH AVE FL 34 NEW YORK, NY 10118	N/A	PC	General & Unrestricted	1,000
INTERNATIONAL BEETHOVEN PROJECT PO BOX 14149 CHICAGO, IL 60614	N/A	PC	General & Unrestricted	29,000
ISRAEL CANCER ASSOCIATION USA 525 S FLAGLER DR STE 202 WEST PALM BCH, FL 33401	N/A	PC	General & Unrestricted	5,000
JACK THE BIKE MAN INC PO BOX 17565 WEST PALM BEACH, FL 33416	N/A	PC	General & Unrestricted	2,500
JEWISH FEDERATION OF PALM BEACH COUNTY INC 4601 COMMUNITY DR WEST PALM BEACH, FL 33417	N/A	PC	General & Unrestricted	2,500
Total			3a	2,582,200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUILLIARD SCHOOL 60 LINCOLN CENTER PLZ NEW YORK, NY 10023	N/A	PC	General & Unrestricted	2,500
KEMP ELEMENTARY SCHOOL 865 CORNER RD POWDER SPRINGS, GA 30127	N/A	PC	General & Unrestricted	1,000
LA GOAL 4911 OVERLAND AVE CULVER CITY, CA 90230	N/A	PC	General & Unrestricted	1,000
LAKEVIEW PANTRY 3831 N BROADWAY ST CHICAGO, IL 60613	N/A	PC	General & Unrestricted	25,000
LAMBDA LEGAL DEFENSE AND EDUCATION FUND INC 120 WALL ST FL 19 NEW YORK, NY 10005	N/A	PC	General & Unrestricted	15,000
LARCHMONT SCHOOLS 1265 N FAIRFAX AVE WEST HOLLYWOOD, CA 90046	N/A	PC	General & Unrestricted	55,000
LARCHMONT SCHOOLS 1265 N FAIRFAX AVE WEST HOLLYWOOD, CA 90046	N/A	PC	LCW Kitchen-Matching Grant	50,000
LARCHMONT SCHOOLS 1265 N FAIRFAX AVE WEST HOLLYWOOD, CA 90046	N/A	PC	St Ambrose library renovation Project	1,500
LINCOLN PARK ZOOLOGICAL SOCIETY 2001 N CLARK ST CHICAGO, IL 60614	N/A	PC	General & Unrestricted	1,000
LORDS PLACE INC 2808 N AUSTRALIAN AVE WEST PALM BEACH, FL 33407	N/A	PC	General & Unrestricted	126,000
LOS ANGELES COALITION TO END HUNGER & HOMELESSNESS 3300 WILSHIRE BLVD STE 310 LOS ANGELES, CA 90010	N/A	PC	General & Unrestricted	10,000
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY Fdn 900 EXPOSITION BLVD LOS ANGELES, CA 90007	N/A	PC	General & Unrestricted	2,000
LOS ANGELES HOUSE OF RUTH 605 N CUMMINGS ST LOS ANGELES, CA 90033	N/A	PC	General & Unrestricted	1,000
LYNN SAGE FOUNDATION 141 W JACKSON BLVD CHICAGO, IL 60604	N/A	PC	General & Unrestricted	1,000
MAKE-A-WISH FOUNDATION OF ILLINOIS INC 640 N LASALLE DR NO 280 CHICAGO, IL 60654	N/A	PC	General & Unrestricted	2,500
Total				2,582,200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARINE BIOLOGICAL LABORATORY 7 MBL ST WOODS HOLE, MA 02543	N/A	PC	General & Unrestricted	7,500
MARWEN FOUNDATION 833 N ORLEANS ST FL 1 CHICAGO, IL 60610	N/A	PC	General & Unrestricted	500
MIKVA CHALLENGE GRANT FOUNDATION INC 332 S MICHIGAN AVE STE 400 CHICAGO, IL 60604	N/A	PC	General & Unrestricted	2,500
MIKVA CHALLENGE GRANT FOUNDATION INC 332 S MICHIGAN AVE STE 400 CHICAGO, IL 60604	N/A	PC	Charitable Event	5,000
MUSEUM OF SCIENCE AND INDUSTRY 5700 S LAKE SHORE DR CHICAGO, IL 60637	N/A	PC	General & Unrestricted	5,000
NAMI FLORIDA INC 1520 10TH AVE N LAKE WORTH, FL 33460	N/A	PC	General & Unrestricted	3,000
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH ST NW STE 700 WASHINGTON, DC 20001	N/A	PC	General & Unrestricted	1,000
NORTHWESTERN UNIVERSITY 1201 DAVIS ST 3RD FL EVANSTON, IL 60208	N/A	PC	Kellogg Graduate School of Management	25,000
OUNCE OF PREVENTION FUND 33 W MONROE ST STE 2400 CHICAGO, IL 60603	N/A	PC	General & Unrestricted	2,500
OUR TIME 3079 ORDWAY ST NW WASHINGTON, DC 20008	N/A	PC	General & Unrestricted	5,000
P S ARTS 1728 ABBOT KINNEY BLVD STE 101 VENICE, CA 90291	N/A	PC	General & Unrestricted	25,000
PALM BEACH CIVIC ASSOCIATION INC 139 N COUNTY RD STE 33 PALM BEACH, FL 33480	N/A	PC	General & Unrestricted	1,500
PALM BEACH COUNTY FOOD BANK INC 525 GATOR DR LANTANA, FL 33462	N/A	PC	General & Unrestricted	125,000
PALM BEACH DRAMAWORKS INC 201 CLEMATIS ST WEST PALM BCH, FL 33401	N/A	PC	General & Unrestricted	25,000
PALM BEACH FELLOWSHIP OF CHRISTIANS PO BOX 507 PALM BEACH, FL 33480	N/A	PC	General & Unrestricted	2,000
Total				2,582,200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PALM BEACH HABILITATION CENTER INC 4522 S CONGRESS AVE LAKE WORTH,FL 33461	N/A	PC	General & Unrestricted	510,000
PALM BEACH PUBLIC SCHOOL ORCHESTRAL STRINGS FDN PO BOX 2825 PALM BEACH,FL 33480	N/A	PC	General & Unrestricted	8,000
PARK SCHOOL CORPORATION 171 GODDARD AVE BROOKLINE,MA 02445	N/A	PC	General & Unrestricted	5,000
PARK SCHOOL CORPORATION 171 GODDARD AVE BROOKLINE,MA 02445	N/A	PC	Class of 1984 30th Reunion	10,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 W 33RD ST 11TH FL NEW YORK,NY 10001	N/A	PC	General & Unrestricted	25,000
PLANNED PARENTHOOD LOS ANGELES 400 W 30TH ST LOS ANGELES,CA 90007	N/A	PC	General & Unrestricted	2,000
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVE 6TH FLR CHICAGO,IL 60603	N/A	PC	General & Unrestricted	10,000
PLANNED PARENTHOOD OF S FL AND THE TREASUre coast 2300 N FLORIDA MANGO RD WEST PALM BEACH,FL 33409	N/A	PC	General & Unrestricted	500,700
PLANNED PARENTHOOD OF S FL AND THE TREASUre coast 2300 N FLORIDA MANGO RD WEST PALM BEACH,FL 33409	N/A	PC	Martin County Cocktails for a Cause, Palm Beach Dinner Dance, and general & unrestricted	104,000
PLANNED PARENTHOOD OF S FL AND THE TREASUre coast 2300 N FLORIDA MANGO RD WEST PALM BEACH,FL 33409	N/A	PC	Charitable Event	500
PRESERVATION FOUNDATION OF PALM BEACH INC 311 PERUVIAN AVE PALM BEACH,FL 33480	N/A	PC	General & Unrestricted	250
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN RD HIGHLAND PARK,IL 60035	N/A	PC	General & Unrestricted	2,500
RAYMOND F KRAVIS CENTER FOR THE PERFORMING ARTS 701 OKEECHOBEE BLVD WEST PALM BCH,FL 33401	N/A	PC	General & Unrestricted	10,000
RELIGIOUS COALITION FOR REPRODUCTIVE CHOICE EDU fd 1413 K ST NW 14TH FL WASHINGTON,DC 20005	N/A	PC	General & Unrestricted	2,500
SHEDD AQUARIUM SOCIETY 1200 S LAKE SHORE DR CHICAGO,IL 60605	N/A	PC	General & Unrestricted	2,500
Total				2,582,200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SIMMONS COLLEGE 300 THE FENWAY BOSTON,MA 02115	N/A	PC	Simmons College School of Social Work	10,000
SOUTHERN CALIFORNIA COUNSELING CENTER 5615 W PICO BLVD LOS ANGELES,CA 90019	N/A	PC	General & Unrestricted	1,000
SUSAN G KOMEN BREAST CANCER FOUNDATION 5005 LBJ FREEWAY STE 250 DALLAS,TX 75244	N/A	PC	General & Unrestricted	250
TEACH FOR AMERICA-CHICAGO 300 WADAMS ST STE 1000 CHICAGO,IL 60606	N/A	PC	General & Unrestricted	40,000
TEAM RUBICON 300 CONTINENTAL BLVD STE 150 EL SEGUNDO,CA 90245	N/A	PC	General & Unrestricted	55,000
TEMPLE SHOLOM OF CHICAGO 3480 N LAKE SHORE DR CHICAGO,IL 60657	N/A	PC	Monday Night Meal Program	250
THE EDIBLE SCHOOLYARD PROJECT-DBA CHEZ PANISSE Fdn 1517 SHATTUCK AVE BERKELEY,CA 94709	N/A	PC	General & Unrestricted	20,000
THE POSSE FOUNDATION INC 14 WALL ST 7TH FLR NEW YORK,NY 10005	N/A	PC	General & Unrestricted	2,000
TOWN OF PALM BEACH 360 S COUNTY RD PALM BEACH,FL 33480	N/A	PC	The Palm Beach Fire Rescue Department	1,000
TOWN OF PALM BEACH UNITED WAY INC 44 COCOANUT ROW STE 201 PALM BEACH,FL 33480	N/A	PC	General & Unrestricted	250
TOWN OF PALM BEACH UNITED WAY INC 44 COCOANUT ROW STE 201 PALM BEACH,FL 33480	N/A	PC	PLANNED PARENTHOOD OF South Florida AND THE TREASUre coast fund	14,000
TRINITY COLLEGE 300 SUMMIT ST HARTFORD,CT 06106	N/A	PC	General & Unrestricted	300
TRUSTEES OF DARTMOUTH COLLEGE 6066 DEVELOPMENT OFC HANOVER,NH 03755	N/A	PC	The Engelman Family Scholarship Fund	500
UNITED STATES FUND FOR UNICEF 500 N MICHIGAN AVE STE 1000 CHICAGO,IL 60611	N/A	PC	General & Unrestricted	5,000
UNITED STATES FUND FOR UNICEF 500 N MICHIGAN AVE STE 1000 CHICAGO,IL 60611	N/A	PC	Typhoon Haiyan Relief Initiative	55,000
Total			3a	2,582,200

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE CHICAGO,IL 60637	N/A	PC	Dr Daniel Catenacci's Cholangiocarcinoma Research fund	10,000
UNIVERSITY OF CHICAGO WOMEN'S BOARD 5801 S ELLIS AVE RM 302 CHICAGO,IL 60637	N/A	PC	General & Unrestricted	5,000
UNIVERSITY OF KENTUCKY 100 STURGILL BLDG LEXINGTON,KY 40506	N/A	PC	College of Law Dean's Discretionary Fund	5,000
WOLCOTT SCHOOL 853 N ELSTON AVE CHICAGO,IL 60642	N/A	PC	General & Unrestricted	3,000
Total ▶ 3a				2,582,200

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

TY 2013 Depreciation Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

TY 2013 Investments Corporate Bonds Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF NEW YORK MELLON - 4.30	428,192	405,792
BERKSHIRE HATHAWAY INC DEL - 3	330,545	298,407
BLACKROCK INC - 5.000% - 12/10	300,828	282,273
CHEVRON CORP NOTES - 4.950% -	432,423	453,724
CISCO SYSTEMS INC - 4.450% - 0	326,507	326,052
CONOCOPHILLIPS GTD - 4.600% -	430,948	416,952
DU PONT E I DE NEMOURS & CO -	452,045	423,080
GENERAL ELEC CO 5.25% DUE 12-0	641,336	622,566
GLAXOSMITHKLINE CAP INC 05.650	301,455	287,785
GOLDMAN SACHS GRP INC - 5.125%	190,159	208,918
GOOGLE INC-3.625%-05/19/2021	434,397	415,602
HEWLETT PACKARD CO NOTES - 6.1	336,589	302,541
HONEYWELL INTL - 5.000% - 02/1	217,078	224,727
IBM CORP NOTES - 5.700% - 09/1	333,869	344,490
INTEL CORP NOTE - 3.300% - 10/	270,328	248,373
JPMORGAN CHASE & CO - 3.450% -	214,056	209,770
JPMORGAN CHASE & CO SR NT - 6.	484,580	460,592
MORGAN STANLEY SR NT-F - 4.750	221,203	218,264
NATIONAL RURAL UTILS COLL TR -	198,098	226,607
NBCUNIVERSAL MEDIA LLC 2.875%	318,067	312,285
ORACLE CORP - 5.250% - 01/15/2	319,236	327,480
PEPSICO INC - 5.000%% - 06/01/	285,840	336,516
PEPSICO INC NOTES - 4.500% - 0	344,024	326,292
PFIZER INC - 4.500% - 02/15/20	322,175	301,428
SHELL INTERNATIONAL FIN - 4.30	422,275	438,700
UNITED TECHNOLOGY 4.875% NT, 05	442,444	422,720
VERIZON COMMUNICATIONS INC 6.1	442,288	464,555
WAL MART STORES - 1.500% - 10/	411,113	407,612
WELLS FARGO - 5.625% - 12/11/2	293,765	286,550

**TY 2013 Investments Corporate
Stock Schedule****Name:** Reynolds Family Foundation**EIN:** 38-3739715

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AETNA INC.	86,725	149,183
ALLIANCE DATA SYSTEM CORP	47,117	88,082
ANADARKO PETROLEUM CORP	111,848	129,292
APACHE CORPORATION	88,610	92,815
APPLE INC.	237,611	253,581
AT&T CORP	502,024	471,144
AUTOMATIC DATA PROCESSING INC.	111,834	173,720
AVALONBAY CMNTYS INC	46,246	39,016
BANK OF AMERICA CORP	590,159	290,458
BLACKROCK INC	47,040	87,979
BOEING CO	68,872	125,571
BP PLC SPONSORED ADR	508,964	382,658
CAPITAL ONE FINANCIAL CORP	80,379	118,746
CHECK POINT SOFTWARE TECH	48,580	66,435
CISCO SYSTEMS INC	73,971	86,243
CITIGROUP CAPITAL XI	24,760	24,880
CITIGROUP INC	57,355	75,768
CITRIX SYSTEMS INC	80,531	83,806
COLGATE-PALMOLIVE COMPANY	5,600,506	9,273,383
COMCAST CORP CL A	68,686	130,964
COVIDIEN LTD	79,564	113,046
CROWN HOLDINGS INC	80,173	98,945
CVS CAREMARK CORP.	71,032	117,017
DANAHER CORP	94,761	148,610
DIRECTV GROUP	55,958	78,383
DOLLAR GENERAL CORP	81,819	109,481
EMC CORP-MASS	103,938	107,265
EQT CORPORATION	37,428	70,926
EXPRESS SCRIPTS HOLDING CO.	164,121	208,613
FEDERAL NATIONAL MTG ASSN	502,253	165,813

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIDELITY NATIONAL INFORMATION	42,258	78,319
FISERV INC	77,250	142,901
FREDDIE MAC	498,648	166,842
FREEMONT-MCMORAN COPPER & GOLD	97,825	103,408
GENERAL ELECTRIC CO	119,667	182,756
GENERAL MOTORS	8,099	4,210
GENERAL MTRS CO WARRANT EXP 07	5,303	2,896
GENERAL MTRS CO WARRANT EXP 07	4,074	2,150
GM CP SR NT	1,809	
GMAC LLC NTS	24,430	25,360
GOOGLE INC	104,524	172,589
GRAMERCY PROPERTY TRUST INC	4,304	690
HOME DEPOT INC.	114,361	121,452
ING GROEP DEBT	25,450	23,450
ISHARE SP SMALL CAP 600 INDEX	2,011,181	3,001,074
ISHARES S&P 500 INDEX FD	2,010,174	2,413,449
ISHARES TR DJ SEL DIVIDEND INX	504,338	770,580
ISHARES TR S & P MIDCAP 400	2,007,225	2,930,438
ISHARES TRUST RUSSELL 1000 GR	502,726	704,790
JOHN HANCOCK PFD EQ INC FUND	25,550	17,850
JOHNSON & JOHNSON	76,341	102,123
JP MORGAN CHASE & CO	110,407	162,282
KELLOGG CO	64,068	64,124
KINDER MORGAN INC	89,818	93,960
MARATHON OIL CORP COM	100,252	97,958
MCDONALD'S CORP	85,976	92,664
MERCK & CO INC.	88,097	112,362
MICROSOFT CORPORATION	107,216	138,417
MORGAN STANLEY CAP TR IV PFD	49,920	47,360
MOTORS LIQ CO GUC TR UBI		804

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NETAPP, INC.	46,854	52,659
NUVEEN QUALITY PREFERRED INC	29,710	16,280
ORACLE CORP	155,339	209,091
PEPSICO INC	46,150	55,155
PG & E CORP	68,641	64,247
PIONEER MUNICIPAL HIGH INC TR	15,240	14,079
PLUM CREEK TIMBER REIT	19,440	23,255
PRAXAIR INC.	107,188	144,333
PRUDENTIAL PLC	25,550	24,610
RBS CAP FDG TR VII GTD TR PFD	25,150	20,980
REPUBLIC SVCS INC.	68,826	82,137
SIMON PPTY GROUP INC	92,445	89,014
STRYKER CORPORATION	76,562	106,699
TARGET CORPORATION	89,621	93,007
TERADATA CORPORATION	59,334	51,631
TJX COMPANIES INC	77,164	120,768
TOUCHSTONE FDS GROUP TR SML	106,475	136,603
TUPPERWARE COPR	204,179	865,516
UNION PACIFIC	72,179	91,560
UNITED TECHNOLOGIES CORP	104,186	162,734
UNITEDHEALTH GROUP INC.	77,494	128,763
US BANCORP DEL	81,492	98,778
V F CORP	54,784	89,770
VISA INC	49,744	87,959
WALGREEN CO	48,444	79,554
WALT DISNEY HOLDINGS CO.	93,677	111,544
WELLS FARGO & CO.	93,656	134,838
WILLIAMS COS	104,876	124,003

**TY 2013 Investments Government
Obligations Schedule**

Name: Reynolds Family Foundation

EIN: 38-3739715

**US Government Securities - End of
Year Book Value:**

4,161,634

**US Government Securities - End of
Year Fair Market Value:**

4,270,024

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Land Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

TY 2013 Investments - Other Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AT MLP FUND, LLC		3,358,718	4,249,609
ENTERPRISE PRODUCTS PARTNERS		162,597	1,077,375
KINDER MORGAN ENERGY PARTNERS		60,200	258,112

TY 2013 Land, Etc. Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

TY 2013 Other Expenses Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	82,648			82,648
Bank Charges	75	75		
K-1 Exp AT MLP FUND, LLC	201,676	201,247		
K-1 EXP ENTERPRISE PRODUCTS	48			

TY 2013 Other Income Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss AT MLP FUND, LLC	202,913	118,303	
K-1 Inc/Loss ENTERPRISE PRODUCTS	-6,344	677	
K-1 Inc/Loss KINDER MORGAN ENERGY	1,532	632	
Federal Tax Refund	7,152		
State tax refund	3,048		

TY 2013 Other Professional Fees Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	66,622	66,622		

TY 2013 Taxes Schedule

Name: Reynolds Family Foundation

EIN: 38-3739715

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	20,000			
990-T 1ST EXTENSION FOR 2012	9,600			
MISCELLANEOUS STATE FEES	357			
STATE UBTI - TAX W/EXTENSION	3,200			