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Form **990-PF**

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.

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

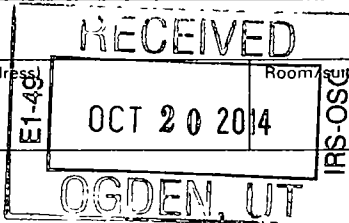
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2013 or tax year beginning

06/01, 2013, and ending

05/31, 2014

Name of foundation
REESE FOUNDATION 47F055017
Number and street (or P O box number if mail is not delivered to street address)
PO BOX 3215
City or town, state or province, country, and ZIP or foreign postal code
LANCASTER, PA 17604-3215



A Employer identification number
23-2349281

B Telephone number (see instructions)
717-672-2026

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

G Check all that apply
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ **4,238,111.**
J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	124,185.	124,185.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	147,527.			
b	Gross sales price for all assets on line 6a	628,945.			
7	Capital gain net income (from Part IV, line 2)		147,527.		
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)	2,160.	2,160.		STMT 2
12	Total. Add lines 1 through 11	273,872.	273,872.		
13	Compensation of officers, directors, trustees, etc.	26,722.	26,722.		
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)	-204.	-204.		STMT 3
17	Interest				
18	Taxes (attach schedule) (see instructions)	2,200.			STMT 4
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	2,215.			
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	30,933.	26,518.		
25	Contributions, gifts, grants paid	214,000.			214,000.
26	Total expenses and disbursements. Add lines 24 and 25	244,933.	26,518.		214,000.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	28,939.			
b	Net investment income (if negative, enter -0-)		247,354.		
c	Adjusted net income (if negative, enter -0-)				

POSTMARK DATE OCT 18 2014

SCANNED OCT 23 2014
Operating and Administrative Expenses

P 6 3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	244,072.	164,163.	164,163.
	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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule) STMT 5	250,195.	250,195.	263,340.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 6	3,259,123.	3,360,516.	3,810,608.
	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)	3,753,390.	3,774,874.	4,238,111.	
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)		NONE		
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,753,390.	3,774,874.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	3,753,390.	3,774,874.		
31	Total liabilities and net assets/fund balances (see instructions)	3,753,390.	3,774,874.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 3,753,390.
2	Enter amount from Part I, line 27a	2 28,939.
3	Other increases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT COMMON TRUST FD RECEIPT/DISBURSEM	3 726.
4	Add lines 1, 2, and 3	4 3,783,055.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5 8,181.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,774,874.

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 PUBLICLY TRADED SECURITIES						
b OTHER GAINS AND LOSSES						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 542,593.		481,418.	61,175.			
b 86,352.			86,352.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) 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			61,175.			
b			86,352.			
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	147,527.	
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 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	193,721.	3,974,631.	0.048739
2011	187,792.	3,871,700.	0.048504
2010	189,265.	3,808,362.	0.049697
2009	189,152.	3,637,025.	0.052007
2008	171,073.	3,559,399.	0.048062
2 Total of line 1, column (d)			2 0.247009
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 0.049402
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,074,039.
5 Multiply line 4 by line 3			5 201,266.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,474.
7 Add lines 5 and 6			7 203,740.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 214,000.

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	2,474
	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		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,474.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5	2,474.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,321.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	2,321.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	153
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
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) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of FULTON BANK, NA Telephone no (717) 672-2026
Located at ONE PENN SQUARE, LANCASTER, PA ZIP+4 17602
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
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)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No X
If "Yes," list the years
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 X
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? Yes No X
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) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
FULTON BANK, N A P O BOX 3215, LANCASTER, PA 17604-3215	CO-TRUSTEE	26,722	-0-	-0-
I PHILIP REESE, D O 910 SCENIC ROUTE, CORDELE, GA 31015	CO-TRUSTEE	-0-	-0-	-0-
KIM SELDOMRIDGE 312 N HOMESTEAD DRIVE, LANDISVILLE, PA 17538	CO-TRUSTEE	-0-	-0-	-0-
DR LINDA REESE 5120 NORTH BRANCH DR , FORT WORTH, TX 76132	CO-TRUSTEE	-0-	-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
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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
NONE		NONE

Total number of others receiving over \$50,000 for professional services NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
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	4,007,555.
b	Average of monthly cash balances	1b	128,525.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,136,080.
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	NONE
3	Subtract line 2 from line 1d	3	4,136,080.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,041.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,074,039.
6	Minimum investment return Enter 5% of line 5	6	203,702.

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	203,702.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,474.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,474.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	201,228.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	201,228.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	201,228.

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	214,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4.	4	214,000.
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	2,474.
6	Adjusted qualifying distributions Subtract line 5 from line 4.	6	211,526.

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				201,228.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	7,167.			
c From 2010	1,317.			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	8,484.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>214,000.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				201,228.
e Remaining amount distributed out of corpus	12,772.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	21,256.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	21,256.			
10 Analysis of line 9				
a Excess from 2009	7,167.			
b Excess from 2010	1,317.			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	12,772.			

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

NOT APPLICABLE

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 foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3c (Alternative tests).

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))

N/A

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

N/A

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 14</p>				214,000.
Total				3a 214,000.
<p>b Approved for future payment</p>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, and Subtotal. Total amount is 273,872.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Content includes 'NOT APPLICABLE'.

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

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

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

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Sign Here

Signature of officer of trustee: Wesley S. Levin, Date: 10/15/14, Title: TAX OFFICER

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

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, and Phone no.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACADIAN EMERGING MARKETS PORT INST	844.	844.
CAMBIAR SMALL CAP FUND-INV	1,211.	1,211.
JOHCM INTERNATIONAL SEL FUND I	321.	321.
FEDERATED STRATEGIC VALUE DIV FD (662)	3,394.	3,394.
FEDERATED TOTAL RETURN BD FD I (328)	52,623.	52,623.
HARBOR INTERNATIONAL FD (11)	1,582.	1,582.
HERSHEY FOODS CO 4.850% 08/15/15	12,125.	12,125.
LEHMAN BROS HLDG 5.625% 01/24/13 FIL	2.	2.
FEDERATED GOVT OBLIG MMF #395	15.	15.
PIMCO TOTAL RETURN FUND INST (35)	8,713.	8,713.
RIVERPARK/WEDGEWOOD FD-INST	2,006.	2,006.
VANGUARD TOTAL INTL STOCK INDEX-SI	2,274.	2,274.
VANGUARD EMERGING MKTS STK INDEX-SIG FUN	2,860.	2,860.
VIRTUS EMERGING MKTS OPPOR FD I	801.	801.
FFA COMMON STOCK FUND	9,123.	9,123.
FFA VALUE STOCK FUND	26,276.	26,276.
BROOM LTD PARTNERSHIP	15.	15.
TOTAL	124,185.	124,185.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BROOM LTD PARTNERSHIP	2,160.	2,160.
TOTALS	2,160.	2,160.

REESE FOUNDATION 47F055017

23-2349281

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REFUNDED MUTUAL FUND FEES	-204.	-204.
TOTALS	-204.	-204.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL ESTIMATES - PRINCIPAL	2,200.
TOTALS	----- 2,200. =====

REESE FOUNDATION 47F055017

23-2349281

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
CORP. BONDS - SEE ATTACHED	250,195.	263,340.
TOTALS	250,195.	263,340.
	=====	=====

REESE FOUNDATION 47F055017

23-2349281

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
COMMON TRUST FUNDS - ATTACHED	C	963,747.	1,068,248.
MUTUAL FUNDS - SEE ATTACHED	C	2,396,769.	2,742,360.
TOTALS		3,360,516.	3,810,608.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

BASIS ADJUSTMENT MUTUAL FUNDS RECEIPT/DISBURSEMENT
BROOM ASSOC. LTD. PTNRSH. DISTRIBUTION

6,590.
1,591.

TOTAL

8,181.
=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 174.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) 174.00
=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 86,178.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 86,178.00
=====

RECIPIENT NAME:

FULTON BANK, N.A., ATTN: VINCE LATTANZIO

ADDRESS:

ONE PENN SQUARE

LANCASTER, PA 17602

RECIPIENT'S PHONE NUMBER: 717-291-2523

E-MAIL ADDRESS: vlattanzio@fultonfinancialadvisors.com

FORM, INFORMATION AND MATERIALS:

GRANT REQUESTS SHOULD INCLUDE A DESCRIPTION OF THE ORG., ITS
MISSION, GRANT AMOUNT, DESCRIPTION OF PROJECT, IRS DETERMINATION
LETTER, FINANCIAL STATEMENTS, AND A LIST OF THE ORGS DIRECTORS.

SUBMISSION DEADLINES:

OCTOBER 31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PREFERENCE GIVEN TO CHRISTIAN SOCIAL SERVICE ORGANIZATIONS AND
CHRISTIAN SEMINARIES LOCATED IN SOUTH CENTRAL PENNSYLVANIA AND
NORTHERN TEXAS.

=====

RECIPIENT NAME:

COVENANT THEOLOGICAL
SEMINARY

ADDRESS:

12230 CONWAY ROAD
ST LOUIS, MO 63141

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

LANCASTER BIBLE COLLEGE

ADDRESS:

901 EDEN ROAD
LANCASTER, PA 17601-5036

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 14,000.

RECIPIENT NAME:

BRIDGE OF HOPE

ADDRESS:

1516 OLIVE STREET
COATESVILLE, PA 19320

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

CHRIST'S HOME FOR CHILDREN

ADDRESS:

800 NORTH YORK ROAD
WARMINSTER, PA 18974

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

WATER STREET RESCUE MISSION

ADDRESS:

210 SOUTH PRINCE STREET
LANCASTER, PA 17604-7267

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

WESTMINSTER PRESBYTERIAN CHURCH

ADDRESS:

2151 OREGON PIKE
LANCASTER, PA 17601-4604

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 38,000.

=====

RECIPIENT NAME:

BETHANY CHRISTIAN SERVICES

ADDRESS:

1689 CROWN AVENUE, STE 1

LANCASTER, PA 17601-6314

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

CENTER FOR PARENT/YOUTH

UNDERSTANDING

ADDRESS:

PO BOX 414

ELIZABETHTOWN, PA 17022

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ADERA!

ADDRESS:

3017 WAITS AVENUE

FORT WORTH, TX 76109

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

=====

RECIPIENT NAME:

TABOR COMMUNITY SERVICES

ADDRESS:

308 EAST KING STREET

LANCASTER, PA 17602

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

NO LONGER ALONE MINISTRIES

ADDRESS:

630 JANET AVENUE, STE A107

LANCASTER, PA 17601-4541

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GOOD NEWS COMMUNICATIONS, INC

ADDRESS:

1151 AVENIDA ACASO

CAMARILLO, CA 93012

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 60,000.

=====

RECIPIENT NAME:

SUSQUEHANNA VALLEY PREGNANCY
SERVICES

ADDRESS:

131 SOUTH EIGHTH STREET
LEBANON, PA 17042-5215

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 214,000.

=====

Holdings as of 5/30/2014

REESE FOUNDATION, Account # 47F055017

Report executed on Thursday, October 02, 2014

Asset Class	Sub Asset Class	Security #	Security Description	Units	Federal Tax Cost	Market Price	Market Value Asset
Cash & Equivalents	Cash Equivalent	60934N807	FEDERATED GOVT OBLIG MMF #395	40,645 440	40,645 44	1,000 000	40,645 44
		60934N807	FEDERATED GOVT OBLIG MMF #395	123,517.780	123,517 78	1,000.000	123,517 78
Totals by Sub Asset Class:					164,163.22		164,163.22
Totals by Asset Class:					164,163.22		164,163.22
CLOSELY_HELD	Limited Partnerships	999996721	BROOM LTD PARTNERSHIP	1 000	0 00	0 000	0 00
		Totals by Sub Asset Class:				0.00	
Totals by Asset Class:					0.00		0.00
Equities	Mutual Funds - Developed International	411511306	HARBOR INTERNATIONAL FD (11)	968.435	52,785.10	73 980	71,644.82
		Totals by Sub Asset Class:				52,785.10	
Emerging Markets	Mutual Funds - Emerging Markets	00758M162	ACADIAN EMERGING MARKETS PORT-INST	3,655 930	68,694.92	18 990	69,426 11
		922042817	VANGUARD EMERGING MKTS STK INDEX-SIG	4,415 350	147,196 42	33 830	149,371 29
Totals by Sub Asset Class:							
Totals by Asset Class:					215,891.34		218,797.40
Mutual Funds - International	Mutual Funds - International	00770G847	JOHCM INTERNATIONAL SEL FUND I	4,352 180	73,943.53	18 800	81,820 98
		921909792	VANGUARD TOTAL INTL STOCK INDEX-SI	1,992 549	59,118.94	34 710	69,161 38
Large Cap	Mutual Funds - Large Cap	92828T889	VIRTUS EMERGING MKTS OPPOR FD I	9,405 654	92,457 58	10 160	95,561 44
		Totals by Sub Asset Class:				225,520.05	
Large Cap	Mutual Funds - Large Cap	999327901	COMMON STOCK FUND	4,222 000	326,514.47	94,586 224	399,343 04
		999328008	VALUE STOCK FUND	56,496 000	637,232 52	11,839 861	668,904 76
Large Cap	Mutual Funds - Large Cap	314172560	FED STRATEGIC VALUE DIV FD (662)	6,614 050	31,350 59	6 260	41,403 95
		76882K306	RIVERPARK/WEDGEWOOD FD-INST	25,073 151	305,641 72	18 240	457,334 27

*Report shows holdings for the account selected by user, and with an "as of" month end selected by user

Holdings as of 5/30/2014

REESE FOUNDATION, Account # 47F055017

Report executed on Thursday, October 02, 2014

Asset Class	Sub Asset Class	Security #	Security Description	Units	Federal Tax Cost	Market Price	Market Value Asset
Equities	Mutual Funds - Large Cap	Totals by Sub Asset Class:			1,300,739.30		1,566,986.02
	Mutual Funds - SMID	0075W0817	CAMBIAR SMALL CAP FUND-INV	1,832.802	35,098.16	22.730	41,659.59
		Totals by Sub Asset Class:			35,098.16		41,659.59
		Totals by Asset Class:			1,830,033.95		2,145,631.63
Fixed Income	Corporates	427866AM0	HERSHEY FOODS CO 4 850% 08/15/15	250,000.000	250,195.00	105.336	263,340.00
		Totals by Sub Asset Class:			250,195.00		263,340.00
Multi-Sector		31428Q101	FED TOTAL RETURN BD FD I (328)	116,748.620	1,173,482.04	11.150	1,301,747.11
		693390700	PIMCO TOTAL RETURN FUND INST (35)	33,171.614	357,000.00	10.950	363,229.17
		Totals by Sub Asset Class:			1,530,482.04		1,664,976.28
		Totals by Asset Class:			1,780,677.04		1,928,316.28
Grand Totals					3,774,874.21		4,238,111.13

*Report shows holdings for the account selected by user, and with an "as of" month end selected by user