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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.

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

	rtment of the Treasury				ecurity numbers					. <b></b> U	U
	al Revenue Service							rs gov/form990		Open to Public Ir	spection
	calendar year 2013 on the of foundation	i tax year beginning	JUL		2013	, and	ending	JUN 30, A Employer ide	2014		
.,,	no or roundation										
	ICHARD S.							54-60			
	nber and street (or PO b		elivered to street	address)			Room/suite	B Telephone nu			
	403 PEMBEI		ID (				102	804-7			
	or town, state or pro		IP or toreign p	ostal co	de			C If exemption app	dication is p	ending, check here	
G	Check all that apply.	Initial retui	n		Initial return of	a former publi	c charity	D 1 Foreign org	ganizations	s, check here	ightharpoons
		Final returi	า		Amended return	า		2 5		-1 1b - 050( 1b	
	<del></del>	Address cl			Name change			check here a	nd attach co	eting the 85% test, imputation	
H_(	check type of organiza				ivate foundation			E If private four	idation sta	tus was terminated	t
		nonexempt charitabl			xable private fou			under section	507(b)(1)	(A), check here	
	ur market value of all	•		-		h Ll Ac	crual			60-month terminal	tion
	om Part II, col (c), \$ 4	line 16) <b>4 , 47 4 , 41</b> 3 .		her (spe		h hacie l		under section	507(b)(1)	(B), check here	
	ort   Analysis of Re	evenue and Expenses	i (r art i, coiu			1	.aaataaant	(a) Advests		(d) Disbursem	
[ F 6	The total of amou	unts in columns (b), (c), ai the amounts in column (	nd (d) may not		) Revenue and enses per books		investment icome	(c) Adjuste		for charitable pur	rposes
		ofts, grants, etc., rece		11	,677,502			N/A		(522.7 202.3 0	7,
	l — í '	the foundation is not required									
	3 Interest on savings cash investments	and temporary			49		49.			STATEMEN	T 1
		nterest from securitie	S		566,462	. 5	66,462.	,		STATEMEN	IT 2
	5a Gross rents				142,443		42,443.			STATEMEN	т 3
	b Net rental income	or (loss)19	,209.							STATEMEN	T 4
ø	6a Net gain or (loss) fi	om sale of assets not on		1	,840,703	•					
ű	b Gross sales price assets on line 6a	or all 22,048	3,880.								
Revenue	7 Capital gain net in	come (from Part IV, line 2)	)			1,8	<u>40,703.</u>				
ш,	8 Net short-term	capital gain									
	9 Income modific				-						
	10a and allowances	- Control									
	b Less Cost of good										
	c Gross profit or	(loss)			C 701		C 701		<del></del>	CM3 MDMD	tm E
	11 Other income	t through 11		1 /	6,701 233,860,		<u>6,701.</u> 56,358.		SEL.	STATEMEN	T 5
	12 Total Add lines 13 Compensation of	officers, directors, trustee		14	, <u>233, 660</u> 0	1	.0		F-18-17	-0'	0.
	14 Other employee		s elc		30,895		20,597.	7 (1)	No man	10 10	298.
	15 Pension plans,	•			14,488		9,659.	TWITTEN THE	-0°	4 NON 4	829.
es	16a Legal fees		MT 6		10,155		10,155.		<u>२ ६ २७</u> ५	<u> </u>	0.20.
ens	b Accounting fees		MT 7		5,450		5,450.	15/ KAA	S C 50;	71.	0.
Expenses	c Other professio		MT 8		137,200		$\frac{37,200}{37,200}$		ديوري		0.
	17 Interest							06	فيستنف تسينا		
rati	18 Taxes	ST	мт 9		45,839		9,590.				839.
ııst	19 Depreciation an	d depletion			17,409		0.				
<u> </u>	20 Occupancy				96,205		48,103.			48,	103.
Ρ	21 Travel, conferer	ices, and meetings			41	. •	0.	,			41.
anc	22 Printing and pu										
gu	23 Other expenses		MT 10		72,288	•	303.			20,	974.
rati	24 Total operating										
Operating and Administrative	1	lines 13 through 23		_	429,970		41,057.	-			084.
J	25 Contributions, g			1	<u>,240,213</u>	·		1		1,240,	<u>213.</u>
	26 Total expenses				C70 100	_	41 055			1 205	222
	Add lines 24 an			1	,670,183	$\frac{2}{1}$	<u>41,057.</u>	-	_	1,325,	<u> 297.</u>
	27 Subtract line 26			1 2	FC2 CB5	,					
		over expenses and disbi		12	<u>, 563 , 677</u>		15 201	<del>  -</del>			
		INCOME (if negative, en					<u>15,301.</u>				
	i – c Adjusted net in	come (if negative, enter	-0-)	L				N/A			

Form 990-PF (2013)

	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	Er	End of year		
	art	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value		
	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments	1,450,854.	2,149,432	2,149,432.		
	3	Accounts receivable ►					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ►					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other					
		disqualified persons					
	7	Other notes and loans receivable					
		Less. allowance for doubtful accounts ▶					
Ø	8	Inventories for sale or use		····			
Assets	9	Prepaid expenses and deferred charges					
As	l	Investments - U.S. and state government obligations STMT 12	4,401,952.	4,110,142	2. 4,119,036.		
	l .	Investments - corporate stock STMT 13	15,580,619.	24,417,323	32,392,966.		
	ŀ	Investments - corporate bonds STMT 14	1,702,774.	5,053,954			
		Investments land, buildings, and equipment basis	1,102,114.	3,033,734	3,044,550.		
	''	Less accumulated degreciation			į		
	12	Investments - mortgage loans		<del></del>	<del>-  </del>		
	13	Investments - other STMT 15	793,413.	763,758	763,758.		
		· · · · · · · · · · · · · · · · · · ·	133,413.	103,130	763,736.		
	14	Land, buildings, and equipment: basis ► 79,876.  Less accumulated depreciation 75,591.	5,795.	4 201	4 205		
	45		3,793.	4,285	4,285.		
	i .	Other assets (describe )					
	16	Total assets (to be completed by all filers - see the	22 025 407	26 400 004	44 454 413		
_	47	instructions Also, see page 1, item 1)	23,935,407.	36,498,894			
	1	Accounts payable and accrued expenses	837.	862	<u>4 -  </u>		
	18	Grants payable			<del>_</del>		
ies	19	Deferred revenue					
Ĭ	20	Loans from officers, directors, trustees, and other disqualified persons					
Liabilities	21	Mortgages and other notes payable			_		
_	22	Other liabilities (describe )			<del>_</del>		
		T 1018 1 10 (1111 10 17 17 18 10 10 10 10 10 10 10 10 10 10 10 10 10	027	0.64	<b>、</b>		
_	23	Total liabilities (add lines 17 through 22)	837.	862	<u>4 •  </u>		
		Foundations that follow SFAS 117, check here					
es	<b> </b>	and complete lines 24 through 26 and lines 30 and 31					
nce		Unrestricted					
ala	25	Temporarily restricted		<u> </u>	_		
Net Assets or Fund Balance	26	Permanently restricted			_		
Ë		Foundations that do not follow SFAS 117, check here					
P		and complete lines 27 through 31	00 004 550				
ts	27	Capital stock, trust principal, or current funds	23,934,570.	23,934,570	1		
SSE	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.		<u>).</u>		
Ā	29	Retained earnings, accumulated income, endowment, or other funds	0.	12,563,462			
ž	30	Total net assets or fund balances	23,934,570.	36,498,032	2.		
			00 005 405	25 422 22			
_	31	Total liabilities and net assets/fund balances	23,935,407.	36,498,894	1.		
Р	art	Analysis of Changes in Net Assets or Fund Ba	alances				
1	Total	net assets or fund balances at beginning of year - Part II, column (a), line	30				
		t agree with end-of-year figure reported on prior year's return)			1 23,934,570.		
	•	amount from Part I, line 27a		ŀ	2 12,563,677.		
		increases not included in line 2 (itemize)		F	3 0.		
		ines 1, 2, and 3			4 36,498,247.		
5	Decr	eases not included in line 2 (itemize)	SEE STA	TEMENT 11	5 215.		
6_	Total	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	6 36,498,032.				

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Form **990-PF** (2013)

RICHARD S. REYNOLDS FOUNDATION

Form 990-PF (2013)

(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>b</b> )  - D	low ac - Purcl - Dona	quired hase ation	(c) Date (mo., d		(d) Date sold (mo., day, yr.)		
1a										
b SEE ATTACHED	STAT	EMENT			ļ					
<u>c</u>										
<u>d</u>				-						
е	/n n	epreciation allowed	(=) C=	at ar ather basis	<del></del>		ļ	45.0	(1	<u>L</u> —
(e) Gross sales price	(1)	(or allowable)		st or other basis expense of sale					ain or (loss s (f) minus	
b				<u></u>						
С										
d	ļ									
e 22,048,880.				0,208,17	7.					1,840,703.
Complete only for assets show			the foundation	on 12/31/69			(1)	Gains (C	ol. (h) gain	minus
(ı) F.M.V. as of 12/31/69	, ,,	) Adjusted basis as of 12/31/69		cess of col (i) col. (j), if any			COI	Losses	not less tha (from col. (	(h))
a										
b		·								
С		····								
<u>d</u>										1 0 1 0 5 0 0
_e					_					1,840,703.
2 Capital gain net income or (net c	apıtal loss)	$\begin{cases} \text{ If gain, also enter} \\ \text{ If (loss), enter -0-} \end{cases}$	in Part I, line in Part I, line	7 7	}	2				1,840,703.
3 Net short-term capital gain or (lo	ss) as defin	ed in sections 1222(5) an	d (6):							
If gain, also enter in Part I, line 8		<b>.</b>				_			27 / 2	
Part V   Qualification U		ection 4940(e) for	Paducad	Tay on Not	J L	3	ont Inc	omo	N/A	<u> </u>
If section 4940(d)(2) applies, leave the was the foundation hable for the section of the section	ction 4942 t	ax on the distributable am ection 4940(e). Do not co	mplete this pa	rt.						Yes X No
(a) Base period years		(b)			(c)		<del></del>		Diotrik	(d) oution ratio
Calendar year (or tax year beginn	ing in)	Adjusted qualifying dis	tributions	Net value of no		ıtable-	use assets		col (b) dıv)	vided by col (c))
2012		1,28	1,599.		25	,12	7,985	•		.051003
2011			0,031.				<u>7,802</u>			.060468
2010			6,982.			_	2,048			.049843
2009			2,150.	<u> </u>			<u>8,370</u>			.055667
2008	<u> </u>	1,96	<u>2,963.</u>		28	<u>, 58</u>	<u>9,268</u>	•		.068661
2 Total of line 1, column (d)								2		.285642
3 Average distribution ratio for the the foundation has been in existe			on line 2 by 5,	or by the number	of yea	ars		3		.057128
4 Enter the net value of noncharita	bla usa assi	ote for 2012 from Part V	lina F						2	
4 Enter the net value of noncharita	DIE-026 922	315 101 2013 HOHF FAIL A,	iiile 5					4		<u>6,608,656.</u>
5 Multiply line 4 by line 3								_ 5		2,091,379.
6 Enter 1% of net investment incom	me (1% of F	art I, line 27b)						6		23,153.
7 Add lines 5 and 6								7	<del></del> -	2,114,532.
8 Enter qualifying distributions from	•							8		1,325,297.
If line 8 is equal to or greater tha See the Part VI instructions	n line 7, che	ck the box in Part VI, line	1b, and comp	lete that part usin	ıg a 1%	% tax r	ate			

orn	1990-PF (2013) RICHARD S. REYNOLDS FOUNDATION		6037			Page 4
	irt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	948	- see i	nstru	ctior	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here   and enter "N/A" on line 1.					
	Date of ruling or determination letter (attach copy of letter if necessary-see instructions)					
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here  and enter 1%	1_		4	<u>6,3</u>	06.
	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				<u>0.</u>
3	Add lines 1 and 2	3		4	6,3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	ļ			<u>0.</u>
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5		4	<u>6,3</u>	<u>06.</u>
	Credits/Payments:					
a	2013 estimated tax payments and 2012 overpayment credited to 2013 6a 6a					
b	Exempt foreign organizations - tax withheld at source 6b					
C	Tax paid with application for extension of time to file (Form 8868)					
d	Backup withholding erroneously withheld 6d					
	Total credits and payments. Add lines 6a through 6d	7				0.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8	ļ			
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		4	6,3	<u>06.</u>
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10				
	Enter the amount of line 10 to be: Credited to 2014 estimated tax	11	<u> </u>			
Pa	rt VII-A Statements Regarding Activities					
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	រោ			Yes	
	any political campaign?			1a		<u>X</u>
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition	)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	ed or				
	distributed by the foundation in connection with the activities					
C	Did the foundation file Form 1120-POL for this year?			1c		_X_
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:					
	(1) On the foundation $\blacktriangleright$ \$ (2) On foundation managers. $\blacktriangleright$ \$					
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation					
	managers. ▶ \$0 .					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		X
	If "Yes," attach a detailed description of the activities					
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	r				
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3		<u>X</u>
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a		_X_
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N	/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		_X_
	If "Yes," attach the statement required by General Instruction T					
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either					
	By language in the governing instrument, or					
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state	law				
	remain in the governing instrument?			6	_X_	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	,		7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	VA					
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)					
	of each state as required by General Instruction G? If "No," attach explanation			8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for cale	ndar				_
	year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV			9		_X
10	Did any parence become substantial contributors during the tay year?	ጥΜጥ	16	1 10	v	

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Pa	art 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		<u>X</u>
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	ļ	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 ► VICTORIA PITRELLI Telephone no. ► 804-7			
	Located at ► 1403 PEMBERTON ROAD, SUITE 102, RICHMOND, VA ZIP+4 ►2	<u> 3233</u>	<u> </u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		. , . ▶	• 🔲
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,	1	Yes	į.
	securities, or other financial account in a foreign country?	16	<u> </u>	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  Int VII-B   Statements Regarding Activities for Which Form 4720 May Be Required	Ш		<u> </u>
		- I	Yes	No
1.	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  During the year did the foundation (either directly or indirectly):		165	140
14	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			1
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  X Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes X 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)?			
	(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 )			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	1		
	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 $4942(j)(5)$ )			
а	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2013?			
	If "Yes," list the years $\blacktriangleright$			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	<b>&gt;</b>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after			
	May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
	of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,			
	Form 4720, to determine if the foundation had excess business holdings in 2013 ) N/A	3b	<u> </u>	
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<u> </u>	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
	F	orm <b>99</b> 0	J-PF	(2013)

Form 990-PF (2013) RICHARD S. REYNOLDS FOU			<u>54-60370</u>	03	Page 6
Part VII-B   Statements Regarding Activities for Which	Form 4720 May Be I	Required (contin	ued)		
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))?					
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly,					
any voter registration drive?		Ye	es X No		ŀ
(3) Provide a grant to an individual for travel, study, or other similar purpositions	es?	Ye	es X No		
(4) Provide a grant to an organization other than a charitable, etc., organization	ion described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literar	v, or educational purposes, or				
the prevention of cruelty to children or animals?	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		es X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify u	inder the exceptions described				1
section 53.4945 or in a current notice regarding disaster assistance (see inst	·		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check	•		<b>▶</b>	-	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption		ined			
expenditure responsibility for the grant?		1/A 🗀 Ye	es No		
If "Yes," attach the statement required by Regulations section 53 49		·/ A 10			
6a Did the foundation, during the year, receive any funds, directly or indirectly, t					
a personal benefit contract?	o pay premiums on		es X No		
•		L 16		۸.	- U
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a	i personai beneiit contract?		-	6b	<u> </u>
If "Yes" to 6b, file Form 8870		<u> </u>	( <del>.</del>		
7a At any time during the tax year, was the foundation a party to a prohibited tax		Ye	es X No	<del>  </del>	
b If 'Yes,' did the foundation receive any proceeds or have any net income attri  Part VIII Information About Officers, Directors, Trus				7b	<u> </u>
Part VIII Information About Officers, Directors, Trus Paid Employees, and Contractors	stees, Foundation Ma	inagers, Higni	y		
List all officers, directors, trustees, foundation managers and the	ur componentian				
List an officers, directors, trustees, foundation managers and the	(b) Title, and average	(c) Compensation	(d) Contributions to	(6)	Fynense
(a) Name and address	hours per week devoted	(If not paid.	(d) Contributions to employee benefit plans and deferred	acco	Expense ount, other
· · · · · · · · · · · · · · · · · · ·	to position	`enter`-0-)	compensation	all	owances
DOROTHY R. BROTHERTON	SECRETARY				
1403 PEMBERTON RD. STE 102	0.50				•
RICHMOND, VA 23233	0.50	0.	0.		0.
GLENN R. MARTIN	_VICE PRESIDEN	1LT.			
1403 PEMBERTON RD. STE 102					•
RICHMOND, VA 23233	0.50	0.	0.		0.
RANDOLPH N. REYNOLDS	_TREASURER				
1403 PEMBERTON RD. STE 102			_		_
RICHMOND, VA 23233	0.50	0.	0.		0.
RICHARD S. REYNOLDS, III	_PRESIDENT				
1403 PEMBERTON RD. STE 102					
RICHMOND, VA 23233	0.50	0.	0.		<u> </u>
2 Compensation of five highest-paid employees (other than those in		enter "NONE."	(d) Contributions		
(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	acco	Expense ount, other owances
NONE					
	_				
Total number of other employees paid over \$50,000	! · ·		<u> </u>	·	0

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Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	n Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "N	ONE."	<del></del>
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		_
Total number of others receiving over \$50,000 for professional services		<b>O</b>
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	Funances
number of organizations and other beneficiaries served, conferences convened, research papers produce	d, etc	Expenses
1 N/A		
^		
2		
3		·····
4		
Part IX-B Summary of Program-Related Investments		<del></del>
Describe the two largest program-related investments made by the foundation during the tax year on lines	s 1 and 2	Amount
1 N/A	, , , , , , , , , , , , , , , , , , , ,	711104111
2		
All other program-related investments. See instructions.	:	
3		
	ı	

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0.

Total. Add lines 1 through 3

	art X			-0037003 Tage 0
Ľ	Minimum Investment Return (All domestic foundations mus	t complete this part. Foreign four	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, e	tc., purposes.		
a	Average monthly fair market value of securities		1a	35,305,420.
b	Average of monthly cash balances		1b	1,860,728.
С	Fair market value of all other assets		1c	
d	Total (add lines 1a, b, and c)		1d	37,166,148.
е	Reduction claimed for blockage or other factors reported on lines 1a and			
	1c (attach detailed explanation)	0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	37,166,148.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see	e instructions)	4	557,492.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Pa	irt V, line 4	5	36,608,656.
6	Minimum investment return Enter 5% of line 5		6	1,830,433.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (	j)(5) private operating foundations ar	id certain	
_	foreign organizations check here 🕨 🔲 and do not complete this part.)			
1	Mınımum investment return from Part X, line 6		1	1,830,433.
2a	Tax on investment income for 2013 from Part VI, line 5	46,306.		· · · · · · · · · · · · · · · · · · ·
b	Income tax for 2013. (This does not include the tax from Part VI.)			
C	Add lines 2a and 2b		2c	46,306.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,784,127.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,784,127.
6	Deduction from distributable amount (see instructions)		6	0.
7_	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII	, line 1	7	1,784,127.
LP	art XII Qualifying Distributions (see instructions)			
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purpos	es		
а	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26		1a	1,325,297.
þ	Program-related investments - total from Part IX-B		1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable,	etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)		3a	
b	Cash distribution test (attach the required schedule)		3ь	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and F	Part XIII, line 4	4	1,325,297.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment.	ent		
	income. Enter 1% of Part I, line 27b		5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4		6	1,325,297.
	Note The amount on line 6 will be used in Part V. column (b), in subsequent years when	calculating whether the foundation of	nualifies fo	r the section

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4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  0.		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
2 Ludeshould receive, early, as a fibe ame of 2010 8 Total for prior years;  3 Excess distributions carryover, if any, to 2013; a From 2009 From 2010 From 2010 From 2011 From 2012 From 2012 From 2012 From 2014 From 2014 From 2015 From 1016 From 2016 From 2017 Frail of lines 33 through a  4 Oualifying distributions for 2013 from Part XII, line 4; P. S. 1, 32.5, 2.9.7, a Applied to 2012, but not more line line 2a  4 Applied to undistributed income of prior years (Election required - see instructions) From 2016 From 2017 From 2016 From 2017 Fr	1 Distributable amount for 2013 from Part XI,				
2 Ludeshould receive, early, as a fibe ame of 2010 8 Total for prior years;  3 Excess distributions carryover, if any, to 2013; a From 2009 From 2010 From 2010 From 2011 From 2012 From 2012 From 2012 From 2014 From 2014 From 2015 From 1016 From 2016 From 2017 Frail of lines 33 through a  4 Oualifying distributions for 2013 from Part XII, line 4; P. S. 1, 32.5, 2.9.7, a Applied to 2012, but not more line line 2a  4 Applied to undistributed income of prior years (Election required - see instructions) From 2016 From 2017 From 2016 From 2017 Fr	line 7				1,784,127.
S 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 these 3a through to 4. Qualitying destributions for 2013 from Part XII, line 4: b S _ 1, 325, 297, a Applied to 2012, but not more than the 2a b Applied to undistributed accome of prior years (Election required - see instructions) c Treated as distributions once of prior years (Election required - see instructions) d Applied to 2013 distributed amount d Penaming amount distributed to of corpus C Receasing and the see amount must be arrown in column (shi) d an amount applied to 2013 d start but belt of each bolium as midicated below	2 Undistributed income, if any, as of the end of 2013				
S 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 these 3a through to 4. Qualitying destributions for 2013 from Part XII, line 4: b S _ 1, 325, 297, a Applied to 2012, but not more than the 2a b Applied to undistributed accome of prior years (Election required - see instructions) c Treated as distributions once of prior years (Election required - see instructions) d Applied to 2013 distributed amount d Penaming amount distributed to of corpus C Receasing and the see amount must be arrown in column (shi) d an amount applied to 2013 d start but belt of each bolium as midicated below	a Enter amount for 2012 only			828,475.	
3 Excess fishs/buttons carryover, if any, to 2013: a From 2008 b From 2019 c From 2010 from 2011 e From 2012 f Total of lines 3s through e  4 Oualifying distributions for 2013 from Part XII, time 4: Ye S. I. 32.5, 2.9.7. a Applied to 2012, but not more time line 22 b Applied to undistributed moone of prior years (Election required - see instructions) c (Election required - see instruction required - see instruction required - see instruction required - see instruction required - see	b Total for prior years:				
a From 2009 b From 2019 c From 2010 d From 2011 e From 2012 f Total of lines 3s through e 0 . 4 Qualifying distributions for 2013 from Fart XI, lime 4: ► S. 1, 3, 25, 2, 297 . Applied to 2012, but not more than line 2a b Applied to 10 distributed income of prior years (Election required - see instructions) 0 . Treated as distributions out of corpus (Election required - see instructions) 0 . 4996 to 2013 distributeble amount Rehamania priori distributed out of corpus 5 Excess distributions out on open seed to the corpus of the amount distributed out of corpus 5 Excess distributions out on open seed to the corpus of the amount of priori years' (land on the corpus of	,,		0.		
From 2009   From 2010   From 2011   From 2010   From 2011   From 2011   From 2012   From 2012   From 2012   From 2012   From 2012   From 2012   From 2013 from	3 Excess distributions carryover, if any, to 2013:				
e From 2010 d from 2011 e From 2011 e From 2011 f Total of lines Sa throughe  1 Chally fine 4: ▶ \$ 1,325,297, a Applied to 2012, but not more than line 2a b Applied to indistributed encome of price years (Election required - see instructions)  1 Freated as distributions out of corpus (Election required - see instructions)  1 Applied to 2013 distributable amount (Election required - see instructions)  2 Applied to 2013 distributable amount (Election required - see instructions)  3 Applied to 2013 distributable amount (Election required - see instructions)  4 Applied to 2013 distributable amount (Election required - see instructions)  5 Excess destributions carryower applied to 2013 (Freat an aniount distributed of corpus (Election required - see instructions)  5 Excess destributions carryower applied to 2013 (Freat an aniount distributed of corpus (Election required - see instructions)  5 Excess destributions carryower applied to 2013 (Freat rise aniount of sema mount) (Freat rise aniount distributed income. Subtract line 5  5 Prior years' undistributed income for which a notice of deficiency has been assaud, or on which the section 4942(a) tax has been previously assessed  6 Undistributed income for 2012 Subtract line 4 from line 60 Taxable amount - see instructions  6 Undistributed income for 2012 Subtract line 4 from line 60 Taxable amount - see instructions  6 Undistributed income for 2013 Subtract line 4 from line 60 Taxable amount - see instructions  9 Undistributed income for 2013 Subtract line 4 from line 60 Taxable amount - see instructions  1 Undistributed income for 2013 Subtract line 4 from line 60 Taxable amount - see instructions  9 Undistributed income for 2013 Subtract lines 40 and 5 from line 61 Taxable amount - see instructions  1 Undistributed income for 2013 Subtract lines 40 and 5 from line 61 Taxable amount - see instructions  1 U	<b>a</b> From 2008				
d From 2012	<b>b</b> From 2009				
e From 2012  f Total of lines 3a through e  4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,325,297, Applied to 2012, but not more than line 2e  b Applied to 2012, but not more than line 2e  b Applied to undistributed income of prior years (Election required - see instructions)  C Treated as distributions out of corpus (Election required - see instructions)  C Applied to 2013 distributible amont e Remaining amount distributed out of corpus  5 Excess distributions carryover applied to 2013 must be efforms (come for which a notice of deficiency has been issued, or on which the section 492(a) tax has been priviously assissed  2 C Effect the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 492(a) tax has been priviously assissed  3 Compart Action from line 8b Taxable amount - see instructions  4 Undistributed income for which a notice of deficiency has been issued, or on which the section 492(a) tax has been priviously assissed  4 from line 2a. Taxable amount - see instructions  4 Undistributed income for 2013 Subhact line 4a from line 2a. Taxable amount is be distributed on 2014  A mounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 494(c)(3)  5 Excess distributions carryover from 2008  not applied on line 5 or line 7  C See Excess firm 2011  Excess from 2010  Excess from 2010  Excess from 2012	c From 2010				
Total of lines 3a through e   Q	<b>d</b> From 2011				
4 Qualifying distributions for 2013 from Part XI, line 4: Ps. 1, 325, 297, a Applied to 2012, but not more than line 2a b Applied to 2012, but not more than line 2a compared to 2012, but not more than line 2a b Applied to indistributed income of prior years (Election required - see instructions) corrected and sideributions out of corpus (Election required - see instructions) d Applied to 2013 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2013 0 . d . d . d . d . d . d . d . d . d .	e From 2012				
Part XII, line 4 ► ► 1.325.297.  a Applied to 2012, but not more than line 2a by Applied to undistributed income of prior years (Election required - see instructions)  (Freated as distributions out of corpus (Election required - see instructions)  (Applied to 2013 distributable amount elementary applied to 2013 distributable amount elementary amount distributed out of corpus 5.  Excess distributions curryour applied to 2013  (In a mount appears in column (in the same amount must be aboven in column (a))  Enter the net total of each column as indicated below 2.  5. Prior years' undistributed income. Subtract line 4 from line 2b.  6. Enter the net total of each column as indicated below 3.  6. Enter the net total of each column as indicated below 4.  6. Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(2a) tax has been previously assessed 4.  6. Subtract line 6 from line 6b Taxable amount - see instit 1.  7. Amounts freated as distributions out of corpus to satisfy requirements imposed by section 170(b) (1)(F) or 4942(g)(3)  8. Excess distributions carryover from 2008 not applied on line 5 or line 7  9. Excess distributions carryover to 2014  Subtract lines 7 and 8 from line 6a  0. Analysis of line 9:  828,475.  828	f Total of lines 3a through e	0.			
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a Applied to 2012, but not more librarine 2a b Applied to undistributed income of priory years (Election required - see instructions) d Applied to 2013 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions curryove applied to 2013 (if an amount appears in column (a)) d Earlier the net total of each column as indicated below? a Corpus Add lines 31, 4c, and 4e Subbact line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Either the amount of prior years' undistributed income for which a notice of deficiency has been insued, or on which the section 494(3) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions e Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to astisty requirements imposed by section 170(b) (1)(f) or 4947(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 in line 5  P. Corpus Applied on line 5 in line 7  P. Excess distributions carryover from 2008 not applied on line 5 or line 7  P. Excess distributions carryover from 2008 not applied on line 5 or line 7  P. Excess distributions carryover from 2008 not applied on line 5 or line 7  P. Excess form 2010 Excess from 2011 Excess from 2011 Excess from 2011 Excess from 2012	Part XII, line 4: $\triangleright$ \$ 1,325,297.				
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e Remaining amount distributed out of corpus  5 Excess distributions carryover applied to 2013 (if an anount appears in column (a))  6 Enter the net total of each column as indicated below  a Corpus Add lines all, 4c, and 4e Subitact line 5  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 494(2) lax has been previously assessed  d Subtract line 6b from line 6b Taxable amount - see instructions  e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions  e Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(9)(3)  Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover from 2008 be Excess from 2019  b Excess from 2010  c Excess from 2010  c Excess from 2010  c Excess from 2011  d Excess from 2012	(Election required - see instructions)	0.			
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(if an amount appears in column (d) the same amount must be shown in column (a).)  6 Enter the net total of each column as indicated below:  a Corpus Add lines 31, 4c, and 4e. Subtract line 5. b Prior years' undistributed income. Subtract line 4. b 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 instrict undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instrictions.  e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instrictions.  I Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014.  A mounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b) (1)(f) or 4942(g)(3).  Excess distributions carryover from 2008 not applied on line 5 or line 7.  Excess distributions carryover to 2014.  Subtract lines 7 and 8 from line 6a.  O. Analysis of line 9:  a Excess from 2001.  d Excess from 2001.  d Excess from 2011.  d Excess from 2012.	e Remaining amount distributed out of corpus	0.	,-		
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line 4b from line 2b  © 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 instr Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisty requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2011 d Excess from 2012		<u></u>			· · · · · · · · · · · · · · · · · · ·
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 instr f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to salisty requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012	•		n		
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 instr  f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012					
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 instr f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously		0.		
amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	_	,			
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012			0.		
4a from line 2a. Taxable amount - see instr f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	e Undistributed income for 2012. Subtract line				
lines 4d and 5 from line 1 This amount must be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	4a from line 2a. Taxable amount - see instr			0.	
be distributed in 2014  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	f Undistributed income for 2013 Subtract				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	lines 4d and 5 from line 1. This amount must				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	be distributed in 2014				1,287,305.
section 170(b)(1)(F) or 4942(g)(3)  8	7 Amounts treated as distributions out of			:	
8 Excess distributions carryover from 2008 not applied on line 5 or line 7  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	corpus to satisfy requirements imposed by				
not applied on line 5 or line 7  9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a  0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	section 170(b)(1)(F) or 4942(g)(3)	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	8 Excess distributions carryover from 2008				
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a 0 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012		0.			
Subtract lines 7 and 8 from line 6a	9 Excess distributions carryover to 2014		-		<u> </u>
a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012	Subtract lines 7 and 8 from line 6a	0.			
b Excess from 2010 c Excess from 2011 d Excess from 2012	0 Analysis of line 9:		-		
b Excess from 2010 c Excess from 2011 d Excess from 2012	· · · · · · · · · · · · · · · · · · ·			İ	
d Excess from 2012					
	c Excess from 2011				
e Excess from 2013	d Excess from 2012				
	e Excess from 2013				

Part X	IV Private Operating F	oundations (see ins	structions and Part VII	A, question 9)	N/A				
1 a lf the	foundation has received a ruling or	r determination letter that	it is a private operating						
foun	foundation, and the ruling is effective for 2013, enter the date of the ruling								
<b>b</b> Chec	k box to indicate whether the found	iation is a private operatin	ng foundation described i	n section	4942(j)(3) or 494	2(1)(5)			
2 a Enter	2 a Enter the lesser of the adjusted net Tax year Prior 3 years								
incoi	ne from Part I or the minimum	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total			
inves	tment return from Part X for			, ,					
each	year listed								
b 85%	of line 2a								
c Qual	fying distributions from Part XII,								
line 4	for each year listed								
d Amo	unts included in line 2c not								
used	directly for active conduct of								
exen	ipt activities								
e Qual	fying distributions made directly								
for a	ctive conduct of exempt activities.								
Subt	ract line 2d from line 2c								
	plete 3a, b, or c for the								
	native test relied upon* ets" alternative test - enter:								
	Value of all assets								
(2)	Value of assets qualifying								
	under section 4942(j)(3)(B)(i)								
	owment" alternative test - enter					· · · · · · · · · · · · · · · · · · ·			
	if minimum investment return in in Part X, line 6 for each year								
listed									
c "Sup	port" alternative test - enter								
(1)	Total support other than gross								
	nvestment income (interest,	Í							
	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	1							
	section 4942(j)(3)(B)(iii)								
(3)	_argest amount of support from	Í							
i	an exempt organization								
	Gross investment income								
Part X		•	•	f the foundation	had \$5,000 or mo	re in assets			
	at any time during t	he year-see instr	uctions.)			<del></del>			
	rmation Regarding Foundatio	-							
	iny managers of the foundation who			ibutions received by the	foundation before the close	of any tax			
	(but only if they have contributed in	iore than \$5,000) (See se	ection 507(d)(2) )						
NONE			<del></del>						
	iny managers of the foundation who			or an equally large porti	on of the ownership of a par	tnership or			
	entity) of which the foundation has	ia 10% of greater interes	ol .						
<u>NONE</u>						· · · · · · · · · · · · · · · · · · ·			
	rmation Regarding Contributi		• • • • •	-					
Check here \( \bullet \) 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.									
					<del></del>	l			
a The i	name, address, and telephone numb	per or e-mail address of th	he person to whom appli	cations should be addres	ssed.				
	SEE STATEMENT 17								
<b>b</b> The i	orm in which applications should b	e submitted and informati	ion and materials they sh	ould include					
c Any	submission deadlines.			<del>.</del>	·				
d Ann	actuations or limitations on awards	cuch as by asserantics	al arase, obsertable fields	kinds of institutions	ather feeters				
u Any i	estrictions or limitations on awards	, such as by geographica	n areas, chailladhe heids,	KIIIOS OF INSULUTIONS, OF (	AUGU IACIOIS				

Form 990-PF (2013) RICHARD S. REYNOLDS FOUNDATION

54-6037003 Page 10

3 Grants and Contributions Paid During the		Payment		
Recipient	If recipient is an individual,			
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year	or substantial contributor	100.00.00		,
SEE ATTACHMENT A	NONE	PC	SEE ATTACHMENT A	
				1,240,213
Total		1.	<b>▶</b> 3a	1,240,213.
b Approved for future payment				1,240,213,
NONE				
NONE				
		-		<del></del>
	-			
Total			<b>▶</b> 3b	0.

Unrelated business income

Excluded by section 512, 513, or 514

### **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelate	d business income		ed by section 512, 513, or 514	(e)
1 Program service revenue	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
a			1 1		
b					
С					
d			1 1		
e	-		1		
g Fees and contracts from government agencies			+		<del></del>
Membership dues and assessments			<del>  -</del>	·	
3 Interest on savings and temporary cash	-				<del></del>
			1 1 1	40	
Investments  A Dividende and interest from accurates			14	49. 566,462.	
4 Dividends and interest from securities	-		14	500,402.	· · · · · · · · · · · · · · · · · · ·
5 Net rental income or (loss) from real estate:		<del></del>			
a Debt-financed property			1 .	10 000	
<b>b</b> Not debt-financed property			16	19,209.	
6 Net rental income or (loss) from personal			1		
property			1 1		
7 Other investment income			14	6,701.	
8 Gain or (loss) from sales of assets other					
than inventory			18	1,840,703.	
9 Net income or (loss) from special events			<u> </u>		
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
C					
d					
e		· · · · · · · · · · · · · · · · · · ·			
12 Subtotal Add columns (b), (d), and (e)		0.	.	2,433,124.	0.
13 Total Add line 12, columns (b), (d), and (e)			•	13	
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	o the Acce	mplichment of E	vomnt	Durnasas	
rait XVI-D Relationship of Activities to	o the Acct	inpusinient of E	xempt	ruiposes	
Line No Explain below how each activity for which incor	me is reported i	n column (e) of Part XVI-	A contribu	ted importantly to the accomp	dishment of
▼ the foundation's exempt purposes (other than to be a second of the foundation).					
					<del></del>
	<del></del>	<del></del>			
		<del></del>			<del> </del>
					<del></del>
					_
323621 10-10-13	<del></del>				Form <b>990-PF</b> (2013)

Form 990 Part X	(VII Information Re	RD S. REYNOLDS egarding Transfers To a		54-603 nd Relationships With Noncha			ige 13
the ( a Tran (1) (2) b Othe (1) (2) (3) (4) (5) (6) c Shau d If the	Code (other than section 501(c) isfers from the reporting founds Cash Other assets er transactions: Sales of assets to a noncharita Purchases of assets from a no Rental of facilities, equipment, Reimbursement arrangements Loans or loan guarantees Performance of services or me ring of facilities, equipment, male answer to any of the above is	rectly engage in any of the followin )(3) organizations) or in section 52 ation to a noncharitable exempt or ble exempt organization incharitable exempt organization or other assets  embership or fundraising solicitation illing lists, other assets, or paid em "Yes," complete the following sche	27, relating to political organi ganization of: ons iployees idule. Column ( <b>b)</b> should alw	• •			X X X X X X X X X X X X X X X X X X X
COlu (a) Line no	_ <del>- ` </del>	other assets, or services received.  (c) Name of noncharitable  N/A	e exempt organization	(d) Description of transfers, transactions, and	sharing ar	rangeme	ents
-							
ın se			· -		Yes	X	] No
	N/A	prinzation i	(b) Type of Organization	(c) Description of relations			

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 cellef, it is correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge Sign Here Date OFFICER Signature of officer or trustee

return with the preparer shown below (see instr.)?
X Yes No

		00.0	11110		
	Print/Type preparer's name	Preparer's signature	Date	Checkif	PTIN
		11 -101	1.	self- employed	
Paid	AARON T. ELLISON	aron T. Oll	sou 11-10-14	<u> </u>	P00625297
Prepar	I will a manic & Citatiti Daile				6-0574444
Use Or	nly				
	Firm's address ► 200 SOUTH	10TH STREET, SUI	TE 900		
	RICHMOND,	VA 23219		Phone no. (8	04) 673-5700
					5 000 DE (0040

#### Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

### **Schedule of Contributors**

 Attach to Form 990, Form 990-EZ, or Form 990-PF.
 Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs gov/form990. OMB No 1545-0047

Employer identification number

2013

RICHARD S. REYNOLDS FOUNDATION 54-6037003 Organization type (check one) Filers of: Section: Form 990 or 990-EZ \_ 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF X 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions General Rule For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II Special Rules For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990 EZ, line 1 Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990 EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990 EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to

certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990 PF)

Name of organizátion

Employer identification number

## RICHARD S. REYNOLDS FOUNDATION

54-6037003

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed					
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
1	MISSIONARY EMERGENCY FUND  1403 PEMBERTON ROAD, SUITE 102  RICHMOND, VA 23233	\$ <u>11,677,502.</u>	Person X Payroll  Noncash (Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Oncash (Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Complete Part II for noncash contributions )			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Complete Part II for noncash contributions )			
(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Complete Part II for noncash contributions )			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution			
		\$	Person Payroll Oncash Complete Part II for noncash contributions )			

Name of organization

Employer identification number

## RICHARD S. REYNOLDS FOUNDATION

54-6037003

Part II	Noncash Property (see instructions) Use duplicate copies of F	art II if additional space is needed	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		**************************************	
(a) No. from	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. rom Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. rom art I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. rom art I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization Employer identification number RICHARD S. REYNOLDS FOUNDATION 54-6037003 Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once)

\$\Bigsir \Bigsir \Bi Part III Use duplicate copies of Part III if additional space is needed (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

N/A

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8

FORM 990-PF INTERE	ST ON SAVIN	IGS AND	TEMPOR.	ARY	CASH IN	VESTMENTS	STATEMENT	1
SOURCE			(A) REVENUE PER BOOK	S		(B) VESTMENT COME	(C) ADJUSTED NET INCOME	
INTEREST INCOME				49.		49.		
TOTAL TO PART I, LI	NE 3			49.		49.		-
FORM 990-PF	DIVIDENDS	AND I	NTEREST	FRO	M SECUR	ITIES	STATEMENT	2
SOURCE	GROSS AMOUNT	GA	PITAL INS DENDS	RE	(A) VENUE BOOKS	(B) NET INVES MENT INCO		
DIVIDEND INCOME INTEREST INCOME	445,642. 120,820.		0.		45,642. 20,820.	445,64 120,82		
TO PART I, LINE 4	566,462.		0.	5	66,462.	566,46	52.	-
FORM 990-PF		RENTA	L INCOM	E			STATEMENT	3
KIND AND LOCATION C	F PROPERTY					ACTIVITY NUMBER	GROSS RENTAL IN	COME
RICRYN, LLC						1	142,	143.
TOTAL TO FORM 990-F	PF, PART I,	LINE 5	ōΑ				142,	143.
FORM 990-PF		RENTAL	EXPENS	ES			STATEMENT	4
DESCRIPTION			ACTI NUM			MOUNT	TOTAL	
DESCRIPTION  DEPRECIATION  REPAIRS & MAINTENANTAXES & LICENSES  UTILITIES  ALL OTHER EXPENSES  SERVICES	ICE		HOP		. <u> </u>	15,899. 34,491. 5,451. 20,870. 1,339. 25,552.	TOTAL	

RICHARD S. REYNOLDS FOUNDA	rion			54-6037003
INSURANCE	SUBTOTAL -	1	19,632.	123,234.
TOTAL RENTAL EXPENSES			_	123,234.
NET RENTAL INCOME TO FORM 990	O-PF, PART I	, LINE 5B	=	19,209.
FORM 990-PF	OTHER I	NCOME		STATEMENT 5
DESCRIPTION	_	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	
OTHER INCOME		6,701.	6,701.	
TOTAL TO FORM 990-PF, PART I	, LINE 11 =	6,701.	6,701.	-
FORM 990-PF	LEGAI	FEES		STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
LEGAL FEES	10,155.	10,155	•	0.
TO FM 990-PF, PG 1, LN 16A	10,155.	10,155	•	0.
FORM 990-PF	ACCOUNTI	NG FEES		STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,450.	5,450	•	0.
TO FORM 990-PF, PG 1, LN 16B	5,450.	5,450	•	0.

FORM 990-PF C	THER PROFES	SIONAL FEES	S	TATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	137,200.	137,200.		0.
TO FORM 990-PF, PG 1, LN 16C	137,200.	137,200.		0.
FORM 990-PF	TAX	ES	S	TATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES BUSINESS PROPERTY EXCISE TAXES FOREIGN TAXES TAXES & LICENSES	2,517. 330. 29,959. 7,582. 5,451.	330. 0. 7,582.		839. 0. 0. 0.
TO FORM 990-PF, PG 1, LN 18 =	45,839.	9,590.		839.
FORM 990-PF	OTHER E	XPENSES	S'	TATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & FEES BANK CHARGES INSURANCE STORAGE OUTSIDE SERVICES MISC OFFICE EXPENSE PAYROLL EXPENSES ALL OTHER EXPENSES SERVICES INSURANCE	1,488. 303. 2,250. 2,547. 15,480. 322. 375. 3,000. 1,339. 25,552. 19,632.	0. 303. 0. 0. 0. 0. 0. 0.		0. 0. 2,250. 2,547. 15,480. 322. 375. 0. 0.
TO FORM 990-PF, PG 1, LN 23	72,288.	303.		20,974.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR	FUND BALANCES	STATEMENT 11
DESCRIPTION		AMOUNT
BOOK TO TAX DIFFERENCE: PENALTIES UNREALIZED LOSSES		157. 58.
TOTAL TO FORM 990-PF, PART III, LINE 5		215.
FORM 990-PF U.S. AND STATE/CITY GOVERNMEN	T OBLIGATIONS	STATEMENT 12
DESCRIPTION U.S. OTHER GOV'T GOV'T		FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS X MUNICIPALS X	3,179,014.	3,191,143. 927,893.
TOTAL U.S. GOVERNMENT OBLIGATIONS	3,179,014.	3,191,143.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS	931,128.	927,893.
TOTAL TO FORM 990-PF, PART II, LINE 10A	4,110,142.	4,119,036.
FORM 990-PF CORPORATE STOCK		STATEMENT 13
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE SECURITIES	24,417,323.	32,392,966.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,417,323.	32,392,966.
FORM 990-PF CORPORATE BONDS		STATEMENT 14
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE SECURITIES	5,053,954.	5,044,936.
	0,000,001	

FORM 990-PF O	THER INVESTMENTS		STATEMENT	15
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKE VALUE	T
RICRYN, LLC A.D. REYNOLDS COLLECTION REYNOLDS LITERATURE	FMV FMV FMV	635,709. 28,445. 99,604.		45.
TOTAL TO FORM 990-PF, PART II, L	JINE 13	763,758.	763,7	58.
	UBSTANTIAL CONTRIBUT	TORS	STATEMENT	16
NAME OF CONTRIBUTOR	ADDRESS			
MISSIONARY EMERGENCY FUND	1403 PEMBERTON RICHMOND, VA 23		:	

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT

17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

VICTORIA PITRELLI 1403 PEMBERTON RD SUITE 102 RICHMOND, VA 23233

TELEPHONE NUMBER

804-740-7350

#### FORM AND CONTENT OF APPLICATIONS

LETTER OUTLINING GRANT PROPOSAL, VERIFICATION OF APPLICANT'S TAX EXEMPT STATUS AND FINANCIAL INFORMATION (BUDGET OR FINANCIAL STATEMENTS).

#### ANY SUBMISSION DEADLINES

OCTOBER 31 AND APRIL 30

#### RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST BE ORGANIZATION CLASSIFIED AS PUBLIC CHARITY OR QUALIFIED ORGANIZATION (EDUCATIONAL, LITERARY, SCIENTIFIC OR RELIGOUS) DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE.

## 4562

Department of the Treasury Internal Revenue Service (99

# **Depreciation and Amortization** RENT (Including Information on Listed Property)

► See separate instructions. ► Attach to

► Attach to your tax return.

2013

1

Attachment Sequence No 179

Business or activity to which this form relates Name(s) shown on return ldentifying number RICHARD S. REYNOLDS FOUNDATION RICRYN, LLC 54-6037003 Part I Election To Expense Certain Property Under Section 179 Note If you have any listed property, complete Part V before you complete Part I 1 Maximum amount (see instructions) 500,000. 2 2 Total cost of section 179 property placed in service (see instructions) 3 2,000,000. Threshold cost of section 179 property before reduction in limitation 4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-5 5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions (a) Description of property (b) Cost (business use only) (c) Elected cost 7 Listed property Enter the amount from line 29 7 8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 8 Tentative deduction Enter the smaller of line 5 or line 8 9 10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562 10 11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 11 12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 12 13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 13 Note: Do not use Part II or Part III below for listed property. Instead, use Part V Special Depreciation Allowance and Other Depreciation (Do not include listed property) 14 Special depreciation allowance for qualified property (other than listed property) placed in service during 14 15 Property subject to section 168(f)(1) election 15 16 Other depreciation (including ACRS) 16 Part III MACRS Depreciation (Do not include listed property ) (See instructions ) Section A 17 MACRS deductions for assets placed in service in tax years beginning before 2013 17 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System (b) Month and (c) Basis for depreciation (d) Recovery period (a) Classification of property usiness/investment use (e) Convention (f) Method (g) Depreciation deduction only - see instructions) 3-year property 19a b 5-year property 7-year property C 10 year property d 15-year property е 20 year property 25 year property 25 yrs S/L g 27 5 yrs MM S/L h Residential rental property 27 5 yrs ММ S/L MM S/L 39 yrs Nonresidential real property 1 MM S/L Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System 20a Class life S/L b 12-year S/L 12 yrs 40 year 40 yrs С MM S/L Part IV Summary (See instructions) 21 Listed property Enter amount from line 28 21 22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 15,899. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs 23

Form 4562 (2013) RICHARD S. REYNOLDS FOUNDATION 54-6037003 Page 2 Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or Part V Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles) 24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No (b) (e) (ı) (f) (g) (d) (h) Date Elected Business Basis for depreciation Type of property Recovery Method/ Depreciation Cost or placed in investment section 179 (list vehicles first) deduction other basis period Convention service use percentage use only) cost 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25 26 Property used more than 50% in a qualified business use % % 27 Property used 50% or less in a qualified business use % S/L % S/L· % S/L 28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28 29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 29 Section B - Information on Use of Vehicles Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles (a) (b) (c) (d) (e) (f) 30 Total business/investment miles driven during the Vehicle Vehicle Vehicle Vehicle Vehicle Vehicle year (do not include commuting miles) 31 Total commuting miles driven during the year 32 Total other personal (noncommuting) miles 33 Total miles driven during the year Add lines 30 through 32 34 Was the vehicle available for personal use Yes No Yes No Yes No Yes No Yes Nο Yes No during off-duty hours? 35 Was the vehicle used primarily by a more than 5% owner or related person? 36 Is another vehicle available for personal Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting by your No employees? 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners 39 Do you treat all use of vehicles by employees as personal use? 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? 41 Do you meet the requirements concerning qualified automobile demonstration use? Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization					
(a) Description of costs	(b) Date amortization begins	(C) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins duri	ng your 2013 tax year				
		- A			
43 Amortization of costs that began befo	re your 2013 tax year			43	
44 Total, Add amounts in column (f) See	the instructions for whe	re to report	•••	44	

## Richard S. Reynolds Foundation Gifts Paid

July 2013 through June 2014

Date	Num	Name	Memo	Amount
Contributions				
7/19/2013	4282	Virginia Opera	Final Pmt/Student Night at the Opera	10,000,00
7/19/2013	4283	The Clifton Forge Company	3rd of 5 pmts Building Purchase	30,000.00
7/19/2013	4284	Chesapeake Bay Foundation	Educational Programs	10.000.00
7/19/2013	4285	Princeton University	Rickerson Rugby Fields Endowment	30,000.00
7/19/2013	4286	USO/Operation Enduring Care	2nd of 5/Respite Suite-Ft. Belvoir	100,000.00
9/13/2013	4317	Virginia Historical Society	In Memory of William W. Caskie	2,500.00
11/27/2013	4354	Richmond Ballet	Soloist Sponsor LEAP Week	50,000.00
12/12/2013	4361	Alzheimer's Association	Memory of Robert V. Hatcher III	1,000.00
12/13/2013	4365	Elijah House Academy	2013-2014 Scholarship for Latasha Boo	5,000.00
12/13/2013	4366	The Max Cure Foundation	Family Assistance Services	5,000.00
12/13/2013	4367	Goochland County Fire-Rescue	Inflatable Fire Education House	7,985.00
12/31/2013	4377	Richmond Ballet	Patron Sponsor - Once Upon the James	1,500.00
1/13/2014	4380	Richmond Ballet	Balance for Marquis Club Sponsor - On	1,000.00
5/6/2014	4437	Children's Environmental Health Center	Benefit Dinner, May 16	5,000.00
6/12/2014	4452	Virginia War Memorial	Memory of Phyllis Galanti	5,000.00
6/16/2014	4459	Children's Environmental Health Center	2 of 2 pmts, Direct Mercury Analyzer	25,000.00
6/16/2014	4460	Falson School for Autism	Faison Residence Project	10,000.00
6/16/2014	4461	Fan Free Clinic	Renovations Project	5,000.00
6/16/2014	4462	Hanover Tavem	Educational Programming/FamilyEvents	5,000.00
6/16/2014	4463	Historic Polegreen Church Foundation	Lecture Series	7,500.00
6/16/2014	4464	Mount Vernon Ladies Association	2 of 5 pmts/Martha Washington Lecture	40,000.00
6/16/2014	4465	Montreat Conference Center		32,228,00
6/16/2014	4466	Northstar Academy	3 of 3 pmts/HVAC & Roof Reynolds Lo Transition Program	50,000.00
6/16/2014	4467	St. Joseph's Villa	3 of 3 pmts/Belleving is Seeing Campaign	25,000.00
6/16/2014	4468	St. Catherine's School	3 of 5 pmts/Reynolds Physics Lab	100,000.00
6/16/2014	4469	St. Mary's Episcopal Church	3 of 3 pmts, Water/Sewer Connection	50,000.00
6/16/2014	4470	Thomas Jefferson Memorial Foundation	3 of 3 pmts/Mulberry Row	50,000.00
6/16/2014	4471	University of Virginia	3 of 5 pmts/Rotunda Restoration	100,000.00
6/16/2014	4472	Valentine Richmond History Center	2nd of 3 pmts Costumes/Textiles Galleri	45,000.00
	4473	Valentine Rightronu history Center Vanderbilt University	3 of 4 pmts/Reynolds Fund for Cancer	50,000.00
6/16/2014 6/16/2014	4474	Union Presbyterian Seminary	3 of 4 pmts/Church Leadership Institute	•
	4475	Richmond Symphony	Youth Orchestra Program	25,000.00 15,000.00
6/16/2014 6/16/2014	4478	Richmond Symphony	Carmen Production with Virginia Opera	5,000.00
6/16/2014	4477	VCU Foundation	1 of 5 pmts/ICA	,
	4478		•	50,000.00
6/16/2014		The Virginia Home	Annual Support Cuban Missile Crisis Film	15,000.00
6/16/2014	4479 4480	Virginia War Memorial Weinstein JCC	Honoring Tradition, Securing Tomorrow	40,000.00 25,000.00
6/16/2014				
6/16/2014	4481 4482	Woodberry Forest School	3 of 4 pmts/Reynolds Family Dining Ro	50,000.00
6/16/2014	4402 4483	Western Kentucky University	3 of 3 pmts/Geological Resources Lab	40,000.00
6/16/2014		Woodrow Wilson Presidential Library	1 of 2 pmts, Journey into History Camp	5,000.00
6/16/2014	4484	Maymont Foundation	Annual Support	8,000.00
6/16/2014	4485	ART 180	Atlas Program	7,500.00
6/16/2014	4486	Better Housing Coalition	Church Hill Awakening Project	20,000.00
6/16/2014	4487	GBMC Foundation	Healthcare Center for Research	20,000.00
6/16/2014	4488	Grace & Holy Episcopal Church	Kitchen Renovations	20,000.00
6/16/2014	4489	ARC	ARCpark	5,500.00
6/16/2014	4490	Higher Achievement	Closing the Middle School Opportunity	20,000.00
6/16/2014 6/16/2014	4491 4492	LINC Second Presbyterian Church	Core Services Matching Grant for new Hymnal Books	5,000.00 5,500.00
Total Contribution		Occasio Flosbytestes Ottolog	making Grant for now rightnat 200ks	1,240,213.00
TAL				1,240,213.00