Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01, 2013, and ending 06/30, 2014

Name of foundation: REYNOLDS FOUNDATION 8803582

A Employer identification number: 56-1925457

Number and street (or P.O box number if mail is not delivered to street address): 800 S. GAY STREET

Room/suite:

B Telephone number (see instructions): - -

City or town, state or province, country, and ZIP or foreign postal code: KNOXVILLE, TN 37995-1230

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 17,836,259.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	500,609.	500,609.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,160,279.			
	b Gross sales price for all assets on line 6a 12,577,757.				
	7 Capital gain net income (from Part IV, line 2)		3,160,279.		
	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)				
	12 **Total.** Add lines 1 through 11	3,660,888.	3,660,888.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	104,643.	52,321.		52,321.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 7	6,774.	NONE	NONE	NONE
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 8	13,200.			
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 9	39,658.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 10	1,482.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	165,757.	52,321.	NONE	52,321.
	25 Contributions, gifts, grants paid	765,500.			765,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	931,257.	52,321.	NONE	817,821.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	2,729,631.			
	b **Net investment income** (if negative, enter -0-)		3,608,567.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	312,494.	228,242.	228,242.
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 ▶ NONE			
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) STMT 11	14,189,898.	16,787,922.	17,608,017.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
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)	14,502,392.	17,016,164.	17,836,259.
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 ▶ ☐ 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, ▶ [X] check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	14,502,392.	17,016,164.	
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)	14,502,392.	17,016,164.	
31	**Total liabilities and net assets/fund balances** (see instructions)	14,502,392.	17,016,164.	

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	14,502,392.
2	Enter amount from Part I, line 27a	2	2,729,631.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,232,023.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING/TIMING VARIANCES	5	215,859.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,016,164.

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				
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	12,577,757.		9,417,478.	3,160,279.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,160,279.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 3,160,279.

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	675,000.	15,670,693.	0.043074
2011	662,500.	15,054,976.	0.044005
2010	865,852.	15,554,023.	0.055667
2009	717,500.	14,691,758.	0.048837
2008	903,360.	13,895,156.	0.065013

2	**Total** of line 1, column (d)	2	0.256596
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	0.051319
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,790,220.
5	Multiply line 4 by line 3	5	861,657.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	36,086.
7	Add lines 5 and 6	7	897,743.
8	Enter qualifying distributions from Part XII, line 4	8	817,821.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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% of Part I, line 27b		1	72,171.
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	72,171.
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	72,171.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 23,721.		
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	23,721.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	1,297.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	49,747.
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** ▶ NONE **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ▶ ________			
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.* STMT 12	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ FIRST TENNESSEE BANK NA Telephone no. ▶ (865) 971-2280

Located at ▶ TRUST DIVISION, 800 S. GAY ST., KNOXVILLE, TN ZIP+4 ▶ 37995-1230

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ 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			
	(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			
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		
	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			
	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			
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)*

		Yes	No
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)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
FIRST CITIZENS P.O. BOX 29522, RALEIGH, NC 27626	PREVIOUS TRUSTEE	89,999.	-0-	-0-
FIRST TENNESSEE BANK NA TRUST DIVISION, KNOXVILLE, TN 37995-1230	TRUSTEE	14,644.	-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	16,775,541.
b	Average of monthly cash balances	1b	270,368.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	17,045,909.
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	17,045,909.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	255,689.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,790,220.
6	**Minimum investment return.** Enter 5% of line 5	6	839,511.

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	839,511.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	72,171.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	72,171.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	767,340.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	767,340.
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	767,340.

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	817,821.
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	817,821.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	817,821.

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				767,340.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			765,419.	
b	Total for prior years 20___,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 NONE				
b	From 2009 NONE				
c	From 2010 NONE				
d	From 2011 NONE				
e	From 2012 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 817,821.				
a	Applied to 2012, but not more than line 2a			765,419.	
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				52,402.
e	Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				714,938.
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	NONE			
10	Analysis of line 9:				
a	Excess from 2009 NONE				
b	Excess from 2010 NONE				
c	Excess from 2011 NONE				
d	Excess from 2012 NONE				
e	Excess from 2013 NONE				

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)

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

Part XV **Supplementary Information (Complete this part only if the 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 21				765,500.
Total . . . . ▶ **3a**				765,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	500,609.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,160,279.	
9 Net income or (loss) from special events					
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)				3,660,888.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 3,660,888.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	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 (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(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.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 01/30/2015 Title: VICE PRESIDENT

FIRST TENNESSEE BANK

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGCO CORP	45.	45.
AETNA INC - NEW	522.	522.
AGILENT TECHNOLOGIES INC	291.	291.
THE ALLSTATE CORPORATION	1,428.	1,428.
AMADEUS IT HOLDING SA UNSPONS ADR	203.	203.
AMERICA MOVIL -ADR SERIES L	139.	139.
AMERICAN INTERNATIONAL GROUP	283.	283.
AMERISOURCEBERGEN CORP 03073E105	737.	737.
AMGEN	912.	912.
APPLE COMPUTER INC	308.	308.
ASSURANT INC	623.	623.
ASTELLAS PHARMA INC UNSPONS ADR	654.	654.
AXIALL CORPORATION	47.	47.
BG GROUP PLC SPONS ADR	292.	292.
BP AMOCO PLC	1,030.	1,030.
BRADESCO-ADR	291.	291.
BANCO SANTANDER SA SPONS ADR	1,721.	1,721.
BELLE INTERNATIONAL UNSPONS ADR	205.	205.
BOEING CO WITH RIGHTS EXP 8/7/97	377.	377.
FIRST TENNESSEE BANK DEPOSIT ACCOUNT	154.	154.
BRAMBLES LTD UNSPONS ADR	277.	277.
BRITISH AMERN TOB PLC SPONS ADR	466.	466.
BRITISH SKY BROADCAST-SPONS ADR	612.	612.
BUNZL PLC SPONS ADR	366.	366.
CF INDUSTRIES HOLDINGS INC	315.	315.
CNOOC LTD SPONS ADR	1,088.	1,088.
CSX CORP WITH RIGHTS EXP 6/8/98	523.	523.
CVS CORP	345.	345.
CABOT OIL & GAS CORP	5.	5.
CAMPBELL SOUP CO	260.	260.
CANADIAN NATIONAL RAILWAY CO	132.	132.
CANON INC SPONS ADR	803.	803.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPITAL ONE FIN CORP	376.	376.
CARDINAL HEALTH INC	985.	985.
CARLISLE COS INC	48.	48.
CENOVUS ENERGY INC	189.	189.
CENTRICA PLC SPONS ADR	233.	233.
CHEUNG KONG HLDGS LTD ADR	96.	96.
CHEVRONTEXACO CORP 166764100	2,025.	2,025.
CHINA MOBILE LIMITED SPONS ADR	1,113.	1,113.
CHUBB CORP WITH RIGHTS EXP 6/12/99	643.	643.
CIELO SA SPONS ADR	209.	209.
CINEMARK HOLDING INC	172.	172.
CISCO SYSTEMS	2,109.	2,109.
CITIGROUP INC	37.	37.
CLOROX CO	606.	606.
COCA COLA AMATIL LTD SPONS ADR	241.	241.
COCA COLA ENTERPRISES INC	394.	394.
COMCAST CORP-CL A	686.	686.
COMERICA INC	1,147.	1,147.
COMPASS GROUP PLC SPONS ADR	315.	315.
CONOCOPHILLIPS	720.	720.
CORNING INC	955.	955.
DENSO CORPORATION UNSPONS ADR	273.	273.
DIAMOND HILL LONG/SHORT-I	3,651.	3,651.
DIAMOND OFFSHORE DRILLING INC	1,860.	1,860.
DIGITAL REALTY	724.	724.
DISCOVER FINL SVCS	311.	311.
ENI S P A SPON ADR	1,139.	1,139.
EATON VANCE GLOBAL MACRO ABSOL RET-I	33,205.	33,205.
EDISON INTL	366.	366.
ENERGIZER HOLDINGS, INC.	466.	466.
EVERCORE PARTNERS INC CL A	147.	147.
EXXON MOBIL CORPORATION	1,647.	1,647.
FANUC CORP UNSPONS ADR	243.	243.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIRST HORIZON NATIONAL CORP	111.	111.
FLUOR CORP (NEW)	446.	446.
FOMENTO ECON MEXICANO SPONS ADR	78.	78.
FORWARD TACTICAL GROWTH INS	44,395.	44,395.
GDF SUEZ SPONS ADR	697.	697.
GANNETT INC	58.	58.
GAP INC	797.	797.
GATEWAY FUND-Y	10,820.	10,820.
GENERAL ELECTRIC	1,269.	1,269.
GLAXO WELLCOME PLC SPON ADR (NAME CHANGE	844.	844.
GOLDMAN SACHS ABS RET TR-I	11,684.	11,684.
HARTFORD FINANCIAL SVCS GROUP	402.	402.
HELMERICH & PAYNE INC	791.	791.
HOME DEPOT	440.	440.
HOST MARRIOTT CORP	663.	663.
HUNTSMAN CORP	69.	69.
HUTCHISON WHAMPOA LTD UNSPONS ADR	141.	141.
IBERDROLA SPONS ADR	3,435.	3,435.
IMPERIAL TOBACCO GROUP PLC SPSD ADR	348.	348.
INDUST & COMM BANK CHINA UNSPONS ADR	1,210.	1,210.
INTEL CORP	1,178.	1,178.
IBM	421.	421.
JP MORGAN CHASE & CO	2,028.	2,028.
JABIL CIRCUIT INC	123.	123.
JOHNSON AND JOHNSON	1,386.	1,386.
JONES LANG LASALLE INC	31.	31.
KBR INC	58.	58.
KLA-TENCOR CORP	864.	864.
KAO CORP SPONS ADR	472.	472.
KEPPEL CORP SPONS ADR	357.	357.
KEYCORP NEW	666.	666.
KIMBERLY CLARK CORP WITH RIGHTS EXP 6/21	972.	972.
KINGFISHER PLC SPONS ADR	125.	125.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KOMATSU LTD SPONS ADR	335.	335.
KROGER	810.	810.
LPL FINANCIAL HOLDINGS INC	54.	54.
LASALLE HOTEL PPTYS COM	337.	337.
LEAR CORP	336.	336.
ELI LILLY & CO WITH RIGHTS EXP 7/28/98	1,689.	1,689.
LINCOLN NATL CORP IND	688.	688.
LOCKHEED MARTIN CORP	1,252.	1,252.
MACERICH CO COM	318.	318.
MACY S INC	665.	665.
MARATHON PETROLEUM CORPORATION	597.	597.
MCKESSON HBOC INC	456.	456.
MEDTRONICS	767.	767.
MERCK & CO INC	1,006.	1,006.
MICROSOFT CORP	1,805.	1,805.
MOODYS CORP	332.	332.
MURPHY OIL CORP	347.	347.
NATIONAL GRID PLC SPONS ADR	1,442.	1,442.
NETAPP INC	551.	551.
NEXSTAR BROADCASTING GROUP INC CL A	122.	122.
NIKE INC CLASS B	429.	429.
NORTHROP GRUMMAN CORP 666807102	960.	960.
OCCIDENTAL PETROLEUM 674599105	1,269.	1,269.
OPPENHEIMER INTL BOND FD-Y	12,135.	12,135.
ORACLE CORPORATION	937.	937.
ORANGE SPONS ADR	757.	757.
PPG INDUSTRIES INC WITH RIGHTS EXP 4/21/	474.	474.
PNC INTERMEDIATE BOND-I	35,173.	35,173.
PENSKE AUTO GROUP	141.	141.
PFIZER INC WITH RIGHTS EXP 10/5/97	1,648.	1,648.
PHILIP MORRIS INTERNATIONAL	711.	711.
PHILLIPS 66	377.	377.
PIER 1 IMPORTS INC	29.	29.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PIMCO FOREIGN BOND FUND IN	9,715.	9,715.
POTASH CORP SASK INC	246.	246.
PROCTER AND GAMBLE	687.	687.
PRIVATEBANCORP INC	83.	83.
PUBLICIS GROUPE SPONS ADR	460.	460.
QBE INS GROUP LTD SPONS ADR	177.	177.
RAYMOND JAMES FINANCIAL INC	68.	68.
RAYONIER INC	65.	65.
REED ELSEVIER SPONS ADR	324.	324.
REED ELSEVIER PLC SPONS ADR	321.	321.
REGIONS FINANCIAL CORP NEW	388.	388.
ROYAL DUTCH SHELL PLC SPONS ADR	645.	645.
ROYAL DUTCH-ADR A	1,819.	1,819.
RYLAND GROUP INC	8.	8.
STANDARD & POORS DEPOSITORY RECEIPTS	1,080.	1,080.
SEVEN & I HOLDINGS UNSPONS ADR	343.	343.
SHIRE PLC SPONS ADR	17.	17.
SIMON PROPERTY GROUP INC REIT	533.	533.
SINCLAIR BROADCAST GROUP INC CL A	241.	241.
SINGAPORE TELECOM SPONS ADR	747.	747.
SMITH & NEPHEW PLC-ADR	117.	117.
SMITH A O CORP	82.	82.
STATE STREET CORP	646.	646.
SUNCOR ENERGY INC	276.	276.
TAIWAN SEMICONDUCTOR SPONS ADR	1,482.	1,482.
TAKEDA PHARMACEUTICAL SPONS ADR	1,648.	1,648.
TANGER FACTORY OUTLET CTRS INC	151.	151.
TELEFONICA SA ADR	1,105.	1,105.
TEREX CORP	25.	25.
TESCO PLC SPONS ADR	1,260.	1,260.
TESORO CORP	101.	101.
TEVA PHARMACEUTICAL INDS LTD ADR	1,190.	1,190.
TIME WARNER INC	278.	278.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOKIO MARINE HOLDINGS SPONS ADR	874.	874.
TOKYO ELECTRON LTD UNSPONS ADR	98.	98.
TORCHMARK CORP	325.	325.
TOTAL S.A. SPON ADR	1,673.	1,673.
TOYOTA MTR CORP SPONSD ADR	475.	475.
TRANSCANADA CORP	546.	546.
TRAVELERS COMPANIES INC	645.	645.
TRIUMPH GROUP INC NEW	16.	16.
TYSON FOODS INC	116.	116.
UNILEVER PLC	923.	923.
UNILEVER N V -NY SHARES	332.	332.
UNITED OVERSEAS BANK-SPONS ADR	294.	294.
UNITEDHEALTH GROUP INC	384.	384.
VANGUARD DEV MKTS INDX-INST	70,355.	70,355.
VANGUARD EXTND INDEX-ADM	208.	208.
VANGUARD 500 INDEX FUND ADM (VFIAX) FD 5	48,710.	48,710.
VIACOM INC-B W/I	544.	544.
VINCI SA UNSPONS ADR	486.	486.
VODAFONE GROUP SPONS ADR	1,295.	1,295.
WPP PLC SPONS ADR	831.	831.
WELLS FARGO COMPANY	1,549.	1,549.
WESTERN UNION-WI	549.	549.
WYNDHAM WORL-W/I	586.	586.
ZIMMER HOLDINGS, INC. 98956P102	406.	406.
ZIONS BANCORPORATION	51.	51.
MARVELL TECHNOLOGY GROUP LTD ORD	730.	730.
ACE LIMITED	597.	597.
MISCELLANEOUS	110,520.	110,520.
LYONDELLBASELL INDUSTRIES NV	745.	745.
AVAGO TECHNOLOGIES LTD	257.	257.
SCORPIO TANKERS INC	48.	48.
TOTAL	500,609.	500,609.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	3,813.			
NON-ALLOCABLE LEGAL FEES	2,961.			
TOTALS	6,774.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
CUSTODIAN & MANAGEMENT FEES (A	13,200.
TOTALS	13,200.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FOREIGN TAXES	13,046.
FEDERAL ESTIMATES - PRINCIPAL	23,721.
FOREIGN TAXES ON QUALIFIED FOR	2,257.
FOREIGN TAXES ON NONQUALIFIED	634.
TOTALS	39,658.

STATEMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
OTHER ALLOCABLE EXPENSE-PRINCI		406.
OTHER NON-ALLOCABLE EXPENSE -		1,008.
OTHER NON-ALLOCABLE EXPENSE -		68.
	TOTALS	1,482.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIAMOND HILL LONG/SH	660,907.	934,763.
FORWARD TACTICAL GROWTH	868,010.	867,712.
GATEWAY FUND Y	764,847.	878,015.
VANGUARD DEV MKTS INDEX	2,911,809.	2,991,701.
VANGUARD EXTND INDEX	875,000.	923,075.
VANGUARD 500 INDEX	5,077,809.	5,404,793.
EATON VANCE GLOBAL MACRO	946,861.	869,397.
GOLDMAN SACHS ABS RET	835,527.	877,616.
PIMCO FOREIGN BOND FUND	666,641.	707,120.
PNC INTERMEDIATE BOND	3,161,266.	3,136,325.
COAST ACCESS II	9,621.	7,973.
COAST ACCESS II LTD	9,624.	9,527.
TOTALS	16,787,922.	17,608,017.

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.
===

FOUNDATION IS NOT REQUIRED TO FILE A PHYSICAL COPY WITH THE STATE.

RECIPIENT NAME:
THE ARTS BASED SCHOOL, INC.
ADDRESS:
1380 N. MARTIN LUTHER KING
WINSTON-SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL PROJECTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
COMPANION ANIMAL CLINIC OF
SANDHILLS
ADDRESS:
P.O. BOX 148
SOUTHERN PINES, NC 28388
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUBSIDIES FOR SPAY/NEUTER SURGERIES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
LEWISVILLE HISTORICAL SOCIETY
ADDRESS:
P.O. BOX 242
LEWISVILLE, NC 27023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATIONAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FORSYTH HUMANE SOCIETY
ADDRESS:
61 MILLER STREET
WINSTON-SALEM, NC 27104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL FUNDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
UNITED WAY OF FORSYTH COUNTY
ADDRESS:
301 N. MAIN STREET
WINSTON-SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
GREEN STREET UNITED METHODIST
ADDRESS:
639 SOUTH GREEN STREET
WINSTON-SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL RENOVATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HELEN SIMONEAU DANSE, INC
ADDRESS:
2564 ROBINHOOD ROAD
WINSTON-SALEM, NC 27106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ANNUAL DANCE PERFORMANCE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
HOPE OF WINSTON-SALEM
ADDRESS:
844 GLEN ECHO TRAIL
WINSTON-SALEM, NC 27106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
VEHICLES FOR MEAL DISTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 210,000.

RECIPIENT NAME:
STOKES COUNTY ARTS COUNCIL
ADDRESS:
500 N. MAIN STREET
DANBURY, NC 27016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL PROJECTS
FOUNDATION STATUS OF RECIPIENT:
N/A

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SECCA FOUNDATION
ADDRESS:
750 MARGUERITE DRIVE
WINSTON-SALEM, NC 27104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
REPLACEMENT OF EXTERIOR LIGHTING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
NORTH CAROLINA WESLEYAN COLLEGE
ADDRESS:
3400 NORTH WESLEYAN BLVD
ROCKY MOUNT, NC 27804
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL PROJECTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
REYNOLDA HOUSE, INC.
ADDRESS:
P.O. BOX 7287
WINSTON-SALEM, NC 27109-7287
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL PROJECTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
HORIZONS RESIDENTIAL CARE CENTER
ADDRESS:
100 HORIZONS LANE
RURAL HALL, NC 27045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL IMPROVEMENTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
UNITED METHODIST AGENCY FOR
THE RETARDED, WESTERN NC
ADDRESS:
P.O. BOX 1558
HUNTERSVILLE, NC 28070
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TECHNOLOGY SYSTEMS UPGRADES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SHEPHERDS CENTER OF GREATER
WINSTON-SALEM
ADDRESS:
1700 EBERT STREET
WINSTON-SALEM, NC 27103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOME REPAIR FUNDS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
ANIMAL ADOPTION AND RESCUE
ADDRESS:
311 HARVEY STREET
WINSTON-SALEM, NC 27103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
STAFFING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WINSTON-SALEM INDUSTRIES FOR
THE BLIND, INC.
ADDRESS:
7730 NORTH POINT DRIVE
WINSTON-SALEM, NC 27106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LITERACY ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
PRESERVATION GREENSBORO INC.
ADDRESS:
447 WEST WASHINGTON STREET
GREENSBORO, NC 27401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL PROJECTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FRIENDS OF BATTLESHIP
NORTHI CAROLINA, INC.
ADDRESS:
1 BATTLESHIP ROAD
WILMINGTON, NC 28401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL PROJECTS AND MAINTENANCE
FOUNDATION STATUS OF RECIPIENT:
N/A

RECIPIENT NAME:
FORSYTH JAI; & PRISON MINISTRIES
ADDRESS:
P.O. BOX 11802
WINSTON-SALEM, NC 27116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HOSPICE & PALLIATIVE CARE CENTER
ADDRESS:
101 HOSPICE LANE
WINSTON-SALEM, NC 27103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SYSTEMS UPGRADES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
COMMUNITY CARE CENTER OF
FORSYTH COUNTY
ADDRESS:
2135 NEW WALKERTOWN ROAD
WINSTON-SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NURSE STAFFING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ELDER CENTER, INC.
ADDRESS:
248 DAVIE AVENUE
STATESVILLE, NC 28677
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL PROJECTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
APPALACHIAN THEATRE OF THE
HIGH COUNTRY
ADDRESS:
P.O. BOX 11 DTS
BOONE, NC 28607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
THEATER RENOVATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WAR MEMORIAL FOUNDATION
ADDRESS:
600 NORTH REGIONAL ROAD
GREENSBORO, NC 27409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATIONAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 765,500.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
REYNOLDS FOUNDATION 8803582	56-1925457

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	364,849.	268,749.		96,100.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	317,023.	305,764.		11,259.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . ▶	7	107,359.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	1,257,974.	748,718.		509,256.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	10,535,704.	8,094,247.		2,441,457.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13 Capital gain distributions.	13	102,207.
14 Gain from Form 4797, Part I.	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . ▶	16	3,052,920.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			107,359.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			3,052,920.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			117.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			3,160,279.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www irs gov/form8949.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return	Social security number or taxpayer identification number
REYNOLDS FOUNDATION 8803582	56-1925457

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[X] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
2. MISCELLANEOUS	01/01/2014	06/30/2014	38,035.00				38,035.00
4. MISCELLANEOUS	01/01/2014	06/30/2014	326,814.00	268,749.00			58,065.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			364,849.	268,749.			96,100.

Note. *If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.*

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

JSA
3X2615 2 000

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

REYNOLDS FOUNDATION 8803582 | 56-1925457

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[X] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example. 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
2. MISCELLANEOUS	01/01/2010	06/30/2014	380,072.00				380,072.00
1. MISCELLANEOUS	01/01/2010	06/30/2014	1,266.00				1,266.00
3. MISCELLANEOUS	01/01/2010	06/30/2014	876,636.00	748,718.00			127,918.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,257,974.	748,718.			509,256.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
REYNOLDS FOUNDATION 8803582	56-1925457

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example. 100 sh. XYZ Co)	(b) Date acquired (Mo , day, yr.)	(c) Date sold or disposed (Mo , day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
332.654 OPPENHEIMER INTL B	12/31/2013	01/16/2014	2,023.00	2,023.00			
3816.794 PIMCO FOREIGN BON	01/10/2014	05/27/2014	40,000.00	38,359.00			1,641.00
5482.456 VANGUARD DEV MKTS	01/16/2014	05/27/2014	75,000.00	73,191.00			1,809.00
1130.902 VANGUARD 500 INDE (VFIAX) FD 540	01/16/2014	05/27/2014	200,000.00	192,191.00			7,809.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			317,023.	305,764.			11,259.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side) REYNOLDS FOUNDATION 8803582

Social security number or taxpayer identification number 56-1925457

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
2252. ABB LTD-SPON ADR	01/01/1950	01/08/2014	57,988.00	45,354.00			12,634.00
452. AGCO CORP	01/01/1950	01/08/2014	25,922.00	26,381.00			-459.00
2935. ACTIVISION BLIZZARD,	01/01/1950	01/08/2014	53,622.00	42,120.00			11,502.00
396. ADIDAS AG SPONS ADR	01/01/1950	01/08/2014	24,420.00	9,759.00			14,661.00
979. AETNA INC - NEW	01/01/1950	01/08/2014	67,109.00	38,256.00			28,853.00
1155. AGILENT TECHNOLOGIES	01/01/1950	01/08/2014	66,157.00	55,306.00			10,851.00
256. AKAMAI TECHNOLOGIES I	01/01/1950	01/08/2014	12,016.00	9,330.00			2,686.00
1146. ALLIANZ SE SPONS ADR	01/01/1950	01/08/2014	20,100.00	16,447.00			3,653.00
1847. THE ALLSTATE CORPORA	01/01/1950	01/08/2014	98,203.00	65,557.00			32,646.00
615. AMADEUS IT HOLDING SA	01/01/1950	01/08/2014	25,368.00	10,741.00			14,627.00
363. AMCOR LTD SPONS ADR	01/01/1950	01/08/2014	15,482.00	14,790.00			692.00
1387. AMERICAN INTERNATION	01/01/1950	01/08/2014	70,999.00	46,067.00			24,932.00
1634. AMERISOURCEBERGEN CO	01/01/1950	01/08/2014	114,754.00	41,312.00			73,442.00
948. AMGEN	01/01/1950	01/08/2014	110,013.00	68,237.00			41,776.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (*subtract negative amounts*). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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REYNOLDS FOUNDATION 8803582	56-1925457

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You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
238. ANN INC.	01/01/1950	01/08/2014	9,032.00	8,171.00			861.00
208. APPLE COMPUTER INC	01/01/1950	01/08/2014	112,060.00	113,180.00			-1,120.00
1245. ASSURANT INC	01/01/1950	01/08/2014	83,115.00	52,584.00			30,531.00
1132. ASTELLAS PHARMA INC	01/01/1950	01/08/2014	17,070.00	9,143.00			7,927.00
456. AXIALL CORPORATION	01/01/1950	01/08/2014	20,734.00	19,901.00			833.00
1214. BG GROUP PLC SPONS A	01/01/1950	01/08/2014	26,199.00	21,578.00			4,621.00
939. BP AMOCO PLC	01/01/1950	01/08/2014	45,597.00	52,907.00			-7,310.00
168. BAIDU INC SPONS ADR	01/01/1950	01/08/2014	30,231.00	17,009.00			13,222.00
1799. BRADESCO-ADR	01/01/1950	01/08/2014	21,426.00	26,358.00			-4,932.00
4254. BANCO SANTANDER SA S	01/01/1950	01/08/2014	39,221.00	39,767.00			-546.00
893. BELLE INTERNATIONAL U	01/01/1950	01/08/2014	11,287.00	14,341.00			-3,054.00
490. BOEING CO WITH RIGHTS	01/01/1950	01/08/2014	68,824.00	41,762.00			27,062.00
1087. BRAMBLES LTD UNSPONS	01/01/1950	01/08/2014	18,577.00	14,930.00			3,647.00
305. BRITISH AMERN TOB PLC	01/01/1950	01/08/2014	31,744.00	24,263.00			7,481.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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REYNOLDS FOUNDATION 8803582

Social security number or taxpayer identification number

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1 (a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
493. BRITISH SKY BROADCAST	01/01/1950	01/08/2014	27,385.00	23,573.00			3,812.00
1240. BUNZL PLC SPONS ADR	01/01/1950	01/08/2014	29,102.00	11,266.00			17,836.00
225. CF INDUSTRIES HOLDING	01/01/1950	01/08/2014	51,727.00	32,154.00			19,573.00
141. CNOOC LTD SPONS ADR	01/01/1950	01/08/2014	25,323.00	15,604.00			9,719.00
1742. CSX CORP WITH RIGHTS	01/01/1950	01/08/2014	49,176.00	43,171.00			6,005.00
749. CVS CORP	01/01/1950	01/08/2014	51,905.00	39,139.00			12,766.00
1046. CADENCE DESIGN SYSTE	01/01/1950	01/08/2014	14,884.00	13,349.00			1,535.00
320. CANADIAN NATIONAL RAI	01/01/1950	01/08/2014	17,593.00	8,792.00			8,801.00
1204. CANON INC SPONS ADR	01/01/1950	01/08/2014	38,106.00	57,356.00			-19,250.00
832. CAPITAL ONE FIN CORP	01/01/1950	01/08/2014	64,204.00	57,919.00			6,285.00
1069. CARDINAL HEALTH INC	01/01/1950	01/08/2014	70,692.00	46,436.00			24,256.00
219. CARLISLE COS INC	01/01/1950	01/08/2014	17,152.00	15,582.00			1,570.00
1085. CARLSBERG A/S SPONS	01/01/1950	01/08/2014	23,251.00	23,037.00			214.00
5079. CARREFOUR SA SPONS A	01/01/1950	01/08/2014	38,498.00	25,404.00			13,094.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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REYNOLDS FOUNDATION 8803582 | 56-1925457

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382. CAVIUM INC	01/01/1950	01/08/2014	12,785.00	12,093.00			692.00
307. CENTENE CORP	01/01/1950	01/08/2014	18,564.00	12,884.00			5,680.00
400. CENOVUS ENERGY INC	01/01/1950	01/08/2014	11,116.00	10,810.00			306.00
899. CENTRICA PLC SPONS AD	01/01/1950	01/08/2014	19,535.00	16,381.00			3,154.00
142. CHART INDUSTRIES INC	01/01/1950	01/08/2014	13,078.00	10,343.00			2,735.00
1282. CHEUNG KONG HLDGS LT	01/01/1950	01/08/2014	19,896.00	15,730.00			4,166.00
751. CHEVRONTEXACO CORP 16	01/01/1950	01/08/2014	93,258.00	59,125.00			34,133.00
656. CHINA MOBILE LIMITED	01/01/1950	01/08/2014	33,200.00	32,989.00			211.00
487. CHUBB CORP WITH RIGHT 6/12/99	01/01/1950	01/08/2014	45,354.00	41,703.00			3,651.00
436. CIELO SA SPONS ADR	01/01/1950	01/08/2014	12,522.00	8,572.00			3,950.00
303. CINEMARK HOLDING INC	01/01/1950	01/08/2014	9,793.00	6,370.00			3,423.00
3452. CISCO SYSTEMS	01/01/1950	01/08/2014	76,668.00	63,810.00			12,858.00
1793. CITIGROUP INC	01/01/1950	01/08/2014	97,179.00	65,707.00			31,472.00
488. COCA COLA AMATIL LTD	01/01/1950	01/08/2014	10,380.00	5,937.00			4,443.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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REYNOLDS FOUNDATION 8803582

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938. COCA COLA ENTERPRISES	01/01/1950	01/08/2014	41,403.00	24,656.00			16,747.00
1420. COMCAST CORP-CL A	01/01/1950	01/08/2014	74,747.00	55,246.00			19,501.00
2318. COMERICA INC	01/01/1950	01/08/2014	109,871.00	71,212.00			38,659.00
2286. COMPASS GROUP PLC SP	01/01/1950	01/08/2014	35,849.00	12,335.00			23,514.00
510. CONOCOPHILLIPS	01/01/1950	01/08/2014	35,791.00	20,404.00			15,387.00
3665. CORNING INC	01/01/1950	01/08/2014	65,273.00	45,681.00			19,592.00
187. CUBIST PHARMACEUTICAL	01/01/1950	01/08/2014	12,671.00	9,894.00			2,777.00
374. DAIMLER AG SPONSORED	01/01/1950	01/08/2014	31,621.00	20,243.00			11,378.00
650. DENSO CORPORATION UNS	01/01/1950	01/08/2014	17,043.00	7,273.00			9,770.00
1809. DEUTSCHE BOERSE AG U	01/01/1950	01/08/2014	14,490.00	9,626.00			4,864.00
7244. DEUTSCHE TELEKOM AG-	01/01/1950	01/08/2014	119,457.00	88,786.00			30,671.00
444. DEUTSCHE POST AG SPON	01/01/1950	01/08/2014	15,633.00	10,696.00			4,937.00
928. DIGITAL REALTY	01/01/1950	01/08/2014	46,149.00	43,137.00			3,012.00
762. DISCOVER FINL SVCS	01/01/1950	01/08/2014	41,833.00	31,602.00			10,231.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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536. DIRECTV	01/01/1950	01/08/2014	37,310.00	24,165.00			13,145.00
247. DRESSER-RAND GROUP	01/01/1950	01/08/2014	14,380.00	15,481.00			-1,101.00
766. ENI S P A SPON ADR	01/01/1950	01/08/2014	36,515.00	32,450.00			4,065.00
1030. EDISON INTL	01/01/1950	01/08/2014	46,720.00	46,724.00			-4.00
542. ENCANA CORP	01/01/1950	01/08/2014	9,420.00	10,432.00			-1,012.00
456. ENERGIZER HOLDINGS, I	01/01/1950	01/08/2014	48,103.00	37,272.00			10,831.00
1490. ENERSIS SA SPONS ADR	01/01/1950	01/08/2014	21,932.00	27,344.00			-5,412.00
1262. ERICSSON SPONS ADR	01/01/1950	01/08/2014	15,043.00	13,927.00			1,116.00
312. EVERCORE PARTNERS INC	01/01/1950	01/08/2014	18,436.00	12,150.00			6,286.00
1197. EXXON MOBIL CORPORAT	01/01/1950	01/08/2014	120,823.00	57,247.00			63,576.00
326. FXCM INC-A	01/01/1950	01/08/2014	5,803.00	5,343.00			460.00
865. FANUC CORP UNSPONS AD	01/01/1950	01/08/2014	25,690.00	20,118.00			5,572.00
488. FINISAR CORPORATION	01/01/1950	01/08/2014	11,453.00	11,039.00			414.00
1210. FIRST HORIZON NATION	01/01/1950	01/08/2014	14,290.00	12,074.00			2,216.00
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929. FLUOR CORP (NEW)	01/01/1950	01/08/2014	73,576.00	51,687.00			21,889.00
104. FOMENTO ECON MEXICANO	01/01/1950	01/08/2014	9,811.00	5,296.00			4,515.00
1021. FORTINET INC	01/01/1950	01/08/2014	20,277.00	20,303.00			-26.00
619. GDF SUEZ SPONS ADR	01/01/1950	01/08/2014	14,101.00	20,946.00			-6,845.00
254. GALAXY ENTERTAINMENT ADR	01/01/1950	01/08/2014	25,605.00	7,713.00			17,892.00
482. GANNETT INC	01/01/1950	01/08/2014	14,277.00	12,475.00			1,802.00
1431. GAP INC	01/01/1950	01/08/2014	56,109.00	35,075.00			21,034.00
2085. GENERAL ELECTRIC	01/01/1950	01/08/2014	56,857.00	40,981.00			15,876.00
131. GENESEE & WYO INC CL	01/01/1950	01/08/2014	12,324.00	12,052.00			272.00
865. GLAXO WELLCOME PLC SP CHANGE FROM GLAXO HLDGS	01/01/1950	01/08/2014	45,714.00	36,120.00			9,594.00
609. CGI GROUP INC	01/01/1950	01/08/2014	19,549.00	14,649.00			4,900.00
851. GRUPO TELEVISA SA DE	01/01/1950	01/08/2014	25,793.00	16,166.00			9,627.00
315. GULFPORT ENERGY CORP	01/01/1950	01/08/2014	17,564.00	13,104.00			4,460.00
1340. HARTFORD FINANCIAL S	01/01/1950	01/08/2014	47,435.00	39,090.00			8,345.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)

REYNOLDS FOUNDATION 8803582

Social security number or taxpayer identification number

56-1925457

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Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). *See the separate instructions.* (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
557. HELIX ENERGY SOLUTION	01/01/1950	01/08/2014	12,655.00	13,291.00			-636.00
773. HELMERICH & PAYNE INC	01/01/1950	01/08/2014	65,194.00	44,901.00			20,293.00
2299. HERCULES OFFSHORE	01/01/1950	01/08/2014	14,346.00	50,456.00			-36,110.00
820. HOME DEPOT	01/01/1950	01/08/2014	66,870.00	50,456.00			16,414.00
3303. HOST MARRIOTT CORP	01/01/1950	01/08/2014	62,756.00	57,542.00			5,214.00
675. HUNTSMAN CORP	01/01/1950	01/08/2014	15,808.00	12,765.00			3,043.00
861. HUTCHISON WHAMPOA LTD	01/01/1950	01/08/2014	23,195.00	12,121.00			11,074.00
2183. IBERDROLA SPONS ADR	01/01/1950	01/08/2014	55,142.00	46,756.00			8,386.00
301. IMPERIAL TOBACCO GROU ADR	01/01/1950	01/08/2014	22,364.00	17,721.00			4,643.00
1559. INDUST & COMM BANK C ADR	01/01/1950	01/08/2014	20,002.00	21,669.00			-1,667.00
1602. INTEL CORP	01/01/1950	01/08/2014	41,075.00	35,942.00			5,133.00
154. IBM	01/01/1950	01/08/2014	29,113.00	17,216.00			11,897.00
1088. JDS UNIPHASE CORP	01/01/1950	01/08/2014	14,133.00	12,813.00			1,320.00
1290. JP MORGAN CHASE & CO	01/01/1950	01/08/2014	75,438.00	48,282.00			27,156.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (*subtract negative amounts*). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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REYNOLDS FOUNDATION 8803582

Social security number or taxpayer identification number
56-1925457

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[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
635. JABIL CIRCUIT INC	01/01/1950	01/08/2014	10,573.00	12,330.00			-1,757.00
1252. JOHNSON AND JOHNSON	01/01/1950	01/08/2014	117,698.00	71,954.00			45,744.00
143. JONES LANG LASALLE IN	01/01/1950	01/08/2014	14,760.00	12,581.00			2,179.00
1930. JULIUS BAER GROUP LT ADR	01/01/1950	01/08/2014	18,219.00	12,129.00			6,090.00
458. KBR INC	01/01/1950	01/08/2014	14,587.00	13,587.00			1,000.00
946. KLA-TENCOR CORP	01/01/1950	01/08/2014	59,143.00	39,615.00			19,528.00
1268. KAO CORP SPONS ADR	01/01/1950	01/08/2014	39,510.00	30,282.00			9,228.00
1127. KEPPEL CORP SPONS AD	01/01/1950	01/08/2014	19,677.00	13,880.00			5,797.00
5970. KEYCORP NEW	01/01/1950	01/08/2014	80,235.00	51,376.00			28,859.00
600. KIMBERLY CLARK CORP W EXP 6/21/98	01/01/1950	01/08/2014	62,297.00	57,873.00			4,424.00
1239. KINGFISHER PLC SPONS	01/01/1950	01/08/2014	15,834.00	8,862.00			6,972.00
143. KIRBY CORP	01/01/1950	01/08/2014	13,835.00	7,863.00			5,972.00
719. KOMATSU LTD SPONS ADR	01/01/1950	01/08/2014	14,410.00	8,631.00			5,779.00
2558. KONINKLIJKE AHOLD SP	01/01/1950	01/08/2014	45,480.00	32,789.00			12,691.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), ***line 9*** (if **Box E** above is checked), or ***line 10*** (if **Box F** above is checked) ▶							

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REYNOLDS FOUNDATION 8803582	56-1925457

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1 (a) Description of property (Example, 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
525. KRISPY KREME DOUGHNUT	01/01/1950	01/08/2014	10,258.00	10,654.00			-396.00
2573. KROGER	01/01/1950	01/08/2014	99,934.00	59,089.00			40,845.00
284. LPL FINANCIAL HOLDING	01/01/1950	01/08/2014	13,831.00	11,390.00			2,441.00
500. LASALLE HOTEL PPTYS C	01/01/1950	01/08/2014	15,665.00	14,010.00			1,655.00
989. LEAR CORP	01/01/1950	01/08/2014	79,910.00	54,157.00			25,753.00
1723. ELI LILLY & CO WITH 7/28/98	01/01/1950	01/08/2014	87,389.00	70,983.00			16,406.00
1697. LINCOLN NATL CORP IN	01/01/1950	01/08/2014	87,292.00	36,701.00			50,591.00
505. LOCKHEED MARTIN CORP	01/01/1950	01/08/2014	74,910.00	39,791.00			35,119.00
645. LOUISIANA PAC CORP	01/01/1950	01/08/2014	11,558.00	12,961.00			-1,403.00
764. MGM RESORTS INTERNATI	01/01/1950	01/08/2014	18,947.00	8,890.00			10,057.00
611. MACERICH CO COM	01/01/1950	01/08/2014	35,993.00	38,052.00			-2,059.00
886. MACY S INC	01/01/1950	01/08/2014	45,859.00	38,991.00			6,868.00
177. MADISON SQUARE GARDEN	01/01/1950	01/08/2014	10,080.00	7,919.00			2,161.00
701. MARATHON PETROLEUM CO	01/01/1950	01/08/2014	62,521.00	24,297.00			38,224.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side) | Social security number or taxpayer identification number

REYNOLDS FOUNDATION 8803582 | 56-1925457

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651. MCKESSON HBOC INC	01/01/1950	01/08/2014	107,771.00	39,189.00			68,582.00
271. MEDIVATION INC	01/01/1950	01/08/2014	18,346.00	15,374.00			2,972.00
260. MEDNAX INC	01/01/1950	01/08/2014	13,785.00	11,385.00			2,400.00
899. MEDTRONICS	01/01/1950	01/08/2014	53,696.00	41,391.00			12,305.00
749. MERCK & CO INC	01/01/1950	01/08/2014	37,502.00	35,777.00			1,725.00
3475. MICROSOFT CORP	01/01/1950	01/08/2014	125,098.00	88,717.00			36,381.00
664. MOODYS CORP	01/01/1950	01/08/2014	51,691.00	44,160.00			7,531.00
555. MURPHY OIL CORP	01/01/1950	01/08/2014	35,159.00	28,962.00			6,197.00
1285. MYLAN LABS INC	01/01/1950	01/08/2014	55,318.00	38,797.00			16,521.00
413. NPS PHARMACEUTICALS I	01/01/1950	01/08/2014	12,427.00	10,490.00			1,937.00
474. NTT DOCOMO INC SPONS	01/01/1950	01/08/2014	7,693.00	7,593.00			100.00
718. NATIONAL GRID PLC SPO	01/01/1950	01/08/2014	45,571.00	39,020.00			6,551.00
274. NESTLE S A SPONSORED REPRESENTING REG SHARES	01/01/1950	01/08/2014	19,887.00	2,315.00			17,572.00
1205. NETAPP INC	01/01/1950	01/08/2014	49,199.00	41,646.00			7,553.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side) REYNOLDS FOUNDATION 8803582

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510. NEXSTAR BROADCASTING A	01/01/1950	01/08/2014	27,336.00	14,643.00			12,693.00
650. NIKE INC CLASS B	01/01/1950	01/08/2014	50,342.00	38,983.00			11,359.00
769. NORTHROP GRUMMAN CORP	01/01/1950	01/08/2014	87,803.00	50,019.00			37,784.00
1009. NOVARTIS AG SPONSORE	01/01/1950	01/08/2014	80,466.00	51,226.00			29,240.00
87. NOVO-NORDISK A S SPONS	01/01/1950	01/08/2014	16,447.00	4,997.00			11,450.00
649. OCCIDENTAL PETROLEUM	01/01/1950	01/08/2014	61,362.00	58,939.00			2,423.00
2564. ORACLE CORPORATION	01/01/1950	01/08/2014	96,559.00	77,085.00			19,474.00
2466. ORANGE SPONS ADR	01/01/1950	01/08/2014	30,381.00	44,559.00			-14,178.00
380. PPG INDUSTRIES INC WI EXP 4/21/98	01/01/1950	01/08/2014	71,629.00	42,792.00			28,837.00
2288. PT BANK MANDIRI UNSP	01/01/1950	01/08/2014	14,391.00	13,399.00			992.00
367. PENSKE AUTO GROUP	01/01/1950	01/08/2014	16,845.00	10,267.00			6,578.00
1925. PFIZER INC WITH RIGH 10/5/97	01/01/1950	01/08/2014	59,096.00	34,879.00			24,217.00
704. PIER 1 IMPORTS INC	01/01/1950	01/08/2014	16,199.00	15,209.00			990.00
607. PINNACLE ENTERTAINMEN	01/01/1950	01/08/2014	15,624.00	12,829.00			2,795.00
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376. POPULAR INC	01/01/1950	01/08/2014	10,505.00	12,215.00			-1,710.00
563. PROCTER AND GAMBLE	01/01/1950	01/08/2014	45,535.00	34,079.00			11,456.00
825. PRIVATEBANCORP INC	01/01/1950	01/08/2014	23,248.00	15,912.00			7,336.00
1531. PUBLICIS GROUPE SPON	01/01/1950	01/08/2014	33,574.00	35,443.00			-1,869.00
945. QBE INS GROUP LTD SPO	01/01/1950	01/08/2014	9,799.00	11,545.00			-1,746.00
426. QLIK TECHNOLOGIES INC	01/01/1950	01/08/2014	11,233.00	9,448.00			1,785.00
557. QUANTA SERVICES INCOR	01/01/1950	01/08/2014	17,400.00	15,687.00			1,713.00
834. RWE AKTIENGESELLSCHAF	01/01/1950	01/08/2014	28,522.00	50,801.00			-22,279.00
2402. RF MICRO DEVICES INC	01/01/1950	01/08/2014	11,553.00	11,075.00			478.00
366. REALOGY HOLDINGS	01/01/1950	01/08/2014	17,593.00	16,551.00			1,042.00
926. REED ELSEVIER SPONS A	01/01/1950	01/08/2014	39,252.00	22,604.00			16,648.00
754. REED ELSEVIER PLC SPO	01/01/1950	01/08/2014	44,900.00	25,400.00			19,500.00
572. ROCHE HLDG LTD SPONS	01/01/1950	01/08/2014	39,936.00	20,686.00			19,250.00
350. ROYAL DUTCH SHELL PLC	01/01/1950	01/08/2014	26,057.00	21,679.00			4,378.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
REYNOLDS FOUNDATION 8803582	56-1925457

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[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
1107. ROYAL DUTCH-ADR A	01/01/1950	01/08/2014	78,153.00	70,467.00			7,686.00
325. RYLAND GROUP INC	01/01/1950	01/08/2014	13,565.00	13,127.00			438.00
161. SBA COMMUNICATIONS CO	01/01/1950	01/08/2014	14,247.00	5,665.00			8,582.00
828. STANDARD & POORS DEPO RECEIPTS	01/01/1950	01/08/2014	151,861.00	139,536.00			12,325.00
972. SANOFI SPONS ADR	01/01/1950	01/08/2014	49,746.00	31,532.00			18,214.00
781. SAP AKTIENGESELLSCHAF	01/01/1950	01/08/2014	66,431.00	47,408.00			19,023.00
1300. SCHNEIDER ELECTRIC U	01/01/1950	01/08/2014	21,710.00	17,117.00			4,593.00
519. SEVEN & I HOLDINGS UN	01/01/1950	01/08/2014	44,239.00	22,536.00			21,703.00
187. SHIRE PLC SPONS ADR	01/01/1950	01/08/2014	26,340.00	10,896.00			15,444.00
219. SIMON PROPERTY GROUP	01/01/1950	01/08/2014	33,887.00	22,427.00			11,460.00
764. SINCLAIR BROADCAST GR	01/01/1950	01/08/2014	27,779.00	11,370.00			16,409.00
957. SINGAPORE TELECOM SPO	01/01/1950	01/08/2014	26,604.00	20,160.00			6,444.00
290. SMITH & NEPHEW PLC-AD	01/01/1950	01/08/2014	20,761.00	13,576.00			7,185.00
340. SMITH A O CORP	01/01/1950	01/08/2014	17,853.00	9,485.00			8,368.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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REYNOLDS FOUNDATION 8803582

Social security number or taxpayer identification number

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1 (a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
886. STATE STREET CORP	01/01/1950	01/08/2014	66,537.00	53,481.00			13,056.00
705. SUNCOR ENERGY INC	01/01/1950	01/08/2014	24,167.00	24,734.00			-567.00
387. SUPERIOR ENERGY SVCS	01/01/1950	01/08/2014	9,721.00	10,570.00			-849.00
663. SWEDBANK AB SPONS ADR	01/01/1950	01/08/2014	18,226.00	10,742.00			7,484.00
262. SYNGENTA AG SPONS ADR	01/01/1950	01/08/2014	20,805.00	10,451.00			10,354.00
612. TRW AUTOMOTIVE HOLDIN	01/01/1950	01/08/2014	45,000.00	43,761.00			1,239.00
3162. TAIWAN SEMICONDUCTOR	01/01/1950	01/08/2014	53,911.00	31,612.00			22,299.00
1507. TAKEDA PHARMACEUTICA	01/01/1950	01/08/2014	34,352.00	33,031.00			1,321.00
180. TANGER FACTORY OUTLET	01/01/1950	01/08/2014	5,868.00	5,952.00			-84.00
2345. TELEFONICA SA ADR	01/01/1950	01/08/2014	37,848.00	46,642.00			-8,794.00
310. TENET HEALTHCARE CORP	01/01/1950	01/08/2014	14,012.00	7,873.00			6,139.00
1005. TERADYNE INC	01/01/1950	01/08/2014	17,818.00	16,860.00			958.00
491. TEREX CORP	01/01/1950	01/08/2014	19,708.00	12,492.00			7,216.00
2932. TESCO PLC SPONS ADR	01/01/1950	01/08/2014	47,116.00	53,870.00			-6,754.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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REYNOLDS FOUNDATION 8803582 | 56-1925457

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
166. TESORO CORP	01/01/1950	01/08/2014	9,507.00	9,382.00			125.00
1765. TEVA PHARMACEUTICAL	01/01/1950	01/08/2014	72,858.00	73,238.00			-380.00
968. TIME WARNER INC	01/01/1950	01/08/2014	65,058.00	60,024.00			5,034.00
1321. TOKIO MARINE HOLDING	01/01/1950	01/08/2014	42,602.00	35,825.00			6,777.00
1608. TOKYO ELECTRON LTD U	01/01/1950	01/08/2014	21,756.00	19,729.00			2,027.00
616: TORCHMARK CORP	01/01/1950	01/08/2014	48,053.00	28,831.00			19,222.00
1284. TOTAL S.A. SPON ADR	01/01/1950	01/08/2014	75,703.00	70,295.00			5,408.00
296. TOYOTA MTR CORP SPONS	01/01/1950	01/08/2014	35,558.00	24,528.00			11,030.00
421. TRANSCANADA CORP	01/01/1950	01/08/2014	18,570.00	12,851.00			5,719.00
632. TRAVELERS COMPANIES I	01/01/1950	01/08/2014	55,716.00	41,350.00			14,366.00
217. TRIUMPH GROUP INC NEW	01/01/1950	01/08/2014	16,565.00	13,974.00			2,591.00
1552. TYSON FOODS INC	01/01/1950	01/08/2014	51,681.00	43,717.00			7,964.00
633. USG CORP	01/01/1950	01/08/2014	18,616.00	13,662.00			4,954.00
1278. UNILEVER PLC	01/01/1950	01/08/2014	50,902.00	39,373.00			11,529.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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459. UNILEVER N V -NY SHAR	01/01/1950	01/08/2014	17,905.00	14,106.00			3,799.00
940. UNITED OVERSEAS BANK-	01/01/1950	01/08/2014	31,029.00	26,677.00			4,352.00
685. UNITEDHEALTH GROUP IN	01/01/1950	01/08/2014	52,196.00	15,881.00			36,315.00
396. VANTIV INC -CL A	01/01/1950	01/08/2014	12,652.00	9,454.00			3,198.00
620. VERIFONE SYSTEMS, INC	01/01/1950	01/08/2014	15,878.00	12,849.00			3,029.00
528. VIACOM INC-B W/I	01/01/1950	01/08/2014	45,481.00	23,145.00			22,336.00
2629. VINCI SA UNSPONS ADR	01/01/1950	01/08/2014	42,668.00	31,520.00			11,148.00
1055. VODAFONE GROUP SPONS	01/01/1950	01/08/2014	40,859.00	22,227.00			18,632.00
325. VOLKSWAGEN AG PFD SPO	01/01/1950	01/08/2014	17,595.00	9,758.00			7,837.00
345. WPP PLC SPONS ADR	01/01/1950	01/08/2014	38,232.00	20,934.00			17,298.00
2530. WELLS FARGO COMPANY	01/01/1950	01/08/2014	114,734.00	85,562.00			29,172.00
2196. WESTERN UNION-WI	01/01/1950	01/08/2014	38,341.00	28,321.00			10,020.00
268. WHITING PETROLEUM COR	01/01/1950	01/08/2014	16,007.00	12,179.00			3,828.00
1225. WISDOMTREE INVESTMEN	01/01/1950	01/08/2014	22,135.00	15,030.00			7,105.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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1010. WYNDHAM WORL-W/I	01/01/1950	01/08/2014	72,911.00	56,706.00			16,205.00
670. ZIMMER HOLDINGS, INC.	01/01/1950	01/08/2014	64,078.00	40,623.00			23,455.00
592. ZIONS BANCORPORATION	01/01/1950	01/08/2014	17,552.00	11,246.00			6,306.00
1105. ZURICH INSURANCE GRO	01/01/1950	01/08/2014	31,619.00	20,921.00			10,698.00
273. ARCH CAPITAL GROUP LT	01/01/1950	01/08/2014	15,274.00	10,267.00			5,007.00
697. FREESCALE SEMICONDUCT	01/01/1950	01/08/2014	10,545.00	6,754.00			3,791.00
315. ICON PLC	01/01/1950	01/08/2014	12,584.00	5,955.00			6,629.00
4437. MARVELL TECHNOLOGY G	01/01/1950	01/08/2014	65,045.00	49,045.00			16,000.00
467. NORWEGIAN CRUISE LINE	01/01/1950	01/08/2014	15,789.00	13,636.00			2,153.00
1098. ORIENT-EXPRESS HOTEL	01/01/1950	01/08/2014	16,020.00	13,209.00			2,811.00
375. ROWAN COMPANIES PLC	01/01/1950	01/08/2014	12,934.00	12,552.00			382.00
585. ACE LIMITED	01/01/1950	01/08/2014	58,534.00	40,709.00			17,825.00
709. UBS AG	01/01/1950	01/08/2014	14,003.00	12,916.00			1,087.00
597. INTELSAT S.A.	01/01/1950	01/08/2014	13,259.00	12,009.00			1,250.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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677. LYONDELLBASELL INDUST	01/01/1950	01/08/2014	53,929.00	42,349.00			11,580.00
601. AVAGO TECHNOLOGIES LT	01/01/1950	01/08/2014	31,889.00	21,315.00			10,574.00
680. SCORPIO TANKERS INC	01/01/1950	01/08/2014	7,969.00	8,117.00			-148.00
98369.248 OPPENHEIMER INTL	01/01/1950	01/16/2014	598,085.00	667,013.00			-68,928.00
3671.706 DIAMOND HILL LONG	01/01/1950	05/27/2014	85,000.00	61,777.00			23,223.00
8137.432 PNC INTERMEDIATE	01/01/1950	05/27/2014	90,000.00	90,997.00			-997.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			10,535,704.	8,094,247.			2,441,457.

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