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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2015**Open to Public Inspection**

For calendar year 2015 or tax year beginning

07/01, 2015, and ending

06/30, 2016

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		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 ☒ 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) \$ 16,440,693.	J Accounting method ☒ 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)
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	415,926.	415,926.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	7,381.			
b Gross sales price for all assets on line 6a	2,434,536.			
7 Capital gain net income (from Part IV, line 2)		7,381.		
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)	25,891.			STMT 2
12 Total. Add lines 1 through 11	449,198.	7,381.		
13 Compensation of officers, directors, trustees, etc.	34,075.	23,852.		10,222.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	1,196.	NONE	NONE	NONE
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	37,656.			
17 Interest				
18 Taxes (attach schedule) (see instructions)	8,310.			
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)	750.			
24 Total operating and administrative expenses. Add lines 13 through 23.	81,987.	23,852.	NONE	10,222.
25 Contributions, gifts, grants paid	796,000.			796,000.
26 Total expenses and disbursements. Add lines 24 and 25.	877,987.	23,852.	NONE	806,222.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-428,789.			
b Net investment income (if negative, enter -0-)		399,455.		
c Adjusted net income (if negative, enter -0-)				

G.32⁷ -10

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	183,261.	312,083.	312,083.
	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			
	10a	Investments - U S and state government obligations (attach schedule) . .			
	b	Investments - corporate stock (attach schedule) . STMT 7 .	16,325,238.	15,763,002.	16,128,610.
	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)	16,508,499.	16,075,085.	16,440,693.	
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, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	16,508,499.	16,075,085.	
	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)	16,508,499.	16,075,085.	
	31	Total liabilities and net assets/fund balances (see instructions)	16,508,499.	16,075,085.	

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	16,508,499.
2	Enter amount from Part I, line 27a	2	-428,789.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,079,710.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING/TIMING VARIANCES	5	4,625.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,075,085.

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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 2,434,536.		2,427,155.	7,381.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) 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			
a			7,381.		
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	7,381.	
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.

(a) Base period years Calendar year (for tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	780,825.	17,292,915.	0.045153
2013	817,821.	16,790,220.	0.048708
2012	675,000.	15,670,693.	0.043074
2011	662,500.	15,054,976.	0.044005
2010	865,852.	15,554,023.	0.055667
2 Total of line 1, column (d)			2 0.236607
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 0.047321
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 16,605,599.
5 Multiply line 4 by line 3			5 785,794.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,995.
7 Add lines 5 and 6			7 789,789.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 806,222.

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)		1	3,995.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	3,995.
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	3,995.
6 Credits/Payments.			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 6,000.		
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	6,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,003.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ NONE Refunded ☒	11	2,003.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	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 8	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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? Website address ▶ N/A	13	X
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		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	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)? Organizations relying on a current notice regarding disaster assistance check here ▶	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ▶	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 2015 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 2015)	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 2015?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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** ☒

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 TENNESSEE BANK TRUST DIVISION, KNOXVILLE, TN 37995-1230	TRUSTEE	34,075	-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**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,610,804.
b	Average of monthly cash balances	1b	247,672.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	16,858,476.
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	16,858,476.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	252,877.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,605,599.
6	Minimum investment return. Enter 5% of line 5	6	830,280.

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	830,280.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	3,995.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,995.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	826,285.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	826,285.
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	826,285.

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	806,222.
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	806,222.
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	3,995.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	802,227.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				826,285.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			790,775.	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>806,222.</u>				
a Applied to 2014, but not more than line 2a . . .			790,775.	
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 2015 distributable amount				15,447.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2015 . (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 2014. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				810,838.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2011 . . .	NONE			
b Excess from 2012 . . .	NONE			
c Excess from 2013 . . .	NONE			
d Excess from 2014 . . .	NONE			
e Excess from 2015 . . .	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 2015, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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.

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 16				796,000.
Total			3a	796,000.
b Approved for future payment				
Total			3b	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AQR MANAGED FUTURES STRATEGY FUND-I	39,269.	39,269.
FIRST TENNESSEE BANK DEPOSIT ACCOUNT	419.	419.
EATON VANCE GLOBAL MACRO ABSOL RET-I	47,271.	47,271.
GATEWAY FUND-Y	13,172.	13,172.
GOLDMAN SACHS ABS RET TR-I	12,650.	12,650.
PIMCO FORGN BD USUSD HD-INST	48,610.	48,610.
PNC INTERMEDIATE BOND-I	47,449.	47,449.
PIMCO FOREIGN BOND FUND IN	4,717.	4,717.
VANGUARD DEVELOPED MKT INDEX-ADM	78,317.	78,317.
VANGUARD EXTND INDEX-ADM	15,443.	15,443.
VANGUARD 500 INDEX FUND ADM (VFIAX) FD 5	108,609.	108,609.
	-----	-----
TOTAL	415,926.	415,926.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----

TOTALS	25,891.
	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	1,196.			
TOTALS	1,196.	NONE	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
CUSTODIAN & MANAGEMENT FEES (A	37,656.

TOTALS	37,656.
	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL ESTIMATES - PRINCIPAL	6,000.
FOREIGN TAXES ON QUALIFIED FOR	1,189.
FOREIGN TAXES ON NONQUALIFIED	1,121.

TOTALS	8,310.
	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
OTHER ALLOCABLE EXPENSE-PRINCI	750.

TOTALS	750.
	=====

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
DIAMOND HILL LONG/SH	578,489.	805,734.
FORWARD TACTICAL GROWTH		
GATEWAY FUND Y	713,741.	830,536.
VANGUARD DEV MKTS INDEX	3,101,809.	2,665,229.
VANGUARD EXTND INDEX	795,078.	815,862.
VANGUARD 500 INDEX	4,340,456.	4,947,746.
EATON VANCE GLOBAL MACRO	926,078.	829,903.
GOLDMAN SACHS ABS RET	829,039.	822,258.
PIMCO FOREIGN BOND FUND	665,461.	648,080.
PNC INTERMEDIATE BOND	2,966,936.	2,961,997.
COAST ACCESS II	5,293.	3,901.
COAST ACCESS II LTD	5,294.	4,717.
AQR MANAGED FUTURES	835,328.	792,647.
	-----	-----
TOTALS	15,763,002.	16,128,610.
	=====	=====

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.

REYNOLDS FOUNDATION 8803582
FORM 990PF, PART XV - LINES 2a - 2d
=====

56-1925457

RECIPIENT NAME:

BRIAN JOHANNSEN

ADDRESS:

800 S. GAY STREET

KNOXVILLE, TN 37929

RECIPIENT'S PHONE NUMBER: 865-971-2353

E-MAIL ADDRESS: BEJOHANNSEN@FTB.COM

FORM, INFORMATION AND MATERIALS:

WRITTEN AS PRESCRIBED BY FOUNDATION

SUBMISSION DEADLINES:

1/31 AND 7/31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 9

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

=====

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:

FORSYTH COUNTY

ADDRESS:

201 N. CHESTNUT STREET
WINSTON-SALEM, NC 27101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

LIBRARY RENOVATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

NATIONAL CYCLING CENTER

ADDRESS:

145 KIMEL PARK DRIVE, SUITE 330
WINSTON-SALEM, NC 27103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

YOUTH PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 200,000.

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

=====

RECIPIENT NAME:

SENIOR SERVICES INC

ADDRESS:

2895 SHOREFAIR ROAD

WINSTON-SALEM, NC 27102

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAPITAL EXPENDITURES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 125,000.

RECIPIENT NAME:

WINSTON SALEM IND FOR THE BLIND

ADDRESS:

7730 NORTH POINT DRIVE

WINSTON-SALEM, NC 27106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

AFTERSCHOOL PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

CREATIVE CORRIDORS COALITION

ADDRESS:

525 VINE STREET, #210

WINSTON-SALEM, NC 27101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAPITAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 25,000.

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

=====

RECIPIENT NAME:

CAROLINA SENIORCARE

ADDRESS:

802 EAST CENTER STREET

LEXINGTON, NC 27292

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

THERAPY

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

CHILDRENS HOPE ALLIANCE

ADDRESS:

P.O. BOX 1

BARIUM SPRINGS, NC 28010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HEALTH RECORD TECHNOLOGY

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

BOYS AND GIRLS CLUBS SANDHILLS

ADDRESS:

P.O. BOX 1761

SOUTHERN PINES, NC 28388

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASE OF BUSSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 50,000.

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

=====

RECIPIENT NAME:

AIKEN HORSE PARK FOUNDATION

ADDRESS:

P.O. BOX 1951

AIKEN, SC 29802

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CAPITAL IMPROVEMENTS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 20,000.

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:

BOOKMARKS

ADDRESS:

251 NORTH SPRUCE STREET

WINSTON-SALEM, NC 27101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

WEB SITE UPDATES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,500.

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

=====

RECIPIENT NAME:

CHILDREN'S LAW CENTER OF CENTRAL NC

ADDRESS:

8 WEST 3RD STREET, SUITE M6

WINSTON-SALEM, NC 27101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ST ANDREWS UNIVERSITY

ADDRESS:

1700 DOGWOOD MILE

LAURINBURG, NC 28352

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

VIRTUAL CLASSROOMS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:

NORTHWEST CHILD DEVELOPMENT

ADDRESS:

251 EAST SEVENTH STREET

WINSTON-SALEM, NC 27101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 25,000.

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

=====

RECIPIENT NAME:

THE ARTS COUNCIL OF MOORE COUNTY

ADDRESS:

P.O. BOX 405

SOUTHERN PINES, NC 28388

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MUSICAL PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:

MOUNTAIN VALLEY HOSPICE & PALLIATIVE

ADDRESS:

P.O. BOX 102

ELKIN, NC 28621

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL

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:

DAILY RESIDENTIAL PROGRAMMING

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 30,000.

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

=====

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 10,000.

RECIPIENT NAME:

ECHO MINISTRY

ADDRESS:

P.O. BOX 102
ELKIN, NC 28621

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HOMELESS SHELTER OPERATION

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 7,500.

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 19,000.

TOTAL GRANTS PAID:

796,000.

=====