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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

OMB No 1545-0052

2016

Open to Public Inspection

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

For calendar year 2016 or tax year beginning , and ending

Name of foundation The Reynolds and Reynolds Company Foundation			A Employer identification number 31-1168299	
Number and street (or P.O. box number if mail is not delivered to street address) One Reynolds Way		Room/suite	B Telephone number (see instructions) 937-485-2773	
City or town, state or province, country, and ZIP or foreign postal code Kettering OH 45430		C If exemption application is pending, check here <input type="checkbox"/>		
Foreign country name Foreign province/state/country Foreign postal code		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,058,272		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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 <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	90,405	90,405		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-37,061			
	b Gross sales price for all assets on line 6a 1,912,699				
	7 Capital gain net income (from Part IV, line 2)				
	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)	92	92			
12 Total. Add lines 1 through 11	53,436	90,497	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	646			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	28,216	28,216		
	24 Total operating and administrative expenses. Add lines 13 through 23	28,862	28,216	0	0
25 Contributions, gifts, grants paid	248,560			248,560	
26 Total expenses and disbursements. Add lines 24 and 25	277,422	28,216	0	248,560	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-223,986				
b Net investment income (if negative, enter -0-)		62,281			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2016)

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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	23,812	-2,931	-2,931
	2	Savings and temporary cash investments	4,097,887	3,900,643	4,061,203
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	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)	4,121,699	3,897,712	4,058,272
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,121,699	3,897,712	
	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)	4,121,699	3,897,712	
	31	Total liabilities and net assets/fund balances (see instructions)	4,121,699	3,897,712	

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	4,121,699
2	Enter amount from Part I, line 27a	2	-223,986
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,897,713
5	Decreases not included in line 2 (itemize) ▶ Rounding	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,897,712

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				
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	1,912,699	1,949,760	-37,061	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			-37,061	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 10px;">{</div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		2	-37,061
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	0

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))
2015	220,740	4,202,989	0.052520
2014	209,230	4,220,025	0.049580
2013	190,765	3,916,545	0.048707
2012	178,825	3,587,568	0.049846
2011	176,276	3,419,460	0.051551
2 Total of line 1, column (d)			2 0.252204
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 0.050441
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 3,951,887
5 Multiply line 4 by line 3			5 199,337
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 623
7 Add lines 5 and 6			7 199,960
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			8 248,560

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	623
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	0
3	Add lines 1 and 2	3	623
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	623
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	623
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2017 estimated tax Refunded	11	0

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)? <i>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</i>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) OH		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► www.reyrey.com	13	X	
14	The books are in care of ► Jim Penikas Telephone no ► (937) 485-2898 Located at ► One Reynolds Way Kettering OH ZIP+4 ► 45430			
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 2016, 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	Yes	No
				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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A	
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 _____, 20 _____, 20 _____, 20 _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)	3b	N/A	
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 2016?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 N/A
	Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b X
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

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
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	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				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0

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	3,994,166
b	Average of monthly cash balances	1b	17,902
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,012,068
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	
3	Subtract line 2 from line 1d	3	4,012,068
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	60,181
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,951,887
6	Minimum investment return. Enter 5% of line 5	6	197,594

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	197,594
2a	Tax on investment income for 2016 from Part VI, line 5	2a	623
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	623
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	196,971
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	196,971
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	196,971

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	248,560
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	248,560
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	623
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	247,937

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				196,971
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011	9,009			
b From 2012	5,697			
c From 2013	5,523			
d From 2014	3,716			
e From 2015	16,550			
f Total of lines 3a through e	40,495			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 248,560				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				196,971
e Remaining amount distributed out of corpus	51,589			
5 Excess distributions carryover applied to 2016. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	92,084			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	9,009			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	83,075			
10 Analysis of line 9				
a Excess from 2012	5,697			
b Excess from 2013	5,523			
c Excess from 2014	3,716			
d Excess from 2015	16,550			
e Excess from 2016	51,589			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A****1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

NONE

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

NONE

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

Jim Penikas One Reynolds Way Kettering, OH 45430 (937) 485-2898

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

See Grant Guidelines (attached)

c Any submission deadlines

See Grant Guidelines (attached)

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

See Grant Guidelines (attached)

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 <i>Paid during the year</i>				
Blinn College		PC	Scholarships	2,000
902 College Ave				
Brenham, TX 77833				
Cedarville University		PC	Nat Guard Scholarships	18,500
251 N Main St				
Cedarville, OH 45314				
Celina Combined Services Appeal		PC	Health and Human Services	10,000
PO Box 107				
Celina, OH 45822				
Columbus State		PC	Scholarships	2,500
550 E Spring Street				
Columbus, OH 43215				
Texas A&M		PC	Scholarships	14,000
400 Bizzell St				
College Station, TX 77840				
Miami University		PC	Scholarships	2,500
501 E High Street				
Oxford, OH 45056				
University of Dayton		PC	Scholarships	4,000
300 College Park				
Dayton, OH 45469				
University Of Houston		PC	Scholarships	2,000
4800 Calhoun Rd				
Houston, TX 77004				
University of Houston - Downtown Campus		PC	Scholarships	2,000
1 Main St				
Houston, TX 77002				
Ohio University		PC	Scholarships	2,500
Athens, OH 45701				
Sam Houston State		PC	Scholarships	6,000
1906 University Ave				
Huntsville, TX 77340				
Total See Attached Statement			3a	248,560
b <i>Approved for future payment</i>				
Total			3b	0

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

- | | | |
|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | |
| | (1) Cash | 1 |
| | (2) Other assets | 1 |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1 |
| | (2) Purchases of assets from a noncharitable exempt organization | 1 |
| | (3) Rental of facilities, equipment, or other assets | 1 |
| | (4) Reimbursement arrangements | 1 |
| | (5) Loans or loan guarantees | 1 |
| | (6) Performance of services or membership or fundraising solicitations | 1 |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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

05/09/17
Date

► Treasurer
Title

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

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Sinclair Community College

Street

444 W 3rd St

City

Dayton

State

OH

Zip Code

45402

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Scholarships

Amount

1,000

Name

STEM School

Street

1724 Woodman Drive

City

Kettering

State

OH

Zip Code

45420

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Academic Program Improvements

Amount

10,000

Name

Epilepsy Foundation of Western Ohio

Street

11 W Monument Ave, Suite 101

City

Dayton

State

OH

Zip Code

45402

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Health and Human Services

Amount

1,500

Name

Reynolds and Reynolds Associate Foundation

Street

One Reynolds Way

City

Kettering

State

OH

Zip Code

45430

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

CareFest Challenge Grant

Amount

18,000

Name

Scholarship America

Street

1550 American Boulevard E

City

Minneapolis

State

MN

Zip Code

55425

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Scholarships

Amount

57,560

Name

Western Ohio Educational Foundation

Street

7600 Lake Campus Drive

City

Celina

State

OH

Zip Code

45822

Foreign Country**Relationship****Foundation Status**

PC

Purpose of grant/contribution

Scholarships

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Wright State University Foundation

Street

3640 Colonel Glenn Highway

City

Dayton

State

OH

Zip Code

45435

Foreign Country

Relationship

Foundation Status

PC

Purpose of grant/contribution

Scholarships

Amount

89,500

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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Part I, Line 11 (990-PF) - Other Income

		92	92	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Proceeds due on class action settlement	92	92	

Part I, Line 18 (990-PF) - Taxes

		646	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Ohio AG Filing Fee	200			
2	US Treasury 2015 Tax Return	446			

Part I, Line 23 (990-PF) - Other Expenses

		28,216	28,216	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Investment Management Fees	26,176	26,176		
2	Other Disbursements	25	25		
3	McGriff, Seibels & Williams Insurance	1,037	1,037		
4	Non-Cash Transactions	978	978		

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Dave Bates		One Reynolds Way	Kettering	OH	45430		Trustee	2 00	0		
2	Craig Moss		6700 Hollister	Houston	TX	77040		Trustee	2 00	0		
3	Willie Daughters		One Reynolds Way	Kettering	OH	45430		Trustee	2 00	0		
4	Shem Robinson		6700 Hollister	Houston	TX	77040		Trustee	2 00	0		
5	Jon Strawsburg		One Reynolds Way	Kettering	OH	45430		Trustee	2 00	0		
6	Steve Kuhn		824 Murlin Ave	Celina	OH	45822		Trustee	2 00	0		
7	Jim Penikas		One Reynolds Way	Kettering	OH	45430		Treasurer	2 00	0		

The Reynolds and Reynolds Company Foundation

FEIN 31-1168299

Year Ending 12/31/2016

Form 990-PF, Part X, Line 1a:

Average monthly fair market value of securities

Month	Beginning Balance	Ending Balance	Average Balance
January	4,076,809	3,875,389	3,976,099
February	3,875,389	3,853,855	3,864,622
March	3,853,855	3,958,427	3,906,141
April	3,958,427	3,973,206	3,965,816
May	3,973,206	4,006,271	3,989,738
June	4,006,271	3,958,527	3,982,399
July	3,958,527	4,078,328	4,018,427
August	4,078,328	4,063,206	4,070,767
September	4,063,206	4,062,059	4,062,633
October	4,062,059	3,988,740	4,025,400
November	3,988,740	4,042,973	4,015,857
December	4,042,973	4,061,203	4,052,088
Monthly Average Balance, 2016			<u>3,994,166</u>

The Reynolds and Reynolds Company Foundation

FEIN 31-1168299

Year Ending 12/31/2016

Form 990-PF, Part X, Line 1b: Average of monthly cash balances

Month	Beginning Balance	Ending Balance	Average Balance
January	33,812	39,812	36,812
February	39,812	13,812	26,812
March	13,812	93,812	53,812
April	93,812	16,312	55,062
May	16,312	2,166	9,239
June	2,166	4,769	3,468
July	4,769	4,769	4,769
August	4,769	5,769	5,269
September	5,769	4,769	5,269
October	4,769	4,769	4,769
November	4,769	4,769	4,769
December	4,769	4,769	4,769
Monthly Average Balance, 2016			17,902

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Company Foundation

The Reynolds and Reynolds Company Foundation has a strong tradition of giving. The Company Foundation is focused on giving toward higher education programs in an effort to prepare quality students for key roles in the regional communities in which Reynolds has significant presence.

As part of its focus on higher education, the Reynolds Company Foundation has established a number of academic scholarship programs. [Find out more](#)

More Information

Send email to

Company_Foundation@reyrey.com

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Company Foundation

Quarterly Grant Deadlines

Proposal Due:

February 9, 2017

May 5, 2017

August 11, 2017

November 10, 2017

Meeting Date:

March 2, 2017

June 1, 2017

September 7, 2017

December 7, 2017

More Information

Send email to

Company_Foundation@reyrey.com

Grant Information

- The Foundation typically makes grant decisions four times annually
- All proposals must be submitted electronically
- In general, organizations repeating a request in the same fiscal year will not be considered for additional funding
- An approved grant does not necessarily indicate that continued support will automatically be available the following year
- The Foundation is unable to support all worthwhile causes. Preference is shown to community needs in areas where Reynolds has major operations
- Comprehensive assessment of grant success is typically requested annually

Grant Restrictions

Because of federal law, policy or budget limitations, The Reynolds and Reynolds Company Foundation does not contribute to

- Organizations without IRS tax exemption 501(c)(3) status
- Individual primary or secondary schools
- Sectarian organizations having a predominantly religious purpose
- Individuals
- Political parties, offices or candidates
- Fraternal or veteran's organizations
- Organizations who cannot provide adequate accounting records or procedures
- Tax-supported universities and colleges for operating purposes
- Funding for deficits or debt retirement
- Endowments
- Courtesy advertising
- Fundraising events
- Capital Campaigns

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Company Foundation Overview

Grant Guidelines

Grant Requests

Company Foundation

Please use the following template as your guide for completing a grant request to the Reynolds and Reynolds Company Foundation. All proposals must be submitted via email (with requested attachments) to Company_Foundation@reyrey.com

1 Your Organization/Agency

- Contact name
- Street Address/email Address
- Phone Number
- Qualified 501(c)(3) Federal Identification Number (31-xxx)

2 Organizational Mission

Give a brief description of your organization including history, purpose and activities

3 Amount of Your Request and Total Project Budget

4 Statement of Need/Project Description

- Clearly describe the program for which funding is requested
- What is the value to the region?
- What are your objectives?
- Do you have any special qualifications or history that will assist in achieving your goals?
- What sources and amounts of other funding have been received, pledged or requested for this project?
- Describe your strategy for permanent financial support
- Are any Reynolds and Reynolds associates on your board or committees?
- How will you communicate progress and/or outcomes with the Foundation?

5 Have you had previous grants from the Company Foundation?

If yes, please note the years and amounts

6 Does your organization receive United Way support? If yes, has United Way approved this solicitation/campaign? What percent of your total budget is provided by United Way funding?

7 Does your organization receive financial support from any government sources?

If yes, what percent of your total budget is provided by government sources?

8 Please send as attachments:

- a Financial statement/Operating budget
- b Current sources of income

Thank you for your grant request to the Reynolds and Reynolds Company Foundation. We will do the best we can to support and encourage your important work.

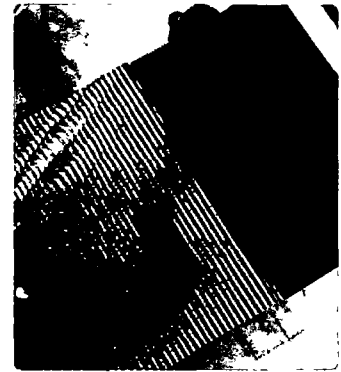
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Send email to
Company_Foundation@reyrey.com

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The Reynolds and Reynolds Company Foundation supports a number of programs in higher education, including directly funding academic scholarships.

Academic Scholarships from Reynolds

The Reynolds and Reynolds Company Foundation supports a number of programs in higher education that prepare quality students for key roles in the regional communities where Reynolds has significant presence. Included in those programs are academic scholarships directly funded by the Reynolds Company Foundation.

- [The Reynolds and Reynolds Leadership Scholars Program](#) for computer science and engineering students at Wnght State University
- Reynolds College Scholarships for children of associates

More Information[Company Foundation Page](#)

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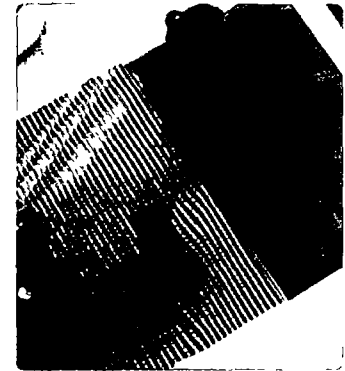
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Academic Scholarships

Wnght State Scholarship

The Reynolds and Reynolds Leadership Scholars Program provides scholarships for incoming students who plan to major in computer science or computer engineering at Wright State University.

The Program

The Reynolds and Reynolds Company Foundation has established the Reynolds and Reynolds Leadership Scholars Program for students entering the College of Engineering and Computer Science at Wnght State University in Dayton, Ohio. The program provides for scholarships to be awarded to up to five incoming first-year computer science or computer engineering students each year. Each recipient will receive a \$2,500 annual scholarship award for up to four years, based on satisfactory academic progress.

Eligibility

To be considered for a scholarship award from the Reynolds and Reynolds Leadership Scholars Program, a student is expected to have

- High school GPA of 3.0 or higher (on a 4.0 scale)
- Minimum ACT score of 25 or minimum 1790 SAT score
- Anticipated major in computer science or computer engineering at Wnght State University

The scholarship is renewable for up to three years (for a total award of four years), provided the student remains a full-time student at Wnght State, maintains a GPA of 3.0 or higher, and makes timely progress in the computer science or computer engineering curricula.

Note: Applicants and their families need not be connected to Reynolds and Reynolds as part of the eligibility requirements, and any connection with the company will not affect the selection process in any way.

Scholarship Information

Wnght State University administers the Reynolds and Reynolds Leadership Scholars Program. For scholarship information, contact Karen Meyer, Director of Undergraduate Advising/Sr. Lecturer of the Department of Computer Science and Engineering, or Dr. Mateen Rizki, Chair, Department of Computer Science and Engineering. (Contact details provided at night.)

More Information

[Company Foundation Page](#)

The Reynolds and Reynolds Leadership Scholars Program is managed by Wnght State University (www.wnght.edu)

Scholarship Contacts

Karen A. Meyer
Sr. Lecturer, Director of Undergraduate Advising
Department of Computer Science and Engineering
Wnght State University

Department - 303 Russ Center
3640 Colonel Glenn Highway
Dayton, OH 45435
937 775 5131 (phone)
937 775 5133 (fax)

Office 344 Russ Center
937 775 5104

Dr. Mateen Rizki
Interim Chair, Department of Computer Science and Engineering
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