

EXTENDED TO NOVEMBER 15, 2018

2949118103418 8

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.

► Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

THE REED FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

40 STRATFORD PLACE NE

A Employer identification number

26-1477372

City or town, state or province, country, and ZIP or foreign postal code

ATLANTA, GA 30342-3956

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,521,327.** (Part I, column (d) must be on cash basis.) J Accounting method. Cash Accrual
 Other (specify) _____

Revenue	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))	(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		357,140.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		14.	14.		STATEMENT 1
4 Dividends and interest from securities		144,691.	144,691.		STATEMENT 2
5a Gross rents		43.	43.	43.	STATEMENT 3
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		134,250.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			134,250.		
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)					
11 Other income		<295,729. >	24,239.	<319,968. >	STATEMENT 4
12 Total. Add lines 1 through 11		340,409.	303,237.	<319,925. >	
13 Compensation of officers, directors, trustees, etc		1,200.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 5	3,900.	0.	0.	0.
c Other professional fees	STMT 6	220.	220.	0.	0.
17 Interest		18,852.	18,852.	0.	0.
18 Taxes	STMT 7	1,745.	1,745.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses Add lines 13 through 23		25,917.	20,817.	0.	0.
25 Contributions, gifts, grants paid		146,875.			146,875.
26 Total expenses and disbursements. Add lines 24 and 25		172,792.	20,817.	0.	146,875.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		167,617.			
b Net investment income (if negative, enter -0-)			282,420.		
c Adjusted net income (if negative, enter -0-)				0.	

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		<473,129. >	<1,383,864. >	<1,383,864. >
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 9	4,001,336.	4,879,688.	5,705,191.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	0.	200,000.	200,000.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,528,207.	3,695,824.	4,521,327.
	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				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	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		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds ..		3,528,207.	3,695,824.	
	30 Total net assets or fund balances ..		3,528,207.	3,695,824.	
	31 Total liabilities and net assets/fund balances		3,528,207.	3,695,824.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,528,207.
2 Enter amount from Part I, line 27a	2	167,617.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3,695,824.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,695,824.

Form 990-PF (2017)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 FIDELITY		P	VARIOUS	12/31/17
b CAPITAL GAINS DIVIDENDS				
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 356,889.		238,964.	117,925.	
b 16,325.			16,325.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			117,925.	
b			16,325.	
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	134,250.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			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 doesn't 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))
2016	135,314.	3,021,027.	.044791
2015	116,457.	2,849,835.	.040864
2014	85,000.	2,350,031.	.036170
2013	67,232.	1,708,977.	.039340
2012	47,125.	1,385,722.	.034008

2 Total of line 1, column (d) 2 .195173

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years 3 .039035

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 4 3,837,705.

5 Multiply line 4 by line 3 5 149,805.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,824.

7 Add lines 5 and 6 7 152,629.

8 Enter qualifying distributions from Part XII, line 4 8 146,875.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2017 estimated tax payments and 2016 overpayment credited to 2017

6a 1,280.

b Exempt foreign organizations - tax withheld at source

6b 0.

c Tax paid with application for extension of time to file (Form 8868)

6c 0.

d Backup withholding erroneously withheld

6d 0.

7 Total credits and payments. Add lines 6a through 6d

7 1,280.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8 0.

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

9 4,368.

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 2018 estimated tax ►

Refunded ►

11

Part VII-A | Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.

1b X

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. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or 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?

5 X

If "Yes," attach the statement required by *General Instruction T*.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

• 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?

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 ..

6 X

8a Enter the states to which the foundation reports or with which it is registered See instructions. ►

7 X

GA

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

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

8b X

10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses

9 X

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? Website address ► N/A	13	X
14 The books are in care of ► GLEN REED Located at ► 40 STRATFORD PLACE NE, ATLANTA, GA	Telephone no. ► 404-572-3393 ZIP+4 ► 30342-3956	
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	N/A
16 At any time during calendar year 2017, 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?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X 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	X 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	N/A	
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 2017?	1b	
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes	X 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.)	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.	2b	
►		
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	X No
b If "Yes," did it have excess business holdings in 2017 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 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2017?	4a	X
	4b	X

Form 990-PF (2017)

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions
- (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	Yes	No
(1)	<input type="checkbox"/>	<input checked="" type="checkbox"/>		
(2)	<input type="checkbox"/>	<input checked="" type="checkbox"/>		
(3)	<input type="checkbox"/>	<input checked="" type="checkbox"/>		
(4)	<input type="checkbox"/>	<input checked="" type="checkbox"/>		
(5)	<input type="checkbox"/>	<input checked="" type="checkbox"/>		

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

N/A ►

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?

N/A 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?

N/A

7b

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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
GLEN REED 40 STRATFORD PLACE NE ATLANTA, GA 30342-3956	PRESIDENT 0.00	0.	0.	0.
EDITH REED 40 STRATFORD PLACE NE ATLANTA, GA 30342-3956	VICE PRESIDENT/TREASURER 0.00	0.	0.	0.
ALEC B. REED 40 STRATFORD PLACE NE ATLANTA, GA 30342-3956	SECRETARY 0.00	0.	0.	0.
ADAM C. REED 40 STRATFORD PLACE NE ATLANTA, GA 30342-3956	EXECUTIVE DIRECTOR 1.20	1,200.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

► 0

Form 990-PF (2017)

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

3 Five highest-paid independent contractors for professional services. 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



0

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

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.

Form 990-PF (2017)

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 5,090,817.
b	Average of monthly cash balances	1b <1,194,670.>
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 3,896,147.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 3,896,147.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 58,442.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 3,837,705.
6	Minimum investment return Enter 5% of line 5	6 191,885.

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	1 191,885.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 5,648.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 5,648.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 186,237.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 186,237.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 186,237.

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 146,875.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4 146,875.
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	5 0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6 146,875.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				186,237.
2 Undistributed income, if any, as of the end of 2017			144,385.	
a Enter amount for 2016 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017.				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 146,875.			144,385.	
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				2,490.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				183,747.
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)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
CARE 151 ELLIS STREET, NE ATLANTA, GA 30303			OUR MISSION IS TO SERVE INDIVIDUALS AND FAMILIES IN THE POOREST COMMUNITIES IN THE WORLD. WE	5,000.
CATHOLIC MEDICAL MISSION BOARD 10 WEST 17TH STREET NEW YORK, NY 10011-5765			CATHOLIC MEDICAL MISSION BOARD PROVIDES MEDICINES AND MEDICAL SUPPLIES, FREE OF CHARGE, TO PARTNER	21,000.
CONSCIENCE INTERNATIONAL 110 MANSELL CIRCLE STE 106 ROSWELL, GA 30075			TO MAXIMIZE THE KNOWLEDGE, RESPECT AND OBSERVANCE OF HUMAN RIGHTS AND TO ENHANCE THE AWARENESS OF HUMAN	1,000.
FRAYSER COMMUNITY SCHOOLS 1530 DELLWOOD AVE MEMPHIS, TN 38127			FRAYSER COMMUNITY SCHOOL'S MISSION IS TO PREPARE HIGH SCHOOL STUDENTS IN FRAYSER FOR SUCCESS IN	5,200.
HEIFER PROJECT P.O. BOX 8058 LITTLE ROCK, AR 72203			GIVING FAMILIES A HAND-UP, NOT JUST A HANDOUT, WE EMPOWER THEM TO TURN HUNGER AND POVERTY INTO HOPE	11,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 146,875.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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					14.
4 Dividends and interest from securities					144,691.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					43.
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					24,239.
8 Gain or (loss) from sales of assets other than inventory					134,250.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>BOOK GAIN LOSS BASIS</u>					
b <u>ADJUSTMENT</u>					<319,968. >
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	<16,731. >
13 Total Add line 12, columns (b), (d), and (e)				13	<16,731. >
(See worksheet in line 13 instructions to verify calculations)					

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

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) (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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

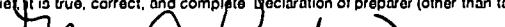
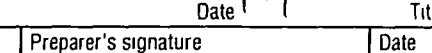
	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

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  ► Glen A. Reed, Pres.				16/8/18	President/CEO	May the IRS discuss this return with the preparer shown below? See instr <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee		Date	Title				
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN		
	DAVID J. SCHUCHMANN			6/10/18			P01240918	
	Firm's name ► CBIZ MHM, LLC		Firm's EIN ► 34-1851358					
	Firm's address ► 3625 CUMBERLAND BLVD SE SUITE 1100 ATLANTA, GA 30339						Phone no. 770-858-4500	

723622 01-03-18

THE REED FOUNDATION

26-1477372

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
MAP INTERNATIONAL 2295 PARKLAKE DR NE, SUITE 325 ATLANTA, GA 30345			MAP INTERNATIONAL IS A GLOBAL CHRISTIAN HEALTH AND RELIEF ORGANIZATION THAT PARTNERS WITH PEOPLE	6,631.
MEDSHARE INTERNATIONAL 3240 CLIFTON SPRINGS ROAD DECATUR, GA 30034			MEDSHARE IS A NONPROFIT ORGANIZATION DEDICATED TO IMPROVING THE ENVIRONMENT AND	46,500.
MS CENTER OF ATLANTA 3200 DOWNTOWN CIR NW, STE 550 ATLANTA, GA 30327			THE MULTIPLE SCLEROSIS CENTER OF ATLANTA IS A NOT-FOR-PROFIT 501(C)(3) ORGANIZATION PROVIDING	5,000.
WELLS BRING HOPE 16563 PARK LANE CIRCLE LOS ANGELES, GA 90049			WELLS BRING HOPE IS COMMITTED TO DRILLING WELLS TO BRING SAFE WATER AND GOOD SANITATION IN WEST	5,600.
ACTION MINISTRIES 1700 CENTURY CIRCLE NE, SUITE 200 ATLANTA, GA 30345			ACTION MINISTRIES' HUNGER RELIEF PROGRAMS HELP PEOPLE SHED THE BURDEN OF SEARCHING FOR THEIR NEXT MEAL.	5,000.
FRIENDS OF THE CHEAT 1343 NORTH PRESTON HIGHWAY KINGWOOD, WV 26537			TO RESTORE, PRESERVE, AND PROMOTE THE OUTSTANDING NATURAL QUALITIES OF THE CHEAT WATERSHED.	1,000.
KIRKER AFRICAN MEDICAL RELIEF ASSOCIATION 824 MEETING STREET, SUITE C WEST COLUMBIA, SC 29169			THE KIRKER AFRICAN MEDICAL RELIEF ASSOCIATION WORKS TO IMPROVE THE QUALITY OF LIFE THROUGH GOOD	1,000.
REGIONAL SUSTAINABLE DEVELOPMENT & ACTION-RESEARCH GROUP PO BOX 1211 ASHBURN, VA 20146			PROVIDE HUMANITARIAN ASSISTANCE	10,000.
PARTNERS FOR CARE 2001 BRECKENRIDGE LANE ALPHARETTA, GA 30005			THE MISSION IS TO DECREASE THE NUMBER OF CHILDREN DYING FROM PREVENTABLE DISEASES - MALARIA, HIV/AIDS,	22,944.
Total from continuation sheets				103,675.

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CARE

OUR MISSION IS TO SERVE INDIVIDUALS AND FAMILIES IN THE POOREST

COMMUNITIES IN THE WORLD. WE FACILITATE LASTING CHANGE BY:

STRENGTHENING CAPACITY FOR SELF-HELP, PROVIDING ECONOMIC OPPORTUNITY,

DELIVERING RELIEF IN EMERGENCIES, INFLUENCING POLICY DECISIONS AT ALL

LEVELS, AND ADDRESSING DISCRIMINATION IN ALL ITS FORMS.

NAME OF RECIPIENT - CATHOLIC MEDICAL MISSION BOARD

CATHOLIC MEDICAL MISSION BOARD PROVIDES MEDICINES AND MEDICAL SUPPLIES,

FREE OF CHARGE, TO PARTNER ORGANIZATIONS OVERSEAS. OUR PARTNERS THEN

DISTRIBUTE THESE MEDICINES TO THOSE WHO LIVE IN SUBSTANDARD CONDITIONS

AND HAVE LITTLE OR NO HOPE OF RECEIVING EVEN BASIC MEDICAL CARE.

NAME OF RECIPIENT - CONSCIENCE INTERNATIONAL

TO MAXIMIZE THE KNOWLEDGE, RESPECT AND OBSERVANCE OF HUMAN RIGHTS AND

TO ENHANCE THE AWARENESS OF HUMAN RIGHTS AND DEVELOPMENT WORK THROUGH

LINKAGES WITH NATIONAL, REGIONAL AND INTERNATIONAL LIKE-MINDED ENTITIES

NAME OF RECIPIENT - FRAYSER COMMUNITY SCHOOLS

FRAYSER COMMUNITY SCHOOL'S MISSION IS TO PREPARE HIGH SCHOOL STUDENTS

IN FRAYSER FOR SUCCESS IN COLLEGE, CAREER AND THEIR COMMUNITY. WE WILL

ACHIEVE THIS BY PROVIDING A RIGOROUS ACADEMIC PROGRAM WITH EMBEDDED

SUPPORTS AND AN EMPHASIS ON DISCIPLINE, CHARACTER AND SERVICE.

NAME OF RECIPIENT - HEIFER PROJECT

GIVING FAMILIES A HAND-UP, NOT JUST A HANDOUT, WE EMPOWER THEM TO TURN

HUNGER AND POVERTY INTO HOPE AND PROSPERITY, BUT OUR APPROACH IS MORE

THAN THAT. BY BRINGING COMMUNITIES TOGETHER AND LINKING THEM WITH

723655 04-01-17

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

MARKETS IN THEIR AREA, WE HELP BRING SUSTAINABLE AGRICULTURE AND
COMMERCE TO AREAS WITH A LONG HISTORY OF POVERTY

NAME OF RECIPIENT - MAP INTERNATIONAL

MAP INTERNATIONAL IS A GLOBAL CHRISTIAN HEALTH AND RELIEF ORGANIZATION
THAT PARTNERS WITH PEOPLE LIVING IN CONDITIONS OF POVERTY TO SAVE LIVES
AND DEVELOP HEALTHIER FAMILIES AND COMMUNITIES. RECOGNIZED FOR OUR 99%
EFFICIENCY RATING, WE RESPOND TO THE NEEDS OF THOSE WE SERVE BY
PROVIDING MEDICINES, PREVENTING DISEASE, AND PROMOTING HEALTH TO CREATE
REAL HOPE AND LASTING CHANGE. OUR MISSION IS TO ADVANCE THE TOTAL
HEALTH OF PEOPLE LIVING IN THE WORLD'S POOREST COMMUNITIES. WE CARRY
OUT THAT MISSION THROUGH DISEASE PREVENTION, RELIEF, AND COMMUNITY
HEALTH DEVELOPMENT.

NAME OF RECIPIENT - MEDSHARE INTERNATIONAL

MEDSHARE IS A NONPROFIT ORGANIZATION DEDICATED TO
IMPROVING THE ENVIRONMENT AND HEALTHCARE THROUGH
THE EFFICIENT RECOVERY AND REDISTRIBUTION OF
SURPLUS MEDICAL SUPPLIES AND EQUIPMENT TO
UNDERSERVED HEALTHCARE

NAME OF RECIPIENT - MS CENTER OF ATLANTA

THE MULTIPLE SCLEROSIS CENTER OF ATLANTA IS A NOT-FOR-PROFIT 501(C)(3)
ORGANIZATION PROVIDING COMPREHENSIVE HEALTH CARE SERVICES FOR PEOPLE
LIVING WITH MULTIPLE SCLEROSIS.

NAME OF RECIPIENT - WELLS BRING HOPE

WELLS BRING HOPE IS COMMITTED TO DRILLING WELLS TO BRING SAFE WATER AND

723655 04-01-17

Part XV | Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

GOOD SANITATION IN WEST AFRICANAME OF RECIPIENT - ACTION MINISTRIESACTION MINISTRIES' HUNGER RELIEF PROGRAMS HELP PEOPLE SHED THE BURDENOF SEARCHING FOR THEIR NEXT MEAL. THROUGH OUR FOOD BOXES, COMMUNITYKITCHENS, AND CHILDHOOD HUNGER RELIEF PROGRAMS ACTION MINISTRIESVOLUNTEERS ARE HELPING TO BREAK THE CYCLE OF POVERTY ONE MEAL AND ONERELATIONSHIP AT A TIME.NAME OF RECIPIENT - KIRKER AFRICAN MEDICAL RELIEF ASSOCIATIONTHE KIRKER AFRICAN MEDICAL RELIEF ASSOCIATION WORKS TO IMPROVE THEQUALITY OF LIFE THROUGH GOOD HEALTH AND EDUCATION.NAME OF RECIPIENT - PARTNERS FOR CARETHE MISSION IS TO DECREASE THE NUMBER OF CHILDREN DYING FROMPREVENTABLE DISEASES - MALARIA, HIV/AIDS, WATERBONE ILLNESSES, ANDMALNUTRITION - BY SUPPORTING KENYAN NATIONALS WHO DO THE WORK.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Name of the organization

Employer identification number

THE REED FOUNDATION**26-1477372**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organizationForm 990-PF 501(c)(3) exempt private foundation 4947(a)(1).nonexempt.charitable.trust.treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

THE REED FOUNDATION

26-1477372

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>GLEN REED</u> <u>40 STRATFORD PLACE NE</u> <u>ATLANTA, GA 30342</u>	\$ 37,071.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	<u>GLEN REED</u> <u>40 STRATFORD PLACE NE</u> <u>ATLANTA, GA 30342</u>	\$ 73,667.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	<u>GLEN REED</u> <u>40 STRATFORD PLACE NE</u> <u>ATLANTA, GA 30342</u>	\$ 5,028.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
4	<u>GLEN REED</u> <u>40 STRATFORD PLACE NE</u> <u>ATLANTA, GA 30342</u>	\$ 83,700.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
5	<u>GLEN REED</u> <u>40 STRATFORD PLACE NE</u> <u>ATLANTA, GA 30342</u>	\$ 92,225.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
6	<u>GLEN REED</u> <u>40 STRATFORD PLACE NE</u> <u>ATLANTA, GA 30342</u>	\$ 65,449.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

THE REED FOUNDATION

Employer identification number

26-1477372

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	367 SHARES OF MID AMERICA APARTMENTS	\$ 37,071.	07/20/17
2	15 CONTRACTS OF APPLE OPTIONS	\$ 73,667.	07/20/17
3	1 CONTRACT OF S&P OPTIONS	\$ 5,028.	07/20/17
4	156.508 SHARES OF APPLE	\$ 83,700.	07/20/17
5	17 CONTRACTS OF APPLE OPTIONS	\$ 92,225.	12/18/17
6	1000 SHARES OF ISHARES ASIA ETF	\$ 65,449.	12/18/17

723453 11-01-17

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

THE REED FOUNDATION

26-1477372

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor Complete columns (a) through (e) and the following line entry. For organizations completing Part III enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ► \$ _____

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WILLIAM PARTNERS LP	14.	14.	0.
TOTAL TO PART I, LINE 3	14.	14.	0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL GAIN DIST	16,325.	16,325.	0.	0.	0.
FIDELITY 7733	144,688.	0.	144,688.	144,688.	0.
WILLIAM PARTNERS LP	3.	0.	3.	3.	0.
TO PART I, LINE 4	161,016.	16,325.	144,691.	144,691.	0.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
WILLIAMS PARTNERS L.P	1	43.
TOTAL TO FORM 990-PF, PART I, LINE 5A		43.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PAYMENTS IN LIEU	26,261.	26,261.	0.
WILLIAMS PARTNERS L.P	<1,732.>	<1,732.>	0.
WILLIAMS PARTNERS L.P	<290.>	<290.>	0.
BOOK GAIN LOSS BASIS ADJUSTMENT	<319,968.>	0.	<319,968.>
TOTAL TO FORM 990-PF, PART I, LINE 11	<295,729.>	24,239.	<319,968.>

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,900.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,900.	0.	0.	0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	220.	220.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	220.	220.	0.	0.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,745.	1,745.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,745.	1,745.	0.	0.

FORM 990-PF

OTHER FUNDS

STATEMENT 8

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RE OR ACCUMULATED INCOME	3,528,207.	3,695,824.
TOTAL TO FORM 990-PF, PART II, LINE 29	3,528,207.	3,695,824.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY	4,879,688.	5,705,191.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,879,688.	5,705,191.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KIVA.ORG	COST	200,000.	200,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		200,000.	200,000.