

Form **990-PF****Return of Private Foundation**

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

▶ Do not enter social security numbers on this form as it may be made public.

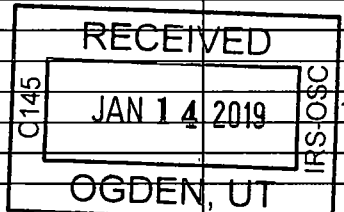
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.Department of the Treasury
Internal Revenue Service**2017**

Open to Public Inspection

For calendar year 2017 or tax year beginning 09/01, 2017, and ending 08/31, 2018

Name of foundation REYNOLDS, KATE B. TUW		A Employer identification number 56-6036515
Number and street (or P.O. box number if mail is not delivered to street address) 6325 S RAINBOW BLVD STE 300		B Telephone number (see instructions) 800-352-3705
City or town, state or province, country, and ZIP or foreign postal code LAS VEGAS, NV 89118		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 577,120,892.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash in				
4 Dividends and interest from securities	13,662,564.	13,540,000.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,444,844.			
b Gross sales price for all assets on line 6a 137,954,534.				
7 Capital gain net income (from Part IV, line 2)		14,444,844.		
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)	188,968.	780,857.		STMT 3
12 Total. Add lines 1 through 11	28,296,376.	28,765,701.		
13 Compensation of officers, directors, trustees, etc.	2,893,877.	2,170,407.		723,469.
14 Other employee salaries and wages	1,881,383.	NONE	NONE	1,881,383.
15 Pension plans, employee benefits	580,604.	NONE	NONE	580,604.
16a Legal fees (attach schedule) STMT 4	1,665.	NONE	NONE	1,665.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 5	5,656.	5,656.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	849,505.	232,384.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	11,990.	NONE	NONE	11,990.
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 7	3,111,958.	68,775.		3,111,958.
24 Total operating and administrative expenses. Add lines 13 through 23	9,336,638.	2,477,222.	NONE	6,311,069.
25 Contributions, gifts, grants paid	20,414,313.			20,414,313.
26 Total expenses and disbursements. Add lines 24 and 25	29,750,951.	2,477,222.	NONE	26,725,382.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,454,575.			
b Net investment income (if negative, enter -0-)		26,288,479.		
c Adjusted net income (if negative, enter -0-)				



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	122,143.	317,041.	317,041.
	2	Savings and temporary cash investments	7,555,471.	67,710,617.	67,710,617.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 8	302,217,783.	242,823,304.	338,048,757.
	c	Investments - corporate bonds (attach schedule) . STMT 9	131,254,810.	117,924,218.	111,128,077.
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 10	39,568,162.	50,461,276.	59,881,755.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ 9WB003821 PHYSICAL ASSETS HELD)	34,645.	34,645.	34,645.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	480,753,014.	479,271,101.	577,120,892.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☐			
		and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ X			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	480,753,014.	479,271,101.	
	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)	480,753,014.	479,271,101.		
31	Total liabilities and net assets/fund balances (see instructions)	480,753,014.	479,271,101.		

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	480,753,014.
2	Enter amount from Part I, line 27a	2	-1,454,575.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	479,298,439.
5	Decreases not included in line 2 (itemize) ▶ TIMING ADJ BETWEEN ADMIN AND PAYROLL	5	27,338.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	479,271,101.

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)
1 a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a 137,954,534.		123,509,690.	14,444,844.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(i) 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			14,444,844.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	14,444,844.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

(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	25,631,497.	535,689,210.	0.047848
2015	27,746,850.	514,709,991.	0.053908
2014	27,450,799.	563,161,110.	0.048744
2013	27,024,202.	568,306,733.	0.047552
2012	25,613,545.	527,622,435.	0.048545
2 Total of line 1, column (d)			2 0.246597
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 0.049319
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 571,830,556.
5 Multiply line 4 by line 3.			5 28,202,111.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 262,885.
7 Add lines 5 and 6.			7 28,464,996.
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 26,725,382.

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

1a. Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	525,770.
b. Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c. All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2. Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	NONE
3. Add lines 1 and 2		3	525,770.
4. Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	NONE
5. Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	525,770.
6. Credits/Payments			
a. 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	924,610.	
b. Exempt foreign organizations - tax withheld at source	6b	NONE	
c. Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d. Backup withholding erroneously withheld	6d		
7. Total credits and payments. Add lines 6a through 6d		7	924,610.
8. Enter any penalty for underpayment of estimated tax. Check here ☒ 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	
10. Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	398,840.
11. Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 398,840. Refunded ☐ ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a. During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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.		X
c. Did the foundation file Form 1120-POL for this year?		X
d. Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e. Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2. Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3. Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a. Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b. If "Yes," has it filed a tax return on Form 990-T for this year?		
5. Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7. Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a. Enter the states to which the foundation reports or with which it is registered. See instructions ☐ NC		
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	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV.		X
10. Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2017)

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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14 The books are in care of <u>WELLS FARGO BANK</u> Telephone no. <u>(800) 352-3705</u> Located at <u>100 NORTH MAIN STREET, WINSTON-SALEM, NC</u> ZIP+4 <u>27101</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		
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 <u></u>		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		X
Organizations relying on a current notice regarding disaster assistance, check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☒ No	
If "Yes," list the years <u></u>		
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)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		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))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b. If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.

Organizations relying on a current notice regarding disaster assistance, check here ☐c. If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a. Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob. Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 88707a. At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob. If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 STATEMENT 11		2,893,877.		

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
JOEL T. BEESON	DIRECTOR OPERATI			
128 REYNOLDA VILLAGE, WINSTON-SALEM, NC 27106	40 H	157,590.	-0-	-0-
JOSEPH D. CROCKER	DIRECTOR FCT ARE			
128 REYNOLDA VILLAGE, WINSTON-SALEM, NC 27106	40 H	187,525.	-0-	-0-
LAURA GERALD	PRESIDENT			
128 REYNOLDA VILLAGE, WINSTON-SALEM, NC 27106	40 H	354,375.	-0-	-0-
THOMAS BROWN	VP OF PROGRAMS			
128 REYNOLDA VILLAGE, WINSTON-SALEM, NC 27106	40 H	182,250.	-0-	-0-
TRACEY G. WASHINGTON	DIRECTOR OF SPEC			
128 REYNOLDA VILLAGE, WINSTON-SALEM, NC 27106	40 H	151,875.	-0-	-0-
Total number of other employees paid over \$50,000				NONE

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.** See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	SIF SEE ATTACHED SCHEDULE	
2		2,268,425.
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments. See instructions		
3	NONE	
Total. Add lines 1 through 3		

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	538,534,021.
b	Average of monthly cash balances	1b	41,244,280.
c	Fair market value of all other assets (see instructions).	1c	760,335.
d	Total (add lines 1a, b, and c)	1d	580,538,636.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	580,538,636.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,708,080.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	571,830,556.
6	Minimum investment return. Enter 5% of line 5	6	28,591,528.

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	28,591,528.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	525,770.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	525,770.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,065,758.
4	Recoveries of amounts treated as qualifying distributions	4	24,996.
5	Add lines 3 and 4	5	28,090,754.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	28,090,754.

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	26,725,382.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	26,725,382.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,725,382.

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				28,090,754.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			25,762,848.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012	NONE			
b From 2013	NONE			
c From 2014	NONE			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 26,725,382.				
a Applied to 2016, but not more than line 2a . . .			25,762,848.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount				962,534.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below.				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				27,128,220.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2013 . . .	NONE			
b Excess from 2014 . . .	NONE			
c Excess from 2015 . . .	NONE			
d Excess from 2016 . . .	NONE			
e Excess from 2017 . . .	NONE			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
HIPA and FCPA SEE ATTACHED SCHEDULE 100 NORTH MAIN STREET Winston- Salem NC 2715	N/A	PC	CHARITABLE CONTRIBUTIONS	20,414,313.
Total			3a	20,414,313.
b Approved for future payment				
HIPA and FCPA See attached 100 NORTH MAIN ST Winston-Salem, NC 27106	N/A	PC	CHARITABLE CONTRIBUTIONS	14,473,333.
Total			3b	14,473,333.

Enter gross amounts unless otherwise indicated.

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

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER REVENUE	197,443.	197,443.
JOHCM INTERNATIONAL SEL-I #180	122,043.	122,043.
ARTISAN INTERNATIONAL FD INS #662	283,357.	283,357.
CREDIT SUISSE COMM RET ST-I #2156	249,918.	249,918.
DODGE & COX INT'L STOCK FD #1048	626,062.	626,062.
DODGE & COX STOCK FUND #145	587,003.	587,003.
ISHARES CORE S&P MIDCAP ETF	75,252.	75,252.
ISHARES S&P SMALL-CAP 600 GROWTH	94,417.	94,417.
FEDERATED MM TREAS OBLIG INST	68,267.	68,267.
OPPENHEIMER DEVELOPING MKT-I #799	314,699.	314,699.
PIMCO MODERATE DURATION-INST #120	297,088.	297,088.
PIMCO HIGH YIELD FD-INST #108	865,893.	865,893.
PIMCO EMERG MKTS BD-INST #137	715,611.	715,611.
PIMCO COMMODITY REAL RET STRAT-I#45	546,382.	546,382.
PIMCO EMERGING LOCAL BOND IS #332	1,165,683.	1,165,683.
PRINCIPAL MIDCAP FD-IN #4749	1,261,145.	1,261,145.
T ROWE PRICE BLUE CHIP-I #429	186,077.	186,077.
T ROWE PR REAL ESTATE-I #432	206,128.	206,128.
SPDR DJ WILSHIRE INTERNATIONAL REAL	187,625.	187,625.
STERLING CAPITAL STRATTON SMALL CAP	26,061.	26,061.
VANGUARD INTERMEDIATE TERM B	539,919.	539,919.
VANGUARD SHORT TERM BOND ETF	286,179.	286,179.
VANGUARD FTSE DEVELOPED ETF	89,036.	89,036.
VANGUARD DEV MKT INDX-INST #137	173,181.	173,181.
VANGUARD INSTL INDEX FD #94	889,177.	889,177.
VANGUARD FTSE EMERGING MARKETS ETF	753,433.	753,433.
VANGUARD S/T CORP BOND ETF	373,852.	373,852.
VANGUARD REAL ESTATE ETF	541,555.	418,991.
VOYA INTL RL EST FD CL-I #2664	703,065.	703,065.
BLACKSTONE REAL ESTATE INCOME TRUST	294,815.	294,815.
SKYBRIDGE MULTI-ADVISER HF LLC (RF)	377,646.	377,646.
FEDERATED TREAS OBL FD 68	564,552.	564,552.

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REYNOLDS, KATE B. TUV

56-6036515

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		NET INVESTMENT INCOME -----	
	-----		-----	
TOTAL	13,662,564.		13,540,000.	
	=====		=====	

REYNOLDS, KATE B. TUV

56-6036515

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEE REBATES	38,972.	38,972.
RETURNED GRANTS	24,996.	
TIMBER SALES	125,000.	125,000.
BLACKROCK TRANSITION		167,514.
ABS GLOBAL LONG SHORT II		449,371.
	-----	-----
TOTALS	188,968.	780,857.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
NON-ALLOCABLE LEGAL FEES	1,665.			1,665.
TOTALS	1,665.	NONE	NONE	1,665.
	=====	=====	=====	=====

REYNOLDS, KATE B. TUW

56-6036515

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMNT MNGMNT FEES (NON-DED	5,656.	5,656.
TOTALS	5,656.	5,656.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL ESTIMATES - PRINCIPAL	617,121.	
FOREIGN TAXES ON QUALIFIED FOR	167,886.	167,886.
FOREIGN TAXES ON NONQUALIFIED	64,498.	64,498.
	-----	-----
TOTALS	849,505.	232,384.
	=====	=====

REYNOLDS, KATE B. TUW

56-6036515

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
FOUNDATION EXPENSES			
CHARITABLE ACTIVITIES	836,946.		836,946.
BLACKROCK TRANSITION	2,268,425.		2,268,425.
ABS GLOBAL LONG SHORT II		266.	
ANNUAL COURT ACCOUNTING		68,509.	
ANNUAL BANK CHECKING FEES	20.		20.
	6,567.		6,567.
TOTALS	----- 3,111,958. =====	----- 68,775. =====	----- 3,111,958. =====

REYNOLDS, KATE B. TUW

56-6036515

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
256219106 DODGE & COX STOCK FU	14,819,000.	19,686,949.	36,201,022.
722005667 PIMCO COMMODITY REAL	10,702,088.	15,466,249.	11,084,386.
742530747 PRINCIPAL MIDCAP FD-	30,639,122.		
779540106 T ROWE PRICE BLUE CH	10,401,234.		
779919109 T ROWE PRICE REAL ES	8,749,021.		
922042858 VANGUARD FTSE EMERGI	28,867,875.	19,189,071.	20,611,245.
22544R305 CREDIT SUISSE COMM R	10,018,384.	14,551,958.	11,202,079.
256206103 DODGE & COX INT'L ST	20,659,606.	11,951,753.	15,816,129.
78463X863 SPDR DJ WILSHIRE INT	11,461,933.		
922908553 VANGUARD REAL ESTATE	13,529,052.	5,520,220.	7,253,431.
464287887 ISHARES S&P SMALL-CA	6,883,798.	8,405,606.	14,068,738.
683974604 OPPENHEIMER DEVELOPI	32,080,474.	22,878,575.	26,621,938.
92914A810 VOYA INTL RL EST FD	14,834,750.		
00770G847 JOHCM INTERNATIONAL	8,042,769.	13,651,589.	15,133,037.
04314H402 ARTISAN INTERNATIONAL	17,618,597.	10,677,995.	19,005,330.
464287507 ISHARES CORE S&P MID	3,494,539.	4,756,689.	6,319,115.
85917K546 STERLING CAPITAL STR	4,862,398.	7,592,181.	12,265,920.
921943882 VANGUARD DEV MKT IND	10,573,576.		
922040100 VANGUARD INSTL INDEX	38,769,302.	35,393,920.	49,277,557.
921943858 VANGUARD FTSE DEVELO	5,210,265.		
74256W584 PRINCIPAL MIDCAP FUN		33,404,831.	44,167,551.
77954Q403 T ROWE PRICE BLUE CH		14,701,996.	41,984,115.
779919307 T ROWE PR REAL ESTAT		4,993,722.	7,037,164.
TOTALS	302,217,783.	242,823,304.	338,048,757.

REYNOLDS, KATE B. TUW

56-6036515

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
693390593 PIMCO MODERATE DURAT	15,111,400.	15,111,400.	14,083,862.
693390841 PIMCO HIGH YIELD FD-	16,768,562.	16,768,562.	16,242,052.
693391559 PIMCO EMERG MKTS BD-	12,598,854.	20,944,304.	19,526,454.
72201F516 PIMCO EMERGING LOCAL	22,190,299.	17,458,108.	14,429,478.
921937819 VANGUARD INTERMEDIAT	22,198,348.	16,908,440.	16,849,295.
921937827 VANGUARD SHORT TERM	26,842,883.	15,188,940.	14,788,355.
92206C409 VANGUARD S/T CORP BO	15,544,464.	15,544,464.	15,208,581.
TOTALS	131,254,810.	117,924,218.	111,128,077.

REYNOLDS, KATE B. TUW

56-6036515

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	-----
9WB026483 RCF TIMBER, LLC *CH*	C	685,954.	685,954.	626,500.
ABG993301 ABS GLOBAL LONG SH I	C	21,962,778.	21,962,778.	31,186,074.
AUR992622 BLACKROCK APP TRAN I	C	379,430.	289,047.	288,502.
GRA994205 GRAHAM ALT INV FD II	C	7,000,000.	7,000,000.	6,967,826.
SKY990RF9 SKYBRIDGE MULTI-ADVI	C	9,540,000.	20,000,000.	20,289,356.
BIT990000 BLACKSTONE REAL ESTA	C		523,497.	523,497.
SKY99HB51 SKYBRIDGE MULTI-ADVI	C			
TOTALS		39,568,162.	50,461,276.	59,881,755.
		=====	=====	=====

REYNOLDS, KATE B. TUW

56-6036515

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

Wells Fargo Bank

ADDRESS:

1525 WEST W T HARRIS BLVD

CHARLOTTE, NC 28288-5709

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 2,893,877.

COMPENSATION EXPLANATION:

see Attached Footnote

TOTAL COMPENSATION:

2,893,877.

=====

STATEMENT 11

REYNOLDS, KATE B. TUW
FORM 990PF, PART XV - LINES 2a - 2d
=====

56-6036515

RECIPIENT NAME:

WWW.KBR.ORG

FORM, INFORMATION AND MATERIALS:

WWW.KBR.ORG

SUBMISSION DEADLINES:

WWW.KBR.ORG

RESTRICTIONS OR LIMITATIONS ON AWARDS:

25% of net income is to benefit the poor & needy of forsyth
county and 75% of net income to benefit health care for charity

STATEMENT 12