

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation RICHARD R REED FOUNDATION		A Employer identification number 47-3818599	
Number and street (or P.O. box number if mail is not delivered to street address) 1 E WASHINGTON ST STE 2300		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code PHOENIX, AZ 85004		B Telephone number (see instructions) (480) 316-4630	
G Check all that apply: ☐ Initial return☐ Initial return of a former public charity ☐ Final return☐ Amended return ☐ Address change☐ Name change		D 1. Foreign organizations, check here..... 2. Foreign organizations meeting the 85% test, check here and attach computation ...	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶\$ 5,842,795		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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	541	541		
	4 Dividends and interest from securities	59,346	59,346		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	389,860			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)		389,860		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	449,747	449,747		
	13 Compensation of officers, directors, trustees, etc.	0	0		0
	14 Other employee salaries and wages	26,823	0		26,823
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	461	0		461
	b Accounting fees (attach schedule)	11,185	559		10,626
	c Other professional fees (attach schedule)	60	0		60
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	23,300	0		8,300
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,501	0		1,501
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,863	11,356		1,507
	24 Total operating and administrative expenses. Add lines 13 through 23	76,193	11,915		49,278
	25 Contributions, gifts, grants paid	253,502			253,502
	26 Total expenses and disbursements. Add lines 24 and 25 _____	329,695	11,915		302,780
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements _____	120,052			
	b Net investment income (if negative, enter -0-) _____		437,832		
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	47,681	111,601	111,601
	2 Savings and temporary cash investments	18,366	81,274	81,274
	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)		344	344
	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)	3,789,367	5,309,157	5,309,157
	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)	0	340,419	340,419
	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)	3,855,414	5,842,795	5,842,795	
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 ▶ _____)	0	2,468	
	23 Total liabilities (add lines 17 through 22)	0	2,468	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☒ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions	3,855,414	5,840,327	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☐ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances (see instructions)	3,855,414	5,840,327	
30 Total liabilities and net assets/fund balances (see instructions) .	3,855,414	5,842,795		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	3,855,414
2 Enter amount from Part I, line 27a	2	120,052
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,865,227
4 Add lines 1, 2, and 3	4	5,840,693
5 Decreases not included in line 2 (itemize) ▶ _____	5	366
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	5,840,327

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.)
1 a APPLE STOCK - AAPL		1999-09-22	2019-02-13
b APPLE STOCK - AAPL		1999-09-22	2019-06-18
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 44,885		653	44,232
b 349,993		4,365	345,628
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			44,232
b			345,628
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	389,860
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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



Yes



No

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

1 Enter the appropriate amount in each column for each year; see 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))
2018	277,540	4,470,336	0.062085
2017	148,708	3,481,137	0.042718
2016	68,850	2,521,028	0.027310
2015	120,038	1,779,702	0.067448
2014			

2 Total of line 1, column (d)	2	0.199561
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	0.049890
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	4,652,153
5 Multiply line 4 by line 3	5	232,096
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,378
7 Add lines 5 and 6	7	236,474
8 Enter qualifying distributions from Part XII, line 4	8	302,780

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	4,378
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	4,378
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,378
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	11,291
b	Exempt foreign organizations—tax withheld at source	6b	
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	11,291
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	6,913
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ▶ 6,913 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for 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>		No
c Did the foundation file Form 1120-POL for this year?		No
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? <i>If "Yes," attach a detailed description of the activities.</i>		No
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>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
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>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ, CA		
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? <i>If "No," attach explanation .</i>	Yes	
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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

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		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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.RICHARDREEDFOUNDATION.ORG</u>	13	Yes	
14	The books are in care of ► <u>TAMARA VALDEZ</u> Telephone no. ► <u>(720) 254-8701</u>			

Located at ► 1 E WASHINGTON ST STE 2300 PHOENIX AZ ZIP+4 ► 85004

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 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

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

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

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	Yes	
	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 2019?	1c		No
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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ Yes ☒ 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		
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2019 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 2019.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2019?	4b		No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☒ Yes ☐ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b	No
	Organizations relying on a current notice regarding disaster assistance check here. ► ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	No
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ 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
TAMARA VALDEZ 1050 VINTAGE PL CASTLE ROCK, CO 80108	PRESIDENT 10.00	0	0	0
SUSIE G KETTER REED 7878 E GAINEY RANCH RD 12 SCOTTSDALE, AZ 85258	DIRECTOR 1.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000. ► 0

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.		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.

1	Expenses

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	
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	4,528,349
b	Average of monthly cash balances.	1b	194,649
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,722,998
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	4,722,998
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	70,845
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,652,153
6	Minimum investment return. Enter 5% of line 5.	6	232,608

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	232,608
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	4,378
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	4,378
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	228,230
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	228,230
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	228,230

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	302,780
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	302,780
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	4,378
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	298,402

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				228,230
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				44,265
f Total of lines 3a through e.	44,265			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ _____ 302,780				
a Applied to 2018, but not more than line 2a			0	
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 2019 distributable amount.				228,230
e Remaining amount distributed out of corpus	74,550			
5 Excess distributions carryover applied to 2019. (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	118,815			
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				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).	0			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	118,815			
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				44,265
e Excess from 2019.				74,550

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. ▶

b Check box to indicate whether the organization 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) 2019	(b) 2018	(c) 2017	(d) 2016	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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.

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	253,502
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated.

[illegible]

Part XVII

		Yes	No
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1a(1)		No
1a(2)		No

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1b(1)	No
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1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)	No
--------------	-----------

1b(6)		No
--------------	--	-----------

1c		No
----	--	----

value
ue

[illegible]

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

Sign Here ***** _____ Signature of officer or trustee	2020-10-12 _____ Date	***** _____ Title
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May the IRS discuss this return with the preparer shown below (see instr.) ☒ **Yes** ☐ **No**

Paid Preparer Use Only	BRENDA BLUNT		2020-10-12		
	Firm's name ► EIDE BAILLY LLP				Firm's EIN ► 45-0250958
	Firm's address ► 2355 E CAMELBACK RD STE 900 PHOENIX, AZ 850169065				Phone no. (480) 315-1040

May the IRS discuss this return with the preparer shown below

(see instr.) ☒ **Yes** ☐ **No**

Form 990PF Part XV Line 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				
4 PAWS 4 LIFE3648 N PERRY PARK RD SEDALIA, CO 80135		PC	FOOD, VETERINARY BILLS AND KENNEL NEEDS FOR RESCUES.	15,000
ACHIEVE TAHOEPO BOX 8339 TRUCKEE, CA 96162		PC	PROVIDE ADAPTIVE SPORTS AND RECREATIONAL ACTIVITIES IN LAKE TAHOE FOR INDIVIDUALS OF ALL AGES AND ALL DISABILITIES	12,000
BOYS AND GIRLS CLUB OF THE REDWOODS 3117 PROSPECT AVE EUREKA, CA 95503		PC	YOUTH DEVELOPMENT PROFESSIONAL AND BACKYARD RENOVATION	10,000
Total ▶ 3a				253,502

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CASA HOGAR CORAZON DE NINA CALLE SAN LUIS POTOSI 355 PRIMERO DE MAYO, JALISCO 48325 MX		NC- EXPENDITURE RESPO	TO CREATE A GYMNASIUM FOR THE BOYS DORM. WILL INCLUDE A ROOF, SHOWER, BATHROOM AND EQUIPMENT.	10,586
DIGICOM 1775 E PALM CANYON DR SUITE 110 PALM SPRINGS, CA 92264		PC	DIRECT SUPPORT FOR MIDDLE SCHOOL AFTER SCHOOL PROGRAMS FOR AT RISK YOUTH IN THE ELEMENTS OF USING DIGITAL STORYTELLING IN THEIR CLASSROOMS AND COMMUNITIES	10,000
FUNDACION ASISTENCIAL PARE PERSONAS CON SINDROME DE DOWN TORDO 158 ARALIAS, JALISCO MX		NC- EXPENDITURE RESPO	SEND CURRENT PROFESSIONALS TO CONTINUED TRAINING, MATERIALS AND TOOLS FOR THE CENTER AND BUILD A PERIMETER WALL TO PROTECT PROPERTY.	9,528
Total ► 3a				253,502

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HOME FUR GOOD10220 N 32ND ST PHOENIX, AZ 85028		PC	HELP PAY FOR DAILY EXPENSES, SALARIES, FOOD AND VETERINARY EXPENSES	15,000
HUMANE SOCIETY OF THE SOUTH PLATTE VALLEY 2129 W CHENANGO AVE LITTLETON, CO 80120		PC	FOOD, VETERINARY BILLS AND KENNEL NEEDS FOR RESCUES. WILL ALSO HELP PAY FOR OUTSIDE KENNEL IMPROVEMENTS	15,000
LAS ANIMAS DOG RESCUE ASSOCIATION AC AMAPAS 235 BUENOS AIRES, JALISCO 48370 MX		NC-EXPENDITURE RESPO	FOOD, VETERINARY CARE AND MEDICINE	26,466
Total ► 3a				253,502

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
NAVY LEAGUE PUERTO VALLARTATOYS 4 TOTS CALLE MELCHOR OCAMPO 178 DIAZ ORDAZ, JALISCO 48310 MX		NC- EXPENDITURE RESPO	PROVIDED HOLIDAY TOYS FOR UNDERPRIVILEGED CHILDREN IN JALISCO, MEXICO.	5,293
PASITO DE LUZETZIUQIO CORONA 545 BOBADILLA, JALISCO 48290 MX		NC- EXPENDITURE RESPO	TO PROVIDE FINANCIAL ASSISTANCE TO COVER PAYROLL FOR PHYSICAL THERAPISTS, TEACHERS, A CHEF, AND HELPERS.	10,586
ROCKET DOGSPO BOX 460826 SAN FRANCISCO, CA 94146		PC	VETERINARY CARE FOR RESCUED ANIMALS INCLUDING SURGERIES	10,000
Total ► 3a				253,502

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SUNRISE HORSE RESCUE PO BOX 143 ST HELENA, CA 94574		PC	PROFESSIONAL VETERINARY CARE FOR ONE MONTH	5,000
TRUCKEE ROUNDHOUSEPO BOX 3501 TRUCKEE, CA 96160		PC	MONEY WILL HELP WITH DAY TO DAY OPERATIONS AND WILL HELP THE ROUNDHOUSE CONTINUE TO OFFER TOOLS AND INSTRUCTION TO STUDENTS	10,000
VIDASPO BOX 20246 BOULDER, CO 80308		PC	PROVIDE FUNDS TO HELP EFFORTS IN MEXICO AND PUERTO RICO. VIDAS PROVIDES CLINICS TO SPAY AND NEUTER AS MANY ANIMALS AS POSSIBLE IN A 2 -3 DAY PERIOD OF CLINICS	25,000
Total ► 3a				253,502

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
WHISKERS TAILS AND FERALS 1370 TRANCAS ST 206 NAPA, CA 94588		PC	HELP TO CARE FOR ANIMALS DISPLACED BY THE NORTHERN CALIFORNIA WILDFIRES. FOOD, SHELTER, CRATES, BLANKETS, MEDICINE	5,000
DENVER FIGURE SKATING CLUB PO BOX 2768 CENTENNIAL, CO 80116		PC	SHOWTIME ON ICE SPONSORSHIP FOR ALZHEIMER'S ASSOCIATION GALA	6,502
XENOPHON RIDING CLUBPO BOX 16 ORINDA, CA 94563		PC	OPERATIONAL COSTS AND VOLUNTEER INCENTIVES AND APPRECIATION	10,000
Total ▶ 3a				253,502

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SO MANY CATS3427 E CAMELBACK RD PHOENIX, AZ 85018		PC	VET BILLS, SHELTER SUPPLIES, PET FOOD AND FENCING	10,000
MIRANDA RESCUE 1603 SANDY PRAIRIE ROAD FORTUNA, CA 95540		PC	SPRAY AND NEUTER PROGRAM, VACCINES AND WORMING/FLEA MEDICATIONS FOR RESCUE ANIMALS	10,000
THERE WITH CARE 2825 WILDERNESS PLACE SUITE 100 BOULDER, CO 80301		PC	FINANCIAL ASSISTANCE FOR FAMILIES OF CRITICALLY ILL CHILDREN	15,000
Total ► 3a				253,502

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HALLECK CREEK RANCHPO BOX 159 NICASIO, CA 94946		PC	PROVIDE EQUINE-ASSISTED ACTIVITIES AND THERAPEUTIC RIDING TO CHILDREN AND ADULTS WITH DISABILITIES	5,000
ALZHEIMERS ASSOCIATION 455 SHERMAN ST 500 DENVER, CO 80203		PC	PROVIDE FUNDS TO SUPPORT RESEARCH IN ORDER TO IMPROVE TREATMENTS FOR ALZHEIMER'S CARE	500
COMMUNITY FIRST FOUNDATION 5855 WADSWORTH BYPASS UNIT A ARVADA, CO 80003		PC	HELP IMPROVE THE QUALITY OF LIFE IN THE DENVER METROPOLITAN AREA	2,041
Total ▶ 3a				253,502

TY 2019 Accounting Fees Schedule**Name:** RICHARD R REED FOUNDATION**EIN:** 47-3818599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,185	559		10,626

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2019 Expenditure Responsibility Statement

Name: RICHARD R REED FOUNDATION

EIN: 47-3818599

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
FUNDACION ASISTENCIAL PARE PERSONAS CON SINDROME DE DOWN	TORDO 158 PUERTO VALLARTA, JALISCO 48328 MX	2019-01-11	9,528	SEND CURRENT PROFESSIONALS TO CONTINUED TRAINING, MATERIALS AND TOOLS FOR THE CENTER AND BUILD A PERIMETER WALL TO PROTECT THE PROPERTY.	8,936		4/4/20		
LAS ANIMAS DOG RESCUE ASSOCIATION AC	AMAPAS 235 PUERTO VALLARTA, JALISCO 48290 MX	2019-11-04	26,466	FOOD, VETERINARY SERVICES AND MEDICINE FOR ALL OF THE ANIMALS	8,852		3/4/20		
CASA HOGAR CORAZON DE NINA	CALLE SAN LUIS POTOSI 355 PUERTO VALLARTA, JALISCO 48325 MX	2019-11-03	10,586	TO CREATE A GYMNASIUM FOR THE BOYS DORM. WILL INCLUDE A ROOF, SHOWER, BATHROOM AND EQUIPMENT	10,586		5/20/20		
PASITO DE LUZ	ETZQUIO CORONA 545 PUERTO VALLARTA, JALISCO 48290 MX	2019-11-03	10,586	TO PROVIDE FINANCIAL ASSISTANCE TO COVER PAYROLL FOR PHYSICAL THERAPISTS, TEACHERS, A CHEF, AND HELPERS	10,586		3/10/20		
NAVY LEAGUE PUERTO VALLARTA - TOYS 4 TOTS	CALLE MELCHO OCAMPO 178 PUERTO VALLARTA, JALISCO 48310 MX	2019-12-13	5,293	PROVIDE HOLIDAY TOYS FOR UNDERPRIVILEGED CHILDREN IN JALISCO, MEXICO. TOYS FOR TOTS.	5,293		PENDING		

TY 2019 Investments Corporate Stock Schedule**Name:** RICHARD R REED FOUNDATION**EIN:** 47-3818599**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALPHABET INC. CLASS A	176,800	176,800
ALPHABET INC. CLASS C	89,580	89,580
AMAZON.COM INC	425,003	425,003
APPLE INC	3,890,863	3,890,863
FACEBOOK INC	98,520	98,520
MASTERCARD INC	158,551	158,551
NIKE INC	82,669	82,669
PAYPAL HOLDINGS INC	156,089	156,089
SALESFORCE COM	106,692	106,692
VISA INC	124,390	124,390

TY 2019 Investments - Other Schedule**Name:** RICHARD R REED FOUNDATION**EIN:** 47-3818599**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIDELITY HIGH DIVIDEND ETF	FMV	64,920	64,920
ISHARES CORE S&P SMALL CAP ETF	FMV	41,925	41,925
VANGUARD FTSE DEVELOPED MARKETS ETF	FMV	44,060	44,060
BAIRD CORE PLUS BO INST	FMV	64,762	64,762
DODGE & COX INCOME FUND	FMV	63,532	63,532
PIMCO INCM INST CL	FMV	61,220	61,220

TY 2019 Legal Fees Schedule**Name:** RICHARD R REED FOUNDATION**EIN:** 47-3818599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ATTORNEY FEES	461	0		461

TY 2019 Other Decreases Schedule

Name: RICHARD R REED FOUNDATION

EIN: 47-3818599

Description	Amount
EXCHANGE RATE GAIN/LOSS	366

TY 2019 Other Expenses Schedule**Name:** RICHARD R REED FOUNDATION**EIN:** 47-3818599**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	40	40		0
CREDIT CARD EXPENSE	140	0		140
OFFICE SUPPLIES	1,367	0		1,367
INVESTMENT FEES	11,316	11,316		0

TY 2019 Other Increases Schedule

Name: RICHARD R REED FOUNDATION

EIN: 47-3818599

Description	Amount
UNREALIZED GAIN/LOSS	1,865,227

TY 2019 Other Liabilities Schedule**Name:** RICHARD R REED FOUNDATION**EIN:** 47-3818599

Description	Beginning of Year - Book Value	End of Year - Book Value
CAPITAL ONE - CREDIT CARD	0	2,468

TY 2019 Other Professional Fees Schedule**Name:** RICHARD R REED FOUNDATION**EIN:** 47-3818599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSE FEES	60	0		60

TY 2019 Taxes Schedule**Name:** RICHARD R REED FOUNDATION**EIN:** 47-3818599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	15,010	0		10
PAYROLL TAX	8,290	0		8,290