

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

For calendar year **2018** or tax year beginning , **2018**, and ending , **20**

Name of foundation
PHYLLIS L REED TRUST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 185

City or town, state or province, country, and ZIP or foreign postal code
PITTSBURGH, PA 15230-0185

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 **04**
 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) ▶ \$ **2,575,122.**

J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

A Employer identification number
13-6893488

B Telephone number (see instructions)
914-289-3037

C If exemption application is pending, check here ▶ **6**

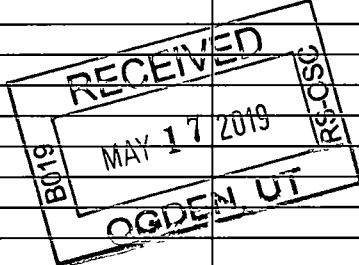
D 1 Foreign organizations, check here ▶
2 Foreign organizations meeting the 85% test, check here and attach computation ▶

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶

ENVELOPE POSTMARK DATE MAY 13 2019

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	70,344.	67,941.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	187,214.			
	b Gross sales price for all assets on line 6a	309,661.			
	7 Capital gain net income (from Part IV, line 2)		187,214.		
	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)					
12 Total. Add lines 1 through 11	257,558.	255,155.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	41,444.	24,866.		16,577.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,970.	1,082.		STMT 2
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings			NONE	NONE
	22 Printing and publications			NONE	NONE
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses	44,414.	25,948.	NONE	16,577.
	25 Contributions, gifts, grants paid	127,898.			127,898.
26 Total expenses and disbursements. Add lines 24 and 25	172,312.	25,948.	NONE	144,475.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	85,246.				
b Net investment income (if negative, enter -0-)		229,207.			
c Adjusted net income (if negative, enter -0-)					



SCANNED JUL 08 2019

Part-II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	129,456.	173,410.	173,410.
	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)			
	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) STMT 3.	1,785,831.	1,824,512.	2,401,712.
	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)	1,915,287.	1,997,922.	2,575,122.	
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 <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	1,915,287.	1,997,922.	
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)	1,915,287.	1,997,922.		
31	Total liabilities and net assets/fund balances (see instructions)	1,915,287.	1,997,922.		

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 1,915,287.
2	Enter amount from Part I, line 27a	2 85,246.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 2,000,533.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5 2,611.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 1,997,922.

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 309,661.		122,447.	187,214.		
b					
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) 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			187,214.		
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	187,214.	
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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (for tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	144,375.	2,711,300.	0.053249
2016	143,723.	2,563,526.	0.056065
2015	143,537.	2,668,764.	0.053784
2014	144,557.	2,795,864.	0.051704
2013	144,473.	2,648,653.	0.054546
2 Total of line 1, column (d)			2 0.269348
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 0.053870
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 2,745,596.
5 Multiply line 4 by line 3.			5 147,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,292.
7 Add lines 5 and 6			7 150,197.
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			8 144,475.

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

Table with 11 rows for excise tax calculations. Includes sub-rows for credits and payments (6a-6d). Total tax based on investment income is 4,584.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and state reporting. Marked with 'X' in Yes/No columns.

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 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 BNY MELLON, N.A. Telephone no (914) 289-3037 Located at P.O. BOX 185, PITTSBURGH, PA ZIP+4 15230-0185
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 2018, 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 X

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

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

1a During the year, did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 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). 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 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 2018? 1b X 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? 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) 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
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2018 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 2018). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018? 4b X

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

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

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. 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
BNY Mellon, N.A P.O. BOX 185, Pittsburgh, PA 15230-0185	TRUSTEE	39,857.	-0-	-0-
BNY Mellon, N.A P.O. BOX 185, Pittsburgh, PA 15230-0185	FEE REIMBURSEMEN	-10,482	-0-	-0-
EDMOND V'LEDONNE P.O. BOX 618, Bedford, NY 10506	CO-TRUSTEE	12,069.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 **NONE**

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

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	

Total. Add lines 1 through 3

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	2,659,649.
b	Average of monthly cash balances	1b	127,758.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,787,407.
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	2,787,407.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	41,811.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,745,596.
6	Minimum investment return. Enter 5% of line 5	6	137,280.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	137,280.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	4,584.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	4,584.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	132,696.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	132,696.
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	132,696.

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	144,475.
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	144,475.
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	144,475.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				132,696.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			NONE	
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	13,670.			
b From 2014	6,886.			
c From 2015	12,260.			
d From 2016	19,099.			
e From 2017	11,530.			
f Total of lines 3a through e	63,445.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>144,475.</u>				
a Applied to 2017, but not more than line 2a			NONE	
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 2018 distributable amount.				132,696.
e Remaining amount distributed out of corpus.	11,779.			
5 Excess distributions carryover applied to 2018 (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	75,224.			
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 2017 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				NONE
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 2013 not applied on line 5 or line 7 (see instructions)	13,670.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	61,554.			
10 Analysis of line 9				
a Excess from 2014	6,886.			
b Excess from 2015	12,260.			
c Excess from 2016	19,099.			
d Excess from 2017	11,530.			
e Excess from 2018	11,779.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2018, (b) 2017, (c) 2016, (d) 2015, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions, d Amounts included in line 2c, e Qualifying distributions made directly, 3 Complete 3a, b, or c for the alternative test, a Assets alternative test, b Endowment alternative test, c Support alternative test.

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] 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.

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

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				
WALDO COUNTY GENERAL HOSPITAL P.O. BOX 287 BELFAST ME 04915	NONE	PC	GENERAL OPERATING PURPOSES	51,159.
BANGOR THEOLOGICAL SEMINARY 97 INDIA STREET PORTLAND ME 04101	NONE	PC	GENERAL OPERATING PURPOSES	12,790.
WHITE PLAINS HOSPITAL MEDICAL CTR DAVIS AVENUE & E. POST ROAD WHITE PLAINS NY	NONE	PC	GENERAL OPERATING PURPOSES	51,159.
BUCKSPORT REGIONAL HEALTH 110 BROADWAY BUCKSPORT ME 04416	NONE	PC	GENERAL OPERATING PURPOSES	12,790.
Total ▶ 3a				127,898.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

NOT APPLICABLE

PHYLLIS L REED TRUST

13-6893488

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	4,861	4,861.
FOREIGN DIVIDENDS	8,617.	8,617
NONDIVIDEND DISTRIBUTIONS	2,310.	
DOMESTIC DIVIDENDS	29,729	29,729
US GOVERNMENT INTEREST REPORTED AS QUALI	1.	1
NONQUALIFIED FOREIGN DIVIDENDS	903.	903.
NONQUALIFIED DOMESTIC DIVIDENDS	22,053.	22,053.
OTHER INTEREST	1,777.	1,777
MUTUAL FUND TIMING ADJUSTMENT	93.	
TOTAL	70,344.	67,941.

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PHYLLIS L REED TRUST

13-6893488

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	1,020.	1,020.
FEDERAL ESTIMATES - INCOME	1,888.	
FOREIGN TAXES ON NONQUALIFIED	62.	62.
	-----	-----
TOTALS	2,970.	1,082.
	=====	=====

PHYLLIS L REED TRUST

13-6893488

FORM 990PF, PART 11 - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
458140100 INTEL CORPORATION	C	9,966.	28,158.
742718109 PROCTER & GAMBLE CO	C	13,141.	73,536.
9128283S7 UNITED STATES TREAS	C	49,525.	49,674.
05569M368 BNY MELLON CORP BOND	C	145,000.	138,800.
26201F777 DREYFUS INTL SMALL C	C	50,000.	41,926.
05569M780 BNY MELLON S/T US GV	C	155,000.	150,801.
261949739 DREYFUS FLOATING RAT	C	66,566.	60,027.
261986277 DREYFUS GLOBAL REAL	C	45,000.	42,941.
464287507 ISHARES TR S&P MIDCA	C	17,415.	16,606.
594918104 MICROSOFT CORP COM	C	21,187.	81,256.
166764100 CHEVRONTXACO CORP	C	36,343.	54,395.
26078J100 DOWDUPONT INC	C	32,640.	53,480.
261967780 DREYFUS INFL TN ADJ	C	142,000.	122,306.
494368103 KIMBERLY-CLARK CORP	C	2,644.	22,788.
05569M814 BNY MELLON INTERMEDI	C	195,000.	188,364.
05569M855 BNY MELLON EMERGING	C	50,000.	42,547.
00206R102 AT&T INC	C	34,276.	22,832.
883556102 THERMO ELECTRON CORP	C	16,385.	67,137.
913017109 UNITED TECHNOLOGIES	C	15,203.	31,944.
261980759 DREYFUS PREM LT TRM	C	80,160.	62,019.
007565146 ADVANTAGE DYN TOTAL	C	50,000.	46,317.
037833100 APPLE COMPUTER INC C	C	3,770.	63,096.
375558103 GILEAD SCIENCES INC	C	13,665.	37,530.
478160104 JOHNSON & JOHNSON CO	C	15,930.	77,430.
713448108 PEPSICO INC	C	4,636.	77,336.
91913Y100 VALERO ENERGY CORP N	C	19,307.	29,988.
G1151C101 ACCENTURE PLC IRELAN	C	16,607.	42,303.
05569M806 BNY MELLON SMALL CAP	C	90,072.	115,513.
30231G102 EXXON MOBIL CORP	C	2,493.	20,457.

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STATEMENT 3

PHYLLIS L REED TRUST

13-6893488

FORM 990PF, PART 11 - OTHER INVESTMENTS

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DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
921075297 VAN ECK CM COMMODITY	C	35,000.	19,425
92343V104 VERIZON COMMUNICATIO	C	11,954.	22,488.
G5494J103 LINDE PLC	C	11,492	31,208.
02079K305 ALPHABET INC/CA	C	17,747.	26,124.
63872T885 ASG GLOBAL ALTERNATI	C	65,000.	60,411
907818108 UNION PACIFIC CORP	C	16,411.	41,469.
05569M384 BNY MELLON INTL EQUI	C	80,000.	67,346.
437076102 HOME DEPOT INC USD 0	C	31,512.	68,728.
64128R608 NEUBERGER BERMAN LON	C	45,000.	39,832
86271F537 DREYFUS INTERNATIONALA	C	82,965.	108,246.
G29183103 EATON CORP PLC	C	33,500.	54,928.
		-----	-----
TOTALS		1,824,512.	2,401,712.
		=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

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DESCRIPTION -----	AMOUNT -----
PY RETURN OF CAPITAL ADJUSTMENT	2,160.
ROC ADJUSTMENT ON CY SALES	198.
PURCHASE OF ACCD INT	253.

TOTAL	2,611.
	=====

PHYLLIS L REED TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

13-6893488

RECIPIENT NAME:
NOT APPLICABLE
FORM, INFORMATION AND MATERIALS:
NOT APPLICABLE
SUBMISSION DEADLINES:
NOT APPLICABLE
NOT APPLICABLE

STATEMENT 6

FEDERAL FOOTNOTES

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ATTACHMENT TO FORM 990PF PART VIII, COLUMN (B) TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION THE COMPENSATION REPORTED IN COLUMN (B) PAID TO BNY MELLON, N.A. AS CORPORATE TRUSTEE IS CALCULATED BASED ON MARKET VALUE AND CURRENT FEE SCHEDULE. IT IS NOT DETERMINED ON AN HOURLY BASIS. CORPORATE TRUSTEE SERVICES INCLUDE ADMINISTRATIVE RESPONSIBILITIES, GRANT REQUIREMENTS, RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, STATEMENT AND ACCOUNTING SERVICES, AND REGULATORY REPORTING.