

C&E
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EXTENDED TO NOVEMBER 16, 2020

Return of Private Foundation

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

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

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

OMB No 1545-0047

2019

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2019 or tax year beginning

, and ending

Name of foundation THE REINHART FOUNDATION C/O THE COMMUNITY FOUNDATION INC.		A Employer identification number 54-2001451
Number and street (or P.O. box number if mail is not delivered to street address) 3409 MOORE STREET	Room/suite	B Telephone number 804-330-7400
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23230		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,909,824.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		3,882.	3,882.		STATEMENT 1
4 Dividends and interest from securities		279,116.	263,385.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		348,143.			
b Gross sales price for all assets on line 6a 13,377,848.					
7 Capital gain net income (from Part IV, line 2)			348,143.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		631,141.	615,410.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		350.	350.		0.
b Accounting fees STMT 4		14,000.	14,000.		0.
c Other professional fees STMT 5		160,938.	126,938.		34,000.
17 Interest					
18 Taxes STMT 6		25,443.	1,272.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		270.	270.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		201,001.	142,830.		34,000.
25 Contributions, gifts, grants paid		732,876.			738,067.
26 Total expenses and disbursements. Add lines 24 and 25		933,877.	142,830.		772,067.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-302,736.			
b Net investment income (if negative, enter -0-)			472,580.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,119,308.	867,337.	867,337.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8	14,678,151.	15,994,064.	15,994,064.	
	c	Investments - corporate bonds STMT 9	62,141.	1,805,007.	1,805,007.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10	235,145.	176,382.	176,382.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ ESCROW ACCOUNTS)	73,224.	67,037.	67,034.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,167,969.	18,909,827.	18,909,824.		
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.					
	24	Net assets without donor restrictions	16,167,969.	18,909,827.		
	25	Net assets with donor restrictions				
	Foundations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/> 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	16,167,969.	18,909,827.		
30	Total liabilities and net assets/fund balances	16,167,969.	18,909,827.			

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	16,167,969.
2	Enter amount from Part I, line 27a	2	-302,736.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS	3	3,054,305.
4	Add lines 1, 2, and 3	4	18,919,538.
5	Decreases not included in line 2 (itemize) ▶ BOOK/TAX DIFFERENCES	5	9,711.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	18,909,827.

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Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENTS

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
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			
b			
c			
d			
e	13,377,848.	13,030,019.	348,143.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			348,143.

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 } 2 348,143.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 3 N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	969,452.	18,866,869.	.051384
2017	877,796.	18,304,013.	.047956
2016	863,322.	15,961,068.	.054089
2015	803,398.	17,640,595.	.045543
2014	757,494.	17,294,842.	.043799

2 Total of line 1, column (d)	2	.242771
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	.048554
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	17,493,844.
5 Multiply line 4 by line 3	5	849,396.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,726.
7 Add lines 5 and 6	7	854,122.
8 Enter qualifying distributions from Part XII, line 4	8	772,067.

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 IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAMBREX CORP	P	08/27/17	06/25/19
b	CAMBREX CORP	P	12/31/18	06/25/19
c	CIRCOR INTL INC	P	05/28/19	06/26/19
d	EXHIBIT A	P	VARIOUS	12/31/19
e	EXHIBIT B	P	VARIOUS	12/31/19
f	EXHIBIT C	P	VARIOUS	12/31/19
g	EXHIBIT D	P	VARIOUS	12/31/19
h	NUTRISYSTEM INC	P	12/10/18	03/11/19
i	SI FINANCIAL GROUP	P	05/14/18	05/22/19
j	STEEL PARTNERS HLDGS PFD	P	VARIOUS	04/01/19
k	TELEDYNE TECHNOLOGIES IN	P	12/22/10	04/22/19
l	WHEELER REIT INC PFD	P	VARIOUS	06/06/19
m	FSP 385 INTERLOCKEN	P	VARIOUS	12/31/19
n	FSP CENTER POINT	P	VARIOUS	12/31/19
o	FSP GRAND BOULEVARD	P	VARIOUS	12/31/19

(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	14,252.	15,942.	-1,690.
b	16,005.	13,467.	2,538.
c	4,840.	4,562.	278.
d	3,151,433.	3,308,454.	-157,021.
e	5,699,554.	5,173,802.	525,752.
f	2,757,824.	2,823,776.	-70,947.
g	1,586,339.	1,597,064.	-10,725.
h	32,653.	33,324.	-671.
i		5,234.	0.
j	52,013.	31,100.	20,913.
k	38,577.	7,242.	31,335.
l	13,613.	16,052.	-2,439.
m			-18.
n			-159.
o			96.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,690.
b			2,538.
c			278.
d			-157,021.
e			525,752.
f			-70,947.
g			-10,725.
h			-671.
i			0.
j			20,913.
k			31,335.
l			-2,439.
m			-18.
n			-159.
o			96.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FSP 303 EAST WACKER DR		P	VARIOUS	12/31/19
b CAPITAL GAINS DIVIDENDS				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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			156.
b 10,745.			10,745.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			156.
b			10,745.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	348,143.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }		3	N/A

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	9,452.
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	9,452.
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	9,452.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	25,443.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	25,443.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	15,991.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input type="checkbox"/> 15,991. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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. \$ 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? 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	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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. <u>VA</u>		
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 2019 or the tax year beginning in 2019? 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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>THE COMMUNITY FOUNDATION INC.</u> Telephone no ► <u>804-330-7400</u> Located at ► <u>3409 MOORE STREET, RICHMOND, VA</u> ZIP+4 ► <u>23230-4443</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	15	N/A
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	1b	
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	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 Form 4720, Schedule C, 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	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 2019?	4b	X

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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))?	<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 Organizations relying on a current notice regarding disaster assistance, check here	N/A	5b
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).	N/A <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?	N/A	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.

(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
MYRON H. REINHART SEE FOUNDATION ADDRESS	PRESIDENT/DIRECTOR			
	2.00	0.	0.	0.
CYNTHIA R. RICHARDS SEE FOUNDATION ADDRESS	VP/SECRETARY/DIRECTOR			
	2.00	0.	0.	0.
WILLIAM L. REINHART SEE FOUNDATION ADDRESS	VP/TREASURER/DIRECTOR			
	2.00	0.	0.	0.
CHRISTOPHER R. RICHARDS SEE FOUNDATION ADDRESS	DIRECTOR			
	1.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KENNEDY CAPITAL MANAGEMENT, INC. - 10829 OLIVE BOULEVARD, ST. LOUIS, MO 63141-7739	INVESTMENT MGMT	126,938.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	16,825,769.
b	Average of monthly cash balances	1b	934,479.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,760,248.
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	17,760,248.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	266,404.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,493,844.
6	Minimum investment return. Enter 5% of line 5	6	874,692.

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	874,692.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	9,452.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	330.
c	Add lines 2a and 2b	2c	9,782.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	864,910.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	864,910.
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	864,910.

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	772,067.
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	772,067.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	772,067.

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.

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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				864,910.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			720,864.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 772,067.				
a Applied to 2018, but not more than line 2a			720,864.	
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				51,203.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				813,707.
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	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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

N/A

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1 a 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 foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☒ 4942(1)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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).)

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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:

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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				
AMERICAN DANCE INSTITUTE NEW YORK, NY		PC	FOR GENERAL CHARITABLE PURPOSES.	1,000.
BARNARD COLLEGE NEW YORK, NY		PC	CLASS OF 1973 DONOR MATCH CHALLENGE (\$15,000), THE ENDOWMENT (\$10,000)	25,000.
BOAZ & RUTH RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	10,000.
BON SECOURS RICHMOND HEALTH CARE FOUNDATION RICHMOND, VA		PC	EVELYN REINHART GUEST HOUSE (\$25,000), ROCKIN' ON THE AVENUES SPONSORSHIP (\$10,000)	35,000.
BOYS & GIRLS CLUBS OF METRO RICHMOND RICHMOND, VA		PC	CAPITAL CAMPAIGN (\$10,000), GENERAL CHARITABLE PURPOSES (\$15,000)	25,000.
Total	SEE CONTINUATION SHEET(S)			732,876.
b Approved for future payment				
NONE				
Total				0.

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923611 12-17-19

** SEE PURPOSE OF GRANT CONTINUATIONS

11

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BYRD THEATRE FOUNDATION RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	20,000.
CADENCE THEATRE COMPANY, INC RICHMOND, VA		PC	STAGE WRITE (\$2,500), GENERAL CHARITABLE PURPOSE (\$2,500)	7,500.
CARITAS RICHMOND, VA		PC	GENERAL CHARITABLE PURPOSES TO HEALING PLACE (\$20,000); WOMEN'S FACILITY CAPITAL CAMPAIGN	30,000.
CENTRAL VIRGINIA BURN CAMP CHARLOTTESVILLE, VA		PC	FOR EXPENSES OF THE CAMP ONLY	2,500.
CHILD'S PLAY REDMON, WA		PC	FOR GENERAL CHARITABLE PURPOSES OF NORFOLK & CHARLOTTESVILLE HOSPITALS	5,000.
COLUMBIA LAND CONSERVANCY CHATHAM, NY		PC	FOR GENERAL CHARITABLE PURPOSES.	2,500.
COLUMBIA PATHWAYS RECOVERY GHENT, NY		PC	FOR GENERAL CHARITABLE PURPOSES.	1,000.
CROSSOVER MINISTRY, INC. RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	15,000.
EAST CAROLINA UNIVERSITY FOUNDATION GREENVILLE, NC		PC	WILLIAM L. REINHART SCHOLARSHIP (\$15,000), THE SCHOOL OF MUSIC GALA (\$1,000), MATCHING FACULTY	25,000.
FEEDMORE, INC RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	40,000.
Total from continuation sheets				636,876.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GOOCHLAND CASA GOOCHLAND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	5,000.
GOOCHLANDCARES, INC. GOOCHLAND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	10,000.
HEALTH BRIGADE RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	15,000.
HUDSON AREA ASSOCIATION LIBRARY HUDSON, NY		PC	FOR GENERAL CHARITABLE PURPOSES.	5,000.
HUDSON OPERA HOUSE HUDSON, NY		PC	FOR GENERAL CHARITABLE PURPOSES (\$10,000), FOR THE NEW PERFORMANCE HALL CHAIRS (\$25,000)	35,000.
J. SARGEANT REYNOLDS COMMUNITY COLLEGE EDUCATIONAL FOUNDATION RICHMOND, VA		PC	NXLEX-RN TESTS & LICENSES (\$2,000)	1,000.
JAMES RIVER ASSOCIATION RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	10,000.
MAC-HAYDN THEATRE INC CHATHAM, NY		PC	FOR GENERAL CHARITABLE PURPOSES.	5,000.
MAYMONT FOUNDATION RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	10,000.
MCSHIN FOUNDATION RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	7,500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OPERATION OF UNITE NEW YORK, INC. HUDSON, NY		PC	FOR GENERAL CHARITABLE PURPOSES.	2,000.
PARTNERSHIP FOR FAMILIES FOUNDATION RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	5,000.
PETER PAUL DEVELOPMENT CENTER RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	5,000.
RANCH RECOVERY CENTERS, INC. DESERT HOT SPRINGS, CA		PC	FOR GENERAL CHARITABLE PURPOSES.	15,000.
REGIONAL FOOD BANK OF NORTHEASTERN NEW YORK LATHAM, NY		PC	SALVATION ARMY PROGRAMS IN HUDSON, NY (\$6,000) & ZION COMMUNITY FOOD PANTRY (\$2,000).	8,000.
RICHMOND OPPORTUNITIES, INC. RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	25,000.
RICHMOND SPCA RICHMOND, VA		PC	FOR THE SPAY AND NEUTER PROGRAM.	5,000.
RIVERKEEPER INC OSSINING, NY		PC	FOR GENERAL CHARITABLE PURPOSES.	5,000.
RONALD MCDONALD HOUSE INC OF RICHMOND, VA RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	5,000.
RVA THEATRE ALLIANCE RICHMOND, VA		PC	TO SUPPORT RVA THEATRE ALLIANCE'S ASL THEATRE INTERPRETATION PROGRAM - ACCOMPANIED THEATRE PERFORMANCES	5,000.
Total from continuation sheets				

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Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SAARA OF VIRGINIA, INC RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES	5,000.
SAFE HARBOR RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	7,500.
SCENIC HUDSON POUGHKEEPSIE, NY		PC	FOR GENERAL CHARITABLE PURPOSES.	5,000.
SOAR 365 RICHMOND, VA		PC	CAMP BAKER CAPITAL MATCHING CHALLENGE (\$50,000)	50,000.
STOREFRONT FOR COMMUNITY DESIGN RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	2,500.
THE COMMUNITY FOUNDATION, INC. RICHMOND, VA		PC	FOR UNRESTRICTED SUPPORT (\$88,876), HOUSING ASSISTANCE EMERGENCY FUND (\$5,000)	93,876.
THE DAILY PLANET, INC. RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	15,000.
THE HUDSON ATHENS LIGHTHOUSE PRESERVATION COMMITTEE ATHENS, NY		PC	FOR GENERAL CHARITABLE PURPOSES.	5,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES	40,000.
VIRGINIA SUPPORTIVE HOUSING RICHMOND, VA		PC	FOR GENERAL CHARITABLE PURPOSES.	25,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VIRGINIA VOICE, INC. RICHMOND, VA		PC	LIVE AUDIO DESCRIPTION FOR THEATER	5,000.
YWCA OF RICHMOND RICHMOND, VA		PC	THE DOMESTIC VIOLENCE PROGRAM.	10,000.
DRIVE TO WORK PO BOX 14526 RICHMOND, VA 23221		PC	GENERAL PURPOSES	1,000.
THE GREATER RICHMOND ARC 3600 SAUNDERS AVENUE RICHMOND, VA 23227		PC	THE LADYBUG WINE EVENT SPONSORSHIP	20,000.
MENTOR VIRGINIA 4900 AUGUSTA AVENUE, SUITE 140 RICHMOND, VA 23230		PC	GENERAL CHARITABLE PURPOSES	5,000.
UPPER HUDSON PLANNED PARENTHOOD 855 CENTRAL AVENUE ALBANY, NY 12206		PC	GENERAL PURPOSES	15,000.
Total from continuation sheets				

Part XV Supplementary Information

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

NAME OF RECIPIENT - CARITAS

GENERAL CHARITABLE PURPOSES TO HEALING PLACE (\$20,000); WOMEN'S

FACILITY CAPITAL CAMPAIGN (\$50,000); WAREHOUSE RELOCATION (\$5,000)

NAME OF RECIPIENT - EAST CAROLINA UNIVERSITY FOUNDATION

WILLIAM L. REINHART SCHOLARSHIP (\$15,000), THE SCHOOL OF MUSIC GALA

(\$1,000), MATCHING FACULTY EMERITI CHALLENGE GRANT SCHOLARSHIP AND

GENERAL PURPOSES (\$9,000)

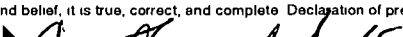
Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of.		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below? See instr	
	 Signature of officer or trustee		11/11/20 Date		VICE PRESIDENT Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed
	JAMES V. DUTY		James V. Duty		11/5/20	PTIN
	Firm's name ▶ ROSELINE TAX ADVISORS, PLLC					Firm's EIN ▶ 20-3565336
	Firm's address ▶ 140 VIRGINIA STREET, SUITE 300 RICHMOND, VA 23219					Phone no. 804-545-7440

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	3.	3.	
BANK OF AMERICA	34.	34.	
WELLS FARGO 1867	1,916.	1,916.	
WELLS FARGO 7107	1,929.	1,929.	
TOTAL TO PART I, LINE 3	3,882.	3,882.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FSP	5,864.	0.	5,864.	0.	
STEEL PARTNERS HOLDINGS LP K-1	0.	0.	0.	11,760.	
VANGUARD	90,202.	8,645.	81,557.	81,558.	
WELLS FARGO 1867	101,205.	1,273.	99,932.	90,046.	
WELLS FARGO 7107	92,590.	827.	91,763.	80,021.	
TO PART I, LINE 4	289,861.	10,745.	279,116.	263,385.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	350.	350.		0.
TO FM 990-PF, PG 1, LN 16A	350.	350.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	14,000.	14,000.		0.
TO FORM 990-PF, PG 1, LN 16B	14,000.	14,000.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	126,938.	126,938.		0.
SUPPORT TO THE COMMUNITY FOUNDATION	34,000.	0.		34,000.
TO FORM 990-PF, PG 1, LN 16C	160,938.	126,938.		34,000.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED FED TAX PAYMENTS	25,443.	0.		0.
FOREIGN TAX	0.	1,272.		0.
TO FORM 990-PF, PG 1, LN 18	25,443.	1,272.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE REGISTRATION	25.	25.		0.
BANK FEES	210.	210.		0.
MISCELLANEOUS	35.	35.		0.
TO FORM 990-PF, PG 1, LN 23	270.	270.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE SECURITIES	15,994,064.	15,994,064.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,994,064.	15,994,064.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,805,007.	1,805,007.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,805,007.	1,805,007.

FORM 990-PF		OTHER INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
STEEL PARTNERS HOLDINGS LP	COST	176,382.	176,382.	
TOTAL TO FORM 990-PF, PART II, LINE 13		176,382.	176,382.	