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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2009

For calendar year 2009, or tax year beginning

, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation WILL J. REID FOUNDATION		A Employer identification number 95-6041915	
	Number and street (or P O box number if mail is not delivered to street address) 2801 E. OCEAN BOULEVARD		Room/suite	B Telephone number 951-658-9493
City or town, state, and ZIP code LONG BEACH, CA 90803-2521		C If exemption application is pending, check here ► <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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 15,009,316. (Part I, column (d) must be on cash basis.)		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
Revenue	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	54,993.	54,993.	STATEMENT 1
	4 Dividends and interest from securities	161,916.	161,916.	STATEMENT 2
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	-47,405.		
	b Gross sales price for all assets on line 6a	44,757.		
	7 Capital gain net income (from Part IV, line 2)		0.	
	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	-3,710.	-3,710.	STATEMENT 3	
12 Total. Add lines 1 through 11	165,794.	213,199.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees	7,437.	0.	7,437.
	c Other professional fees			
	17 Interest			
	18 Taxes RECEIVED	6,342.	1,996.	105.
	19 Depreciation and depletion	1,163.	0.	
	20 Occupancy	9,206.	0.	9,206.
	21 Travel, conferences, and meetings			
	22 Printing and publications	5,385.	0.	1,382.
	23 Other expenses OGDEN, UT	29,533.	1,996.	18,130.
	24 Total operating and administrative expenses. Add lines 13 through 23	898,350.		898,350.
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	927,883.	1,996.	916,480.	
27 Subtract line 26 from line 12	-762,089.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		211,203.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Form 990-PF (2009)

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		1,303,167.	767,781.	767,781.
	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	2,593,607.	2,546,465.	1,910,108.
	c Investments - corporate bonds	STMT 9	400,000.	200,000.	201,566.
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less. accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	11,282,675.	11,422,090.	11,523,510.
	14 Land, buildings, and equipment basis ►	5,815.			
	Less. accumulated depreciation	STMT 11 ►	2,585.	4,393.	3,230.
	15 Other assets (describe ►	STATEMENT 12)	703,677.	702,121.	603,121.
	16 Total assets (to be completed by all filers)		16,287,519.	15,641,687.	15,009,316.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►	STATEMENT 13)	0.	1,826.	
	23 Total liabilities (add lines 17 through 22)		0.	1,826.	
	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				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		16,287,519.	15,639,861.	
	30 Total net assets or fund balances		16,287,519.	15,639,861.	
	31 Total liabilities and net assets/fund balances		16,287,519.	15,641,687.	

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	16,287,519.
2 Enter amount from Part I, line 27a	2	-762,089.
3 Other increases not included in line 2 (itemize) ►	3	114,431.
4 Add lines 1, 2, and 3	4	15,639,861.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,639,861.

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 COMMONFUND CAPITAL PARTNERS IV		P	VARIOUS	VARIOUS
b CERADYNE INC. AUEMF P		P	VARIOUS	VARIOUS
c OXFORD INDUSTRIES INC		P	VARIOUS	12/15/09
d CERADYNE INC COM		P	VARIOUS	12/28/09
e CAPITAL GAINS DIVIDENDS				
(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 331.				331.
b 5,126.				5,126.
c 13,790.		33,333.		-19,543.
d 24,926.		58,829.		-33,903.
e 584.				584.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				331.
b				5,126.
c				-19,543.
d				-33,903.
e				584.
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	-47,405.
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 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))
2008	1,533,026.	15,908,425.	.096366
2007	1,834,350.	19,457,890.	.094273
2006	1,426,616.	19,746,908.	.072245
2005	1,034,342.	19,464,637.	.053140
2004	1,140,754.	19,259,556.	.059231

2 Total of line 1, column (d)

2 .375255

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

3 .075051

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 12,729,905.

5 Multiply line 4 by line 3

5 955,392.

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

6 2,112.

7 Add lines 5 and 6

7 957,504.

8 Enter qualifying distributions from Part XII, line 4

8 922,666.

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 ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	4,224.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3 Add lines 1 and 2	2	0.	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	4,224.	
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	4	0.	
6 Credits/Payments	5	4,224.	
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,320.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	4,320.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	17.	
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	79.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	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?	1a	X
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>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ 0. (2) On foundation managers ► \$ _____ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	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?	6	X
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>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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? If "No," attach explanation	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ► ELIZABETH MOORE WESTBROOK Located at ► 40425 PAGEANT PLACE, HEMET, CA	Telephone no ► 951-658-9493 ZIP+4 ► 92544-8117	
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

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"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4a	X
		4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here N/A► **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

N/A

*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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?*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

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		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

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

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

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A **Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

	Amount
1 MISSION COMMUNITY BANK: INTEREST ACCRUED ON ORIGINAL INVESTMENT.	1,909.
2 SHOREBANK: INTEREST ACCRUED ON ORIGINAL INVESTMENT.	4,277.

All other program-related investments See instructions

3	
Total. Add lines 1 through 3	► 6,186.

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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	11,926,101.
b Average of monthly cash balances	1b	997,660.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	12,923,761.
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	12,923,761.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	193,856.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,729,905.
6 Minimum investment return. Enter 5% of line 5	6	636,495.

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	636,495.
2a Tax on investment income for 2009 from Part VI, line 5	2a	4,224.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,224.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	632,271.
4 Recoveries of amounts treated as qualifying distributions	4	7,741.
5 Add lines 3 and 4	5	640,012.
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	640,012.

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	916,480.
b Program-related investments - total from Part IX-B	1b	6,186.
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	922,666.
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	922,666.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				640,012.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years			0.	
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006	359,548.			
d From 2007	875,667.			
e From 2008	746,207.			
f Total of lines 3a through e	1,981,422.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 922,666.			0.	
a Applied to 2008, 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 2009 distributable amount			640,012.	
e Remaining amount distributed out of corpus	282,654.			
5 Excess distributions carryover applied to 2009 (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:	2,264,076.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,264,076.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006	359,548.			
c Excess from 2007	875,667.			
d Excess from 2008	746,207.			
e Excess from 2009	282,654.			

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

N/A

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 2009, enter the date of the ruling				<input type="checkbox"/>
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(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 the 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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)				
<i>a Paid during the year</i> SEE SCHEDULE ATTACHED	N/A			898,350.
Total			► 3a	898,350.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	54,993.
4 Dividends and interest from securities				14	161,916.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				14	-3,710.
8 Gain or (loss) from sales of assets other than inventory				18	-47,405.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)			0.	165,794.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	165,794.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization**
- (2) Purchases of assets from a noncharitable exempt organization**
- (3) Rental of facilities, equipment, or other assets**
- (4) Reimbursement arrangements**
- (5) Loans or loan guarantees**
- (6) Performance of services or membership or fundraising solicitations**

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

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature	Date		Check if self- employed
	6/1/10		<input type="checkbox"/>	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN		
POWELL & SPAFFORD, LLP P.O. BOX 8847 REDLANDS, CA 92375		Phone no 909-885-7721		

2009 DEPRECIATION AND AMORTIZATION REPORT
FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	032207SL	5.00	17		670.			670.	234.		134.
2	COMPUTER	093007SL	5.00	17		2,170.			2,170.	543.		434.
3	COMPUTER	122207SL	5.00	17		2,975.			2,975.	645.		595.
	* TOTAL 990-PF PG 1					5,815.		0.	5,815.	1,422.	0.	1,163.
	DEPR											

WILL J REID FOUNDATION
SCHEDULE FOR FORM 90PF
SUMMARY OF ASSETS
DECEMBER 31, 2009

	Temporary Investments	Stocks	Bonds	Other	Fixed Assets	Program Investments Cost	Mkt Value
	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>
<u>Altura Credit Union</u> Wealth Builder	143,239						
<u>Bank of America MBNA</u> Certificate of Deposit	119,530						
<u>Bank of America</u> Business Investment Account	1,252						
<u>Akorni Biosystems</u> Other investment				91,008	91,008		
<u>Commonfund Capital Partners IV, LP</u> Other investment				57,742	60,436		
<u>Altura Credit Union - CUSO Financial Services, L.P.</u> Oppenheimer International Value				11,085	7,325		
<u>E-Trade Financial</u>							
Cash	176,530						
Cash - margin balance	3,870						
Stocks							
Citigroup Inc.							
Diamonds Trust - Unit Series 1							
E Trade Financial Corporation							
J C Penny Co. Inc.							
Select Sector SPDR Trust Shs Ben Int Energy							
I Shares Trust Barclays Treas							
I Shares Inc MSCI Brazil Free Index							
Carpenter Technology Corp							
Chiquita Brands Int'l Inc.							
CurrencyShares Swedish Krona Trust							
CurrencyShares British Pound Sterling Trust							
Currency Shares Aus Dollar Trust							
Currency Sh Swiss Fr Com							
Currency Sh Can Dol Tr Exchange Traded Fund							
Our Sh Japanese Yen Trust Com							
CurrencyShares Euro Trust Com							
Currency shares Mexican Peso Trust Etf							

WILL J REID FOUNDATION
SCHEDULE FOR FORM 990PF
SUMMARY OF ASSETS
DECEMBER 31, 2009

WILL J REID FOUNDATION
SCHEDULE FOR FORM 990PF
SUMMARY OF ASSETS
DECEMBER 31, 2009

	Temporary Investments	Stocks	Bonds	Other	Fixed Assets	Program Cost	Investments Mkt Value
	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>
Photronics Inc.	77,808	22,250					
Powershares Qqq							
Qualcomm Inc.	260,199	314,475					
Standard & Poors Midcap 400							
Bonds							
Stearns Bank Cd							
Timberwood Bank Cd							
Mutual Funds							
Forum Funds Merk Hard Currency							
Muhlenkamp Fd Com							
Td Asset Mgmt Tdam Money Mkt Premium							
Office equipment - net							
Totals	<u>767,781</u>	<u>2,546,465</u>	<u>1,910,108</u>	<u>200,000</u>	<u>201,566</u>	<u>11,422,090</u>	<u>11,523,510</u>
Total Cost							
Total Market Value							
	<u>15,641,689</u>						
	<u>15,009,314</u>						

WILL J. REID FOUNDATION
 SCHEDULE OF CHARITABLE DISTRIBUTIONS FOR FORM 990PF
 FOR THE YEAR ENDED 12-31-09

Name	Address	Foundation Status	Purpose	Amount
Algalita Marine Research Foundation	Long Beach, CA 90803	Private Operating Foundation	Unrestricted Gift	\$ 55,000
Memorial Medical Center Foundation	Long Beach, CA 90801	Private Operating Foundation	"Building for Children" campaign	15,000
Memorial Medical Center Foundation	Long Beach, CA 90801	Private Operating Foundation	"Building for Children" campaign	15,000
Memorial Medical Center Foundation	Long Beach, CA 90801	Private Operating Foundation	"Building for Children" campaign	15,000
Memorial Medical Center Foundation	Long Beach, CA 90801	Private Operating Foundation	"Building for Children" campaign	15,000
University Of Hawaii Foundation	Hilo, HI 06720	Private Operating Foundation	Post-Doc for the Study of Marine Debris	60,000
Long Beach Community Foundation	Long Beach, CA 90801	Private Operating Foundation	Founders Fund: 4th part of 100K pledge	25,000
University Of Hawaii Foundation	Hilo, HI 06720	Private Operating Foundation	Post-Doc for the Study of Marine Debris	20,000
University Of Hawaii Foundation	Hilo, HI 06720	Private Operating Foundation	Post-Doc for the Study of Marine Debris	20,000
Algalita Marine Research Foundation	Long Beach, CA 90803	Private Operating Foundation	UOP research project	61,400
Long Beach Organic	Long Beach, CA 90804	Public Charity	Unrestricted Grant	10,000
Hawaii GEAN	Captain Cook, HI 96704	Public Charity	Unrestricted Grant	5,000
California Community Foundation	Los Angeles, CA 90071-1638	Private Operating Foundation	Unrestricted Grant	13,000
Institute for the Study of Human Knowledge	Los Altos, CA 94022	Public Charity	Unrestricted Grant	150,000
Alcohol Drug Care Services, Inc	Eureka, CA 95501	Public Charity	Serenity Inn	3,000
Alcohol Drug Care Services, Inc	Eureka, CA 95501	Public Charity	Serenity Inn	1,000
Ink People, Inc	Eureka, CA 95501	Public Charity	Bayside Bandemonium	5,000
Ink People, Inc	Eureka, CA 95501	Public Charity	Bayside Bandemonium	1,000
Bolsa Chica Land Trust	Huntington Beach, CA 92649	Public Charity	Unrestricted Grant	10,000
Long Beach BLAST	Long Beach, CA 90813	Public Charity	Unrestricted Grant	10,000
Rancho Los Alamitos	Long Beach, CA 90815	Public Charity	Unrestricted Grant	15,000
University Of Redlands	Redlands, CA 92373-0999 U S	Public Charity	Juvenile Offenders Program	2,000
University Of Redlands	Redlands, CA 92373-0999 U S	Public Charity	Juvenile Offenders Program	5,000
University Of Redlands	Redlands, CA 92373-0999 U S	Public Charity	Juvenile Offenders Program	3,000
Hawaii Preparatory Academy	Kamuela, HI 96743-8476	Public Charity	Juvenile Offenders Program	5,950
Oceania Community Health	Honolulu, HI 96822	Public Charity	Student Congress on Sustainability	10,000
Oceania Community Health	Honolulu, HI 96822	Public Charity	Field Trip Charter	10,000
Aka'ula School	Kaunakakai, HI 96748	Public Charity	Community Health Projects	10,000
Waimea Country School	Kamuela, HI 96743	Public Charity	Unrestricted Grant	5,000
Friends Of The Bond Memorial Library	Kapaa, HI 96755	Public Charity	Purchase of Furniture and Equipment	5,000
A.K. Smiley Public Library	Redlands, CA 92373	Public Charity	Unrestricted Grant	13,000

WILL J. REID FOUNDATION
SCHEDULE OF CHARITABLE DISTRIBUTIONS FOR FORM 990PF
FOR THE YEAR ENDED 12-31-09

Name	Address	Foundation Status	Purpose	Amount
University Of Redlands	Redlands, CA 92373-0999 U.S.	Public Charity	Unrestricted Grant	66,000
Lincoln Memorial Shrine	Redlands, CA 92373	Public Charity	Unrestricted Grant	5,000
Family Service Association Of Redlands	Redlands, CA 92374	Public Charity	Unrestricted Grant	10,000
Occidental College	Los Angeles, CA 90041-3314	Public Charity	VRM scholarship	2,000
Occidental College	Los Angeles, CA 90041-3314	Public Charity	VRM scholarship	2,000
Occidental College	Los Angeles, CA 90041-3314	Public Charity	VRM scholarship	2,000
Occidental College	Los Angeles, CA 90041-3314	Public Charity	VRM scholarship	2,000
Occidental College	Los Angeles, CA 90041-3314	Public Charity	VRM scholarship	2,000
YMCA Of Redlands	Redlands, CA 92373	Public Charity	Unrestricted Grant	2,000
Simmons College	Boston, MA 02115	Public Charity	SOM. Pathways for Entrepreneurship, yr 1	26,000
Las Amigas	Heber, CA 92249	Public Charity	Unrestricted Grant	7,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	Unrestricted Grant	55,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	Unrestricted Grant	25,000
Institute for the Study of Human Knowledge	Los Altos, CA 94022	Public Charity	Hoopoe Projects books & teacher mentor training	6,000
Hawaii Preparatory Academy	Kamuela, HI 96743-8476	Public Charity	Kulia Fund - endowment for disadvantaged students	7,500
Hawaii Preparatory Academy	Kamuela, HI 96743-8476	Public Charity	Kulia Fund - endowment for disadvantaged students	2,500
Hualalai Academy	Kailua-Kona, HI 96740	Public Charity	Matching funds for annual appeal	20,000
Inkwell	Washington, DC 20003	Public Charity	Unrestricted Grant	5,000
Hawai Forest Journal	Kailua-Kona, HI 96745	Public Charity	Hawaii Forest Journal	5,000
Island School	Lihue, HI 96766	Public Charity	Annual Fund	10,000
Paniolo Preservation Society	Kamuela, HI 96743	Public Charity	Paniolo Artisan Showcase	5,000
North Hawaii Hospice Inc	Kamuela, HI 96743	Public Charity	Unrestricted Grant	1,500
Bay Area Surgical Missions	San Francisco, CA 94110	Public Charity	Aid for Philippines	5,000
EXCEED	Temecula, CA 92543	Public Charity	Tierra Buena Community Garden	500
Friends Of Cabrillo Marine Aquarium	San Pedro, CA 90731	Public Charity	Virginia Reid Moore Library	15,000
Long Beach Symphony Orchestra	Long Beach, CA 90803	Public Charity	Honoring Aggie Mulhearn for Education/Outreach	10,000
				\$ 898,350

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

SOURCE	AMOUNT
ALTURA CREDIT UNION	8,661.
BANK OF AMERICA	7,061.
E-TRADE	7,242.
MISSION COMMUNITY BANK	1,909.
NEW CITY SCHOOL	13,750.
SHOREBANK	4,277.
TD AMERITRADE	12,093.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	54,993.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CUSO FINANCIAL SERVICES LP	298.	0.	298.
E TRADE	52,159.	0.	52,159.
TD AMERITRADE	110,043.	584.	109,459.
TOTAL TO FM 990-PF, PART I, LN 4	162,500.	584.	161,916.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COMMONFUND CAPITAL PARTNERS IV	-5,687.	-5,687.	
OTHER INVESTMENT INCOME	1,977.	1,977.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,710.	-3,710.	

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	7,437.	0.		7,437.
TO FORM 990-PF, PG 1, LN 16B	7,437.	0.		7,437.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	1,996.	1,996.		0.
STATE FILING FEES	105.	0.		105.
FEDERAL EXCISE TAXES	4,241.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,342.	1,996.		105.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	588.	0.		588.
OFFICE SUPPLIES AND EXPENSES	4,003.	0.		0.
EDUCATION	778.	0.		778.
FINANCE CHARGES	16.	0.		16.
TO FORM 990-PF, PG 1, LN 23	5,385.	0.		1,382.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
PRIOR YEAR PREPAID EXCISE TAXES	2,415.
ADJUSTMENT FOR CHANGE IN BASIS	112,016.
TOTAL TO FORM 990-PF, PART III, LINE 3	114,431.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	2,546,465.	1,910,108.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,546,465.	1,910,108.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	200,000.	201,566.
TOTAL TO FORM 990-PF, PART II, LINE 10C	200,000.	201,566.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	11,422,090.	11,523,510.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,422,090.	11,523,510.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	670.	368.	302.
COMPUTER	2,170.	977.	1,193.
COMPUTER	2,975.	1,240.	1,735.
TOTAL TO FM 990-PF, PART II, LN 14	<u>5,815.</u>	<u>2,585.</u>	<u>3,230.</u>

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	703,677.	702,121.	603,121.
TO FORM 990-PF, PART II, LINE 15	<u>703,677.</u>	<u>702,121.</u>	<u>603,121.</u>

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAXES PAYABLE	0.	1,826.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	1,826.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
E M WESTBROOK 2801 E. OCEAN BOULEVARD LONG BEACH, CA 90803	PRESIDENT/TREASURER 20.00	0.	0.
C R MOORE 2801 E. OCEAN BOULEVARD LONG BEACH, CA 90803	SECRETARY 4.00	0.	0.
C G BURGESS 2801 E. OCEAN BOULEVARD LONG BEACH, CA 90803	VICE-PRESIDENT 4.00	0.	0.
W J HANCOCK 2801 E. OCEAN BOULEVARD LONG BEACH, CA 90803	VICE-PRESIDENT 8.00	0.	0.
W R MOORE 2801 E. OCEAN BOULEVARD LONG BEACH, CA 90803	DIRECTOR 4.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.

