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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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation **A P. REILLY FOUNDATION** **A Employer identification number** 95-4768218

Number and street (or P O box number if mail is not delivered to street address) Room/suite **B Telephone number (see page 10 of the instructions)**  
808 WILSHIRE BLVD., FOURTH FLOOR (310) 434-7300

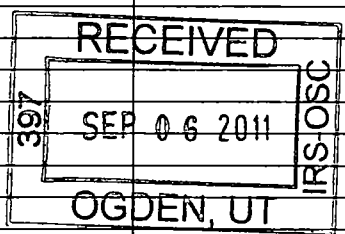
City or town, state, and ZIP code **C If exemption application is pending, check here**   
SANTA MONICA, CA 90401 **D 1. Foreign organizations, check here**   
**2. Foreign organizations meeting the 85% test, check here and attach computation**

**H Check type of organization.**  Section 501(c)(3) exempt private foundation **E If private foundation status was terminated under section 507(b)(1)(A) check here**   
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I Fair market value of all assets at end of year (from Part II, col (c), line 16)** \$ 67,604,063. **J Accounting method**  Cash  Accrual **F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here**   
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	6,853,020			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	500			ATCH 1
12 Total. Add lines 1 through 11	6,853,520			
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	69,323			69,323
19 Depreciation (attach schedule) and depletion	82,774			
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3	187,165			187,165
24 Total operating and administrative expenses. Add lines 13 through 23	339,262			256,488
25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	339,262			256,488
27 Subtract line 26 from line 12	6,514,258			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .		4,944.	2,319.	2,319.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis ▶	62,324,045.				
	Less: accumulated depreciation ▶ (attach schedule)	738,504.	55,081,106.	61,585,541.	ATCH 4 67,601,744.	
15	Other assets (describe ▶ ATCH 5 )		431,805.	432,565.		
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		55,517,855.	62,020,425.	67,604,063.	
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ ATCH 6 )		11,688.	0.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		11,688.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .		55,506,167.	62,020,425.		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .		55,506,167.	62,020,425.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .		55,517,855.	62,020,425.		

**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	55,506,167.
2	Enter amount from Part I, line 27a . . . . .	2	6,514,258.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	62,020,425.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	62,020,425.

**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					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2009	125,651.	35,699.	3.519734
2008	141,041.	32,180.	4.382878
2007	94,851.	50,447.	1.880211
2006	125,729.	70,856.	1.774430
2005	129,489.	42,770.	3.027566
2 Total of line 1, column (d)			2 14.584819
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 2.916964
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 45,868.
5 Multiply line 4 by line 3			5 133,795.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 133,795.
8 Enter qualifying distributions from Part XII, line 4			8 256,488.
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 on page 18			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, and total tax due.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, foundation managers, IRS reporting, and foundation status.

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 page 20 of the 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? . . . . . 13 X
Website address N/A
14 The books are in care of VICKI CHRISTIANSON Telephone no 310-434-7300
Located at 808 WILSHIRE BLVD 4TH FL SANTA MONICA, CA ZIP + 4 90401
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes 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)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . . 1b N A
Organizations relying on a current notice regarding disaster assistance check here. . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? . . . . . 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions). . . . . 2b 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
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2010 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 2010). . . . . 3b N A
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 2010? . . . . . 4b X

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

5a During the year did the foundation pay or incur any amount to... (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 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 (see page 22 of the instructions). (a) Name and address (b) Title, and average hours per week devoted to position (c) Compensation (If not paid, enter -0-) (d) Contributions to employee benefit plans and deferred compensation (e) Expense account, other allowances ATTACHMENT 7 0. 0. 0. 2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE." (a) Name and address of each employee paid more than \$50,000 (b) Title, and average hours per week devoted to position (c) Compensation (d) Contributions to employee benefit plans and deferred compensation (e) Expense account, other allowances NONE Total number of other employees paid over \$50,000

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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 8		574,344.
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . .	▶	NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	
<b>b</b>	Average of monthly cash balances	<b>1b</b>	46,566.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	0.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	46,566.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	46,566.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	698.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	45,868.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,293.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	256,488.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	256,488.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	256,488.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				0.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .			0.	
b Total for prior years 20 08, 20 07, 20 06 . . . . .				
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .				
b From 2006 . . . . .				
c From 2007 . . . . .				
d From 2008 . . . . .				
e From 2009 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 256,488 . . . . .				
a Applied to 2009, but not more than line 2a . . . . .			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2010 distributable amount . . . . .				
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2010. (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .				
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
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 . . . . .				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2006 . . . . .				
b Excess from 2007 . . . . .				
c Excess from 2008 . . . . .				
d Excess from 2009 . . . . .				
e Excess from 2010 . . . . .				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**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 2010, enter the date of the ruling . . . . .

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	256,488.	125,651.	141,041.	94,851.	618,031.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	256,488.	125,651.	141,041.	94,851.	618,031.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .	67,604,063.	59,156,629.	49,499,677.	42,381,645.	218,642,014.
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .	62,018,106.	55,512,911.	46,014,436.	39,509,257.	203,054,710.
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .	1,529.	1,190.	1,073.	1,681.	5,473.
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0.
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					0.
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0.
<b>(4)</b> Gross investment income . . . . .					0.

**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 page 28 of 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) )

MEL GIBSON

**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

N/A

**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 page 28 of the 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:

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p>				
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				
<p>b <i>Approved for future payment</i></p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				



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...
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
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

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... [ ] Yes [X] No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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 or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: [Signature] Date: 8/30/11 Title: Secretary

Paid Preparer Use Only
Print/Type preparer's name: PHILIP HOLTHOUSE
Preparer's signature: [Signature]
Date: 8.28.11
Check [ ] if self-employed
Firm's name: HOLTHOUSE CARLIN & VAN TRIGT LLP
Firm's address: 11444 W. OLYMPIC BLVD. 11TH FLR LOS ANGELES, CA 90064
Firm's EIN: 95-4345526
Phone no: 310-566-1900
PTIN: P00043535

**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

**2010**

Name of the organization  
 A. P. REILLY FOUNDATION

Employer identification number  
 95-4768218

**Organization type (check one)**

**Filers of:**

**Section:**

- Form 990 or 990-EZ  501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF  501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **A. P. REILLY FOUNDATION**

Employer identification number  
95-4768218

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MEL GIBSON ----- 808 WILSHIRE BLVD., 4TH FLOOR ----- SANTA MONICA, CA 90401 -----	\$ 6,853,020.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
OTHER INCOME	500.
TOTALS	<u>500.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PROPERTY TAXES	69,163.	69,163.
TAXES - FTB	10.	10.
TAXES - OTHER	150.	150.
<b>TOTALS</b>	<u>69,323.</u>	<u>69,323.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	28,525.	28,525.
INSURANCE - GENERAL	56,428.	56,428.
OUTSIDE SERVICES	7,281.	7,281.
COURIER & DELIVERIES	10.	10.
LEGAL FEES	93,991.	93,991.
REPAIRS AND MAINTAINENCE	930.	930.
TOTALS	<u>187,165.</u>	<u>187,165.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 4

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
SAFE	M7	1,128.		1,128.	1,128.		1,128.
CABINETS	M7	2,375.		2,375.	2,375.		2,375.
BLOWER	M5	422.		422.	422.		422.
TV/VCR	M5	408.		408.	408.		408.
BUILDING	M39	396,873.		396,873.	101,336.	10,176.	111,512.
LAND	L	1,323,933.		1,323,933.			
BUILDING IMPROVEMT	M39	32,843.		32,843.	8,385.	842.	9,227.
BUILDING IMPROVEMT	M39	30,863.		30,863.	7,680.	791.	8,471.
BUILDING IMPROVEMT	M39	1,723.		1,723.	420.	44.	464.
BUILDING IMPROVEMT	M39	7,179.		7,179.	1,740.	184.	1,924.
BUILDING IMPROVEMT	M39	99,465.		99,465.	23,906.	2,550.	26,456.
BUILDING IMPROVEMT	M39	17,932.		17,932.	4,274.	460.	4,734.
BUILDING IMPROVEMT	M39	58,335.		58,335.	13,776.	1,496.	15,272.
BUILDING IMPROVEMT	M39	17,081.		17,081.	3,997.	438.	4,435.
BUILDING IMPROVEMT	M39	17,914.		17,914.	4,150.	459.	4,609.
BUILDING IMPROVEMT	M39	13,981.		13,981.	3,209.	358.	3,567.
BUILDING IMPROVEMT	M39	38,977.		38,977.	8,866.	999.	9,865.
BUILDING IMPROVEMT	M39	12,980.		12,980.	2,927.	333.	3,260.

ATTACHMENT 4

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 4 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
BUILDING IMPROVEMT	M39	10,803.		10,803.	2,412.	277.	2,689.
BUILDING IMPROVEMT	M39	16,675.		16,675.	3,691.	428.	4,119.
BUILDING IMPROVEMT	M39	13,335.		13,335.	2,921.	342.	3,263.
BUILDING IMPROVEMT	M39	55,755.		55,755.	12,095.	1,430.	13,525.
BUILDING IMPROVEMT	M39	25,885.		25,885.	5,561.	664.	6,225.
BUILDING IMPROVEMT	M39	16,376.		16,376.	3,482.	420.	3,902.
BUILDING IMPROVEMT	M39	44,588.		44,588.	9,382.	1,143.	10,525.
BUILDING IMPROVEMT	M39	108,436.		108,436.	22,588.	2,780.	25,368.
BUILDING IMPROVEMT	M39	125,883.		125,883.	25,957.	3,228.	29,185.
BUILDING - CIP			4,468,857.	4,468,857.			
BUILDING IMPROVEMT	M39	83,343.		83,343.	17,007.	2,137.	19,144.
BUILDING IMPROVEMT	M39	87,866.		87,866.	17,742.	2,253.	19,995.
BUILDING IMPROVEMT	M39	182,286.		182,286.	36,418.	4,674.	41,092.
BUILDING IMPROVEMT	M39	168,430.		168,430.	33,292.	4,319.	37,611.
BUILDING IMPROVEMT	M39	166,035.		166,035.	32,460.	4,257.	36,717.
BUILDING IMPROVEMT	M39	134,890.		134,890.	26,084.	3,459.	29,543.
BUILDING IMPROVEMT	M39	168,663.		168,663.	32,257.	4,325.	36,582.
BUILDING IMPROVEMT	M39	195,226.		195,226.	36,919.	5,006.	41,925.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 4 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
BUILDING IMPROVEMT	M39	112,941.			112,941.	21,117.	2,896.		24,013.
BUILDING IMPROVEMT	M39	100,369.			100,369.	18,554.	2,574.		21,128.
BUILDING IMPROVEMT	M39	132,730.			132,730.	24,247.	3,403.		27,650.
BUILDING IMPROVEMT	M39	143,484.			143,484.	25,906.	3,679.		29,585.
ORGANIZATION COSTS	SL	1,554.			1,554.	1,554.			1,554.
BUILDING IMPROVEMT	M39	64,114.			64,114.	11,439.	1,644.		13,083.
BUILDING IMPROVEMT	M39	67,733.			67,733.	11,942.	1,737.		13,679.
BUILDING IMPROVEMT	M39	34,208.			34,208.	5,956.	877.		6,833.
BUILDING IMPROVEMT	M39	46,539.			46,539.	8,003.	1,193.		9,196.
BUILDING IMPROVEMT	M39	27,969.			27,969.	4,750.	717.		5,467.
BUILDING IMPROVEMT	M39	34,923.			34,923.	5,855.	895.		6,750.
BUILDING IMPROVEMT	M39	14,562.			14,562.	2,409.	373.		2,782.
BUILDING IMPROVEMT	M39	202.			202.	32.	5.		37.
BUILDING - CIP			53343544.		53343544.				
BUILDING IMPROVEMT	M39	1,355.			1,355.	106.	35.		141.
FIXTURE	M7	10,000.			10,000.	5,079.	1,406.		6,485.
BUILDING IMPROVEMT	M39	3,771.			3,771.	117.	97.		214.
BUILDING IMPROVEMT	M39	9,871.			9,871.	264.	253.		517.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 4 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
BUILDING IMPROVEMENT	M39	27,986.		27,986.	688.	718.	1,406.
TOTALS		<u>4,513,198.</u>		<u>62325599.</u>	<u>657,285.</u>		<u>740,059.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
ARTWORK	416,375.	416,375.
PREPAID EXPENSES	15,430.	16,190.
TOTALS	<u>431,805.</u>	<u>432,565.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
MISCELLANEOUS PAYABLE	11,688.	0.
TOTALS	<u>11,688.</u>	<u>0.</u>

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

ATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
-------------------------	---	---------------------	--	--

MEL GIBSON  
 808 WILSHIRE BLVD., 4TH FLOOR  
 SANTA MONICA, CA 90401

DIRECTOR/CEO AS NEEDED  
 0.  
 0.  
 0.

VICKI CHRISTIANSON  
 808 WILSHIRE BLVD., 4TH FLOOR  
 SANTA MONICA, CA 90401

SECRETARY/CFO AS NEEDED  
 0.  
 0.  
 0.

GRAND TOTALS

0.  
 0.  
 0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
COUCH ELECTRIC 5737 KANAN RD PMB 359 AGOURA HILLS, CA 91301	ELECTRICAL	176,096.
DOWLING CONSTRUCTION 5735 KEARNY VILLA ROAD, STE 103 SAN DIEGO, CA 92123	CONSTRUCTION	111,622.
CUSTOM WOOD DESIGN 3928 WEST 139TH ST HAWTHORNE, CA 90250	CABINETRY	105,630.
BILL WESTLAND 17128 LORNE ST VAN NUYS, CA 91406	TILE/STONE	94,920.
JAMES H. COWAN & ASSOC. INC. 29243 PACIFIC COAST HIGHWAY MALIBU, CA 90265	LANDSCAPING	86,076.
	TOTAL COMPENSATION	<u>574,344.</u>

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year expense	Current-year depreciation
SAFE	04/30/2000	1,128.	100.000			1,128.	1,128.	1,128.	200DB	HY			7		
CABINETS	08/31/2000	2,375.	100.000			2,375.	2,375.	2,375.	200DB	HY			7		
BLOWER	08/31/2000	422.	100.000			422.	422.	422.	200DB	HY			5		
TV/VCR	08/31/2000	408.	100.000			408.	408.	408.	200DB	HY			5		
BUILDING	01/01/2000	396,873.	100.000			396,873.	101,336.	111,512.	SL	MM			39		10,176.
LAND	05/19/2000	1,323,933.	100.000												
BUILDING IMPROVEMT	01/01/2000	32,843.	100.000			32,843.	8,385.	9,227.	SL	MM			39		842.
BUILDING IMPROVEMT	04/30/2000	30,863.	100.000			30,863.	7,680.	8,471.	SL	MM			39		791.
BUILDING IMPROVEMT	06/30/2000	1,723.	100.000			1,723.	420.	464.	SL	MM			39		44.
BUILDING IMPROVEMT	07/31/2000	7,179.	100.000			7,179.	1,740.	1,924.	SL	MM			39		184.
BUILDING IMPROVEMT	08/31/2000	99,465.	100.000			99,465.	23,906.	26,456.	SL	MM			39		2,550.
BUILDING IMPROVEMT	09/30/2000	17,932.	100.000			17,932.	4,274.	4,734.	SL	MM			39		460.
BUILDING IMPROVEMT	10/31/2000	58,335.	100.000			58,335.	13,776.	15,272.	SL	MM			39		1,496.
BUILDING IMPROVEMT	11/30/2000	17,081.	100.000			17,081.	3,997.	4,435.	SL	MM			39		438.
BUILDING IMPROVEMT	12/31/2000	17,914.	100.000			17,914.	4,150.	4,609.	SL	MM			39		459.
BUILDING IMPROVEMT	01/31/2001	13,981.	100.000			13,981.	3,209.	3,567.	SL	MM			39		358.
BUILDING IMPROVEMT	02/28/2001	38,977.	100.000			38,977.	8,866.	9,865.	SL	MM			39		999.
BUILDING IMPROVEMT	03/31/2001	12,980.	100.000			12,980.	2,927.	3,260.	SL	MM			39		333.
BUILDING IMPROVEMT	04/30/2001	10,803.	100.000			10,803.	2,412.	2,689.	SL	MM			39		277.
Less Retired Assets															
Subtotals						61000112.	655,731.	738,505.							82,774.

Listed Property

Less Retired Assets															
Subtotals															
TOTALS		62324045.				61000112.	655,731.	738,505.							82,774.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
ORGANIZATION COSTS	10/28/1999	1,554.	1,554.	1,554.	A248	5.000	
TOTALS		1,554.	1,554.	1,554.			



Description of Property

**DEPRECIATION**

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
BUILDING IMPROVEMT	11/30/2002	132,730.	100.000			132,730.	24,247.	27,650.	SL	MM		39	39		3,403.
BUILDING IMPROVEMT	12/31/2002	143,484.	100.000			143,484.	25,906.	29,585.	SL	MM		39	39		3,679.
BUILDING IMPROVEMT	01/31/2003	64,114.	100.000			64,114.	11,439.	13,083.	SL	MM		39	39		1,644.
BUILDING IMPROVEMT	02/28/2003	67,733.	100.000			67,733.	11,942.	13,679.	SL	MM		39	39		1,737.
BUILDING IMPROVEMT	03/31/2003	34,208.	100.000			34,208.	5,956.	6,833.	SL	MM		39	39		877.
BUILDING IMPROVEMT	04/30/2003	46,539.	100.000			46,539.	8,003.	9,196.	SL	MM		39	39		1,193.
BUILDING IMPROVEMT	05/31/2003	27,969.	100.000			27,969.	4,750.	5,467.	SL	MM		39	39		717.
BUILDING IMPROVEMT	06/30/2003	34,923.	100.000			34,923.	5,855.	6,750.	SL	MM		39	39		895.
BUILDING IMPROVEMT	07/31/2003	14,562.	100.000			14,562.	2,409.	2,782.	SL	MM		39	39		373.
BUILDING IMPROVEMT	09/30/2003	202.	100.000			202.	32.	37.	SL	MM		39	39		5.
BUILDING - CIP		53343544.	100.000			53343544.									
BUILDING IMPROVEMT	10/01/2006	1,355.	100.000			1,355.	106.	141.	SL	MM		39	39		35.
FIXTURE	12/01/2007	10,000.	100.000			10,000.	5,079.	6,485.	200DB	MO		7	7		1,406.
BUILDING IMPROVEMT	10/06/2008	3,771.	100.000			3,771.	117.	214.	SL	MM		39	39		97.
BUILDING IMPROVEMT	12/01/2008	9,871.	100.000			9,871.	264.	517.	SL	MM		39	39		253.
BUILDING IMPROVEMT	01/31/2009	27,986.	100.000			27,986.	688.	1,406.	SL	MM		39	39		718.
Less Retired Assets															
Subtotals		62324045.													

**AMORTIZATION**

Asset description	Date placed in service	Cost or basis	Ending Accumulated amortization	Code	Life	Current-year amortization
Less Retired Assets						
Subtotals						
TOTALS						

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

<b>Type or print</b>	Name of exempt organization A P REILLY FOUNDATION	Employer identification number 95-4768218
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P O. box, see instructions 808 WILSHIRE BLVD , 4TH FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SANTA MONICA, CA 90401	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ VICKI CHRISTIANSON

Telephone No. ▶ 310-434-7300 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year 20 10 or  
 ▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of exempt organization	Employer identification number
	A. P. REILLY FOUNDATION	95-4768218
File by the extended due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions.	
	808 WILSHIRE BLVD. 4TH FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
SANTA MONICA, CA 90401		

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

• The books are in the care of  VICKI CHRISTIANSON  
 Telephone No  310-434-7300 FAX No.  310-434-7375

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.
- 5 For calendar year 2010, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_
- 6 If the tax year entered in line 5 is for less than 12 months, check reason.  Initial return  Final return  
 Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_

**ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE & ACCURATE RETURN**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a \$	0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	0
c	Balance Due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	0

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title  Date