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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation LEALAIUANEVA PETER REID CHARITABLE FOUNDATION		A Employer identification number 66 - 0544331
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1030	Room/suite	B Telephone number (see instructions) 684 - 699-1854
City or town, state, and ZIP code PAGO PAGO, AS 96799		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,176,844	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	24	24		
	4 Dividends and interest from securities	49,407	49,407		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Schedule 2	280,553			
	b Gross sales price for all assets on line 6a 1,056,505				
	7 Capital gain net income (from Part IV, line 2)		280,553		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	329,984	329,984	0	
	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Schedule 5	2,500			2,500
	c Other professional fees (attach schedule) Schedule 5	19,719	17,794		1,925
	17 Interest Schedule 6				
	18 Taxes (attach schedule) (see instructions)	15,309	142		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Schedule 8	100			100
	24 Total operating and administrative expenses. Add lines 13 through 23	37,628	17,936	0	4,525
	25 Contributions, gifts, grants paid Schedule 9	88,600			88,600
	26 Total expenses and disbursements. Add lines 24 and 25	126,228	17,936	0	93,125
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	203,756			
	b Net investment income (if negative, enter -0-)		312,048		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	1,528	6,310	6,310
	2	Savings and temporary cash investments	270,667	106,148	106,148
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		12,050	12,050
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) Schedule 12	144,275	588,962	634,254
	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) Schedule 14	1,308,758	1,215,860	1,418,082
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,725,228	1,929,330	2,176,844	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	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	1,147,043	1,147,043	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	578,185	782,287	
30	Total net assets or fund balances (see instructions)	1,725,228	1,929,330		
31	Total liabilities and net assets/fund balances (see instructions)	1,725,228	1,929,330		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,725,228
2	Enter amount from Part I, line 27a	2	203,756
3	Other increases not included in line 2 (itemize) ▶ Schedule 20	3	346
4	Add lines 1, 2, and 3	4	1,929,330
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,929,330

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 See Attachment				
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	1,056,505	775,952	280,553	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))	
a				
b				
c				
d				
e			280,553	
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	280,553
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	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 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))
2011	97,910	2,079,852	4.71%
2010	73,188	1,889,972	3.87%
2009	120,016	1,785,106	6.72%
2008	58,968	2,091,844	2.82%
2007	51,927	1,765,907	2.94%
2 Total of line 1, column (d)			21.06%
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			4.21%
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			2,129,948
5 Multiply line 4 by line 3			89,713
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,120
7 Add lines 5 and 6			92,833
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			93,125

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,120	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	3,120	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,120	
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,025		
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	6,025		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,905		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 2,905 Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
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>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AS		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► N/A				
14	The books are in care of ► MICHAEL REID Telephone no. ► 684-699-1854			
Located at ► PO BOX 1030, PAGO PAGO, AS ZIP+4 ► 96799-1030				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				✓

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <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 2012?	1c	✓
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2012?	4b	✓

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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** 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
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** ✓
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
OLIVIA C. REID-GILLET PO BOX 1030, PAGO PAGO AS 96799	Pres 1HR	0	0	0
LEALA PETER E. REID JR. PO BOX 1030, PAGO PAGO AS 96799	VP 1HR	0	0	0
MICHAEL REID PO BOX 1030, PAGO PAGO AS 96799	SEC/TREA 1HR	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	0
2	
3	
4	

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

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

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

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,933,169
b	Average of monthly cash balances	1b	229,215
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,162,384
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,162,384
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	32,436
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,129,948
6	Minimum investment return. Enter 5% of line 5	6	106,497

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	106,497
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,120
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,120
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	103,377
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	103,377
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	103,377

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	93,125
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	93,125
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,120
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	90,005

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				103,377
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			88,583	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 93,125				
a Applied to 2011, but not more than line 2a			88,583	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				4,542
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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	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				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				98,835
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	N/A	N/A	N/A	N/A	N/A
b 85% of line 2a	N/A	N/A	N/A	N/A	N/A
c Qualifying distributions from Part XII, line 4 for each year listed	N/A				N/A
d Amounts included in line 2c not used directly for active conduct of exempt activities					N/A
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	N/A	N/A	N/A	N/A	N/A
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					N/A
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					N/A
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	N/A	N/A	N/A	N/A	N/A
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)					N/A
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					N/A
(3) Largest amount of support from an exempt organization					N/A
(4) Gross investment income					N/A

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attachment				88,600
Total			▶ 3a	88,600
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

Exempt Organizations		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) 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		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) 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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

4/14/12
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

PnnT/Type preparer's name
NICK SAGAPOLUTELE

Preparer's signature
n. Sagen

Date 4/16/13

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's address ► **PO BOX 1030 PAGO PAGO, AS 96799**

Firm's EIN ▶

Phone no **684 - 699-1854**

Attachments to Form 990-PF
LEALAIFUANEVA PETER REID CHARITABLE FOUNDATION
66-0544331
Tax Year 2012

Schedule 2: Part I, Line 6a - Net Gain or (Loss) from Sale of Assets Not on Line 10

Description	Date Acquired	How Acquired	Gross Sales Price	Cost, Other basis, or Donated Value		To Part XVI-A Line 8 (See Note)
				Amount	Which One	
1 170 shs Aflac Inc	3/28/2012	Purchase	8,549	7,910	Cost	2
2 10791 shs Columbia MID	Various	Purchase	153,675	149,989	Cost	2
3 2796 shs Energizer Holding	4/4/2000	Purchase	217,558	0	Cost	2
4 1448 shs General Mills	5/27/1997	Purchase	57,747	23,125	Cost	2
5 9398 shs Invesco Mid Cap	Various	Purchase	219,601	247,726	Cost	2
6 220 shs Peabody Energy	1/20/2012	Purchase	8,472	7,768	Cost	2
7 2249 shs Pimco Total	Various	Purchase	26,000	24,022	Cost	2
8 160 shs Procter & Gamble	12/12/2011	Purchase	10,260	10,286	Cost	2
9 2075 shs Vanguard 500	Various	Purchase	215,000	161,918	Cost	2
10 See Attachment	Various	Purchase	139,643	143,208	Cost	2
Total			1,056,505	775,952		

	Date Sold	To Whom Sold	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
1	10/17/2012				639
2	3/30/2012				3,686
3	Various				217,558
4	Various				34,622
5	4/2/2012				(28,125)
6	2/7/2012				704
7	9/20/2012				1,978
8	7/12/2012				(26)
9	Various				53,082
10	Various				(3,565)
Total			0	0	280,553

Amounts Carried	To Part XVI-A line 8	Gross Sales Price	Cost or Other Basis	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
Unrelated Business Income (Col B)		0	0	0	0	0
Excluded by Sec 512, 513, or 514 (Col D)		1,056,505	775,952	0	0	280,553
Related / Exempt Function Income (Col E)		0	0	0	0	0
Total		1,056,505	775,952	0	0	280,553

Note Numeric codes used above are

- 1 - if Unrelated Business Income (Part XVI-A, Column B),
2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)
Balance is Related / Exempt Function Income (Part XVI-A, Column E)

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LEALAIFUANEVA PETER REID CHARITABLE FOUNDATION
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Schedule 5: Part I, Line 16b - Accounting Fees

Type of service	Amount
1 Accounting Fees	2,500
Total	2,500

Schedule 5: Part I, Line 16c - Other Professional Fees

Type of service	Amount
1 Investment Advisor	17,794
2 Tax Preparation	1,925
Total	19,719

Schedule 6: Part I, Line 18 - Taxes

Type of tax	Amount
1 2011 Excise tax paid	15,167
2 Tax withheld on dividends	142
Total	15,309

Schedule 8: Part I, Line 23 - Other Expenses

Description	Amount
1 Bank Service Charges	100
Total	100

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LEALAIFUANEVA PETER REID CHARITABLE FOUNDATION
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Schedule 9: Part I, Line 25 - Contributions, Gifts, Grants Paid

From detail below:	Cash Amount	Property Other than Cash	Total
Paid during the year	88,600	0	88,600
Approved for future payment	0	0	0
Total	88,600	0	88,600

Paid During the Year:

Class of Activity:	Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)
Donee Name	Donee Address			
Part I, line 25 - Grants Paid - 1				
1 1 WOMEN'S HOSP AUX	PO BOX LBJ, PAGO PAGO AS	5,000		
1 2 DIOCESE OF SAMOA PAGO	PO BOX 596, PAGO PAGO AS	15,000		
1 3 DIOCESE OF SAMOA PAGO	PO BOX 596, PAGO PAGO AS	20,000		
1 4 DIOCESE OF SAMOA PAGO	PO BOX 596, PAGO PAGO AS	23,400		
1 5 SAMOA BAPTIST ACADEMY	PO BOX H, PAGO PAGO AS	3,200		
1.6 FIELD HOUSE 100	PO BOX 982756 PAGO PAGO AS	5,000		
1.7 SOUTH PACIFIC ACADEMY	PO BOX 520 PAGO PAGO AS	17,000		
Total Part I, line 25 - Grants Paid - 1		88,600	0	

Total amount paid for which the foundation exercised
expenditure responsibility

Total Paid During the Year

88,600 0

(1) Additional information for property other than cash included on continuation sheet

(2) Relationship of donee if related by blood, marriage, adoption or employment (including children of employees) to any disqualified person

(3) The organizational status of donee (e.g., public charity—an organization described in section 509(a)(1), (2), or (3))

Additional Information for Property Other Than Cash

Line Number from above	Book Value	How Determined	Fair Market Value	How Determine	Date of Gift
Description of Property					
1.1					
2 1					
3.1					
6 1					

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LEALAIUANEVA PETER REID CHARITABLE FOUNDATION
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Schedule 12: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds

	End of Year	
Total U S Government obligations		
Total	0	0

Line 10b - Investments - Corporate Stock

1	3M CO	17,543	18,570
2	Abbot Labs	9,149	9,825
3	Affiliated Managers Group	9,438	11,063
4	Amgen Inc	9,820	12,499
5	ANZ Bank ADRF	44,425	65,018
6	Apache Corp	15,345	12,168
7	Apple Inc	20,743	18,626
8	Berkshire Hathaway Inc	20,101	23,322
9	Cameron Intl Corp	10,968	11,574
10	See Attachment	431,430	451,589
Total		588,962	634,254

Schedule 14: Part II, Line 13 - Investments—Other

		Valued at Cost or Market Value	End of Year	
			Book Value	Fair Market Value
Description:				
1	Advisorshares TR Cambria Global	Cost	23,720	24,400
2	Barclays BK PLC	Cost	49,868	47,966
3	INDEXIQ ETF TR IQ Hedge Multi	Cost	24,795	25,029
4	INDEXIQ ETF TR IQ Merger Arb	Cost	24,981	24,530
5	Ishares TR MSCI EAFE Index FD	Cost	234,091	266,104
6	Morgan Stanley Cushing MLP	Cost	24,945	23,479
7	See Attachment	Cost	833,459	1,006,574
Total			1,215,860	1,418,082

Schedule 20: Part III, Line 3 - Other Increases Not Included in Line 2

Description	Amount
1 Misc income	346
Total	346

Attachments to Form 990-PF
Lealaifuaneva Peter Reid Charitable Foundation
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Schedule 2: Part I, Line 6a - Net Gain or (Loss) from Sale of Assets Not on Line 10 (Continued)

Description	Date Acquired	How Acquired	Gross Sales Price	Cost, Other basis, or Donated Value		To Part XVI-A Line 8 (See Note)
				Amount	Which One	
1 310 shs Valero Energy Corp	3/30/2012	Purchase	10,131	8,219	Cost	2
2 4026 shs Vanguard Windsor II	Various	Purchase	116,651	124,112	Cost	2
3 725 shs Weatherford Intl Ltd	3/30/2012	Purchase	6,820	10,877	Cost	2
4 PIMCO	Various	Purchase	6,041	0	Cost	2
Total			139,643	143,208		

Schedule 12: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds (Continued)

Line 10b - Investments - Corporate Stock		Valued at Cost or Market Value	End of Year	
			Book Value	Fair Market Value
1 Chevron Corp			17,119	17,302
2 Cisco Systems Inc			20,672	19,256
3 Citigroup Inc			15,851	17,011
4 Coca Cola Company			8,124	7,975
5 Comcast Corp			8,516	10,648
6 Fluor Corp			17,085	16,741
7 General Electric Co			18,426	20,465
8 Gilead Sciences Inc			5,494	8,447
9 Goldman Sachs Group Inc			15,776	15,945
10 Google Inc			17,700	21,221
11 Intel Corp			16,964	16,084
12 JP Morgan Chase & Co			15,642	18,027
13 Merck & Co Inc			20,193	22,926
14 Microsoft Corp			14,315	11,886
15 Morgan Stanley Comm			15,784	15,296
16 Noble Corporation			13,315	12,535
17 Oracle Corp			20,875	25,990
18 Peabody Energy Corp			9,216	7,185
19 PepsiCo Inc			17,018	17,792
20 Procter & Gamble Co			10,520	10,862
21 Qualcomm Inc			10,551	9,588
22 Schlumberger LTD			15,450	14,899
23 Siemens AG Sponsored ADR			18,043	19,705
24 State STR Corp			8,555	8,932
25 Suncor Energy Inc			21,447	21,602
26 Teva Pharmaceutical Industres			15,690	13,069
27 Time Warner Inc			7,986	10,523
28 TJX Companies Inc			9,033	9,763
29 Unitedhealth Group Inc			15,420	16,272
30 Visa Inc			10,651	13,642
Total			431,430	451,589

Schedule 14: Part II, Line 13 - Investments—Other (Continued)

Description.	Valued at Cost or Market Value	End of Year	
		Book Value	Fair Market Value
1 Pimco Total Return Fund	Cost	252,239	261,514
2 Proshares TR RAFI	Cost	24,889	25,233
3 SPDR Index SHS FDS Dow Jones	Cost	24,718	28,118
4 Vanguard 500 Index Fund	Cost	166,750	290,827
5 Vanguard Index FDS Vanguard REI	Cost	75,030	80,934
6 Vanguard Intl Equity Index FDS	Cost	289,834	319,948
Total		833,459	1,006,574

Attachments to Form 990-PF

Lealaifuaneva Peter Reid Charitable Foundation

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Part XV Supplemental Information (continued)				
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient name and address (home or business)	If recipient is an individual, see Note below	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Women's Hospital Auxiliary PO Box LBJ, Pago Pago, AS 96799		Hospital Auxiliary	Funds to purchase infant ventilator for hospital	5,000
Diocese of Samoa Pago Pago PO Box 596, Pago Pago, AS 96799		Church	Funds for Faasao Manist High School	15,000
Diocese of Samoa Pago Pago PO Box 596, Pago Pago, AS 96799		Church	Funds for Hope House assisted living	20,000
Diocese of Samoa Pago Pago PO Box 596, Pago Pago, AS 96799		Church	Funds for Faasao Manist HS teachers' compensation	23,400
Samoa Baptist Academy PO Box H, Pago Pago, AS 96799		School	Funds for Samoa Baptist Academy	3,200
Field House 100 PO Box 982756, Pago Pago, AS 96799		College Prep	Funds to purchase preparation material for college entrance exams	5,000
South Pacific Academy PO Box 520, Pago Pago, AS 96799		School	Funds for South Pacific Academy teachers' compensation	17,000
Total to Part 1, line 25				88,600