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

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 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 instructions) (310) 434-7300
808 WILSHIRE BLVD., FOURTH FLOOR		
City or town, state, and ZIP code SANTA MONICA, CA 90401		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 69,760,944.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		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)	146,269.			
	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)					
12 Total. Add lines 1 through 11	146,269.				
Operating and Administrative Expenses	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 instructions) ATCH 1	89,280.			89,280.
	19 Depreciation (attach schedule) and depletion	1,606,579.			
	20 Occupancy				
	21 Travel, conferences and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 2	60,619.			60,619.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,756,478.			149,899.
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	1,756,478.			149,899.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,610,209.				
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		4,359.	7.	7.
	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 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 ▶ 63,112,441. Less accumulated depreciation (attach schedule) ▶ 3,131,131.			61,587,886.	59,981,310.
15	Other assets (describe ▶ ATCH 4)			426,503.	427,222.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			62,018,748.	60,408,539.	69,760,944.
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 <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			62,018,748.	60,408,539.
30	Total net assets or fund balances (see instructions),			62,018,748.	60,408,539.	
31	Total liabilities and net assets/fund balances (see instructions)			62,018,748.	60,408,539.	

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 62,018,748.
2	Enter amount from Part I, line 27a	2 -1,610,209.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 60,408,539.
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 60,408,539.

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 instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation 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	273,218.	19,936.	13.704755
2010	256,488.	45,868.	5.591872
2009	125,651.	35,699.	3.519734
2008	141,041.	32,180.	4.382878
2007	94,851.	50,447.	1.880211
2 Total of line 1, column (d)			29.079450
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			5.815890
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			1,117.
5 Multiply line 4 by line 3			6,496.
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			6,496.
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			149,899.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. 'Yes' and 'No' columns are used for responses.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 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? 16 Yes No X
See 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 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 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b 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 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 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 2012? 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... 6b 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? 7b 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 instructions).

Table with 5 columns: (a) Name and address, (b) Title, and average hours per position, (c) Compensation (If not paid, enter -0-), (d) Contributions to employee benefit plans and deferred compensation, (e) Expense account, other allowances. Row 1: ATCH 5, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: 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 instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	1,134.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,134.
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	1,134.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,117.
6	Minimum investment return. Enter 5% of line 5	6	56.

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	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	149,899.
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	149,899.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	149,899.

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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
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 ▶ \$ 149,899.				
a Applied to 2011, but not more than line 2a				
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				
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				
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 instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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)

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 2012, enter the date of the ruling

--

b Check box to indicate whether the foundation is a private operating foundation described in section

<input checked="" type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
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2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	149,899.	273,218.	256,488.	125,651.	805,256.
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	149,899.	273,218.	256,488.	125,651.	805,256.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	69,760,944.	68,447,195.	67,604,063.	59,156,629.	264,968,831.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).	60,408,529.	62,014,389.	62,018,106.	55,512,911.	239,953,935.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	37.	665.	1,529.	1,190.	3,421.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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 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
<i>a Paid during the year</i>				
Total ▶ 3a				
<i>b Approved for future payment</i>				
Total ▶ 3b				

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 3 columns: Question ID, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 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.

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, Date 8/6/13, Title Secretary.

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name KENNETH R. FROELICH, Preparer's signature, Date 7/31/13, Check self-employed, PTIN P00245907, Firm's name HOLTHOUSE CARLIN & VAN TRIGT LLP, Firm's EIN 95-4345526, Firm's address 11444 W. OLYMPIC BLVD. 11TH FLR LOS ANGELES, CA 90064, Phone no 310-566-1900

Schedule of Contributors

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

2012

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, total 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 total 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 Part I, 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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MEL GIBSON ----- 808 WILSHIRE BLVD., 4TH FLOOR ----- SANTA MONICA, CA 90401 -----	\$ ----- 146,269.	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 - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PROPERTY TAXES	89,022.	89,022.
TAXES - OTHER	248.	248.
TAXES - FTB	10.	10.
TOTALS	<u>89,280.</u>	<u>89,280.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
ACCOUNTING FEES	2,434. 7.
BANK CHARGES	48,014.
INSURANCE - GENERAL	1,393.
LEGAL FEES	8,771.
LICENSES & PERMITS	
TOTALS	<u>60,619.</u>

CHARITABLE PURPOSES	2,434. 7.
	48,014.
	1,393.
	8,771.
	<u>60,619.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 3

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	M1	2,375		2,375	2,375		2,375
BLOWER	M5	422		422	422		422
TV/VCR	M5	408		408	408		408
BUILDING-MISSION 2	M39	396,873		396,873	121,688	10,176	131,864
LAND	L	1,323,933		1,323,933			
BUILDING IMPROVEMT	M39	32,843		32,843	10,069	842	10,911
BUILDING IMPROVEMT	M39	30,863		30,863	9,262	791	10,053
BUILDING IMPROVEMT	M39	1,723		1,723	508	44	552
BUILDING IMPROVEMT	M39	7,179		7,179	2,108	184	2,292
BUILDING IMPROVEMT	M39	99,465		99,465	29,006	2,550	31,556
BUILDING IMPROVEMT	M39	17,932		17,932	5,194	460	5,654
BUILDING IMPROVEMT	M39	58,335		58,335	16,768	1,496	18,264
BUILDING IMPROVEMT	M39	17,081		17,081	4,873	438	5,311
BUILDING IMPROVEMT	M39	17,914		17,914	5,068	459	5,527
BUILDING IMPROVEMT	M39	13,981		13,981	3,925	358	4,283
BUILDING IMPROVEMT	M39	18,977		18,977	10,864	999	11,863
BUILDING IMPROVEMT	M39	12,980		12,980	3,593	333	3,926

LAND, BUILDINGS, EQUIPMENT, NOT HELD FOR INVESTMENT

ATTACHMENT 3 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
BUILDING IMPROVEMT	M39	10,803			10,803	277		3,243
BUILDING IMPROVEMT	M39	16,675.			16,675	428		4,975.
BUILDING IMPROVEMT	M39	13,335			13,335.	342		3,947
BUILDING IMPROVEMT	M39	55,755			55,755	1,430		16,385.
BUILDING IMPROVEMT	M39	25,885			25,885	664		7,553
BUILDING IMPROVEMT	M39	16,376			16,376	420		4,742.
BUILDING IMPROVEMT	M39	44,588			44,588	1,143		12,811
BUILDING IMPROVEMT	M39	108,436			108,436	2,780		30,928.
BUILDING IMPROVEMT	M39	125,883			125,883.	3,228		35,641
BUILDING IMPROVEMT	M39	83,343			83,343	2,137.		23,418.
BUILDING IMPROVEMT	M39	87,866			87,866	2,253.		24,501
BUILDING IMPROVEMT	M39	182,286			182,286	4,674		50,440
BUILDING IMPROVEMT	M39	168,430			168,430	4,319		46,249
BUILDING IMPROVEMT	M39	166,035			166,035.	4,257		45,231
BUILDING IMPROVEMT	M39	134,890			134,890.	3,459		36,461
BUILDING IMPROVEMT	M39	168,663.			168,663.	4,325		45,232
BUILDING IMPROVEMT	M39	195,226.			195,226	5,006.		51,937
BUILDING IMPROVEMT	M39	112,941.			112,941	2,896		29,805

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 3 (CONT'D.)

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION 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	100,369			100,369	23,702	2,574		26,276
BUILDING IMPROVEMT	M39	132,730			132,730	31,053	3,403		34,456
BUILDING IMPROVEMT	M39	143,484			143,484	33,264	3,679		36,943
ORGANIZATION COSTS	SL	1,554			1,554	1,554			1,554
BUILDING IMPROVEMT	M39	64,114			64,114	14,727	1,644		16,371
BUILDING IMPROVEMT	M39	67,733			67,733	15,416	1,737		17,153
BUILDING IMPROVEMT	M39	34,208			34,208	7,710	877		8,587
BUILDING IMPROVEMT	M39	46,539			46,539	10,389	1,193		11,582
BUILDING IMPROVEMT	M39	27,969			27,969	6,184	717		6,901
BUILDING IMPROVEMT	M39	34,923			34,923	7,645	895		8,540
BUILDING IMPROVEMT	M39	14,562			14,562	3,155	373		3,528
BUILDING IMPROVEMT	M39	202			202	42	5		47
BUILDING IMPROVEMT	M39	1,355			1,355	176	35		211
FIXTURE	M7	10,000			10,000	7,489	873		8,362
BUILDING IMPROVEMT	M39	3,771			3,771	311	97		408
BUILDING IMPROVEMT	M39	9,871			9,871	770	253		1,023
BUILDING IMPROVEMT	M39	27,986			27,986	2,124	718		2,842
TOTALS		<u>4,513,198</u>			<u>4,513,198</u>	<u>822,431</u>			<u>904,672</u>

ATTACHMENT 4

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	10,128.	10,847.
TOTALS	<u>426,503.</u>	<u>427,222.</u>

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

ATTACHMENT 5

<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
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

2012

A P REILLY FOUNDATION

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 179 expense	Current-year depreciation
SALT	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-MISSION 2	01/01/2000	396,873	100 000			396,873	121,688	131,864	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	10,069	10,911	SL	MM		39		842	
BUILDING IMPROVEMT	04/30/2000	30,863	100 000			30,863	9,262	10,053	SL	MM		39		791	
BUILDING IMPROVEMT	06/30/2000	1,723	100 000			1,723	508	552	SL	MM		39		44	
BUILDING IMPROVEMT	07/31/2000	7,179	100 000			7,179	2,108	2,292	SL	MM		39		194	
BUILDING IMPROVEMT	08/31/2000	99,465	100 000			99,465	29,006	31,556	SL	MM		39		2,550	
BUILDING IMPROVEMT	09/30/2000	17,932	100 000			17,932	5,194	5,654	SL	MM		39		460	
BUILDING IMPROVEMT	10/31/2000	58,335	100 000			58,335	16,768	18,264	SL	MM		39		1,496	
BUILDING IMPROVEMT	11/30/2000	17,081	100 000			17,081	4,873	5,311	SL	MM		39		438	
BUILDING IMPROVEMT	12/31/2000	17,914	100 000			17,914	5,068	5,527	SL	MM		39		459	
BUILDING IMPROVEMT	01/31/2001	13,981	100 000			13,981	3,925	4,283	SL	MM		39		358	
BUILDING IMPROVEMT	02/28/2001	38,977	100 000			38,977	10,864	11,863	SL	MM		39		999	
BUILDING IMPROVEMT	03/31/2001	12,980	100 000			12,980	3,593	3,926	SL	MM		39		333	
BUILDING IMPROVEMT	04/30/2001	10,803	100 000			10,803	2,966	3,243	SL	MM		39		277	
Less Retired Assets															
Subtotals															

Listed Property

Less Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Ending Accumulated amortization	Code	Life	Current-year amortization
ORGANIZATION COSTS	10/28/1999	1,554	1,554	A248	5 000	
TOTALS						

* Assets Retired
JSA
2X9024 1 000

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 IMPROVEMENT	12/31/2002	143,484	100.000			143,484	33,264	36,943	SL	MM		39			3,679
BUILDING IMPROVEMENT	01/31/2003	64,114	100.000			64,114	14,727	16,371	SL	MM		39			1,644
BUILDING IMPROVEMENT	02/28/2003	6,733	100.000			6,733	15,416	17,153	SL	MM		39			1,731
BUILDING IMPROVEMENT	03/31/2003	34,208	100.000			34,208	7,710	8,587	SL	MM		39			871
BUILDING IMPROVEMENT	04/30/2003	46,539	100.000			46,539	10,389	11,582	SL	MM		39			1,193
BUILDING IMPROVEMENT	05/31/2003	21,969	100.000			21,969	6,184	6,901	SL	MM		39			717
BUILDING IMPROVEMENT	06/30/2003	34,923	100.000			34,923	7,645	8,540	SL	MM		39			895
BUILDING IMPROVEMENT	07/31/2003	14,562	100.000			14,562	3,155	3,528	SL	MM		39			373
BUILDING IMPROVEMENT	09/30/2003	202	100.000			202	42	47	SL	MM		39			5
BUILDING IMPROVEMENT	10/01/2006	1,355	100.000			1,355	176	211	SL	MM		39			35
FIXTURE	12/01/2007	10,000	100.000			10,000	7,499	8,362	SL	MQ		7			873
BUILDING IMPROVEMENT	10/06/2008	3,771	100.000			3,771	311	408	SL	MM		39			97
BUILDING IMPROVEMENT	12/01/2008	9,871	100.000			9,871	770	1,023	SL	MM		39			253
BUILDING IMPROVEMENT	01/31/2009	27,986	100.000			27,986	2,224	2,842	SL	MM		39			718
BUILDING MISSION	07/01/2011	58526693	100.000			58526693	688,859	2,189,483	SL	MM		39			1,500,624
JOHN DEERE TRACTOR	07/13/2011	44,152	100.000			44,152	8,330	22,959	200DB	HY		5			14,129
WOOD CHIPPER	07/21/2011	15,458	100.000			15,458	3,092	8,039	200DB	HY		5			4,947
GALLON SPRAYER	08/15/2011	3,609	100.000			3,609	722	1,877	200DB	HY		5			1,155
HPX DIESPL GR	10/13/2011	10,885	100.000			10,885	2,177	5,660	200DB	HY		5			3,483
Less Retired Assets															
Subtotals		63112441				61788508	1,524,557	3,131,136							1,606,579

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Code	Life	Current-year amortization
TOTALS		63112441	1,524,557	3,131,136			1,606,579
Less Retired Assets							
TOTALS		1,554	1,554	1,554			

Application for Extension of Time To File an Exempt Organization Return

► 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 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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. A. P. REILLY FOUNDATION	Employer identification number (EIN) or 95-4768218
	Number, street, and room or suite no. If a P.O. box, see instructions. 808 WILSHIRE BLVD, 4TH FL	Social security number (SSN)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	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. ► 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 20 12 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 Balance due. 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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.