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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

WILL J. REID FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

2801 E. OCEAN BOULEVARD

A Employer identification number

95-6041915

City or town, state, and ZIP code

LONG BEACH, CA 90803-2521

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization

Section 501(c)(3) exempt private foundation
 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)J Accounting method
 Cash Accrual
 Other (specify) _____

► \$ 15,169,610. (Part I, column (d) must be on cash basis.)

B Telephone number

951-658-9493

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	100.		N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	19,883.	19,883.		STATEMENT 1
4	Dividends and interest from securities	156,214.	156,214.		STATEMENT 2
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	597,550.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-4,127.	-4,127.		STATEMENT 3
12	Total Add lines 1 through 11	80,232.	171,970.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	3,761.	0.		3,761.
c	Other professional fees				
17	Interest	67.	67.		0.
18	Taxes	1,483.	3,686.		10.
19	Depreciation and depletion	1,099.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	24,768.	0.		24,768.
22	Printing and publications				
23	Other expenses	4,706.	245.		1,438.
24	Total operating and administrative expenses. Add lines 13 through 23	35,884.	3,998.		29,977.
25	Contributions, gifts, grants paid	896,500.			896,500.
26	Total expenses and disbursements. Add lines 24 and 25	932,384.	3,998.		926,477.
27	Subtract line 26 from line 12	-852,152.			
28a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		167,972.		
c	Adjusted net income (if negative, enter -0-)			N/A	

100

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		5,341,964.	4,757,833.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock	STMT 8	1,038,023.	752,993.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 9	7,374,908.	7,555,266.
	14 Land, buildings, and equipment basis ►	6,789.		
	Less accumulated depreciation STMT 7 ►	6,034.	1,854.	755.
	15 Other assets (describe ►	STATEMENT 10)	504,137.	341,887.
	16 Total assets (to be completed by all filers)		14,260,886.	13,408,734.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)		
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow 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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		14,260,886.	13,408,734.
	30 Total net assets or fund balances		14,260,886.	13,408,734.
	31 Total liabilities and net assets/fund balances		14,260,886.	13,408,734.

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 14,260,886.
2 Enter amount from Part I, line 27a	2 -852,152.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 13,408,734.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 13,408,734.

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	SEE ATTACHED STATEMENTS				
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	597,550.		689,388.	-91,838.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
	(i) 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				-91,838.	
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	-91,838.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year, see 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	1,038,578.	15,223,449.	.068222
2010	550,121.	14,261,543.	.038574
2009	922,666.	12,729,905.	.072480
2008	1,533,026.	15,908,425.	.096366
2007	1,834,350.	19,457,890.	.094273

2 Total of line 1, column (d)

2 .369915

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 .073983

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 14,467,907.

5 Multiply line 4 by line 3

5 1,070,379.

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

6 1,680.

7 Add lines 5 and 6

7 1,072,059.

8 Enter qualifying distributions from Part XII, line 4

8 927,739.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	} (attach copy of letter if necessary-see instructions)	1	3,359.
Date of ruling or determination letter _____			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	} (attach copy of letter if necessary-see instructions)	2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments	} (attach copy of letter if necessary-see instructions)	6a	2,302.
a 2012 estimated tax payments and 2011 overpayment credited to 2012			
b Exempt foreign organizations - tax withheld at source			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld			
7 Total credits and payments Add lines 6a through 6d	} (attach copy of letter if necessary-see instructions)	7	2,302.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►			
		Refunded ►	

Part VII-A Statements Regarding Activities

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?	} (attach copy of letter if necessary-see instructions)	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?	} (attach copy of letter if necessary-see instructions)	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1) On the foundation ► \$ _____ 0. (2) On foundation managers ► \$ _____ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0.	} (attach copy of letter if necessary-see instructions)	2	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?			
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			
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?			
If "Yes," attach the statement required by General Instruction T.			
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?			
If "Yes," complete Part II, col. (c), and Part XV.			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►			
CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation			
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)? If "Yes," complete Part XIV			
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► ELIZABETH MOORE WESTBROOK Located at ► 40425 PAGEANT PLACE, HEMET, CA	Telephone no ► 951-658-9493 ZIP+4 ► 92544-8117	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <input type="checkbox"/> 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 ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
	If "Yes," list the years ► _____, _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> 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, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

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?

N/A

 Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

X

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

N/A

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

►

0

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

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

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



0

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

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

Expenses

1 N/A

2

3

4

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

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

Amount

1 MISSION COMMUNITY BANK: INTEREST ACCRUED ON ORIGINAL INVESTMENT.

537.

2 URBAN PARTNERSHIP BANK, FOMERLY SHOREBANK: INTEREST ACCRUED ON ORIGINAL INVESTMENT.

725.

All other program-related investments See instructions

3

Total. Add lines 1 through 3

▶ 1,262.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	10,051,151.
b Average of monthly cash balances	1b	4,637,079.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	14,688,230.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	14,688,230.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	220,323.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,467,907.
6 Minimum investment return. Enter 5% of line 5	6	723,395.

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	723,395.
2a Tax on investment income for 2012 from Part VI, line 5	2a	3,359.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	3,359.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	720,036.
4 Recoveries of amounts treated as qualifying distributions	4	63,512.
5 Add lines 3 and 4	5	783,548.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	783,548.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	926,477.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	1,262.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	927,739.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	927,739.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				783,548.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	875,667.			
b From 2008	746,207.			
c From 2009	282,654.			
d From 2010				
e From 2011	172,737.			
f Total of lines 3a through e	2,077,265.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 927,739.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount			783,548.	
e Remaining amount distributed out of corpus	144,191.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	2,221,456.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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		0.		
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 instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	875,667.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,345,789.			
10 Analysis of line 9				
a Excess from 2008	746,207.			
b Excess from 2009	282,654.			
c Excess from 2010				
d Excess from 2011	172,737.			
e Excess from 2012	144,191.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE SCHEDULE ATTACHED	N/A			896,500.
Total			► 3a	896,500.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19,883.	
4 Dividends and interest from securities			14	156,214.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-4,127.	
8 Gain or (loss) from sales of assets other than inventory			18	-91,838.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		80,132.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	80,132.
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

WILL J. REID FOUNDATION

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 MIDWEST MANUFACTURING COMPANY			P	09/15/05	01/04/12
b CURRENCYSHARES MEXICAN PESO TR			P	12/31/07	06/29/12
c CURRENCYSHARES MEXICAN PESO TR			P	12/11/07	06/29/12
d LOCKHEED MARTIN CORP			P	08/08/11	12/05/12
e TDAM MM PORT PREMN			P	11/21/08	08/01/12
f TDAM MM PORT PREMN			P	11/21/08	10/11/12
g CERADYNE INC.			P	10/11/06	12/28/12
h CERADYNE INC.			P	10/11/06	12/28/12
i CERADYNE INC.			P	10/12/06	12/28/12
j CERADYNE INC.			P	10/12/06	12/28/12
k CERADYNE INC.			P	10/12/06	12/28/12
l CERADYNE INC.			P	10/12/06	12/28/12
m CERADYNE INC.			P	12/29/08	12/28/12
n CERADYNE INC.			P	01/20/09	12/28/12
o COMMONFUND CAPITAL PARTNERS IV			P	VARIOUS	VARIOUS
(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		100,000.	-100,000.		
b	77,088.	97,509.	-20,421.		
c	1,454.	1,850.	-396.		
d	93,408.	69,045.	24,363.		
e	200,000.	200,000.	0.		
f	5,000.	5,000.	0.		
g	20,510.	24,360.	-3,850.		
h	10,500.	12,470.	-1,970.		
i	31,500.	37,926.	-6,426.		
j	17,990.	21,675.	-3,685.		
k	17,500.	21,081.	-3,581.		
l	7,000.	8,432.	-1,432.		
m	52,500.	45,020.	7,480.		
n	52,500.	45,020.	7,480.		
o	9,327.		9,327.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")		
a			-100,000.		
b			-20,421.		
c			-396.		
d			24,363.		
e			0.		
f			0.		
g			-3,850.		
h			-1,970.		
i			-6,426.		
j			-3,685.		
k			-3,581.		
l			-1,432.		
m			7,480.		
n			7,480.		
o			9,327.		
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) If (loss), enter "-0-" in Part I, line 8 }		3		

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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 CAPITAL GAINS DIVIDENDS					
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	1,273.			1,273.	
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")	
(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	1,273.	
a					
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }				2	-91,838.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 } }				3	N/A

WILL J REID FOUNDATION
SCHEDULE FOR FORM 990PF
SUMMARY OF ASSETS
DECEMBER 31, 2012

WILL J REID FOUNDATION
SCHEDULE FOR FORM 990PF
SUMMARY OF ASSETS
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WILL J REID FOUNDATION
SCHEDULE FOR FORM 990PF
SUMMARY OF ASSETS
DECEMBER 31, 2012

	Temporary Investments	Fixed Income	Stocks	Other	Fixed Assets	Program Investments
	Cost	Mkt Value	Cost	Mkt Value	Cost	Cost
						Market
Ishares Msci Eafe Index Fund					407,181	454,880
Ishares Msci Emerging Mkts					54,260	66,525
Ishares Msci pac Ex-Jpn Com					208,844	212,130
Ishares Msci Sweden					81,500	75,500
Powershares Qqq					548,436	976,952
Standard & Poors Midcap 400					747,925	1,299,970
Mutual Funds						
Forum Funds Merk Hard Currency					111,474	116,070
Oppenheimer International Value					11,431	7,877
Td Asset Mgmt Tdam Money Mkt Premium					1,098,192	1,098,192
Office equipment - net					-	-
Totals	4,757,833	350,267	351,277	752,993	1,165,676	7,204,999
Total Cost						
Total Market Value						
	13,408,734				8,552,182	755
	15,169,610				341,887	341,887

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

Name	Address	Foundation Status	Purpose	Amount
A K Smiley Public Library	Redlands, CA 92373	Public Charity	Unrestricted Gift	\$ 20,000
Akauia School	Kaunakakai, HI 96748	Public Charity	Unrestricted Gift	1,000
Akauia School	Kaunakakai, HI 96748	Public Charity	Unrestricted Gift	20,000
Akauia School	Kaunakakai, HI 96748	Public Charity	Unrestricted Gift	20,000
Algatia Marine Research Institute	Long Beach, CA 90803	Public Charity	Unrestricted Gift	50,000
Cabrillo Marine Aquarium	San pedro, CA 90731	Public Charity	Virginia Reid Moore Research Library	10,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	Camp Shiwaka Earth Shelter Bldg	200,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	Will J Reid High School Program	7,500
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	WRAP after school program	40,000
Centro Shalom	Long Beach, CA 90813-4501	Public Charity	Unrestricted Gift	5,000
Club Las Amigas	Calexico, CA 92232	Public Charity	Unrestricted Gift	7,000
Hawaii Preparatory Academy	Kamuela, HI 96743-8476	Public Charity	Unrestricted Gift	1,000
Hawaii Preparatory Academy	Kamuela, HI 96743-8476	Public Charity	iPads and Speaker Series	25,000
Institute for the Study of Human Knowledg	Los Altos, CA 94022	Public Charity	Unrestricted Gift	75,000
Kanu o ka Aina Learning Ohana	Kamuela, HI 96743	Public Charity	Unrestricted Gift	1,000
Ke Meheu 'Ohu O Honu	Makawao, HI 96768	Public Charity	Unrestricted Gift	500
Ke Meheu 'Ohu O Honu	Makawao, HI 96768 USA	Public Charity	Unrestricted Gift	20,000
Long Beach BLAST	Long Beach, CA 90813	Public Charity	Will J Reid High School Program	50,000
Long Beach Community Foundation	Long Beach, CA 90801	Public Charity	Unrestricted Gift	20,000
Long Beach Organic	Long Beach, CA 90804	Public Charity	Unrestricted Gift	10,000
Long Beach Public Library Foundation	Long Beach, CA 90822	Public Charity	Unrestricted Gift	15,000
Long Beach Symphony Orchestra	Long Beach, CA 90803	Public Charity	Unrestricted Gift	10,000
Los Angelios	Encinitas, CA 92024	Public Charity	Unrestricted Gift	10,000
Maui Preparatory Academy	Lahaina, HI 96761	Public Charity	Unrestricted Gift	1,000
New City Public Schools	Long Beach, CA	Public Charity	Unrestricted Gift	50,000
Nova Classical Academy	St Paul, MN 55116	Public Charity	Unrestricted Gift	10,000
Rancho Los Alamitos Foundation	Long Beach, CA 90807	Public Charity	Unrestricted Gift	5,000
San Bernardino County Superintendent of Schoc Colton, CA 92324	Public Charity	Juvenile Court School - REACH Liason 2012	6,000	
Thacher School	Ojai, CA 93023	Public Charity	Math workshop and computers	5,000
The Mentor's Way	Garden Grove, CA 92844	Public Charity	Transformations Grant	28,500
The Mentor's Way	Garden Grove, CA 92844	Public Charity	Transformations Grant	30,000
The Mentor's Way	Garden Grove, CA 92844	Public Charity	Transformations Grant	30,000
Transformations, Inc	Anaheim, CA 92805-3418	Public Charity	Transformations Grant	25,000
University Of Hawaii at Hilo	Hilo, HI 96720-4091	Public Charity	Unrestricted Gift	1,000
University Of Redlands	Redlands, CA 92373-0599	Public Charity	Unrestricted Gift	60,000
YMCA of the East Valley	Redlands, CA 92373	Public Charity	Unrestricted Gift	20,000
YMCA of the East Valley	Redlands, CA 92373	Public Charity	Unrestricted Gift	7,000
				\$ 896,500

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

SOURCE	AMOUNT
ALTURA CREDIT UNION	159.
BANK OF AMERICA	2.
E-TRADE	17,144.
MISSION COMMUNITY BANK	536.
NEW CITY SCHOOL	366.
TD AMERITRADE	951.
URBAN PARTNERSHIP BANK, FORMERLY SHOREBANK	725.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19,883.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
E TRADE	56,644.	0.	56,644.
TD AMERITRADE	100,145.	1,273.	98,872.
VANGUARD	698.	0.	698.
TOTAL TO FM 990-PF, PART I, LN 4	157,487.	1,273.	156,214.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COMMONFUND CAPITAL PARTNERS IV	-4,127.	-4,127.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-4,127.	-4,127.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,681.	0.		3,681.
LEGAL FEES	80.	0.		80.
TO FORM 990-PF, PG 1, LN 16B	3,761.	0.		3,761.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	3,686.	3,686.		0.
STATE FILING FEES	10.	0.		10.
FEDERAL EXCISE TAXES	-2,213.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,483.	3,686.		10.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	1,045.	0.		695.
OFFICE SUPPLIES AND EXPENSES	2,146.	0.		0.
OFFICE HELP	485.	0.		0.
BANK CHARGES	245.	245.		0.
EDUCATION OF TRUSTEES	743.	0.		743.
LATE FEES AND FINANCE CHARGES	42.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,706.	245.		1,438.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT	7
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
COMPUTER	670.	670.	0.	0.	
COMPUTER	2,170.	2,170.	0.	0.	
COMPUTER	2,975.	2,975.	0.	0.	
TOSHIBA LAPTOP	974.	219.	755.	755.	
TO 990-PF, PART II, LN 14	6,789.	6,034.	755.	755.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	752,993.	1,165,676.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	752,993.	1,165,676.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	7,204,999.	8,552,182.
SEE ATTACHED SCHEDULE	COST	350,267.	351,277.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,555,266.	8,903,459.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	504,137.	341,887.	341,887.
TO FORM 990-PF, PART II, LINE 15	504,137.	341,887.	341,887.

FORM 990-PF

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

STATEMENT 11

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

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	032207SL	5.00	17		670.			670.	636.		34.
2	COMPUTER	093007SL	5.00	17		2,170.			2,170.	1,845.		325.
3	COMPUTER	122207SL	5.00	17		2,975.			2,975.	2,430.		545.
4	TOSHIBA LAPTOP	111011SL	5.00	17		974.			974.	24.		195.
* TOTAL 990-PF PG 1						6,789.			6,789.	4,935.	0.	1,099.
DEPR												

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

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).

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 WILL J. REID FOUNDATION	Employer identification number (EIN) or Social security number (SSN) 95-6041915
	Number, street, and room or suite no. If a P.O. box, see instructions. 2801 E. OCEAN BOULEVARD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LONG BEACH, CA 90803-2521	

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 or Form 990-EZ	01		
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

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

ELIZABETH MOORE WESTBROOK

- The books are in the care of ► **40425 PAGEANT PLACE – HEMET, CA 92544-8117**

Telephone No. ► **951-658-9493**

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.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

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 AND ACCURATE TAX 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 must be completed for Part II only.

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 ► **CPA**

Date ►

Form 8868 (Rev. 1-2013)