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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>WILL J. REID FOUNDATION</b>		A Employer identification number <b>95-6041915</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2801 E. OCEAN BOULEVARD</b>	Room/suite	B Telephone number <b>951-658-9493</b>
City or town, state, and ZIP code <b>LONG BEACH, CA 90803-2521</b>		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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 15,169,610.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		-91,838.			
b Gross sales price for all assets on line 6a <b>597,550.</b>					
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 STMT 4		3,761.	0.		3,761.
c Other professional fees					
17 Interest		67.	67.		0.
18 Taxes STMT 5		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 STMT 6		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			167,972.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

**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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,341,964.	4,757,833.	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.	1,165,676.
	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.	8,903,459.	
14 Land, buildings, and equipment basis ▶ 6,789.				
Less accumulated depreciation STMT 7 ▶ 6,034.	1,854.	755.	755.	
15 Other assets (describe ▶ STATEMENT 10)	504,137.	341,887.	341,887.	
<b>16 Total assets (to be completed by all filers)</b>	<b>14,260,886.</b>	<b>13,408,734.</b>	<b>15,169,610.</b>	
<b>Liabilities</b>	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 ▶)			
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	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.		
<b>30 Total net assets or fund balances</b>	<b>14,260,886.</b>	<b>13,408,734.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>14,260,886.</b>	<b>13,408,734.</b>		

**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.)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENTS				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			-91,838.

<b>2</b> 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 }		<b>2</b>	-91,838.
<b>3</b> 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 }		<b>3</b>	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

<b>2</b> Total of line 1, column (d)	<b>2</b>	.369915
<b>3</b> 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	<b>3</b>	.073983
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	14,467,907.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,070,379.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,680.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,072,059.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	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 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	3,359.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,359.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,359.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,302.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,302.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,057.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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**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? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>ELIZABETH MOORE WESTBROOK</b> Telephone no <b>951-658-9493</b> Located at <b>40425 PAGEANT PLACE, HEMET, CA</b> ZIP+4 <b>92544-8117</b>			
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 <b>N/A</b>	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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>N/A</b>	16	Yes	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"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>	1b	
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? <b>N/A</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>N/A</b>	2a	
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) <b>N/A</b>	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 <b>N/A</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <b>N/A</b>	3b	
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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

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

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

**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	

**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	
<b>Total.</b> 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.)

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

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

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	926,477.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	1,262.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	927,739.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	927,739.

**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.

Form 990-PF (2012)

**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				
a Enter amount for 2011 only			0.	
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.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 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				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 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.			

N/A

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

[illegible]

**(4) Gross investment income**

## WILLREI1

**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
<b>a Paid during the year</b>				
SEE SCHEDULE ATTACHED	N/A			896,500.
<b>Total</b>			<b>3a</b>	896,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.



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

- |          |  | Yes | No |
|----------|--|-----|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |     |    |
|          | (1) Cash   |     | X  |
|          | (2) Other assets   |     | X  |
| <b>b</b> | Other transactions   |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|          | (3) Rental of facilities, equipment, or other assets   |     | X  |
|          | (4) Reimbursement arrangements   |     | X  |
|          | (5) Loans or loan guarantees   |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

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

**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 | 12 Aug 13 | President

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date
------

Check ☐  
self-employed

PTIN
------

Patrick Spafford CPA

Firm's name ▶ POWELL & SPAFFORD, LLP

Firm's address ► P.O. BOX 8847  
REDLANDS, CA 92375

Phone no 909-792-1852

Form 990-PF (2012)

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 PREMNI	P	11/21/08	08/01/12
f	TDAM MM PORT PREMNI	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) FMV 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 }

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

2

3

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)
<b>1a CAPITAL GAINS DIVIDENDS</b>				
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			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,273.
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

	<u>Temporary Investments</u>	<u>Fixed Income</u>		<u>Stocks</u>		<u>Other</u>	<u>Fixed Assets</u>	<u>Program Investments</u>	
		<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>			<u>Cost</u>	<u>Market</u>
<u>Altura Credit Union</u> Wealth Builder	-								
<u>Bank of America</u> Business Investment Account	2,735								
<u>Chase Bank</u> Checking Account	68,209								
<u>Akonni Biosystems</u> Other investment						643,145			734,869
<u>Prosetta, Inc.</u> Other investment						1,025			1,025
<u>Prosetta Antiviral, Inc.</u> Other investment						298,975			325,004
<u>Commonfund Capital Partners IV, LP</u> Other investment						159,425			200,492
<u>Vanguard</u> Prime Money Market Fund	2,000,698								
<u>E-Trade Financial</u> Cash	1,982,918								
Certificates of Deposit									
Ally Bk Midvale Utah		200,000	204,344						
Capmark Bk Midvale Utah		21,552	20,710						
Capmark Bk Midvale Utah		57,489	57,243						
Discover Bk Greenwood Del		49,638	48,366						
Eastern Svgs Bk Hunt VY MD		21,588	20,614						
Stocks									
SPDR Dow Jones Indl Average Tr Unit						810,020			783,480
Johnson & Johnson				123,030	140,200				
Lockheed Martin Corp				69,045	92,290				
Select Sector SPDR Trust Shs Ben Int Energy						85,260			71,420
I Shares Inc MSCI Brazil Free Index						76,340			55,940

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

	<u>Temporary Investments</u>		<u>Fixed Income</u>		<u>Stocks</u>		<u>Other</u>		<u>Fixed Assets</u>		<u>Program Investments</u>	
	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Market</u>	<u>Cost</u>	<u>Market</u>
Currencyshares Swedish Krona Trust							100,117	98,319				
Currencyshares British Pound Sterling Trust							99,916	79,230				
Currency Shares Aus Dollar Trust							99,954	118,731				
Currency Sh Swiss Fr Com							99,776	121,967				
Currency Sh Can Dol Tr Exchange Traded Fund							99,949	101,141				
Currencyshares Euro Trust Com							100,035	89,446				
Honeywell International Inc.					-	260,925						
Ishares Msci Singapore							40,090	41,070				
Ishares Msci Mexico Free							48,960	70,530				
Pinnacel West Capital Corp			66,439	81,568								
Procter & Gamble Co.			119,750	135,780								
Teck Cominco LTD			274,729	281,058								
<u>Mission Community Bank - Program Investment</u>												
Certificate of Deposit											110,583	110,583
<u>New City School (Interim Loan) - Program Investment</u>												
Urban Partnership Bank formerly ShoreBank - Program Investment											24,374	24,374
Certificate of Deposit											206,930	206,930
<u>TD Ameritrade</u>												
Money market		288,372										
TD Cash Account		414,901										
<u>Stocks</u>												
Aegon NV Pfd 6.375% Perp/Call							17,990	25,160				
Amex Spdr Index Material sSelect Sec Index							136,820	135,144				
Amex Spdr Index Energy Select Index							75,969	78,562				
Amex Spdr Index Industrial Select Index							70,210	68,220				
Amex Spdr Index Technology Select Index							150,830	173,100				
Annaly Capital Management Inc PFD Stock Series C							12,510	12,550				
Annaly Capital Management Inc PFD Stock Series D							12,410	12,435				
CH Robinson Worldwide Inc			100,000	173,855								
Commonwealth Reit PRFD-E							23,210	25,220				
Health Care Reit Inc. Com							22,385	28,595				
Ishares S&P Latin American 40 Index							188,220	219,200				
Ishares Msci South Africa Index Fund							360,155	479,586				
Ishares Msci Australia							40,270	37,710				
Ishares Msci Brazil Ind Fd							61,789	55,940				

	Temporary Investments	Fixed Income	Stocks	Other	Fixed Assets	Program Investments
	Cost	Mkt Value	Cost	Cost	Mkt Value	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	-	-	-	-	-	755
Totals	4,757,833	351,277	752,993	7,204,999	8,552,182	341,887
Total Cost	13,408,734					
Total Market Value	15,169,610					

**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
Aka'uia School	Kaunakakai, HI 96748	Public Charity	Unrestricted Gift	1,000
Aka'uia School	Kaunakakai, HI 96748	Public Charity	Unrestricted Gift	20,000
Aka'uia School	Kaunakakai, HI 96748	Public Charity	Unrestricted Gift	20,000
Algalita 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 Knowledge	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 Angelitos	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 Schools	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 92373-0999	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
				<b>\$ 896,500</b>

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

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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.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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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.

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FORM 990-PF OTHER INCOME STATEMENT 3

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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.	

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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.	

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT      7

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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.

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FORM 990-PF      CORPORATE STOCK      STATEMENT      8

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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.

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FORM 990-PF      OTHER INVESTMENTS      STATEMENT      9

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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.

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FORM 990-PF      OTHER ASSETS      STATEMENT      10

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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                      STATEMENT 11  
    TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
E M WESTBROOK 2801 E. OCEAN BOULEVARD LONG BEACH, CA 90803	PRESIDENT/TREASURER 20.00	0.	0.      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.



## 2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	032207	SL	5.00	17	670.			670.	636.		34.
2	COMPUTER	093007	SL	5.00	17	2,170.			2,170.	1,845.		325.
3	COMPUTER	122207	SL	5.00	17	2,975.			2,975.	2,430.		545.
4	TOSHIBA LAPTOP	111011	SL	5.00	17	974.			974.	24.		195.
	* TOTAL 990-PF PG 1					6,789.		0.	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	Employer identification number (EIN) or
	WILL J. REID FOUNDATION	95-6041915
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	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)

04

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 <b>Balance due.</b> 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)