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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury

Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation WILL J. REID FOUNDATION		A Employer identification number 95-6041915
Number and street (or P.O. box number if mail is not delivered to street address) 2801 E. OCEAN BOULEVARD	Room/suite	B Telephone number 951-658-9493
City or town, state or province, country, and ZIP or foreign postal code LONG BEACH, CA 90803-2521		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) \$ 15,949,652.	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				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		14,762.	14,762.		STATEMENT 1
4 Dividends and interest from securities		130,999.	130,999.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		119,535.			
b Gross sales price for all assets on line 6a		1,718,612.			
7 Capital gain net income (from Part IV, line 2)			119,535.		
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		-2,652.	-2,652.		STATEMENT 3
12 Total. Add lines 1 through 11		262,644.	262,644.		
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		4,419.	0.		4,419.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		6,481.	2,009.		55.
19 Depreciation and depletion		195.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		5,295.	0.		5,295.
22 Printing and publications					
23 Other expenses STMT 6		4,796.	0.		3,172.
24 Total operating and administrative expenses. Add lines 13 through 23		21,186.	2,009.		12,941.
25 Contributions, gifts, grants paid		729,681.			729,681.
26 Total expenses and disbursements. Add lines 24 and 25		750,867.	2,009.		742,622.
27 Subtract line 26 from line 12		-488,223.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			260,635.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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
Assets	1 Cash - non-interest-bearing		-1.	-1.
	2 Savings and temporary cash investments	4,757,833.	5,248,042.	5,248,042.
	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	752,993.	1,225,376.	1,939,129.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	7,555,266.	6,225,330.	8,540,718.
Liabilities	14 Land, buildings, and equipment basis ▶ 6,789. Less: accumulated depreciation STMT 7 ▶ 6,229.	755.	560.	560.
	15 Other assets (describe ▶ STATEMENT 10)	341,887.	221,204.	221,204.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	13,408,734.	12,920,511.	15,949,652.
	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	13,408,734.	12,920,511.	
	30 Total net assets or fund balances	13,408,734.	12,920,511.	
	31 Total liabilities and net assets/fund balances	13,408,734.	12,920,511.	

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	13,408,734.
2 Enter amount from Part I, line 27a	2	-488,223.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,920,511.
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	12,920,511.

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 STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,718,612.		1,599,077.	119,535.

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			119,535.

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	119,535.
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))
2012	927,739.	14,467,907.	.064124
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

2 Total of line 1, column (d)	2 .339766
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 .067953
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4 15,427,814.
5 Multiply line 4 by line 3	5 1,048,366.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 2,606.
7 Add lines 5 and 6	7 1,050,972.
8 Enter qualifying distributions from Part XII, line 4	8 743,395.

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	5,213.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	5,213.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	5,213.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	4,200.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	1,013.
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	5,213.
c Tax paid with application for extension of time to file (Form 8868)		8	3.
d Backup withholding erroneously withheld		9	3.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	
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 2014 estimated tax			

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
1c 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 \$ 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.		
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) 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 2013 or the taxable year beginning in 2013 (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

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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 ► N/A	13	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	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				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	N/A	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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 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	10,950,583.
b	Average of monthly cash balances	1b	4,712,172.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,662,755.
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	15,662,755.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,941.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,427,814.
6	Minimum investment return. Enter 5% of line 5	6	771,391.

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	771,391.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,213.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,213.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	766,178.
4	Recoveries of amounts treated as qualifying distributions	4	121,455.
5	Add lines 3 and 4	5	887,633.
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	887,633.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	742,622.
b	Program-related investments - total from Part IX-B	1b	773.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	743,395.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	743,395.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				887,633.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	746,207.			
b From 2009	282,654.			
c From 2010				
d From 2011	172,737.			
e From 2012	144,191.			
f Total of lines 3a through e	1,345,789.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	743,395.			
a Applied to 2012, 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 2013 distributable amount				743,395.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	144,238.			144,238.
6 Enter the net total of each column as indicated below	1,201,551.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	601,969.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	599,582.			
10 Analysis of line 9				
a Excess from 2009	282,654.			
b Excess from 2010				
c Excess from 2011	172,737.			
d Excess from 2012	144,191.			
e Excess from 2013				

N/A

-

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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
a Paid during the year				
SEE SCHEDULE ATTACHED	N/A			729,681.
Total			3a	729,681.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

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

[illegible]

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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 Eric R. Moore, Clerk Date 8-14-14 Title 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

Patrick Spafford, CFA

Preparer's signature

FEORD, INC.

Date

8/8/11

Check ☐ self-employed

PTIN

P00367698

Firm's name ▶ **POWELL & SPAFFORD, INC.**

Firm's EIN ▶ 46-3131594

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

Phone no 909-792-1852

Form 990-PF (2013)

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 COMMONFUND CAPITAL PARTNERS IV		P	VARIOUS	VARIOUS
b WELLCARE SECURITIES LITIGATION		P	VARIOUS	VARIOUS
c FEIHE INTL INC		P	02/04/13	07/01/13
d E-TRADE ACTIVITY - SEE ATTACHED		P	VARIOUS	VARIOUS
e E-TRADE ACTIVITY - SEE ATTACHED		P	VARIOUS	VARIOUS
f TD AMERITRADE ACTIVITY - SEE ATTACHED		P	VARIOUS	VARIOUS
g TD AMERITRADE ACTIVITY - SEE ATTACHED		P	VARIOUS	VARIOUS
h CAPITAL GAINS DIVIDENDS				
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 10,325.			10,325.
b 12,101.			12,101.
c 7,400.		6,881.	519.
d 36,645.			36,645.
e 356,385.		387,163.	-30,778.
f 95.		88.	7.
g 1,293,144.		1,204,945.	88,199.
h 2,517.			2,517.
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) 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			10,325.
b			12,101.
c			519.
d			36,645.
e			-30,778.
f			7.
g			88,199.
h			2,517.
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	119,535.
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, 2013

	<u>Cash</u>	<u>Money market fund</u>	<u>Fixed Income</u>		<u>Stocks</u>		<u>Other</u>	
			<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>	<u>Cost</u>	<u>Mkt Value</u>
<u>Chase Bank</u>								
Checking Account	49,521							
<u>Akonni Biosystems</u>								
Other investment							643,145	734,869
<u>Prosetta, Inc.</u>								
Other investment							1,020	1,020
<u>Prosetta Antiviral, Inc.</u>								
Other investment							298,980	325,004
<u>Commonfund Capital Partners IV, LP</u>								
Other investment							163,271	239,363
<u>Vanguard</u>								
Prime Money Market Fund		1,669,929						
Stocks								
Vanguard Small Cap Growth ETF					4,077	3,855		
Alpha & Omega Semiconductor LTD					4,282	3,165		
Global Tech Advanced Innovations Inc.					16,310	24,594		
Intl Shiphldg Corp					5,995	8,796		
Jinpan Intl LTD					20,827	29,070		
Olympic Steel Inc.					35,457	61,450		
Omega Protein Corp					11,487	24,159		
VSE Corp								
<u>E-Trade Financial</u>								
Cash	2,021,593							
Cash - margin balance	403							
Certificates of Deposit								
Ally Bk Midvale Utah								
Capmark Bk Midvale Utah			200,000	202,034				
Discover Bk Greenwood Del			57,489	55,727				
			49,638	46,683				

	Cash	Money market fund	Fixed Income	Stocks	Other
			Cost	Cost	Cost
			Mkt Value	Mkt Value	Mkt Value
Stocks					
SPDR Dow Jones Indl Average Tr Unit					992,820
Johnson & Johnson			123,030	183,180	
Lockheed Martin Corp			69,045	148,660	
Select Sector SPDR Trust Shs Ben Int Energy					88,510
I Shares Inc MSCI Brazil Free Index					44,680
Currency Shares Aus Dollar Trust					101,950
Currency Sh Swiss Fr Com					69,736
Currency Sh Can Dol Tr Exchange Traded Fund					94,546
Honeywell International Inc.			-	375,622	
Ishares Msci Singapore					39,510
Ishares Msci Mexico Free				84,672	68,000
Pinnacel West Capital Corp			66,439		
Procter & Gamble Co.			119,750	162,820	
Teck Cominco LTD			274,729	201,109	
Intel Corp			106,660	129,775	
Helmerich & Payne Inc.			100,124	147,140	
New City School (Interim Loan) - Program Investment				13,653	13,653
Urban Partnership Bank formerly ShoreBank - Program Investment					
Certificate of Deposit	207,551				
<u>TD Ameritrade</u>					
Money market		991,168			
TD Cash Account	515,428				
Stocks					
Aegon NV Pfd 6.375% Perp/Call				17,990	23,410
Annaly Capital Management Inc PFD Stock Series C				12,510	11,075
Annaly Capital Management Inc PFD Stock Series D				24,645	22,000
Apple Inc. Com			82,194	112,204	
CH Robinson Worldwide Inc.			100,000	160,463	
Commonwealth Reit PRFD-E					21,800
Health Care Reit Inc. Com					25,630

WILL J REID FOUNDATION
SCHEDULE FOR FORM 990PF
SUMMARY OF ASSETS
DECEMBER 31, 2013

	Cash	Money market fund	Fixed Income		Stocks		Other	
			Cost	Mkt Value	Cost	Mkt Value	Cost	Mkt Value
Ishares S&P Latin American 40 Index							188,220	185,200
Ishares Msci Eafe Index Fund							407,181	536,760
Ishares Msci Emerging Mkts							54,260	62,693
Lindsay Corporation Com					44,960	41,375		
Louisiana Pac Corp Com					40,010	37,020		
Powershares Qqq							548,436	1,319,400
Standard & Poors Midcap 400							747,925	1,709,400
Mutual Funds								
Forum Funds Merk Hard Currency							114,103	112,862
Td Asset Mgmt Tdam Money Mkt Premium							1,098,302	1,098,302
Office equipment - net	-	-	-	-	-	-	-	-
Totals	2,794,496	2,661,097	307,127	304,444	1,225,376	1,939,129	5,931,856	8,249,927
Total Cost	12,919,952							
Total Market Value	15,949,093							

WILL J. REID FOUNDATION
ATTACHMENT TO FORM 990PF
E-TRADE STOCK SALES FOR THE YEAR ENDED 12-31-13

<u>Account</u>	<u>Security</u>	<u>Shares</u>	<u>Date Bought</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Basis</u>	<u>Gain/Loss</u>
SHORT TERM							
E-Trade	PUT WLK Westlake Chemical Corp	48	3/19/2013	3/5/2013	\$ 4,657	\$ -	\$ 4,657
E-Trade	PUT WLK Westlake Chemical Corp	52	3/19/2013	3/5/2013	5,004	-	5,004
E-Trade	PUT NFLX Netflix Com Inc.	1	9/23/2013	3/28/2013	2,354	-	2,354
E-Trade	PUT NFLX Netflix Com Inc.	3	9/23/2013	3/28/2013	7,053	-	7,053
E-Trade	PUT NFLX Netflix Com Inc.	7	9/23/2013	3/28/2013	16,479	-	16,479
E-Trade	CALL FXC Currencyshares CDN DLR	5	9/23/2013	5/2/2013	336	-	336
E-Trade	CALL Currencyshares FXF Swiss Franc	5	9/23/2013	5/2/2013	761	-	761
					<u>36,645</u>	<u>-</u>	<u>36,645</u>

LONG TERM							
E-Trade	Currency Shares BRIT Pound	493	12/14/2007	6/11/2013	75,610	99,916	(24,306)
E-Trade	Currency Shares EURO Trust	683	12/13/2007	6/11/2013	88,867	100,035	(11,168)
E-Trade	Currency Shares Swedish KRONA	100	12-11-074	6/17/2013	15,325	15,595	(270)
E-Trade	Currency Shares Swedish KRONA	542	12/11/2007	6/18/2013	83,104	84,522	(1,418)
E-Trade	Eastern Svgs BK Hunt	20,000	8/27/2010	9/9/2013	20,000	21,588	(1,588)
E-Trade	Currency Shares SWISS Franc	500	12/11/2007	9/25/2013	53,479	43,954	9,525
E-Trade	Capmark BK Midvale UTAH	20,000	8/26/2010	10/22/2013	20,000	21,552	(1,552)
					<u>356,385</u>	<u>387,163</u>	<u>(30,778)</u>

TOTAL			\$ 393,030	\$ 387,163	\$ 5,867		
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WILL J. REID FOUNDATION
ATTACHMENT TO FORM 990PF
TD AMERITRADE STOCK SALES FOR THE YEAR ENDED 12-31-13

<u>Account</u>	<u>Security</u>	<u>Shares</u>	<u>Date Bought</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Basis</u>	<u>Gain/Loss</u>
SHORT TERM							
TD	Oppenheimer Quest Intl	5.77	12/18/2012	3/20/2013	\$ 95	\$ 88	\$ 8
LONG TERM							
TD	Ishares MSCI Australia ETF	1,500.00	8/3/2007	5/30/2013	37,684	40,270	(2,586)
TD	Ishares MSCI Brazil Captd ETF	1,000.00	8/3/2007	5/30/2013	52,589	61,789	(9,200)
TD	Ishares MSCI Pacific Ex Japan ETF	4,500.00	8/3/2007	9/9/2013	209,191	208,844	347
TD	Ishares MSCI Sweden ETF	2,500.00	5/10/2007	5/30/2013	84,217	81,500	2,717
TD	Ishares MSCI South Africa ETF	700.00	5/24/2007	5/30/2013	41,906	45,135	(3,229)
TD	Ishares MSCI South Africa ETF	2,631.00	10/20/2008	5/30/2013	157,507	138,136	19,371
TD	Ishares MSCI South Africa ETF	3,369.00	10/20/2008	5/31/2013	201,352	181,099	20,253
TD	Oppenheimer Quest Intl	506.07	4/23/2007	3/20/2013	8,365	14,343	(5,977)
TD	Amex SPDR Trust Materials Select	3,600.00	8/6/2007	4/11/2013	141,899	136,820	5,079
TD	Amex SPDR Trust Energy Select	1,100.00	8/1/2007	7/8/2013	88,704	75,969	12,735
TD	Amex SPDR Trust Industrial Select	1,800.00	8/6/2007	7/9/2013	79,243	70,210	9,033
TD	Amex SPDR Trust Technology Select	6,000.00	8/6/2007	7/11/2013	190,487	150,830	39,657
					<u>1,293,144</u>	<u>1,204,945</u>	<u>88,199</u>
TOTAL					<u>\$ 1,293,240</u>	<u>\$ 1,205,033</u>	<u>\$ 88,207</u>

WILL J. REID FOUNDATION
SCHEDULE OF CHARITABLE DISTRIBUTIONS FOR FORM 990PF
FOR THE YEAR ENDED 12-31-13

Name	Address	Foundation Status	Purpose	Amount
Hawai Public Radio	Honolulu, HI 96814	Public Charity	For second radio station	\$ 10,000
Laubach Literacy Council Of San Diego	Escondido, CA 92025	Public Charity	Matching funds for Community Outreach	10,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	WRAP Program	40,000
University Of Redlands	Redlands, CA 92373-0999	Public Charity	Juvenile Court School - REACH Liason	10,500
YMCA of the East Valley	Redlands, CA 92373	Public Charity	New Swimming Pool Fund	20,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	Camp Shiwaka Earth Shelter Bldg	100,000
The Mentor's Way	Garden Grove, CA 92844	Public Charity	Hemet & San Jacinto Schools	20,000
Occidental College	Los Angeles, CA 90041-3314	Public Charity	Virginia Reid Moore Scholarship - Summer Research	7,500
Hualalai Academy	Kailua-Kona, HI 96740	Public Charity	Operating support	20,000
Thacher School	Ojai, CA 93023	Public Charity	Environmental Action Committee - bio-diesel cart	10,000
Long Beach Area Boy Scouts	Long Beach, CA 90807-0338	Public Charity	Unrestricted grant	10,000
Algalita Marne Research Institute	Long Beach, CA 90803	Public Charity	Unrestricted grant	50,000
Long Beach Organic, Inc	Long Beach, CA 90803	Public Charity	Unrestricted grant	30,000
Centro Shalom	Long Beach, CA 90813-4501	Public Charity	Unrestricted grant	5,000
Cabrillo Marne Aquarium	San Pedro, CA 90731	Public Charity	Virginia Reid Moore Research Library	8,000
University Of Redlands	Redlands, CA 92373-0999	Public Charity	Unrestricted grant	45,000
A K. Smiley Public Library	Redlands, CA 92373	Public Charity	Redlands City Archivist Endowment	40,000
YMCA of the East Valley	Redlands, CA 92373	Public Charity	Unrestricted grant	10,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	Unrestricted grant	40,000
University Of Redlands	Redlands, CA 92373-0999	Public Charity	Juvenile Court School - REACH Liason	10,500
Institute for the Study of Human Knowledg	Los Altos CA 94022	Public Charity	Unrestricted grant	45,000
Long Beach Public Library Foundation	Long Beach, CA 90822	Public Charity	Unrestricted grant	15,000
Long Beach BLAST	Long Beach, CA 90813	Public Charity	Will J Reid High School Program	50,000
Hamakua Youth Foundation	Honakaa, HI 96727	Public Charity	Operating Support	2,500
Long Beach Symphony Orchestra	Long Beach, CA 90803	Public Charity	Unrestricted grant	10,000
University Of Redlands	Redlands, CA 92373-0999	Public Charity	refund, replaced Cks #1069 & 1070	-8,000
SBCSS	Colton, CA 92324	Public Charity	Unrestricted grant	6,000
Pacific News Service	San Francisco, CA 94103-6800	Public Charity	The Beat Within	2,000
Dramatic Results	Signal Hill, CA 90755	Public Charity	Unrestricted grant	2,000
The Mentor's Way	Garden Grove, CA 92844	Public Charity	San Jacinto Valley HS Mentors	40,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	Unrestricted grant	1,000
Thacher School	Ojai, CA 93023	Public Charity	Unrestricted grant	1,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	Unrestricted grant	1,000
Long Beach Community Foundation	Long Beach, CA 90801	Public Charity	Operational Support	10,000
The Mentor's Way	Garden Grove, CA 92844	Public Charity	2 1 match for stock donation rec'd 12-12-12	9,681
Na Wai Ola	Mountain View, HI 96771	Public Charity	Various construction projects	15,000
Aka'ula School	Kaunakakai, HI 96748	Public Charity	Capital Campaign Support	10,000
Ka'ahauhi 'o ka Nahelehele	Kamuela, HI 94743	Public Charity	Drylands Forest Symposium Speaker Support	1,000
The Mentor's Way	Garden Grove, CA 92844	Public Charity	San Jacinto Valley HS Mentors	20,000
			\$	729,681

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	1.	1.	
E-TRADE	13,406.	13,406.	
MISSION COMMUNITY BANK	152.	152.	
TD AMERITRADE	582.	582.	
URBAN PARTNERSHIP BANK, FORMERLY SHOREBANK	621.	621.	
TOTAL TO PART I, LINE 3	14,762.	14,762.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
E TRADE	39,425.	0.	39,425.	39,425.	
TD AMERITRADE	90,719.	2,517.	88,202.	88,202.	
VANGUARD	3,372.	0.	3,372.	3,372.	
TO PART I, LINE 4	133,516.	2,517.	130,999.	130,999.	

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	-2,652.	-2,652.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,652.	-2,652.	

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	4,338.	0.		4,338.	
LEGAL FEES	81.	0.		81.	
TO FORM 990-PF, PG 1, LN 16B	4,419.	0.		4,419.	

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	2,009.	2,009.		0.	
STATE FILING FEES	55.	0.		55.	
FEDERAL EXCISE TAXES	4,417.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,481.	2,009.		55.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE SUPPLIES AND EXPENSES	1,624.	0.		0.	
EDUCATION OF TRUSTEES	3,172.	0.		3,172.	
TO FORM 990-PF, PG 1, LN 23	4,796.	0.		3,172.	

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.	414.	560.	560.
TO 990-PF, PART II, LN 14	6,789.	6,229.	560.	560.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,225,376.	1,939,129.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,225,376.	1,939,129.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	5,918,203.	8,236,274.
SEE ATTACHED SCHEDULE	COST	307,127.	304,444.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,225,330.	8,540,718.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	341,887.	221,204.	221,204.
TO FORM 990-PF, PART II, LINE 15	341,887.	221,204.	221,204.

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 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.

2013 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.	670.		0.
2	COMPUTER	093007	SL	5.00	17	2,170.			2,170.	2,170.		0.
3	COMPUTER	122207	SL	5.00	17	2,975.			2,975.	2,975.		0.
4	TOSHIBA LAPTOP	111011	SL	5.00	17	974.			974.	219.		195.
	* TOTAL 990-PF PG 1					6,789.		0.	6,789.	6,034.	0.	195.
	DEPR											

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

- ▶ ☒ X

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

Enter filer's identifying number, see instructions

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

0	4
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STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ► 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, 2014.**

5 For calendar year 2013, 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 5,213.
b If this application is for Forms 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	\$ 4,200.
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	\$ 1,013.

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 ►