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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public

2015

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation
A. P. REILLY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
808 WILSHIRE BLVD., FOURTH FLOOR

Room/suite
Room/suite

City or town, state or province, country, and ZIP or foreign postal code
SANTA MONICA, CA 90401

A Employer identification number
95-4768218

B Telephone number (see instructions)
(310) 434-7300

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

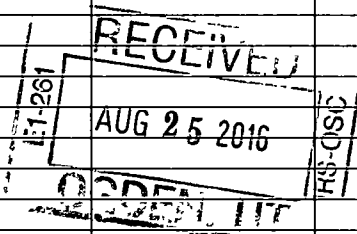
I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 70,188,342.**

J Accounting method Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	175,054.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	175,054.	0.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) [1]	99,533.			99,533.
19	Depreciation (attach schedule) and depletion	1,591,797.			
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH .2	76,559.			76,559.
24	Total operating and administrative expenses. Add lines 13 through 23	1,767,889.			176,092.
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements. Add lines 24 and 25	1,767,889.			176,092.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-1,592,835.			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED SEP 14 2016

Revenue
Operating and Administrative Expenses



G27
21

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	17.	478.	478.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶ 63,161,066.			ATCH 3	
	Less accumulated depreciation (attach schedule) ▶ 7,911,487.	56,841,374.	55,249,579.	70,187,864.	
15	Other assets (describe ▶ ATCH 4)	434,445.	432,944.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	57,275,836.	55,683,001.	70,188,342.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land; bldg and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	57,275,836.	55,683,001.	
30	Total net assets or fund balances (see instructions)	57,275,836.	55,683,001.		
31	Total liabilities and net assets/fund balances (see instructions)	57,275,836.	55,683,001.		

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 57,275,836.
2	Enter amount from Part I, line 27a	2 -1,592,835.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 55,683,001.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 55,683,001.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	181,094.	681.	265.923642
2013	192,053.	2,473.	77.659927
2012	149,899.	1,117.	134.197851
2011	273,218.	19,936.	13.704755
2010	256,488.	45,868.	5.591872

2 Total of line 1, column (d)	2	497.078047
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	99.415609
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	250.
5 Multiply line 4 by line 3	5	24,854.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	24,854.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	176,092.

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

Table with 11 rows for excise tax calculations. Includes questions about exempt operating foundations, domestic foundations, tax under section 511, and credits/payments. Total tax due is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state registration. Includes 'Yes' and 'No' columns.

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).	Yes	No
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).		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ VICKI CHRISTIANSON Telephone no ▶ 310-434-7300 Located at ▶ 808 WILSHIRE BLVD 4TH FL SANTA MONICA, CA ZIP+4 ▶ 90401		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16	At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	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 ▶ <input type="checkbox"/>	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 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 2015)	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 2015?	4b	X

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

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

(1) Carry on propaganda, 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 4945(d)(4)(A)? (see instructions). Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(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.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	254.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	254.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	254.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	250.
6	Minimum investment return. Enter 5% of line 5	6	13.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2015 from Part VI, line 5	2a	
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	176,092.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	176,092.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	176,092.

~~Note.~~The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13 , 20 12 , 20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>176,092.</u>				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	176,092.	181,094.	192,053.	149,899.	699,138.
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	176,092.	181,094.	192,053.	149,899.	699,138.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets	70,188,342.	70,016,546.	69,953,627.	69,760,944.	279,919,459.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	55,682,522.	57,275,819.	58,813,520.	60,408,529.	232,180,390.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	9.	23.	83.	37.	152.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

MEL GIBSON

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

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Total				▶ 3a
b Approved for future payment				
Total				▶ 3b

Schedule B

(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2015

Name of the organization

A.P. REILLY FOUNDATION

Employer identification number

95-4768218

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor; during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization A.P. REILLY FOUNDATION	Employer identification number 95-4768218
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MEL GIBSON 808 WILSHIRE BLVD., 4TH FLOOR SANTA MONICA, CA 90401	\$ 175,054.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

ATTACHMENT 1

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PROPERTY TAXES	99,453.	99,453.
TAXES - OTHER	70.	70.
TAXES - FTB	10.	10.
TOTALS	<u>99,533.</u>	<u>99,533.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	2,605.	2,605.
COURIER & DELIVERIES	2.	2.
INSURANCE - GENERAL	73,952.	73,952.
TOTALS	<u><u>76,559.</u></u>	<u><u>76,559.</u></u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 3

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL		ACCUMULATED DEPRECIATION DETAIL	
		BEGINNING BALANCE	ENDING BALANCE	BEGINNING BALANCE	ENDING BALANCE
SAFE	M7	1,128	1,128.	1,128	1,128
CABINETS	M7	2,375	2,375	2,375	2,375
BLOWER	M5	422		422	422
TV/VCR	M5	408		408	408
BUILDING-MISSION 2	M39	396,873	396,873	152,216	162,392
LAND	L	1,323,933.	1,323,933	10,176	
BUILDING IMPROVEMT	M39	32,843	32,843	842	13,437
BUILDING IMPROVEMT	M39	30,863	30,863	791	12,426
BUILDING IMPROVEMT	M39	1,723	1,723	44	684
BUILDING IMPROVEMT	M39	7,179	7,179	184	2,844
BUILDING IMPROVEMT	M39	99,465	99,465	36,656	39,206
BUILDING IMPROVEMT	M39	17,932	17,932	6,574.	7,034
BUILDING IMPROVEMT	M39	58,335	58,335	21,256	22,752
BUILDING IMPROVEMT	M39	17,081	17,081	438	6,625
BUILDING IMPROVEMT	M39	17,914	17,914	459	6,904
BUILDING IMPROVEMT	M39	13,981	13,981	4,999	5,357
BUILDING IMPROVEMT	M39	38,977	38,977	13,861	14,860
BUILDING IMPROVEMT	M39	12,980	12,980	4,592	4,925

ATTACHMENT 3

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 3 (CONT'D)

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
BUILDING IMPROVEMT	M39	10,803			10,803	3,797	277		4,074
BUILDING IMPROVEMT	M39	16,675			16,675	5,831	428		6,259
BUILDING IMPROVEMT	M39	13,335			13,335	4,631	342		4,973
BUILDING IMPROVEMT	M39	55,755			55,755	19,245	1,430		20,675
BUILDING IMPROVEMT	M39	25,885			25,885	8,881	664		9,545
BUILDING IMPROVEMT	M39	16,376			16,376	5,582	420		6,002
BUILDING IMPROVEMT	M39	44,588			44,588	15,097	1,143		16,240
BUILDING IMPROVEMT	M39	108,436			108,436	36,488	2,780		39,268
BUILDING IMPROVEMT	M39	125,883			125,883	42,097	3,228		45,325
BUILDING IMPROVEMT	M39	83,343			83,343	27,692	2,137		29,829
BUILDING IMPROVEMT	M39	87,866			87,866	29,007	2,253		31,260
BUILDING IMPROVEMT	M39	182,286			182,286	59,788	4,674		64,462
BUILDING IMPROVEMT	M39	168,430			168,430	54,887	4,319		59,206
BUILDING IMPROVEMT	M39	166,035			166,035	53,745	4,257		58,002
BUILDING IMPROVEMT	M39	134,890			134,890	43,379	3,459		46,838
BUILDING IMPROVEMT	M39	168,663			168,663	53,882	4,325		58,207
BUILDING IMPROVEMT	M39	195,226			195,226	61,949	5,006		66,955
BUILDING IMPROVEMT	M39	112,941			112,941	35,597	2,896		38,493

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 3 (CONT'D.)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
BUILDING IMPROVEMT	M39	100,369			100,369	31,424.	2,574		33,998
BUILDING IMPROVEMT	M39	132,730.			132,730	41,262.	3,403		44,665
BUILDING IMPROVEMT	M39	143,484			143,484	44,301	3,679		47,980
BUILDING IMPROVEMT	M39	64,114			64,114	19,659	1,644		21,303
BUILDING IMPROVEMT	M39	67,733			67,733	20,627	1,737		22,364
BUILDING IMPROVEMT	M39	34,208			34,208	10,341	877		11,218
BUILDING IMPROVEMT	M39	46,539			46,539	13,968	1,193		15,161
BUILDING IMPROVEMT	M39	27,969			27,969	8,335	717		9,052
BUILDING IMPROVEMT	M39	34,923			34,923	10,330	895		11,225
BUILDING IMPROVEMT	M39	14,562.			14,562	4,274	373		4,647
BUILDING IMPROVEMT	M39	202			202	57	5		62
BUILDING IMPROVEMT	M39	1,355			1,355	281	35		316
FIXTURE	M7	10,000			10,000	10,000			10,000
BUILDING IMPROVEMT	M39	3,771			3,771	602	97		699
BUILDING IMPROVEMT	M39	9,871			9,871.	1,529	253		1,782
BUILDING IMPROVEMT	M39	27,986			27,986	4,278	718		4,996
BUILDING-MISSION	M39	58526693			58526693	5,190,731	1,500,624		6,691,355
JOHN DEERE 210LE	M5	44,152			44,152	36,522	5,086		41,608
6SQ2QP L323	4 07 37 PM								

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 3 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
WOOD CHIPPER	M5	15,458			15,458	12,788.	1,781		14,569
GALLON SPRAYER	M5	3,609			3,609	2,986	416		3,402
HPX DIESEL GR	M5	10,885			10,885	9,004	1,254		10,258
BUILDING IMROVEMT	M39	49,455			49,455	1,004	1,268		2,272
TOTALS		<u>63,163,896</u>			<u>63,163,896</u>	<u>6,320,527</u>			<u>7,911,494</u>

ATTACHMENT 4

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
ARTWORK	416,375.	416,375.
PREPAID EXPENSES	18,070.	16,569.
TOTALS	<u>434,445.</u>	<u>432,944.</u>

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

ATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MEL GIBSON 808 WILSHIRE BLVD., 4TH FLOOR SANTA MONICA, CA 90401	DIRECTOR/CEO AS NEEDED	0.	0.	0.
VICKI CHRISTIANSON 808 WILSHIRE BLVD., 4TH FLOOR SANTA MONICA, CA 90401	SECRETARY/CFO AS NEEDED	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

2015

A P REILLY FOUNDATION

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
SAFE	04/30/2000	1,128	100.000			1,128	1,128	1,128	200DB	HY		7	7		
CABINETS	08/31/2000	2,375	100.000			2,375	2,375	2,375	200DB	HY		7	7		
BLOWER	08/31/2000	422	100.000			422	422	422	200DB	HY		5	5		
TV/VCR	08/31/2000	408	100.000			408	408	408	200DB	HY		5	5		
BUILDING-MISSION 2	01/01/2000	396,873	100.000			396,873	152,216	162,392	SL	MM		39	39		10,176
LAND	05/19/2000	1,323,933	100.000												
BUILDING IMPROVEMT	01/01/2000	32,843	100.000			32,843	12,595	13,437	SL	MM		39	39		842
BUILDING IMPROVEMT	04/30/2000	30,863	100.000			30,863	11,635	12,426	SL	MM		39	39		791
BUILDING IMPROVEMT	06/30/2000	1,723	100.000			1,723	640	684	SL	MM		39	39		44
BUILDING IMPROVEMT	07/31/2000	7,179	100.000			7,179	2,660	2,844	SL	MM		39	39		184
BUILDING IMPROVEMT	08/31/2000	99,465	100.000			99,465	36,656	39,206	SL	MM		39	39		2,550
BUILDING IMPROVEMT	09/30/2000	17,932	100.000			17,932	6,574	7,034	SL	MM		39	39		460
BUILDING IMPROVEMT	10/31/2000	58,335	100.000			58,335	21,256	22,752	SL	MM		39	39		1,486
BUILDING IMPROVEMT	11/30/2000	17,081	100.000			17,081	6,187	6,625	SL	MM		39	39		438
BUILDING IMPROVEMT	12/31/2000	17,914	100.000			17,914	6,445	6,904	SL	MM		39	39		459
BUILDING IMPROVEMT	01/31/2001	13,981	100.000			13,981	4,999	5,357	SL	MM		39	39		358
BUILDING IMPROVEMT	02/28/2001	38,977	100.000			38,977	13,861	14,860	SL	MM		39	39		999
BUILDING IMPROVEMT	03/31/2001	12,980	100.000			12,980	4,925	4,925	SL	MM		39	39		333
BUILDING IMPROVEMT	04/30/2001	10,803	100.000			10,803	3,797	4,074	SL	MM		39	39		277
Less Retired Assets															
Subtotals															

Listed Property

Less Retired Assets															
Subtotals															
TOTALS															

AMORTIZATION

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

*Assets Retired

JSA

5X9024 1 000

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
BUILDING IMPROVEMT	05/31/2001	16,675	100.000			16,675	5,831	6,259	SL	MM			39		428
BUILDING IMPROVEMT	06/30/2001	13,335	100.000			13,335	4,631	4,973	SL	MM			39		342
BUILDING IMPROVEMT	07/31/2001	55,755	100.000			55,755	19,245	20,675	SL	MM			39		1,430
BUILDING IMPROVEMT	08/31/2001	25,885	100.000			25,885	8,881	9,545	SL	MM			39		664
BUILDING IMPROVEMT	09/30/2001	16,376	100.000			16,376	5,582	6,002	SL	MM			39		420
BUILDING IMPROVEMT	10/31/2001	44,588	100.000			44,588	15,097	16,240	SL	MM			39		1,143
BUILDING IMPROVEMT	11/30/2001	108,436	100.000			108,436	36,488	39,268	SL	MM			39		2,780
BUILDING IMPROVEMT	12/31/2001	125,883	100.000			125,883	42,097	45,325	SL	MM			39		3,228
BUILDING IMPROVEMT	01/31/2002	83,343	100.000			83,343	27,692	29,829	SL	MM			39		2,137
BUILDING IMPROVEMT	02/28/2002	87,866	100.000			87,866	29,007	31,260	SL	MM			39		2,253
BUILDING IMPROVEMT	03/31/2002	182,286	100.000			182,286	59,788	64,462	SL	MM			39		4,674
BUILDING IMPROVEMT	04/30/2002	168,430	100.000			168,430	54,887	59,206	SL	MM			39		4,319
BUILDING IMPROVEMT	05/31/2002	166,035	100.000			166,035	53,745	58,002	SL	MM			39		4,257
BUILDING IMPROVEMT	06/30/2002	134,890	100.000			134,890	43,379	46,938	SL	MM			39		3,459
BUILDING IMPROVEMT	07/31/2002	168,663	100.000			168,663	53,882	58,207	SL	MM			39		4,325
BUILDING IMPROVEMT	08/31/2002	195,226	100.000			195,226	61,949	66,955	SL	MM			39		5,006
BUILDING IMPROVEMT	09/30/2002	112,941	100.000			112,941	35,597	38,493	SL	MM			39		2,896
BUILDING IMPROVEMT	10/31/2002	100,369	100.000			100,369	31,424	33,998	SL	MM			39		2,574
BUILDING IMPROVEMT	11/30/2002	132,730	100.000			132,730	41,262	44,665	SL	MM			39		3,403
Less Retired Assets															
Subtotals															

Listed Property

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Code	Life	Current-year amortization
Less Retired Assets							
Subtotals							
TOTALS							

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending accumulated amortization	Code	Life	Current-year amortization
Less Retired Assets							
Subtotals							
TOTALS							

*Assets Retired

JSA

5X9024 1 000

