



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

**2016**

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.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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) Room/suite  
**808 WILSHIRE BLVD., FOURTH FLOOR**

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

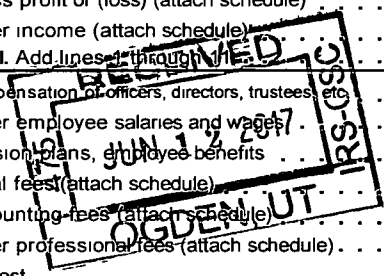
**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

**G** Check all that apply  
 Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16)  Cash  Accrual  
**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	172,500.			
	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 <b>Total.</b> Add lines 1 through 11	172,500.	0.			
<b>Operating and Administrative Expenses</b>	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]	100,983.			100,983.
	19 Depreciation (attach schedule) and depletion	1,587,526.			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) [2]	72,392.			72,392.
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	1,760,901.			173,375.
	25 Contributions, gifts, grants paid				
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,760,901.			173,375.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-1,588,401.				
b <b>Net investment income</b> (if negative, enter -0-)		0.			
c <b>Adjusted net income</b> (if negative, enter -0-)					



SCANNED JUN 19 2017

Handwritten signature or initials, possibly 'G. 25 9'.

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 . . . . .	478.	259.	259.
	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. Less accumulated depreciation (attach schedule) ▶ 9,499,014.	55,249,579.	53,662,052.	ATCH 3 70,320,420.
15	Other assets (describe ▶ ATCH 4 )	432,944.	432,289.		
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	55,683,001.	54,094,600.	70,320,679.	
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	<b>Total liabilities</b> (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 . . . . .	55,683,001.	54,094,600.		
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	55,683,001.	54,094,600.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	55,683,001.	54,094,600.		

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	55,683,001.
2	Enter amount from Part I, line 27a . . . . .	2	-1,588,401.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	54,094,600.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	54,094,600.

**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.)
1 a				
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				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) 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		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))	
2015	176,092.	250.	704.368000	
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	
2	Total of line 1, column (d)		2	1195.854175
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	239.170835
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4	184.
5	Multiply line 4 by line 3.		5	44,007.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	
7	Add lines 5 and 6.		7	44,007.
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	173,375.



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).
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of VICKI CHRISTIANSON Telephone no 310-434-7300 Located at 808 WILSHIRE BLVD 4TH FL SANTA MONICA, CA ZIP+4 90401
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2016, 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

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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)
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?
b If "Yes," did it have excess business holdings in 2016 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 2016)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2016?

**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	
<b>Total. Add lines 1 through 3 . . . . . ▶</b>	

**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	187.
c	Fair market value of all other assets (see instructions). . . . .	1c	
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	187.
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	187.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	3.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	184.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	9.

**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 2016 from Part VI, line 5 . . . . .	2a	
b	Income tax for 2016 (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	<b>Distributable amount as adjusted</b> 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	173,375.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	173,375.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	173,375.

**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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7 . . . . .				0.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only. . . . .				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . . .				
b From 2012 . . . . .				
c From 2013 . . . . .				
d From 2014 . . . . .				
e From 2015 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>173,375.</u>				
a Applied to 2015, 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 2016 distributable amount. . . . .				
e Remaining amount distributed out of corpus. . . . .				
5 Excess distributions carryover applied to 2016 . (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 2015 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017. . . . .				
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 2011 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	0.	- - -	- - -	- - -
10 Analysis of line 9				
a Excess from 2012 . . . . .				
b Excess from 2013 . . . . .				
c Excess from 2014 . . . . .				
d Excess from 2015 . . . . .				
e Excess from 2016 . . . . .				

**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 2016, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .	173,375.	176,092.	181,094.	192,053.	722,614.
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 . . . . .	173,375.	176,092.	181,094.	192,053.	722,614.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets. . . . .	70,320,679.	70,188,342.	70,016,546.	69,953,627.	280,479,194.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .	54,094,301.	55,682,522.	57,275,819.	58,813,520.	225,866,162.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .	6.	9.	23.	83.	121.
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
<b>a</b> Paid during the year				
<b>Total</b> . . . . .				<b>▶ 3a</b>
<b>b</b> Approved for future payment				
<b>Total</b> . . . . .				<b>▶ 3b</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization... (2) Purchases of assets from a noncharitable exempt organization... (3) Rental of facilities, equipment, or other assets... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule...

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

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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: [Signature], Date: 6/5/17, Title: Secretary.

Paid Preparer Use Only: Print/Type preparer's name: KENNETH R. FROELICH, Preparer's signature: [Signature], Date: 5/18/17, Check self-employed: [ ], PTIN: P00245907, Firm's name: HOLTHOUSE CARLIN & VAN TRIGT LLP, Firm's EIN: 95-4345526, Firm's address: 11444 W. OLYMPIC BLVD. 11TH FLR LOS ANGELES, CA 90064, Phone no: 310-566-1900.

**Schedule 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](http://www.irs.gov/form990)

OMB No 1545-0047

**2016**

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **A.P. REILLY FOUNDATION**

Employer identification number

**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	\$ 172,500.	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)

ATTACHMENT 1

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PROPERTY TAXES	100,923.	100,923.
TAXES - FTB	10.	10.
TAXES - OTHER	50.	50.
TOTALS	<u>100,983.</u>	<u>100,983.</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	2,445.	2,445.
INSURANCE - GENERAL	69,947.	69,947.
TOTALS	<u>72,392.</u>	<u>72,392.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 3

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS
SAFE	M7	1,128.			1,128.			1,128.
CABINETS	M7	2,375.			2,375.			2,375
BUILDING-MISSION 2	M39	396,873.			396,873.		10,176.	172,568
LAND	L	1,323,933.			1,323,933			
BUILDING IMPROVEMT	M39	32,843			32,843	842.		14,279
BUILDING IMPROVEMT	M39	30,863.			30,863.	791.		13,217.
BUILDING IMPROVEMT	M39	1,723			1,723.	44.		728
BUILDING IMPROVEMT	M39	7,179.			7,179.	184.		3,028
BUILDING IMPROVEMT	M39	99,465			99,465	2,550.		41,756.
BUILDING IMPROVEMT	M39	17,932			17,932.	460.		7,494.
BUILDING IMPROVEMT	M39	58,335			58,335	1,496.		24,248.
BUILDING IMPROVEMT	M39	17,081.			17,081	438		7,063
BUILDING IMPROVEMT	M39	17,914.			17,914.	459		7,363.
BUILDING IMPROVEMT	M39	13,981.			13,981	358		5,715.
BUILDING IMPROVEMT	M39	38,977			38,977	999.		15,859.
BUILDING IMPROVEMT	M39	12,980.			12,980.	333.		5,258
BUILDING IMPROVEMT	M39	10,803			10,803	277		4,351.
BUILDING IMPROVEMT	M39	16,675.			16,675.	428		6,687.

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	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
BUILDING IMPROVEMT	M39	13,335.		13,335.	4,973.	342.	5,315
BUILDING IMPROVEMT	M39	55,755.		55,755.	20,675.	1,430.	22,105.
BUILDING IMPROVEMT	M39	25,885		25,885	9,545	664	10,209.
BUILDING IMPROVEMT	M39	16,376		16,376.	6,002	420	6,422.
BUILDING IMPROVEMT	M39	44,588.		44,588	16,240	1,143	17,383
BUILDING IMPROVEMT	M39	108,436		108,436	39,268	2,780.	42,048
BUILDING IMPROVEMT	M39	125,883		125,883.	45,325	3,228	48,553.
BUILDING IMPROVEMT	M39	83,343		83,343.	29,829	2,137.	31,966.
BUILDING IMPROVEMT	M39	87,866		87,866.	31,260	2,253	33,513.
BUILDING IMPROVEMT	M39	182,286.		182,286	64,462	4,674.	69,136.
BUILDING IMPROVEMT	M39	168,430.		168,430	59,206	4,319	63,525
BUILDING IMPROVEMT	M39	166,035.		166,035	58,002	4,257	62,259.
BUILDING IMPROVEMT	M39	134,890		134,890.	46,838	3,459	50,297
BUILDING IMPROVEMT	M39	168,663		168,663	58,207	4,325	62,532.
BUILDING IMPROVEMT	M39	195,226.		195,226.	66,955.	5,006.	71,961.
BUILDING IMPROVEMT	M39	112,941		112,941	38,493	2,896	41,389.
BUILDING IMPROVEMT	M39	100,369		100,369	33,998	2,574.	36,572
BUILDING IMPROVEMT	M39	132,730.		132,730	44,665	3,403.	48,068.

ATTACHMENT 3

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	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
BUILDING IMPROVEMENT	M39	143,484.		143,484	47,980.	3,679	51,659.
BUILDING IMPROVEMENT	M39	64,114.		64,114.	21,303.	1,644	22,947.
BUILDING IMPROVEMENT	M39	67,733.		67,733.	22,364	1,737.	24,101.
BUILDING IMPROVEMENT	M39	34,208.		34,208.	11,218	877.	12,095
BUILDING IMPROVEMENT	M39	46,539.		46,539	15,161.	1,193	16,354.
BUILDING IMPROVEMENT	M39	27,969.		27,969	9,052.	717	9,769.
BUILDING IMPROVEMENT	M39	34,923.		34,923.	11,225	885.	12,120.
BUILDING IMPROVEMENT	M39	14,562		14,562	4,647	373	5,020.
BUILDING IMPROVEMENT	M39	202.		202	62.	5.	67
BUILDING IMPROVEMENT	M39	1,355		1,355.	316.	35.	351.
FIXTURE	M7	10,000		10,000	10,000		10,000.
BUILDING IMPROVEMENT	M39	3,771		3,771	699	97	796.
BUILDING IMPROVEMENT	M39	9,871.		9,871	1,782	253	2,035.
BUILDING IMPROVEMENT	M39	27,986.		27,986.	4,996.	718	5,714.
BUILDING-MISSION	M39	58526693		58526693	6,691,355	1,500,624.	8,191,979
JOHN DEERE 210LE	M5	44,152.		44,152.	41,608.	2,543	44,151.
WOOD CHIPPER	M5	15,458		15,458.	14,569	889	15,458
GALLON SPRAYER	M5	3,609		3,609.	3,402.	207.	3,609.

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
HPX DIESEL GR	M5	10,885			10,885	10,258	627		10,885
BUILDING IMPROVEMT	M39	49,455			49,455	2,272	1,268		3,540
TOTALS		<u>63161066</u>			<u>63161066</u>	<u>7,911,494</u>			<u>9,499,020</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	16,569.	15,914.
TOTALS	<u>432,944.</u>	<u>432,289.</u>

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

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
------------------	--	--------------	---	-----------------------------------

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.
---	-------------------------	----	----	----

GRAND TOTALS		0.	0.	0.
--------------	--	----	----	----





2016

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	Method	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
BUILDING IMPROVEMENT	02/28/2003	67,733.	100.000			67,733	22,364	24,101.	SL	MM		39	39		1,737.
BUILDING IMPROVEMENT	03/31/2003	34,208	100.000			34,208	11,218	12,095.	SL	MM		39	39		877.
BUILDING IMPROVEMENT	04/30/2003	46,539.	100.000			46,539	15,161	16,354.	SL	MM		39	39		1,193.
BUILDING IMPROVEMENT	05/31/2003	27,969.	100.000			27,969	9,052	9,769.	SL	MM		39	39		717.
BUILDING IMPROVEMENT	06/30/2003	34,923	100.000			34,923.	11,225.	12,120.	SL	MM		39	39		895.
BUILDING IMPROVEMENT	07/31/2003	14,562	100.000			14,562.	4,647.	5,020.	SL	MM		39	39		373.
BUILDING IMPROVEMENT	09/30/2003	202.	100.000			202.	62.	67.	SL	MM		39	39		5.
BUILDING IMPROVEMENT	10/01/2006	1,355	100.000			1,355	316.	351.	SL	MM		39	39		35
FIXTURE	12/01/2007	10,000.	100.000			10,000	10,000	10,000.	200DB	MO		7			
BUILDING IMPROVEMENT	10/06/2008	3,771	100.000			3,771	699	796	SL	MM		39	39		97.
BUILDING IMPROVEMENT	12/01/2008	9,871	100.000			9,871	1,782	2,035.	SL	MM		39	39		253
BUILDING IMPROVEMENT	01/31/2009	27,986	100.000			27,986	4,996	5,714.	SL	MM		39	39		718
BUILDING-MISSION	07/01/2011	58526693	100.000			58526693	6,691,355	8,191,979	SL	MM		39	39		1,500,624.
JOHN DEERE 2101E	07/13/2011	44,152	100.000			44,152.	41,608.	44,151	200DB	HY		5	5		2,543.
WOOD CHIPPER	07/21/2011	15,458	100.000			15,458	14,569	15,458	200DB	HY		5	5		889.
GALLON SPRAYER	08/15/2011	3,609.	100.000			3,609.	3,402.	3,609	200DB	HY		5	5		207.
HPX DIESEL GR	10/13/2011	10,885	100.000			10,885.	10,258.	10,885.	200DB	HY		5	5		627.
BUILDING IMPROVEMENT	03/27/2014	49,455	100.000			49,455.	2,272.	3,540.	SL	MM		39	39		1,268.
Less Retired Assets															
Subtotals		63161066.				61837133.	7,911,494	9,499,020							1,587,526

Listed Property

Asset description	Date placed in service	Cost or basis	Ending Accumulated amortization	Code	Life	Current-year amortization
Less Retired Assets						
Subtotals		63161066	1,554			
TOTALS		61837133	7,911,494			1,587,526.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS		1,554	1,554			

\*Assets Retired

JSA  
6X9024 1 000