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For calendar year 2016 or tax year beginning

, and ending

Name of foundation

WILL J. REID FOUNDATION

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

2801 E. OCEAN BOULEVARD

A Employer identification number

95-6041915

City or town, state or province, country, and ZIP or foreign postal code

LONG BEACH, CA 90803-2521

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **J** Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) **► \$ 16,049,671.** (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))

		(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	4,456.	4,456.		STATEMENT 1
4	Dividends and interest from securities	187,213.	187,213.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	33,046.			
b	Gross sales price for all assets on line 6a	63,104.			
7	Capital gain net income (from Part IV, line 2)		33,046.		
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	-1,870.	-1,870.		STATEMENT 3
12	Total. Add lines 1 through 11	222,845.	222,845.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	875.	0.		0.
b	Accounting fees	2,455.	0.		0.
c	Other professional fees				
17	Interest				
18	Taxes	4,351.	0.		0.
19	Depreciation and depletion	619.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	9,212.	0.		9,212.
22	Printing and publications				
23	Other expenses	9,906.	12.		5,603.
24	Total operating and administrative expenses Add lines 13 through 23	27,418.	12.		14,815.
25	Contributions, gifts, grants paid	742,750.			742,750.
26	Total expenses and disbursements. Add lines 24 and 25	770,168.	12.		757,565.
27	Subtract line 26 from line 12:	-547,323.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		222,833.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		-1.	-1.
	2	Savings and temporary cash investments	3,615,445.	3,551,423.	3,551,423.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 8	1,277,312.	1,267,145.
	c	Investments - corporate bonds	STMT 9	0.	567,623.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 10	7,269,334.	6,225,269.
	14	Land, buildings, and equipment: basis ►	6,829.		9,535,075.
		Less accumulated depreciation	STMT 11 ►	1,527.	
	15	Other assets (describe ►)		1,106.	5,302.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,163,197.	11,616,761.
					16,049,671.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)	STATEMENT 12	0.	887.
	23	Total liabilities (add lines 17 through 22)		0.	887.
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		12,163,197.	11,615,874.
	30	Total net assets or fund balances		12,163,197.	11,615,874.
	31	Total liabilities and net assets/fund balances		12,163,197.	11,616,761.

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	12,163,197.
2	Enter amount from Part I, line 27a	2	-547,323.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	11,615,874.
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	11,615,874.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
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 63,104.		30,058.		33,046.	
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				33,046.	
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		33,046.
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	{ 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))
2015	614,578.	15,101,875.	.040695
2014	550,261.	15,718,369.	.035008
2013	743,395.	15,427,814.	.048185
2012	927,739.	14,467,907.	.064124
2011	1,038,578.	15,223,449.	.068222

2 Total of line 1, column (d)

2 .256234

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 .051247

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4 15,779,727.

5 Multiply line 4 by line 3

5 808,664.

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

6 2,228.

7 Add lines 5 and 6

7 810,892.

8 Enter qualifying distributions from Part XII, line 4

8 757,565.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	4,457.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	4,457.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	4,457.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,060.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	3,060.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	34.	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,431.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax ►	11		Refunded ►

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>	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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
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?	N/A	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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 <i>General Instruction G?</i> <i>If "No," attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Website address ► N/A			
14	The books are in care of ► ELIZABETH MOORE WESTBROOK Telephone no. ► 951-658-9493 Located at ► 40425 PAGEANT PLACE, HEMET, CA ZIP+4 ► 92544-8117		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	<input type="checkbox"/> 15	<input type="checkbox"/> N/A
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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	
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 <input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<i>If "Yes" to 6b, file Form 8870.</i>		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No N/A	
	5b	
	6b	X
	7b	

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

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. If none, enter "NONE."

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

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

►

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

►

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	12,992,036.
b	Average of monthly cash balances	1b	3,027,991.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,020,027.
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	16,020,027.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	240,300.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,779,727.
6	Minimum investment return. Enter 5% of line 5	6	788,986.

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	788,986.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,457.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,457.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	784,529.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	784,529.
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	784,529.

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	757,565.
b	Program-related investments - total from Part IX-B	1b	0.
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	757,565.
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	757,565.

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				784,529.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	32,628.			
b From 2012	144,191.			
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	176,819.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 757,565.			0.	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				757,565.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	26,964.			26,964.
6 Enter the net total of each column as indicated below:	149,855.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	5,664.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	144,191.			
10 Analysis of line 9:				
a Excess from 2012	144,191.			
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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			742,750.
Total			► 3a	742,750.
b Approved for future payment NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,456.	
5 Net rental income or (loss) from real estate:			14	187,213.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-1,870.	
8 Gain or (loss) from sales of assets other than inventory			18	33,046.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		222,845.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 222,845.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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 FEIHE INTERNATIONAL, INC. LITIGATION	P	VARIOUS	VARIOUS
b LITIGATION SETTLEMENT	P	VARIOUS	VARIOUS
c COMMONFUND CAPITAL PARTNERS IV	P	VARIOUS	VARIOUS
d GLBL TECH ADV INNOV NEW	P	02/21/13	06/24/16
e JINPAN INTL LTD	P	VARIOUS	04/22/16
f JINPAN INTL LTD	P	06/15/15	04/22/16
g EQUITY COMMONWEALTH REDEEMED	P	08/10/11	05/16/16
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 1,627.			1,627.
b 610.			610.
c 23,526.			23,526.
d 4,425.		4,282.	143.
e 6,256.		6,160.	96.
f 38.		31.	7.
g 25,000.		19,585.	5,415.
h 1,622.			1,622.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,627.
b			610.
c			23,526.
d			143.
e			96.
f			7.
g			5,415.
h			1,622.
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	33,046.
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, 2016

	<u>Cash</u>	<u>Money market fund</u>	<u>Corporate Bonds</u>	<u>Stocks</u>	<u>Other</u>	<u>Mkt Value</u>
	<u>Cost</u>	<u>Cost</u>	<u>Cost</u>	<u>Cost</u>	<u>Cost</u>	<u>Mkt Value</u>
<u>Chase Bank</u>						
Checking Account	78,243					
<u>Akorn Biosystems</u>						
Other investment						
<u>Prosetta Biosciences, Inc.</u>						
Other investment						
<u>Prosetta Biosciences, Inc.</u>						
Other investment						
<u>Commonfund Capital Partners IV, LP</u>						
Other investment						
<u>Vanguard</u>						
Prime Money Market Fund						
Stocks						
Vanguard Small Cap Growth ETF	246,161					345,533
Vanguard Small Cap ETF	346,286					404,540
Vanguard Small Cap Value ETF	370,752					447,865
Vanguard Total Intl Stock Index Fund	160,662					146,731
Alpha & Omega Semiconductor LTD	4,077					10,635
Intl Shphldg Corp	17,464					12
Olympic Steel Inc.	21,069					24,640
Omega Protein Corp	35,457					125,250
VSE Corp	12,117					39,925
<u>E-Trade Financial</u>						
Cash						
Cash - margin balance						
Stocks						
Advansix Inc.						
						3,631
						1,086,232

WILL J REID FOUNDATION
SCHEDULE FOR FORM 990PF
SUMMARY OF ASSETS
DECEMBER 31, 2016

WILL J REID FOUNDATION
 SCHEDULE FOR FORM 990PF
 SUMMARY OF ASSETS
 DECEMBER 31, 2016

	<u>Cash</u>	<u>Money market fund</u>	<u>Corporate Bonds</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>
Freightcar America Inc.					68,810	74,650
Welltower Inc. PFD CNV					22,385	30,090
Ishares S&P Latin American 40 Index					188,220	137,900
Ishares Msci Eafe Index Fund					407,181	461,840
Ishares Msci Emerging Mkts					54,260	52,515
Ishares Msci Kld Soc Index Fund					13,738	16,476
Lindsay Corporation Com	44,960	37,305				
Louisiana Pac Corp Com	40,010	37,860				
Powershares Qqq					548,436	1,777,200
Standard & Poors Midcap 400					747,925	2,112,110
Corporate Bonds	100,000	99,671				
Wells Fargo Bank						
Mutual Funds						
Forum Funds Merk Hard Currency					115,518	90,511
PAX World Funds					5,870	5,065
Office equipment - net						-
Totals	<u>1,364,172</u>	<u>2,187,251</u>	<u>567,623</u>	<u>562,942</u>	<u>1,267,145</u>	<u>6,225,269</u>
Total Cost						<u>9,535,075</u>
Total Market Value						
					<u>11,611,460</u>	
					<u>16,044,370</u>	

WILL J. REID FOUNDATION
SCHEDULE OF CHARITABLE DISTRIBUTIONS FOR FORM 990PF
FOR THE YEAR ENDED 12-31-16

Name	Address	Foundation Status	Purpose	Amount
Camp Fire USA, Long Beach Area Council	Long Beach, CA 90808	Public Charity	WRAP and YES programs	\$ 30,000
University Of Redlands	Redlands, CA 92373	Public Charity	REACH	\$ 13,000
Institute for the Study of Human Knowledge	Los Altos, CA 94022	Public Charity	Unrestricted Grant	20,000
Pacific Coast Environmental Conservancy	Tarz, CA 93268	Public Charity	Unrestricted Grant	10,000
Algalita Marine Research and Education	Long Beach, CA 90803	Public Charity	Unrestricted Grant	70,000
Algalita Marine Research and Education	Sebastopol, CA 95472-4101	Public Charity	Unrestricted Grant	5,000
Grassroots Recycling Network	Long Beach, CA 90813	Public Charity	MAYE donation	5,000
South Coast Interfaith Council	Ojai, CA 93023	Public Charity	Plantings for Los Padres Countyard	25,000
The Thacher School	Kamuela, HI 96743	Public Charity	Mike Luce Fund	5,000
Kahliu Theatre Foundation	Washington, DC 20038	Public Charity	Pro Esteros	20,000
The Ocean Foundation	Kamuela, HI 96743	Public Charity	Mike Luce Fund	5,000
Kahliu Theatre Foundation	Garden Grove, CA 92844	Public Charity	2nd installment 2015-16 school year	25,000
The Mentor's Way	Los Angeles, CA 90041	Public Charity	VRM Summer Scholarship	7,500
Occidental College	Redlands, CA 92373	Public Charity	Unrestricted Grant	7,000
YMCA Of Redlands	Redlands, CA 92373	Public Charity	Unrestricted Grant	23,000
A K Smiley Public Library	Redlands, CA 92374	Public Charity	Unrestricted Grant	5,000
Family Service Association Of Redlands	Redlands, CA 92374	Public Charity	WRAP and YES programs	30,000
Camp Fire USA, Long Beach Area Council	Long Beach, CA 92808	Public Charity	Unrestricted Grant	10,000
Redlands Community Foundation	Redlands, CA 92373	Public Charity	Unrestricted Grant	60,000
University Of Redlands	Redlands, CA 92373	Public Charity	Unrestricted Grant	80,000
Institute for the Study of Human Knowledge	Los Altos, CA 94022	Public Charity	REACH Grant Juvenile Justice	3,500
University Of Redlands	Redlands, CA 92373	Public Charity	Liason 8/1/16 - 7/30/17	6,000
SBCSS (San Bernardino Co Sup of Schools)	San Bernardino, CA 92408	Public Charity	Unrestricted Grant	5,000
Laubach Literacy Council Of San Diego	Escondido, CA 92025	Public Charity	North Library Renovation	2,000
Club Las Amigas	San Diego, CA 92131	Public Charity	Will J Reid HS Program - Bridge to Success	15,000
Long Beach Library Foundation	Long Beach, CA 90802	Public Charity	After School Program	50,000
Long Beach BLAST	Long Beach, CA 90813	Public Charity	Elab Summer Intern & Alu Mai Fundraiser	2,500
Boys And Girls Club Of Long Beach	Long Beach, CA 90807	Public Charity	Design and construction of visitor center	10,000
Hawai'i Preparatory Academy	San Francisco, CA 94104	Public Charity	Unrestricted Grant	2,000
Wailaoa Dryland Forest Initiative	Wailaoa, HI 96743	Public Charity	Chicken Program	500
Long Beach Symphony Orchestra	Long Beach, CA 90802	Public Charity	Endowment and Operations	100,000
Monica Ros School	Ojai, CA 93023	Public Charity	Virginia Reid Moore Research Library	500
Thacher School	Ojai, CA 93023	Public Charity	Sustainability Projects II	20,000
Algalita Marine Research and Education	Long Beach, CA 90803	Public Charity	Unrestricted Grant	750
Algalita Marine Research and Education	Long Beach, CA 90803	Public Charity	Tim Rubel Human Shakes	1,500
Cabrillo Marine Aquarium	San Pedro, CA 90731	Public Charity	Unrestricted Grant	1,000
Thacher School	Ojai, CA 93023	Public Charity	Public Charity	2,000
Precious Lamb	Long Beach, CA 90815	Public Charity	Unrestricted Grant	20,000
The Dancers' Group	San Francisco, CA 94103	Public Charity	Public Charity	20,000
Faultline Theater	Oakland, CA 94609	Public Charity	Unrestricted Grant	2,000
WomenShelter of Long Beach	Long Beach, CA 90807	Public Charity	Unrestricted Grant	20,000
The Foundry	New York, NY 10003	Public Charity	KNKR Community Radio	20,000
				\$ 742,750

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
E-TRADE	3,795.	3,795.	
TD AMERITRADE	661.	661.	
TOTAL TO PART I, LINE 3	4,456.	4,456.	

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	82,788.	0.	82,788.	82,788.	
TD AMERITRADE	80,178.	1,622.	78,556.	78,556.	
VANGUARD	25,869.	0.	25,869.	25,869.	
TO PART I, LINE 4	188,835.	1,622.	187,213.	187,213.	

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	-1,870.	-1,870.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,870.	-1,870.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	875.	0.		0.
TO FM 990-PF, PG 1, LN 16A	875.	0.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,455.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,455.	0.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	1,728.	0.		0.
STATE FILING FEES	60.	0.		0.
FEDERAL EXCISE TAXES	2,563.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,351.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES AND EXPENSES	4,291.	0.		0.
EDUCATION OF TRUSTEES	4,063.	0.		4,063.
DUES & SUBSCRIPTIONS	1,540.	0.		1,540.
INTEREST	12.	12.		0.
TO FORM 990-PF, PG 1, LN 23	9,906.	12.		5,603.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,267,145.	2,394,930.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,267,145.	2,394,930.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	567,623.	562,942.
TOTAL TO FORM 990-PF, PART II, LINE 10C	567,623.	562,942.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	6,225,269.	9,535,075.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,225,269.	9,535,075.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TOSHIBA LAPTOP	974.	974.	0.
LAPTOP	729.	219.	510.
PRINTER	109.	33.	76.
PRINTER	202.	60.	142.
UPHOLSTERY FOR CONFERENCE ROOM FURNITURE	4,815.	241.	4,574.
TOTAL TO FM 990-PF, PART II, LN 14	6,829.	1,527.	5,302.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARD LIABILITY	0.	887.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	887.

FORM 990-PF

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

STATEMENT 13

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.

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF									
Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Section 179 Expense	* Reduction In Basis	Basis For Depreciation
									Beginning Accumulated Depreciation
4	TOSHIBA LAPTOP	11/10/11	SL	5.00	MQ17	974.			974.
5	LAPTOP	09/09/15	SL	5.00	HY17	729.			729.
6	PRINTER	09/16/15	SL	5.00	HY17	109.			109.
7	PRINTER	10/05/15	SL	5.00	HY17	202.			202.
8	UPHOLSTERY FOR CONFERENCE ROOM FURNITURE	06/06/16	SL	10.00	HY19D	4,815.			4,815.
* TOTAL 990-PF PG 1 DEPR									
						6,829.			6,829.
CURRENT YEAR ACTIVITY									
BEGINNING BALANCE									
						2,014.			2,014.
ACQUISITIONS									
						4,815.			4,815.
DISPOSITIONS									
						0.			0.
ENDING BALANCE									
						6,829.			6,829.
ENDING ACCUM DEPR									
									1,527.
ENDING BOOK VALUE									
									5,302.