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

Treated as a Private Foundation

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

2008

For calendar year 2008, or tax year beginning

06/01, 2008, and ending

05/31, 2009

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WILLIAM & FLORENCE WHEELER FOUNDATION			A Employer identification number 88-0233486
	Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 10509			Room/suite
	City or town, state, and ZIP code BAKERSFIELD, CA 93389			B Telephone number (see page 10 of the instructions) (661) 836-2184
				C If exemption application is pending, check here <input type="checkbox"/>

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) **\$ 5,208,923.** 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 page 11 of the 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)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B.					
3 Interest on savings and temporary cash investments		53,778.	53,778.		
4 Dividends and interest from securities		104,482.	104,482.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-734,704.			
b Gross sales price for all assets on line 6a	5,839,502.				
7 Capital gain net income (from Part IV, line 2)					
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)	MAR 22 2010	4,202.	729.		STMT 4
12 Total, Add lines 1 through 11		SC -572,242.	158,989.		
13 Compensation of officers, directors, trustees, etc.		15,000.	7,500.		
14 Other employee salaries and wages		14,000.	NONE		
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)	STMT 5.	1,783.	NONE	NONE	NONE
b Accounting fees (attach schedule)		19,262.	9,631.	NONE	NONE
c Other professional fees (attach schedule)	6.	31,421.	31,421.		
17 Interest	STMT 7.	91.	NONE		
18 Taxes (attach schedule) (see page 14 of the instructions)*		3,281.	978.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy		506.	NONE		
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	STMT 9.	4,647.	3,879.		
24 Total operating and administrative expenses.					
Add lines 13 through 23		89,991.	53,409.	NONE	NONE
25 Contributions, gifts, grants paid		313,213.			313,213.
26 Total expenses and disbursements. Add lines 24 and 25		403,204.	53,409.	NONE	313,213.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-975,446.			
b Net investment income (if negative, enter -0-)			105,580.		
c Adjusted net income (if negative, enter -0-)				-0-	

	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	-48,383.	-183,457.	-183,457.
	2 Savings and temporary cash investments	635,233.	73,235.	73,235.
	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 page 15 of the 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			
	10 a Investments - U S and state government obligations (attach schedule) **	2,713.	2,351.	2,485.
	b Investments - corporate stock (attach schedule) . STMT 11.	4,065,655.	2,140,913.	2,539,456.
	c Investments - corporate bonds (attach schedule). STMT 13.	1,078,915.	2,725,565.	2,777,204.
	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 ►			
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,734,133.	4,758,607.	5,208,923.
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 ►) STMT 14)	912.	832.	
	23 Total liabilities (add lines 17 through 22)	912.	832.	
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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	500,000.	500,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,233,221.	4,257,775.	
	30 Total net assets or fund balances (see page 17 of the instructions)	5,733,221.	4,757,775.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,734,133.	4,758,607.	

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	5,733,221.
2 Enter amount from Part I, line 27a	2	-975,446.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	4,757,775.
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	4,757,775.

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 SEE PART IV SCHEDULE					
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) 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
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	-734,704.	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the 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 page 18 of 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))	
2007	264,705.	6,611,487.	0.040037	
2006	181,585.	6,744,932.	0.026922	
2005	116,087.	4,958,637.	0.023411	
2004	77,989.	1,616,437.	0.048247	
2003	26,405.	183,069.	0.144235	
2 Total of line 1, column (d)			2	0.282852
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	0.056570
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4	5,373,662.
5 Multiply line 4 by line 3			5	303,988.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	1,056.
7 Add lines 5 and 6			7	305,044.
8 Enter qualifying distributions from Part XII, line 4			8	313,213.
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 on page 18.				

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the Instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1,056.	
Date of ruling letter: _____ (attach copy of ruling letter if necessary - see instructions) . . .			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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	
3	Add lines 1 and 2 . . .	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . .	4	
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0 . . .	5	
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 . . .	6a	10,250.
b	Exempt foreign organizations-tax withheld at source . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE
d	Backup withholding erroneously withheld . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . .	7	10,250.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	9,194.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax ► 9,194. Refunded ► 11	11	

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 page 19 of the instructions for definition)? . . .	X	
<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>			
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 ► \$ _____ (2) On foundation managers ► \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .	X	
<i>If "Yes," attach a detailed description of the activities.</i>			
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> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .	X	
<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:		
<ul style="list-style-type: none"> ● 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? . . . 			
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 page 19 of the 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <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		X
12		X
13	X	
14	(661) 836-2184	
15	N/A	► 15

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 checked="" type="checkbox"/>	Yes <input 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 page 20 of the instructions)? ► Organizations relying on a current notice regarding disaster assistance check here		1b X
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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ►	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
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 page 20 of the instructions.)		2b N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2008 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 2008.)		3b N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b X

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

5a	During the year did the foundation pay or incur any amount to:						
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?	<input type="checkbox"/>		6b	N/A		
	Organizations relying on a current notice regarding disaster assistance check here	<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?	<input type="checkbox"/>	N/A	<input type="checkbox"/>	Yes	<input type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>					
	If you answered "Yes" to 6b, also file Form 8870.						
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	7b	N/A
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>					

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 page 22 of the 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
SEE STATEMENT 15		15,000.	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ► NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ► NONE

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 <u>N/A</u>	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

Amount

1 <u>N/A</u>	
2	

All other program-related investments. See page 24 of the instructions.

3 <u>NONE</u>	

Total. Add lines 1 through 3 ►

Part X. Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 4,796,843.
b	Average of monthly cash balances	1b 658,651.
c	Fair market value of all other assets (see page 24 of the instructions)	1c NONE
d	Total (add lines 1a, b, and c)	1d 5,455,494.
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 NONE
3	Subtract line 2 from line 1d	3 5,455,494.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4 81,832.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,373,662.
6	Minimum Investment return. Enter 5% of line 5	6 268,683.

Part XI Distributable Amount (see page 25 of the 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	1 268,683.
2a	Tax on investment income for 2008 from Part VI, line 5	2a 1,056.
b	Income tax for 2008. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 1,056.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 267,627.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 267,627.
6	Deduction from distributable amount (see page 25 of the instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 267,627.

Part XII Qualifying Distributions (see page 25 of the 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 313,213.
b	Program-related investments - total from Part IX-B	1b NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 313,213.
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 page 26 of the instructions)	5 1,056.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 312,157.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				267,627.
2 Undistributed income, if any, as of the end of 2007:			18,993.	
a Enter amount for 2007 only				
b Total for prior years. 20 20 20				
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 313,213.				
a Applied to 2007, but not more than line 2a			18,993.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				267,627.
e Remaining amount distributed out of corpus	26,593.			
5 Excess distributions carryover applied to 2008 (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	26,593.			
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 page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	26,593.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	26,593.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE																																											
1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2008</th> <th>(b) 2007</th> <th>(c) 2006</th> <th>(d) 2005</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>				Tax year	Prior 3 years			(e) Total	(a) 2008	(b) 2007	(c) 2006	(d) 2005																														
Tax year	Prior 3 years			(e) Total																																							
	(a) 2008	(b) 2007	(c) 2006		(d) 2005																																						
b	85% of line 2a																																										
c	Qualifying distributions from Part XII, line 4 for each year listed																																										
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																																										
3	Complete 3a, b, or c for the alternative test relied upon																																										
a	"Assets" alternative test - enter																																										
(1)	Value of all assets																																										
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																										
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																										
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)(ii)																																										
(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 page 27 of the 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).)

NONE

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.

NONE

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 16

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

SEE STATEMENT 17

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 18				
Total			► 3a	313,213.
b Approved for future payment				
N/A				
Total			► 3b	

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
		(a) Business code	(b) Amount	(c) Exclusion 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	53,778.	
5 Net rental income or (loss) from real estate:				14	104,482.	
a Debt-financed property	.....				
b Not debt-financed property	.....				
6 Net rental income or (loss) from personal property	.....				
7 Other investment income	.....				
8 Gain or (loss) from sales of assets other than inventory				18	-734,704.	
9 Net income or (loss) from special events	.....				
10 Gross profit or (loss) from sales of inventory	.....				
11 Other revenue:	a					
b <u>FEDERAL TAX REFUND OF TAX</u>		BASED ON NET INV INC	01		3,473.	
c <u>ROYALTY INCOME</u>			15		222.	
d <u>NET SEC. 1231 GAIN</u>			18		507.	
e						
12 Subtotal. Add columns (b), (d), and (e)	.....				-572,242.	
13 Total. Add line 12, columns (b), (d), and (e)	.....				13	-572,242.
(See worksheet in line 13 instructions on page 28 for unit calculations.)						

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Objectives

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

b If "Yes," complete the following schedule.

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee <i>Matt Q. CPA</i>		Date 2/12/10	Title	
Preparer's signature		Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P00192892	
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code CBIZ MHM, LLC 5060 CALIFORNIA AVE., SUITE 800 BAKERSFIELD, CA 93309			EN ► 33-0737981
				Phone no 661-325-7500

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
122,413.		1,500 SHS CURRENCYSHARES SWISS FRANC TRU	138,410.			P	09/26/2008	11/20/2008
							-15,997.	
53,137.		2,075 SHS CVS CAREMARK CORP	63,433.			P	10/31/2008	02/26/2009
							-10,296.	
121,134.		7,800 SHS EATON VANCE TAX MANAGED GLOB D	153,389.			P	06/25/2007	06/24/2008
							-32,255.	
206,875.		200,000 SHS FEDERAL HOME LOAN BANK BDS C	200,000.			P	08/11/2008	01/02/2009
							6,875.	
212,000.		200,000 SHS FEDERAL HOME LOAN BANK CALL	203,240.			P	06/05/2008	02/23/2009
							8,760.	
1,594.		50 SHS FOCUS MEDIA HOLDINGS ADR	2,353.			P	09/21/2007	06/06/2008
							-759.	
35,450.		450 SHS GOLDMAN SACHS GROUP INC	46,850.			P	VAR	11/07/2008
							-11,400.	
38,229.		120 SHS GOOGLE INC	57,496.			P	VAR	12/18/2008
							-19,267.	
96,412.		1,150 SHS ISHARES BARCLAYS 1-3 YEAR TREAS	96,623.			P	02/26/2009	05/12/2009
							-211.	
77,255.		2,690 SHS ISHARES FTSE/XINHUA CHINA 25	77,262.			P	03/24/2009	03/24/2009
							-7.	
104,037.		1,500 SHS ISHARES IBOXX & HIGH YIELD COR	108,096.			P	10/31/2008	02/26/2009
							-4,059.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		835 SHS ISHARES IBOXX \$ INVEST GRADE COR				P	12/01/2008	02/24/2009
81,131.		75,181.					5,950.	
		900 SHS JP MORGAN CHASE & CO				P	11/07/2008	11/20/2008
22,051.		33,406.					-11,355.	
		1,000 SHS JACOBS ENGINEERING GROUP INC				P	04/03/2008	09/26/2008
53,860.		78,521.					-24,661.	
		1,000 SHS KINDER MORGAN ENERGY PARTNERS				P	VAR	04/17/2009
47,406.		47,928.					-522.	
		425 SHS LEUCADIA NATIONAL CORP				P	09/21/2007	06/27/2008
19,911.		19,448.					463.	
		5,111.004 SHS LOOMIS SAYLES INV'T TR \$1.0				P	10/16/2008	11/14/2008
51,263.		52,950.					-1,687.	
		500 SHS MACQUARIE INFRASTRUCTURE CO LLC				P	10/10/2007	10/03/2008
6,398.		19,995.					-13,597.	
		1,950 SHS MICROSOFT CORP				P	VAR	11/20/2008
34,889.		46,339.					-11,450.	
		3,450 SHS PFIZER INC				P	10/31/2008	01/26/2009
54,484.		62,204.					-7,720.	
		1,000 SHS POWERSHARES AGRICULTURE FUND C				P	09/21/2007	07/24/2008
35,527.		35,009.					518.	
		1,020 SHS PROSHARES ULTRASHORT FINANCIAL				P	VAR	09/18/2008
118,278.		128,855.					-10,577.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
134,824.		3,775 SHS PROSHARES ULTRASHORT OIL&GAS				P	07/07/2008	07/24/2008
		107,503.					27,321.	
46,545.		925 SHS PROSHRES ULTRASHORT QQQ				P	09/16/2008	09/18/2008
		46,916.					-371.	
23,838.		605 SHS SCHLUMBERGER LTD				P	11/06/2008	02/26/2009
		29,141.					-5,303.	
345,461.		4,000 SPDG GOLD TRUST				P	VAR	VAR
		359,173.					-13,712.	
162,264.		3,000 SHS SPDR LEHMAN AGGREGATE BOND FUN				P	VAR	VAR
		156,448.					5,816.	
246,486.		3,000 SHS SPDR TR UNIT SER 1				P	03/04/2009	03/26/2009
		213,239.					33,247.	
36,182.		1,500 SHS STAPLES INC				P	09/21/2007	06/27/2008
		33,840.					2,342.	
53,854.		5,500 SHS TRANS1 INC				P	10/17/2007	09/26/2008
		134,455.					-80,601.	
202,400.		20,000 SHS VANGUARD GNMA FUND DTD 1/1/03				P	09/25/2007	08/07/2008
		203,200.					-800.	
187,612.		5,000 SHS WEATHERFORD INTL LTD				P	VAR	VAR
		172,028.					15,584.	
37.		480,000 SHS GOVERNMENT NATL MTG ASSN MTG				D	VAR	VAR
		38.					-1.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
			780,000 SHS GOVERNMENT NATL MTG ASSN MTG			D	VAR	VAR
313.		324.					-11.	
		3,000 BHP BILLITON LIMITED SPON ADR				P	05/08/2007	09/26/2008
174,117.		151,285.					22,832.	
		4,000 SHS BROOKFIELD ASSET MANAGEMENT CL				D	VAR	09/26/2008
107,768.		123,260.					-15,492.	
		6,000 SHS CROWN CASTLE INTL CORP				D	VAR	VAR
149,048.		185,615.					-36,567.	
		4,000 SHS EAGLE BULK SHIPPING INC				P	10/10/2007	10/15/2008
32,890.		121,169.					-88,279.	
		7,000 SHS EATON VANCE TAX MANAGED GLOB				P	05/08/2007	VAR
109,304.		142,890.					-33,586.	
		2,000 SHS FOCUS MEDIA HOLDINGS ADR				P	05/18/2007	06/06/2008
63,754.		85,499.					-21,745.	
		3,000 SHS ISHARES INC MSCI GERMANY INDEX				P	06/01/2007	06/25/2008
90,123.		99,626.					-9,503.	
		1,000 SHS ISHARES INC SOUTH AFRICA FD				P	VAR	06/27/2008
112,505.		126,318.					-13,813.	
		500 SHS JOHNSON & JOHNSON CO				D	03/27/2001	09/26/2008
34,671.		42,305.					-7,634.	
		4,000 KHD HUMBOLDT WEDAG INTERNATIONAL L				P	10/10/2007	11/20/2008
26,588.		154,840.					-128,252.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
120,637.		2,575 SHS LEUCADIA NATIONAL CORP 90,646.				P 05/30/2007	29,991.	06/27/2008
83,250.		100,000 SHS LEUCADIA NATL CORP DTD 8/15/ 100,125.				D 04/19/2006	-16,875.	11/14/2008
150,450.		15,000 SHS LOOMIS SAYLES INV'T TR \$1.008 215,500.				D VAR	-65,050.	11/14/2008
63,985.		5,000 SHS MACQUARIE INFRASTRUCTURE CO LL 161,701.				D VAR	-97,716.	10/03/2008
63,864.		10,000 SHS NGP CAPITAL RESOURCES CO 170,092.				P VAR	VAR	
126,392.		2,500 SHS PEPSICO INC 158,471.				D VAR	-106,228.	02/26/2009
106,580.		3,000 SHS POWERSHARES DB AGRICULTURE FUN 96,230.				P 02/07/2007	-32,079.	07/24/2008
94,007.		5,000 SHS POWERSHARES DYNAMIC 90,888.				P VAR	10,350.	09/26/2008
98,854.		2,000 SHS PROCTER & GAMBLE CO 118,615.				D VAR	3,119.	02/26/2009
129,011.		2,800 SHS SOUTHWESTERN ENERGY CO 66,500.				P 06/01/2007	-19,761.	06/27/2008
120,606.		5,000 SHS STAPLES INC 130,630.				P VAR	62,511.	06/27/2008
							-10,024.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
196,508.			5,000 SHS WILLIAMS COMPANIES INC			P	06/02/2006	06/27/2008
			115,100.				81,408.	
			BROOKFIELD INFRASTRUCTURE PARTNES LP - P			P	VAR	VAR
NONE			29.				-29.	
TOTAL GAIN(LOSS)							-734,704.	
							=====	

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

=====

OTHER INCOME - ROYALTIES

222.

=====

222.

=====

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
NATURAL RESOURCE PAR	222.			222.
TOTALS	222.			222.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME	222.	222.
NET SEC. 1231 GAIN	507.	507.
REFUND OF TAX BASED ON NET INVESTMENT INCOME	3,473.	NONE
TOTALS	4,202.	729.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
	1,783.	NONE		
TOTALS	1,783.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PORTFOLIO ADVISORY FEES	3,404.	3,404.
PORTFOLIO MANAGEMENT FEES	28,017.	28,017.
TOTALS	31,421.	31,421.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KINDER MORGAN ENERGY PARTNERS	17.	NONE
NATURAL RESOURCE PARTNERS	74.	NONE
TOTALS	91.	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PAYROLL TAXES	3,098.	805.
TAXES AND LICENSES	10.	NONE
TAX WITHHELD	176.	176.
ACCRUED FOREIGN TAX	-3.	-3.
TOTALS	3,281.	978.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PORTFOLIO DEDUCTIONS - BROOKFIELD INFR. PARTNERS	5.	5.
PORTFOLIO DEDUCTIONS - POWERSHARES DB AGRICULTURE FUND	704.	704.
ROYALTY EXPENSES - KINDER MORGAN ENERGY PARTNERS	96.	96.
OTHER EXPENSES - NATURAL RESOURCE PARTNERS	1.	1.
OFFICE SUPPLIES	768.	NONE
ORDINARY LOSS - NATURAL RESOURCE PARTNERS	77.	77.
ORDINARY LOSS - ENTERPRISE PRODUCT PARTNERS	1,561.	1,561.
ORDINARY LOSS - KINDER MORGAN ENERGY PARTNERS	1,435.	1,435.
TOTALS	4,647.	3,879.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOV. NATL. MTG. ASSN. #046	727.	768.
GOV. NATL. MTG. ASSN. #319	1,624.	1,717.
US OBLIGATIONS TOTAL	2,351.	2,485.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE -----	ENDING FMV -----
OCCIDENTAL PETROLEUM CORP	320,146.	671,100.
CROWN CASTLE INTL CORP. (CCI)	NONE	NONE
JOHNSON & JOHNSON CO. (JNJ)	81,778.	82,740.
PEPSICO INC. (PEP)	NONE	NONE
POWERSHARE DYNAMIC	NONE	NONE
PROCTOR & GAMBLE CO. (PG)	NONE	NONE
BHP LIMITED SPON ADR	NONE	NONE
BROOKFIELD ASSET MANAGEMENT	NONE	NONE
EATON VANCE TAX MANAGED	NONE	NONE
ENSTAR GROUP LTD	169,437.	82,800.
FOCUS MEDIA HOLDINGS ADR	NONE	NONE
MACQUARIE INFRASTRUCTURE CO.	NONE	NONE
NGP CAPITAL RESOURCES	NONE	NONE
POWERSHARE DDB AGRICULTURE	NONE	NONE
FUND CL F	178,049.	326,025.
SOUTHWESTERN ENERGY CO.	NONE	NONE
STAPLES, INC.	NONE	NONE
WILLIAMS COMPANIES, INC.	NONE	NONE
APPLE INC	NONE	NONE
COOPER INDUSTRIES LTD	65,332.	71,055.
EAGLE BULK SHIPPING INC	NONE	NONE
ISHARES INC GERMANY INDEX FD	NONE	NONE
JACOBS ENGINEERING GROUP INC	30,516.	40,541.
KHD HUMBOLDT WEGDAG	NONE	NONE
LEUCADIA NATL CORP	NONE	NONE
TRANSI INC	NONE	NONE
WEATHERFORD INT LMTD	NONE	NONE
OTHER RECEIVABLES	NONE	NONE
KKR FINANCIAL HOLDINGS LLC	NONE	NONE

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES INC SOUTH AFRICA	NONE	NONE
ENTERPRISE PRODUCT PARTNERS LP	62,569.	74,100.
TEPPCO PARTNERS LP	84,079.	104,405.
MOSAIC CO/THE	131,412.	81,777.
NATURAL RESOURCE PARTNERS LP	62,175.	39,985.
ABB LTD SPONSORED ADR	138,060.	131,680.
JOY GLOBAL INC	105,735.	83,073.
BURLINGTON NORTHN SANTA FE COR	70,974.	51,432.
HEWLETT-PACKARD CO	97,437.	68,700.
AMERICAN TOWER CORP CL A	29,261.	31,392.
ISHARES CHINA	76,975.	100,071.
POWERSHARES QQQ NASDAQ 100	88,226.	110,990.
SPDR TR UNIT SER 1	260,050.	277,230.
ISHARES BRAZIL	88,702.	110,360.
TOTALS	2,140,913.	2,539,456.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LEUCIDIA NATL. CORP.	97,500.	92,375.
LOOMIS SAYLES INV'T TR	NONE	NONE
FEDERAL HOME LOAN BANK 5.5%	209,800.	207,217.
FEDERAL HOME LOAN BANK 4.25%	200,000.	204,916.
FEDERAL NATL MTG ASSN CALL DTD	52,790.	51,420.
VAUNGUARD GNMA FUND DTD 1/1/03	207,000.	213,000.
STAPLES INC	153,750.	157,796.
VANGUARD GNMA FUND DTD 2/1/09	547,907.	557,861.
ISHARES BARCLAYS AGGREGATE BND	163,465.	165,483.
ISHARES LEHMAN MBS BOND FUND	200,200.	210,700.
ISHARES BARCLAYS 1-3 YEAR BOND	96,010.	96,632.
VANGUARD INT'L TERM INV	391,863.	408,732.
FEDERAL HOME LOAN BANK 4.1%	98,000.	101,733.
FEDERAL HOME LOAN BANK 5.5%	205,280.	208,924.
FEDERAL HOME LOAN BANK 6.0%	102,000.	100,415.
TOTALS	2,725,565.	2,777,204.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION

ENDING
BOOK VALUE

PAYROLL TAXES PAYABLE

832.

TOTALS

832.

FORM 90PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NANCY L. WHEELER SMITH P.O. BOX 10509 BAKERSFIELD, CA 93389	TRUSTEE 5.	15,000.	NONE	NONE
	GRAND TOTALS	15,000.	NONE	NONE

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

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NANCY L. WHEELER SMITH
P.O. BOX 10509
BAKERSFIELD, CA 93389
661-836-2184

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

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SUBMIT IN WRITING, NAME OF ORGANIZATION, DESCRIPTION OF CHARITABLE PURPOSE, USE OF FUNDS, RECIPIENT OF FUNDS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW, SUITE 400 ATLANTA, GA 30303-1002		NO RELATION PUBLIC CHARITY	TO ELIMINATE CANCER AS A MAJOR HEALTH PROBLEM BY PREVENTING CANCER, SAVING LIVES, AND DIMINISHING SUFFERING FROM CANCER, THROUGH RESEARCH, EDUCATION, ADVOCACY, AND SERVICE.	1,000.
BAKERSFIELD COLLEGE ATHLETIC FOUNDATION 1801 PANORAMA DRIVE BAKERSFIELD, CA 93305		NO RELATION COLLEGE	SUPPORT COLLEGE ATHLETICS.	13,850.
BOYS & GIRLS CLUB OF KERN COUNTY P.O. BOX 5J BAKERSFIELD, CA 93305		NO RELATION PUBLIC CHARITY	TO PROMOTE AND ENHANCE THE DEVELOPMENT OF BOYS AND GIRLS BY INSTILLING A SENSE OF COMPETENCE, USEFULNESS, BELONGING AND INFLUENCE.	22,350.
COLUMBUS STREET BAPTIST CHURCH 714 COLUMBUS STREET BAKERSFIELD, CA 93305-1899		NO RELATION CHURCH	DEBT REDUCTION CAMPAIGN	2,500.
CSUB FOUNDATION 9001 STOCKDALE HWY BAKERSFIELD, CA 93311-1022		NO RELATION UNIVERSITY	SPONSORSHIP FOR 2008 AND 2009 ACADEMIC YEAR.	10,000.
FRIENDS OF MERCY FOUNDATION 551 SHANLEY CT BAKERSFIELD, CA 93311		NO RELATION PUBLIC CHARITY	TO PROMOTE PUBLIC HEALTH.	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS BAKERSFIELD, CA 93305	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GARCES MEMORIAL HIGH SCHOOL 2800 LOMA LINDA DRIVE BAKERSFIELD, CA 93305	NO RELATION SCHOOL	TO PROMOTE THE EDUCATION OF MINORS.	38,277.
GUILD HOUSE RESTORATION 1905 EIGHTEENTH STREET BAKERSFIELD, CA 93301	NO RELATION PUBLIC CHARITY	TO SUPPORT THE HENRIETTA WELL MEMORIAL CHILD GUIDANCE CLINIC, WHICH WORKS TO BENEFIT THE MENTAL HEALTH OF KERN COUNTY CHILDREN AND FAMILIES, TRANSFORMING LIVES ONE CHILD AT A TIME.	10,000.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002-4999	NO RELATION PRIVATE FOUNDATION	TO BUILD AN AMERICA WHERE FREEDOM, OPPORTUNITY, PROSPERITY AND CIVIL SOCIETY FLOURISH.	6,200.
JIM BURKE EDUCATION FOUNDATION P.O. BOX 2696 BAKERSFIELD, CA 93303	NO RELATION PRIVATE FOUNDATION	TO PROMOTE THE EDUCATION OF MINORS.	1,000.
KERN COUNTY MUSEUM 3801 CHESTER AVE BAKERSFIELD, CA 93301	NO RELATION PUBLIC CHARITY	TO PROVIDE SOME OF THE MOST OUTSTANDING EDUCATIONAL PROGRAMS IN THE STATE OF CALIFORNIA.	3,950.
KUSA EDUCATIONAL FOUNDATION 619 CHARITY COURT, SUITE 1 FRANKFORT, KY 40601-4221	NO RELATION PRIVATE FOUNDATION	TO PROVIDE SERVICES TO MORE THAN 16,000 LOW INCOME CHILDREN AND THEIR FAMILIES THROUGHOUT THE COMMONWEALTH.	11,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARINE TOYS FOR TOTS 18251 QUANTICO GATEWAY DR TRIANGLE, VA 22172	NO RELATION PUBLIC CHARITY	TO COLLECT NEW, UNWRAPPED TOYS DURING OCTOBER, NOVEMBER AND DECEMBER EACH YEAR, AND DISTRIBUTE THOSE TOYS AS CHRISTMAS GIFTS TO NEEDY CHILDREN IN THE COMMUNITY IN WHICH THE CAMPAIGN IS CONDUCTED.	500.
NORTH BAKERSFIELD ROTARY 5060 CALIFORNIA AVE, STE 1200 BAKERSFIELD, CA 93309-0728	NO RELATION PUBLIC CHARITY	TO ENCOURAGE AND FOSTER THE IDEAL OF SERVICE AS A BASIS OF WORTHY ENTERPRISE.	1,000.
OUR LADY OF PERPETUAL HELP 124 COLUMBUS STREET BAKERSFIELD, CA 93305-1798	NO RELATION PUBLIC CHARITY	TO PROMOTE A DEEPER LIFE WITH JESUS AND THE CELEBRATION OF HIS PRESENCE IN WORD AND SACRAMENT.	2,500.
PARTNERSHIP FOR CHILDREN & FAMILIES 3041 WILSON RD BAKERSFIELD, CA 93309	NO RELATION PUBLIC CHARITY	TO ENGAGE IN WORK OF EMPOWERING PEOPLE TO BUILD BETTER LIVES.	3,125.
PROJECT BEST ONE FRONT STREET, SUITE 1325 SAN FRANCISCO, CA 94111	NO RELATION PUBLIC CHARITY	TO PROVIDE GRANTS TO COMMUNITY-BASED PROGRAMS THAT USE FUNDS TO AWARD COLLEGE SCHOLARSHIPS TO THE STUDENTS THEY SERVE.	500.
R. M. PIYES BOYS CAMP 27211 HENRY MAYO DRIVE VALENCIA, CA 91355-1009	NO RELATION PUBLIC CHARITY	TO ASSIST DISADVANTAGED CHILDREN.	12,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOCIETY FOR DISABLED CHILDREN 1819 BRUNDAGE LN BAKERSFIELD, CA 93304-2846	NO RELATION PUBLIC CHARITY	'TO ASSIST DISABLED CHILDREN.'	500.
ST. FRANCIS CHURCH 900 H STREET BAKERSFIELD, CA 93304-1392	NO RELATION PUBLIC CHARITY	MISSION TO MEXICO DONATION, DONATION TO FATHER CRAI CONSTRUCTION FUND.	11,998.
THE BAKERSFIELD SPCA 3000 GIBSON STREET BAKERSFIELD, CA 93309	NO RELATION PUBLIC CHARITY	TO ADVOCATE THE GENERAL WELFARE AND HUMANE TREATMENT OF ANIMALS THROUGH SHELTER, PREVENTION OF PET OVERPOPULATION AND ADOPTION.	7,625.
THE PLANK FOUNDATION 1400 EASTON DRIVE #107 BAKERSFIELD, CA 93309	NO RELATION PRIVATE FOUNDATION	TO PROVIDE FUNDS TO HELP THOSE LESS FORTUNATE IN THE AREAS OF HEALTH, HUNGER AND HUMANITY.	2,500.
THE NATIONAL GARDENING ASSOCIATION 1100 DORSET STREET SOUTH BURLINGTON, VT 05403	NO RELATION PUBLIC CHARITY	TO FOSTER PUBLIC APPRECIATION FOR THE BENEFITS OF GARDENING.	36,000.
TEEN CHALLENGE 301 E ROBERTS LN BAKERSFIELD, CA 93308-4818	NO RELATION PUBLIC CHARITY	TO PROVIDE YOUTH, ADULTS AND FAMILIES WITH AN EFFECTIVE AND COMPREHENSIVE CHRISTIAN FAITH-BASED SOLUTION TO LIFE-CONTROLLING DRUG AND ALCOHOL PROBLEMS IN ORDER TO BECOME PRODUCTIVE MEMBERS OF SOCIETY.	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALVATION ARMY 120 19TH STREET BAKERSFIELD, CA 93301	NO RELATION PUBLIC CHARITY	TO SUPPORT DISADVANTAGED YOUTH	2,439.
FROM NATURAL RESOURCE PARTNERS HOUSTON, TX 77002	NO RELATION PUBLIC CHARITY	VARIOUS CHARITABLE CONTRIBUTIONS.	2.
CALIFORNIA LIVING MUSEUM 10500 ALFRED HARRELL HWY BAKERSFIELD, CA 93306	NO RELATION PUBLIC CHARITY	TO SUPPORT WILDLIFE HEALTH CENTER.	25,000.
M.A.R.E. 18200 JOHNSON RD BAKERSFIELD, CA 93314	NO RELATION PUBLIC CHARITY	TO PROVIDE EQUINE ASSISTED PROGRAMS TO CHILDREN AND ADULTS WITH PHYSICAL, COGNITIVE OR EMOTIONAL CHALLENGES	40,053.
MONTEREY ROAD ELEMENTARY PTA 3355 MONTEREY RD ATASCADERO, CA 93422-1869	NO RELATION SCHOOL	TO SUPPORT PUBLIC EDUCATION.	8,000.
RIDGEVIEW COMMUNITY CHURCH 8420 STINE RD BAKERSFIELD, CA 93313-9727	NO RELATION CHURCH	TO PROMOTE MUSIC EDUCATION.	150.
RIPTIDE AQUATICS 300 ALUMNI BAY COURT BAKERSFIELD, CA 93312	NO RELATION PUBLIC CHARITY	TO PROMOTE CHILDREN'S ATHLETICS.	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BRIDGE BIBLE CHURCH 12225 STOCKDALE HWY BAKERSFIELD, CA 93314	NO RELATION CHURCH	TO PROMOTE RELIGIOUS EDUCATION.	2,500.
THE LIGHTHOUSE FAMILY RETREAT PO BOX 847 MARIETTA, GA 30061	NO RELATION PUBLIC CHARITY	TO SERVE CHILDREN WITH CANCER AND THEIR FAMILIES, TO RESTORE FAMILY RELATIONSHIPS AND FIND HOPE IN GOD.	500.
BAKERSFIELD SCHOOL DISTRICT 1300 BAKER STREET BAKERSFIELD, CA 93305	NO RELATION PUBLIC CHARITY	TO PROMOTE CHILDREN'S ATHLETICS.	10,000.
EAST HIGH BAKERSFIELD HIGH SCHOOL 2200 QUINCY STREET BAKERSFIELD, CA 93306	NO RELATION PUBLIC CHARITY	TO PROMOTE CHILDREN'S EDUCATION.	44.
AIDS/LIFE CYCLE 995 MARKET STREET, SUITE 200 SAN FRANCISCO, CA 94103	NO RELATION PUBLIC CHARITY	TO ADVANCE INTEREST TO END THE PANDEMIC AND HUMAN SUFFERING CAUSED BY AIDS.	150.
		TOTAL CONTRIBUTIONS PAID	313,213.

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

2008

**Department of the Treasury
Internal Revenue Service**

Name of estate or trust

Employer identification number

88-0233486

WILLIAM & FLORENCE WHEELER FOUNDATION

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			STMT 1		224.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-243,236.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	243.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4 ()	
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-242,769.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			STMT 1		106.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-492,405.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	364.
9 Capital gain distributions	9	
0 Gain from Form 4797, Part I	10	507.
1 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	(
2 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	-491,428.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-242,769.
14	Net long-term gain or (loss):			
a	Total for year	14a		-491,428.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-734,197.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a	The loss on line 15, column (3) or b \$3,000	16 (3,000.)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

RECONCILE TO 990:

SEC 1231 gain 507
990PF line 6a (734,704)

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,200	24	
25	Is the amount on line 23 equal to or more than the amount on line 24?		
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box	25	
	<input type="checkbox"/> No. Enter the amount from line 23.	26	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same?	27	
	<input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31	27	
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)	34	

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

► See Instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.**2008**

Name of estate or trust

WILLIAM & FLORENCE WHEELER FOUNDATIONEmployer identification number
88-0233486**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a FROM POWERSHARES AGRIC. FUND	VAR	VAR	75.		75.
85,000 SHS AMERICAN EXPRESS CRD CORP	08/18/2008	09/15/2008	85,595.	85,535.	60.
1,250 SHS APPLE INC	VAR	09/11/2008	183,925.	201,926.	-18,001.
1,495 SHS BRISTOL-MYERS SQUIBB CO	11/06/2008	01/26/2009	33,720.	30,734.	2,986.
500 SHS BROOKFIELD ASSET MANAGEMENT CL A	10/10/2007	09/26/2008	13,471.	19,860.	-6,409.
5,000 SHS CITIGROUP INC	10/03/2008	10/06/2008	81,878.	101,239.	-19,361.
2,400 SHS COOPER INDUSTRIES LTD CL	VAR	06/27/2008	95,375.	121,374.	-25,999.
995 SHS COSTCO WHOLEALE CORP	07/30/2008	10/15/2008	56,064.	62,891.	-6,827.
1,500 SHS CURRENCYSHARES SWISS FRANC TRUST	09/26/2008	11/20/2008	122,413.	138,410.	-15,997.
2,075 SHS CVS CAREMARK CORP	10/31/2008	02/26/2009	53,137.	63,433.	-10,296.
7,800 SHS EATON VANCE TAX MANAGED GLOB DIVERS FD	06/25/2007	06/24/2008	121,134.	153,389.	-32,255.
200,000 SHS FEDERAL HOME LOAN BANK BDS CALL DTD 8/	08/11/2008	01/02/2009	206,875.	200,000.	6,875.
200,000 SHS FEDERAL HOME LOAN BANK CALL DTD 4/20/2	06/05/2008	02/23/2009	212,000.	203,240.	8,760.
50 SHS FOCUS MEDIA HOLDINGS ADR	09/21/2007	06/06/2008	1,594.	2,353.	-759.
450 SHS GOLDMAN SACHS GROUP INC	VAR	11/07/2008	35,450.	46,850.	-11,400.
120 SHS GOOGLE INC	VAR	12/18/2008	38,229.	57,496.	-19,267.
1,150 SHS ISHARES BARCLAYS 1-3 YEAR TREASURY BOND \$2	02/26/2009	05/12/2009	96,412.	96,623.	-211.
2,690 SHS ISHARES FTSE/XINHUA CHINA 25	03/24/2009	03/24/2009	77,255.	77,262.	-7.
1,500 SHS ISHARES IBOXX & HIGH YIELD CORP BOND	10/31/2008	02/26/2009	104,037.	108,096.	-4,059.
835 SHS ISHARES IBOXX \$ INVEST GRADE CORP BND FD\$	12/01/2008	02/24/2009	81,131.	75,181.	5,950.
900 SHS JP MORGAN CHASE & CO	11/07/2008	11/20/2008	22,051.	33,406.	-11,355.
1,000 SHS JACOBS ENGINEERING GROUP INC	04/03/2008	09/26/2008	53,860.	78,521.	-24,661.
1,000 SHS KINDER MORGAN ENERGY PARTNERS L P UNIT	VAR	04/17/2009	47,406.	47,928.	-522.
425 SHS LEUCADIA NATIONAL CORP	09/21/2007	06/27/2008	19,911.	19,448.	463.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

► See instructions for Schedule D (Form 1041).

► See instructions for Schedule D (Form 1041).
► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

88-0233486

WILLIAM & FLORENCE WHEELER FOUNDATION

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

-243, 236

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 480,000 SHS GOVERNMENT NATL MTG ASSN MTG PL #520	VAR	VAR	37.	38.	-1.
780,000 SHS GOVERNMENT NATL MTG ASSN MTG PL #781	VAR	VAR	313.	324.	-11.
3,000 BHP BILLITON LIMITED SPON ADR	05/08/2007	09/26/2008	174,117.	151,285.	22,832.
4,000 SHS BROOKFIELD ASSET MANAGEMENT CL A	VAR	09/26/2008	107,768.	123,260.	-15,492.
6,000 SHS CROWN CASTLE INTL CORP	VAR	VAR	149,048.	185,615.	-36,567.
4,000 SHS EAGLE BULK SHIPPING INC	10/10/2007	10/15/2008	32,890.	121,169.	-88,279.
7,000 SHS EATON VANCE TAX MANAGED GLOB DIVERS FD	05/08/2007	VAR	109,304.	142,890.	-33,586.
2,000 SHS FOCUS MEDIA HOLDINGS ADR	05/18/2007	06/06/2008	63,754.	85,499.	-21,745.
3,000 SHS ISHARES INC MSCI GERMANY INDEXFD	06/01/2007	06/25/2008	90,123.	99,626.	-9,503.
1,000 SHS ISHARES INC SOUTH AFRICA FD	VAR	06/27/2008	112,505.	126,318.	-13,813.
500 SHS JOHNSON & JOHNSON CO	03/27/2001	09/26/2008	34,671.	42,305.	-7,634.
4,000 KHD HUMBOLDT WEDAG INTERNATIONAL LTD	10/10/2007	11/20/2008	26,588.	154,840.	-128,252.
2,575 SHS LEUCADIA NATIONAL CORP	05/30/2007	06/27/2008	120,637.	90,646.	29,991.
100,000 SHS LEUCADIA NATL CORP DTD 8/15/2003 7% 8/1	04/19/2006	11/14/2008	83,250.	100,125.	-16,875.
15,000 SHS LOOMIS SAYLES INV TR \$1.008	VAR	11/14/2008	150,450.	215,500.	-65,050.
5,000 SHS MACQUARIE INFRASTRUCTURE CO LLC	VAR	10/03/2008	63,985.	161,701.	-97,716.
10,000 SHS NGP CAPITAL RESOURCES CO	VAR	VAR	63,864.	170,092.	-106,228.
2,500 SHS PEPSICO INC	VAR	02/26/2009	126,392.	158,471.	-32,079.
3,000 SHS POWERSHARES DB AGRICULTURE FUND CL F	02/07/2007	07/24/2008	106,580.	96,230.	10,350.
5,000 SHS POWERSHARES DYNAMIC	VAR	09/26/2008	94,007.	90,888.	3,119.
2,000 SHS PROCTER & GAMBLE CO	VAR	02/26/2009	98,854.	118,615.	-19,761.
2,800 SHS SOUTHWESTERN ENERGY CO	06/01/2007	06/27/2008	129,011.	66,500.	62,511.
5,000 SHS STAPLES INC	VAR	06/27/2008	120,606.	130,630.	-10,024.
5,000 SHS WILLIAMS COMPANIES INC	06/02/2006	06/27/2008	196,508.	115,100.	81,408.
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-492,405.

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

3,000 SHS SPDR LEHMAN AGGREGATE BOND FUND	177.
5,780 SHS VANGUARD INTM TERM INV	47.
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS	224.

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

3,000 SHS SPDR LEHMAN AGGREGATE BOND FUND	8.
5,780 SHS VANGUARD INTM TERM INV	98.
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	106.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	106.
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4797Department of the Treasury
Internal Revenue Service (99)**Sales of Business Property**
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

► Attach to your tax return. ► See separate instructions.

OMB No. 1545-0184

2008Attachment
Sequence No. **27**

Name(s) shown on return

Identifying number

WILLIAM & FLORENCE WHEELER FOUNDATION**88-0233486**

1 Enter the gross proceeds from sales or exchanges reported to you for 2008 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) 1

Part I Sales or Exchanges of Property Used In a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
	SEE STATEMENT 1						507.
3	Gain, if any, from Form 4684, line 45						3
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37						4
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824						5
6	Gain, if any, from line 32, from other than casualty or theft						6
7	Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:						7 507.
8	Nonrecaptured net section 1231 losses from prior years (see instructions)						8
9	Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.						9

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

11	Loss, if any, from line 7					11 ()
12	Gain, if any, from line 7 or amount from line 8, if applicable					12
13	Gain, if any, from line 31					13
14	Net gain or (loss) from Form 4684, lines 37 and 44a					14
15	Ordinary gain from installment sales from Form 6252, line 25 or 36					15
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824					16
17	Combine lines 10 through 16					17
18	For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:					
a	If the loss on line 11 includes a loss from Form 4684, line 41, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions					18a
b	Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14					18b

For Paperwork Reduction Act Notice, see separate instructions.

Form **4797** (2008)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
 (see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:		(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A			
B			
C			
D			
These columns relate to the properties on lines 19A through 19D. ►			
20 Gross sales price (Note: See line 1 before completing.)	20		
21 Cost or other basis plus expense of sale	21		
22 Depreciation (or depletion) allowed or allowable	22		
23 Adjusted basis. Subtract line 22 from line 21	23		
24 Total gain. Subtract line 23 from line 20	24		
25 If section 1245 property:			
a Depreciation allowed or allowable from line 22	25a		
b Enter the smaller of line 24 or 25a	25b		
26 If section 1260 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.			
a Additional depreciation after 1975 (see instructions)	26a		
b Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions)	26b		
c Subtract line 26a from line 24 If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c		
d Additional depreciation after 1969 and before 1976	26d		
e Enter the smaller of line 26c or 26d	26e		
f Section 291 amount (corporations only)	26f		
g Add lines 26b, 26e, and 26f	26g		
27 If section 1262 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership)			
a Soil, water, and land clearing expenses	27a		
b Line 27a multiplied by applicable percentage (see instructions)	27b		
c Enter the smaller of line 24 or 27b	27c		
28 If section 1264 property:			
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs (see instructions)	28a		
b Enter the smaller of line 24 or 28a	28b		
29 If section 1255 property:			
a Applicable percentage of payments excluded from income under section 126 (see instructions)	29a		
b Enter the smaller of line 24 or 29a (see instructions) .	29b		

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties. Add property columns A through D, line 24	30
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31
32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 39. Enter the portion from other than casualty or theft on Form 4797, line 6	32

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
 (see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation (see instructions)	34	
35 Recapture amount. Subtract line 34 from line 33 See the instructions for where to report	35	

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form). Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 8069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization WILLIAM & FLORENCE WHEELER FOUNDATION	Employer identification number 88-0233486
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 5060 CALIFORNIA AVE., SUITE 800	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BAKERSFIELD, CA 93309	

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 8069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► NANCY L. WHEELER SMITH

Telephone No. ► 661 836-2184 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . ► . If it is for part of the group, check this box . . ► and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 01/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► calendar year _____ or
► tax year beginning 06/01. 2008, and ending 05/31. 2009.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 8069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ <u>1,097.</u>
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ <u>31,089.</u>
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ <u>NONE</u>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2008)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ►
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization WILLIAM & FLORENCE WHEELER FOUNDATION	Employer identification number 88-0233486
File by the extended due date for filing the return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 5060 CALIFORNIA AVE., SUITE 800	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BAKERSFIELD, CA 93309	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8089
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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

- The books are in the care of ► NANCY L. WHEELER SMITH
Telephone No. ► 661 836-2184 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . . . ► If it is for part of the group, check this box . . . ► and attach a list with the names and EINs of all members the extension is for.

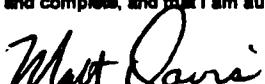
- 4 I request an additional 3-month extension of time until 04/15/2010
- 5 For calendar year _____, or other tax year beginning 06/01/2008, and ending 05/31/2009
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 8089, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$ <u>1,097.</u>
8b If this application is for Form 990-PF, 990-T, 4720, or 8089, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$ <u>31,089.</u>
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ <u>NONE</u>

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►



Title ► CPA

Date ► 1/15/2010

Form 8868 (Rev. 4-2009)

CBIZ MHM, LLC
5060 CALIFORNIA AVE., SUITE 800
BAKERSFIELD, CA 93309