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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation**

OMB No. 1545-0052

**2008**

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

For calendar year 2008, or tax year beginning **6/28/2008**, and ending **7/3/2009**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 <b>WD FOUNDATION</b>		A Employer identification number <b>33-0769372</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>(949) 672-7000</b>
	City or town, state, and ZIP code <b>LAKE FOREST, CA. 92630 7741</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 185,603</b>		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)	1,165,457			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	0	0		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	0			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain		0		
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	1,165,457	0	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	0	0	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	0	0	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	0	0	0	0
25 Contributions, gifts, grants paid	1,124,349			1,124,349
26 Total expenses and disbursements. Add lines 24 and 25	1,124,349	0	0	1,124,349
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	41,108			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

(HTA)

Form **990-PF** (2008)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing . . . . .	144,495	185,603	185,603
	2 Savings and temporary cash investments . . . . .			
	3 Accounts receivable ▶ . . . . . 0			
	Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	4 Pledges receivable ▶ . . . . . 0			
	Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ . . . . . 0			
	Less: allowance for doubtful accounts ▶ . . . . . 0	0	0	0
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments—U S and state government obligations (attach schedule) . . . . .	0	0	0
	b Investments—corporate stock (attach schedule) . . . . .	0	0	0
	c Investments—corporate bonds (attach schedule) . . . . .	0	0	0
Liabilities	11 Investments—land, buildings, and equipment, basis ▶ . . . . . 0			
	Less: accumulated depreciation (attach schedule) ▶ . . . . . 0	0	0	0
	12 Investments—mortgage loans . . . . .			
	13 Investments—other (attach schedule) . . . . .	0	0	0
	14 Land, buildings, and equipment, basis ▶ . . . . . 0			
	Less: accumulated depreciation (attach schedule) ▶ . . . . . 0	0	0	0
	15 Other assets (describe ▶ . . . . . )	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	144,495	185,603	185,603
	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .	0	0	
	21 Mortgages and other notes payable (attach schedule) . . . . .	0	0	
	22 Other liabilities (describe ▶ . . . . . )	0	0	
	23 Total liabilities (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	144,495	185,603	
	30 Total net assets or fund balances (see page 17 of the instructions) . . . . .	144,495	185,603	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	144,495	185,603	

## 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	144,495
2 Enter amount from Part I, line 27a . . . . .	2	41,108
3 Other increases not included in line 2 (itemize) ▶ . . . . .	3	0
4 Add lines 1, 2, and 3 . . . . .	4	185,603
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	185,603

**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)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>	0	0	0
<b>b</b>	0	0	0
<b>c</b>	0	0	0
<b>d</b>	0	0	0
<b>e</b>	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>	0	0	0
<b>b</b>	0	0	0
<b>c</b>	0	0	0
<b>d</b>	0	0	0
<b>e</b>	0	0	0

<b>2</b> 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 }	<b>2</b>	0
<b>3</b> 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 }	<b>3</b>	0

**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	283,562	168,422	1.683640
2006	534,907	53,947	9.915417
2005	492,020	152,051	3.235888
2004	0	0	0.000000
2003	0	0	0.000000

<b>2</b> Total of line 1, column (d)	<b>2</b>	14.834945
<b>3</b> 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	<b>3</b>	2.966989
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	<b>4</b>	254,893
<b>5</b> Multiply line 4 by line 3	<b>5</b>	756,265
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	0
<b>7</b> Add lines 5 and 6	<b>7</b>	756,265
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	<b>8</b>	1,124,349

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)****1** a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1

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 ☒ 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-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2008 estimated tax payments and 2007 overpayment credited to 2008**b** Exempt foreign organizations—tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be Credited to 2009 estimated tax ☐ 0 Refunded ☐ 0**Part VII-A Statements Regarding Activities****1 a** 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?**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. N/A

**c** Did the foundation file Form 1120-POL for this year?**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: N/A(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. ☐ \$ \_\_\_\_\_ N/A**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities. N/A

**3** Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes**4 a** 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? N/A**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T. N/A

**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?

**7** Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV**8 a** Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐**b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation**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)?

If "Yes," complete Part XIV

**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing

their names and addresses WESTERN DIGITAL TECHNOLOGIES, INC. 95-2647125

20511 LAKE FOREST DR, LAKE FOREST, CA 92630

**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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>www.westerndigital.com/encompany/community.asp</b>				
14	The books are in care of <b>KITTY YEE-WONG</b> Telephone no. <b>(949) 672-7000</b>			
Located at <b>20511 LAKE FOREST DRIVE LAKE FOREST CA</b> ZIP+4 <b>92630-7741</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here <input type="checkbox"/>			
and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> N/A				

**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
<b>1a</b> 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>b</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 <input type="checkbox"/>	1b	N/A
<b>c</b> 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
<b>2</b> 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)):		
<b>a</b> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
<b>b</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
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <b>20</b> , <b>20</b> , <b>20</b> , <b>20</b> N/A		
<b>3a</b> 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>b</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
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

If you answered "Yes" to 6b, also file Form 8870.

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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 1				
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

**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				
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

Total number of other employees paid over \$50,000

0

**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
NONE		0
		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		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	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	0
<b>Total. Add lines 1 through 3</b>	0



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	
<b>b</b>	Average of monthly cash balances	<b>1b</b>	258,775
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	258,775
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	258,775
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	3,882
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	254,893
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	12,745

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	12,745
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	0
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	0
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	12,745
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	12,745
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	12,745

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	1,124,349
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,124,349
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1,124,349

**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
<b>1</b> Distributable amount for 2008 from Part XI, line 7				12,745
<b>2</b> Undistributed income, if any, as of the end of 2007:				
<b>a</b> Enter amount for 2007 only			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2008:				
<b>a</b> From 2003	NONE			
<b>b</b> From 2004	274,836			
<b>c</b> From 2005	484,397			
<b>d</b> From 2006	534,210			
<b>e</b> From 2007	275,141			
<b>f</b> Total of lines 3a through e	1,568,584			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4: ► \$ 1,124,349				
<b>a</b> Applied to 2007, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2008 distributable amount				12,745
<b>e</b> Remaining amount distributed out of corpus	1,111,604			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,680,188			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	2,680,188			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2004	274,836			
<b>b</b> Excess from 2005	484,397			
<b>c</b> Excess from 2006	534,210			
<b>d</b> Excess from 2007	275,141			
<b>e</b> Excess from 2008	1,111,604			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1 a** 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2008	(b) 2007	(c) 2006	(d) 2005	
0				0
0	0	0	0	0
1,124,349	283,562	534,907	492,020	2,434,838
				0
1,124,349	283,562	534,907	492,020	2,434,838
				0
8,497	5,699	1,798	5,069	21,063
				0
				0
				0
				0

**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)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

ROSEMARY KRUPP 20511 LAKE FOREST DRIVE LAKE FOREST CA 92630-7741 (949) 672-7000

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

SEE STATEMENT 2

**c** Any submission deadlines:

REQUESTS ARE REVIEWED QUARTERLY

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

SEE STATEMENT 2





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





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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 		Date <b>7-12-10</b>	Title <b>SECRETARY</b>	
	Paid Preparer's Use Only	Preparer's signature 	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see <b>Signature</b> on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code 		EIN 			Phone no.

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

Name of the organization

Employer identification number

WD FOUNDATION

33-0769372

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

- ☐ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ) . . . . . ► \$ .....

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

(HTA)

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

WD FOUNDATION

Employer identification number

33-0769372

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WESTERN DIGITAL TECHNOLOGIES, INC.  20511 LAKE FOREST DRIVE LAKE FOREST CA 92630 Foreign State or Province: Foreign Country:	\$ 1,154,745	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	    Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	    Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	    Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	    Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	    Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



**WD Foundation**  
**FEIN 33-0769372**  
**Tax Year Starting June 28, 2008 and Ending July 3, 2009**

**Statement 1**

**Part VIII: Information About Officers and Directors**

(a) Name and Address	(b) Title	(c) Compensation	(d) Contributions to employees benefit plans and deferred compensation	(e) Expense account, and other allowances
John F. Coyne	President and CEO	0	0	0
Timothy M. Leyden	Treasurer	0	0	0
Raymond M. Bukaty	Secretary	0	0	0
Jacqueline M. DeMaria	Vice President	0	0	0
Thomas McDorman	Vice President	0	0	0

## **Grants and Donations**

### *Statement of Policy*

WD Foundation (the "Foundation") supports established and successful non-profit organizations serving the communities in which Western Digital's U.S. operations are based, i.e., Lake Forest, San Jose and Fremont, California.

The Foundation focuses support on programs and organizations that may prove to be models for effective delivery of needed services.

### ***Priority Granting Areas***

Health and Human Services. The Foundation will grant priority to charitable requests in the area of health and human services, primarily through programs providing services to senior citizens, under-served minorities, disadvantaged youth or physically or mentally disabled individuals.

Education. The Foundation will grant priority to charitable requests in the area of education, in particular, programs that promote computing literacy, the sciences and innovations in engineering, finance and business administration.

THE FOUNDATION WILL NOT CONSIDER MULTI-YEAR GRANTS.

THE FOUNDATION WILL ONLY GRANT REQUESTS TO THOSE ORGANIZATIONS PROVIDING DIRECT SERVICES WITHIN A 30 MILE RADIUS OF LAKE FOREST, SAN JOSE OR FREMONT, CALIFORNIA.

### *WD Foundation Budget*

The Foundation currently receives its funding from three primary sources:

- Each year Western Digital Corporation supports the Foundation by making a financial contribution consistent with corporate priorities driven by a defined target range of earnings.
- Employees are asked to make voluntary individual gifts to the Foundation either through payroll deduction or by making direct financial gifts such as cash, checks, credit card, or donation of stock.
- Individuals, businesses and others are also invited to give tax deductible gifts such as cash, checks, credit card or donations of stock as well as other objects of material value.

### ***Qualifying Criteria for Organizations***

All organizations which receive grants from the Foundation must meet the following criteria:

ORGANIZATIONS MUST:

1. Hold a current designation as a tax-exempt non-profit organization as defined under sections 501(c)(3) and 170(b) of the IRS code;
2. Clearly and concisely articulate the planned impact of the funded request;

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**Form 990-PF, Part XV, Line 2(b) & 2(d)**

3. Articulate how specific measurements are defined and used to evaluate progress toward the success of the project;
4. Produce a balanced budget for the parent organization as well as a budget for the requested project. The project budget must show evidence of a plan to continue funding for the project beyond the period covered by the requested grant contribution;
5. Request funding for those projects that meet WDC standards for ethical operation and social value;
6. Meet the Foundation's emphasis areas of programs supporting education and health and human services as defined above; and
7. All proposals must have the support of the organizations volunteer constituency recognized by having a volunteer signature on the grant request.

***Organizations generally not considered eligible for funding***

Athletic events, competitions or tournaments  
Conferences/ Seminars  
Fundraising events, auctions or sponsorship  
Hospitals  
Individuals  
Museums  
Religious, Political nor Sectarian Organizations\*  
Research Programs  
Scholarships or Stipends  
Start-up Organizations  
Grant making Organizations

\* (Exceptions possible for programs serving all individuals without exposure nor required religious proselytizing. Final determinations if necessary will be made in all cases by the Foundation)

***Grant Request Procedures***

If an organization or program qualifies by meeting the Foundation eligibility requirements and such organization or program wishes to be considered for a grant, they will need to submit a formal request on letterhead which includes:

1. A description of the organization, its name, address, telephone number, and the name and e-mail of a contact person;
2. A brief statement of the purpose and the objectives of the organization;
3. A specific dollar amount of the funds requested along with an explanation of how the funds will be used;
4. A defined measurable method which will account for the progress against the object of the grant project. (How will the project be measured?);

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**Form 990-PF, Part XV, Line 2(b) & 2(d)**

5. A completed "Grant Summary Request" form. (See Attached);
6. A copy of the requesting organizations tax exempt ruling statement from the IRS;
7. A list of the Board of Directors, or Board of Trustees and their affiliations;
8. A current list of corporate sponsors;
9. The most current financial statement showing the overall budget of the organization, including income and expenses for the most current year and the current year-to-date statement in which the contribution is being sought;
10. The budget that is specific to the requested grant proposal. This budget to include plans on how the project will be sustained beyond the period of time covered by the grant if it is granted; and
11. All print or media deadlines should be clearly stated.

Rosemary Krupp  
Managing Director  
WD Foundation  
949-672-9813

# WD Foundation

GRANT SUMMARY REQUEST

Organization: \_\_\_\_\_

Purpose for which the grant is to be used:

\_\_\_\_\_

Area of primary interest to the Foundation:

- ☐ Education  
☐ Health & Human Service  
☐ Other

Service area and anticipated number of people to be served by this project:

\_\_\_\_\_

\_\_\_\_\_

Grant Request (dollar amount): \_\_\_\_\_

Organizational/Agency Summary:

Request Summary:

Can donations be designated to be used in a 30 mile radius of Lake Forest, Fremont, or San Jose CA? ☐ Yes ☐ No

What other donations have you received for this project?

\_\_\_\_\_

Has your organization/agency received any financial support from Western Digital in the Past?: \_\_\_\_\_ How Much?: \_\_\_\_\_  
When?: \_\_\_\_\_

How will the WD Foundation be recognized? \_\_\_\_\_

When submitting this summary, please indicate the following:

- |                                     |                                |
|-------------------------------------|--------------------------------|
| -Copy of Sec. 501(c)(3) designation | -List of Corporate Sponsors    |
| -List of Board of Directors         | -Current Financials            |
| -Total budget for this request      | -Current year Operating Budget |

Are you a designated tax-exempt nonprofit organization as defined under sections 501(c)(3) and 170(b) of the IRS code? ☐ Yes ☐ No \_\_\_\_\_ Tax-exempt number

**WD Foundation**  
**FEIN 33-0769372**  
**Tax Year Starting June 28, 2008 and Ending July 3, 2009**

**Statement 3**  
**Part XV Line 3a - Grants and Contributions Paid During the Year**

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
2-1-1 Orange County Abode Services	P.O. Box 10425, Costa Mesa, CA 92627 Sunrise Village Emergency Shelter, 40849 Fremont Blvd., Fremont, CA 94538	501 (C)		\$ 20,000
Acacia Adult Day Services	11391 Acacia Parkway, Garden Grove, CA 92840	501 (C)		20,000
AIDS Services Foundation	HIV Case Management Program, 17982 Sky Park, Circle, Ste J, Irvine, CA 92614	501 (C)		5,000
Alameda County Healthcare Foundation	Youth Violence Prevention Program, 1411 East 31st St., Oakland, CA 94602	501 (C)		5,000
Alpha Upsilon-Delta Alumni Association	96 W. Campbell Ave., Campbell, CA 95008	501 (C)		10,000
American Cancer Society	Attn Daffodil Days, 1940 E Deere Ave., Ste 100, Santa Ana, CA. 92705	501 (C)		1,000
American Heart Association	START O.C Heart Walk, 4600 Campus Drive, Irvine, CA 92617	501 (C)		10,000
American Heart Association	American Heart Walk, One Almaden Blvd., #500, San Jose, CA 95113	501 (C)		5,000
American Red Cross	Orange County Chapter, 601 North Goden Circle Dr., Santa Ana, CA 92705	501 (C)		1,000
Aspiranet	MSWCA Student Tech, 400 Oyster Point Blvd., Suite 501, South San Francisco, CA 94080	501 (C)		10,000
Attention, Inc	Broadway House Shelter, 3080 Broadway, Suite C, Boulder, CO 80304	501 (C)		3,500
Bethune Theatre Dance	Infinite Dreams, Orange County, 3342 Barham Blvd., Los Angeles, CA 90068	501 (C)		5,000
Boys and Girls Club Anaheim Area	Motel Kids Outreach Program, P O Box 350, Anaheim, CA 92815-0350	501 (C)		5,000
Boys and Girls Club Harbor Area	Club Tech, 2131 Tustin Ave., Costa Mesa, CA 92627	501 (C)		17,680
Boys Town California	In Home Family Services, 2740 N Grand Ave., 2nd Floor, Santa Ana, CA 92705	501 (C)		2,750
Breast Cancer Survivors	Mission 2008, 3100 Airway Ave., Ste. 132, Costa Mesa, CA 92626	501 (C)		5,000
Capistrano USD Foundation	33122 Valle Road, San Juan Capistrano, CA 92675	501 (C)		1,000
Casa Youth Shelter	SOAR Program, 10911 Reagan Street, Los Alamitos, CA 90720	501 (C)		9,750
Child Advocates of Silicon Valley	509 Valley Way Milpitas, CA 95035	501 (C)		10,000
Children's Museum at La Habra	301 S Euclid Street, La Habra, CA 90631	501 (C)		7,500
Concept 7	The Empowering Education Program, 3100 Harbor Blvd, #200, Santa Ana, CA 92704	501 (C)		5,000
Diabetes Society	2008-09 Diabetes Ed Camp, 1185 Lincoln Ave., Ste 300, San Jose, CA 95125	501 (C)		5,000
Discovery Science Center	2500 North Main Street, Santa Ana, CA 92705	501 (C)		1,000
East Bay KTF	P O Box 2163, Castro Valley, CA 94546	501 (C)		5,000
Easter Seals	Kaleidoscope After School Program, 180 Grand Avenue, Suite 300, Oakland CA 94612	501 (C)		5,000
Eden I and R	2-1-1 Program, 570 B. Street, Hayward, CA 94541	501 (C)		20,000
Families Forward	Transitional Housing Program, 9221 Irvine, Blvd., Irvine, CA 92618	501 (C)		10,000
Family & Children's Services	FAST Program San Jose, 375 Cambridge Ave., Palo Alto, CA 94306	501 (C)		5,000
Friends for Youth Inc	Mentoring Services Program, 1741 Broadway, First Floor, Redwood City, CA 94053	501 (C)		3,500
Girl, Inc Orange County	SMART Girls Program, 1815 Anaheim Ave., Costa Mesa, CA 92627	501 (C)		5,000
Giving Children Hope	We've Got Your Back, 8332 Commonwealth Ave., Buena Park, CA 90621	501 (C)		15,000
H A Hyde Elementary School	5th Grade Science Camp, 125 Alta Vista Avenue, Watsonville, CA 95076	501 (C)		5,000
Habitat for Humanity	Orange County, 2200 S. Ritchey, Santa Ana, CA 92705	501 (C)		25,500
Habitat for Humanity of Silicon Valley	513 Valley Way, Milpitas, CA 95035	501 (C)		10,000

**Statement 3, Continued**  
**Part XV Line 3a - Grants and Contributions Paid During the Year**

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Hillel at Stanford	Camp Kesem, Box 20526, Stanford, CA 94309	501 (C)		5,000
Housing for Independent People	Supportive Service Coordination, 481 Valley Way, Milpitas, CA 95035	501 (C)		15,000
Human Options	Economic Self Sufficiency Program, P O Box 53745, Irvine, CA 92619	501 (C)		10,000
IEEE Orange County	1048 Irvine Avenue, Suite 750, Newport Beach, CA 9266	501 (C)		1,500
Junior Achievement	JA Success Skills, 3150 De La Cruz Blvd , #103, Santa Clara, CA 95054-2407	501 (C)		5,000
KOCE-TV Foundation	Attn Comprehensive Campaign, P O Box 2476, Huntington Beach, CA 92647	501 (C)		50,000
Laurel House	TEENS Program, 13722 Fairmont Way, Tustin, CA 9278	501 (C)		7,500
Leland High School Robotics	Robotics Competition, 6677 Camden Avenue, San Jose, CA 95120	501 (C)		2,500
Lupus Foundation of Northern CA	Fall Convergence/Stanford, 2635 N. First Street, Suite 206, San Jose, CA 95134	501 (C)		3,500
Lynbrook High School Robotics	Robotics Competition, 1280 Johnson Ave , San Jose, CA 95129	501 (C)		2,500
Maniposa Women & Family Center	Economic Self Sufficiency Program, 812 W Town & Country Rd , Orange, CA 92868-4712	501 (C)		10,000
Mercy House	P.O Box 1905, Santa Ana, CA 92702	501 (C)		11,530
Next Door Solutions to Domestic Violence	Children & Youth Programs, 234 E Gish Road, Suite 200, San Jose, CA 95112	501 (C)		5,000
NOVA Academy	2609 W 5th St , Santa Ana, CA 92703	501 (C)		10,000
O C Ronald McDonald House	Share A Night Fund, 383 S Batavia St , Orange, CA 92868-3904	501 (C)		12,500
Operation Clean Slate	Campus Beautification, 1578 Minorca Drive, Costa Mesa, CA 92626.	501 (C)		5,000
Orange County Business Cou	2 Park Plaza, Suite 100, Irvine, CA 92614	501 (C)		5,000
Orange County Coastkeeper	Coastkeeper Gardens, 3151 Airway Ave , Suite F-110, Costa Mesa, CA 92626	501 (C)		15,000
Orange County United Way	File 51041, Los Angeles, CA 90074-1041	501 (C)		504
Orange Elderly Services	Meals On Wheels, 170 S Olive Street, Orange CA 92866	501 (C)		2,500
Orangewood Children's Foundation	Resource Center, 1575 E 17th Street, Santa Ana, CA 92	501 (C)		15,000
Outreach United Resource Ctr	OUR Center, 303 Atwood St , Longmont, CO 80501	501 (C)		840
Pacific Symphony	Class Act Program, 3631 S Harbor Blvd , Ste 100, Santa Ana, CA 92704-6951	501 (C)		15,000
Project Dignity	Mobile After School Computer Literacy Program, 12020 Chapman Ave., PMB#257, Garden Grove, CA 92840	501 (C)		10,000
Project Tomorrow	Science Docent Program, 15707 Rockfield Blvd , Suite 330, Irvine, CA 92618	501 (C)		20,000
Providence Speech & Hearing Center	Low Income Subsidy Program, 1301 W Providence Ave , Orange, CA 92868	501 (C)		5,000
RAFT Resources Area for Teaching	Hands-On Learning Workshop, 1355 Ridder Park Drive, San Jose, CA 95131	501 (C)		15,000
Raising a Reader Alameda County	United Way of the Bay Area, 1970 Broadway, Suite 600, Oakland, CA 94612	501 (C)		5,000
Rebuilding Together Silicon Valley	April Project San Jose, P O Box 21990, San Jose, CA 95151-1996	501 (C)		10,000
Saddleback Valley Ed Foundation	25631 Peter Hartman Way, Mission Viejo, CA 92691	501 (C)		1,000
Sally Ride Science - UC Irvine	c/o National University, 9191 Towne Ctr Dr , Ste L 101, San Diego, CA 92122	501 (C)		5,000
Santa Clara Univer		501 (C)		1,000
Santa Rita Elementary School	21st Century Learning Program, 700 Los Altos Avenue, Los Altos, CA 94022	501 (C)		5,000
Save the Bay	350 Frank H Ogawa Plaza, Suite 900 Oakland, CA 9401	501 (C)		5,000
Second Harvest Food Bank	750 Curtner Avenue, San Jose, CA 95125	501 (C)		41,477
Share Our Selves	Electronic Health Records, 1550 Superior, Costa Mesa, CA 92627	501 (C)		5,000
Shea Center	Therapeutic Riding Lessons, 26284 Oso Road, San Juan Capistrano, CA 92675	501 (C)		5,000
Silicon Valley Children's Fund	Technology Training Program, 4525 Union Avenue, San Jose, CA 95124	501 (C)		10,000
Silicon Valley Independent Living Ctr	Employment Services Program for Persons with Disabilities, 2306 Zanker Drive, San Jose, CA 95131	501 (C)		10,000

Statement 3, Continued

Part XV Line 3a - Grants and Contributions Paid During the Year

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Society of Women Engineers	Orange County Section, P O Box 53746, Irvine, CA 92619-3746	501 (C)		5,000
South County Outreach				
Foodbank	26775 Vista Terrace, Lake Forest, CA 92630	501 (C)		4,679
Special Olympics OC	2080 N. Tustin #B, Santa Ana, CA 92705	501 (C)		5,000
St Vrain School District	Skyline H S Stem Program, 600 East Mountain View Ave , Longmont, CO 80501	501 (C)		47,000
STOP-GAP	Therapeutic Drama Workshops, 2900 Bristol Steet, Suite D-105, Costa Mesa, CA 92626	501 (C)		5,000
Susan G. Komen for the Cure	Passionately Park Day 2008, 5005 LBJ Freeway, Suite 250, Dallas, TX 75244	501 (C)		1,526
THINK Together	Afterschool Explorations, 2100 E Fourth Street, Santa Ana, CA 92705	501 (C)		25,000
Tom Matsumoto Elem School	Enhance Technology Program, 4121 Mackin Woods Lane, San Jose, CA 95135	501 (C)		10,000
Tracey Sackett	Orangwood Children's Foundation, 1575 E 17th St , Santa Ana, CA 92705	501 (C)		402
U C San Diego Foundation	9500 Gilman Drive, La Jolla, CA 92093-0140	501 (C)		50
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		77,367
University Synagogue	Annual Gala 2009, 3400 Michelson Drive, Irvine, CA 926	501 (C)		1,100
Via Services, Inc.	First Step, 2851 Park Avenue, Santa Clara, CA 95050	501 (C)		10,000
Walden West Center	Tools That Teach Program, 15555 Sanborn Road, Saratoga, CA 95070	501 (C)		14,695
Walnut Grove Elementary School	Green Monitors, 1999 Harvest Road, Pleasanton, CA 94	501 (C)		4,500
Women Helping Women	Employment Success Program, 711 W 17th Street, Ste A-10, Costa Mesa, CA 92627	501 (C)		10,000
Women's Initiative for Self Employment	1398 Valencia Street, San Francisco, CA 94110	501 (C)		10,000
WD Thailand, Foundation	140 Moo 2 Bang Pa-in, Ayutthaya, Thailand, TH			250,000
				<u>\$1,124,349</u>



Form

**8868**

(Rev April 2008)

Department of the Treasury  
Internal Revenue Service**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, 6069, 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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of Exempt Organization WD FOUNDATION	Employer identification number 33-0769372
	Number, street, and room or suite no. If a P.O. box, see instructions. 20511 LAKE FOREST DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. LAKE FOREST, CA 92630-7741	

**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 6069 |
| <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 ► ROBERTA SWANSON

Telephone No. ► (949) 672-9967

FAX No. ► (949) 672-7873

- 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 FEBRUARY 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20\_\_\_\_ or
- ☒ tax year beginning JUNE 28, 2008, and ending JULY 3, 2009.

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

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b> \$	0.
<b>b</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.	<b>3b</b> \$	
<b>c Balance Due.</b> 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.	<b>3c</b> \$	0.

**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.

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BKA

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Page 2

- 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. You must file original and one copy.**

<b>Type or print</b>  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

- |                                      |   |                                      |                                    |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990    | <input type="checkbox"/> Form 990-PF                              | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <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 ☐ Telephone No. ☐ 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 ☐ , 20 ☐.
- 5 For calendar year ☐ , or other tax year beginning ☐ , 20 ☐ , and ending ☐ , 20 ☐.
- 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

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b> \$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b> \$	
<b>c Balance Due.</b> 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	<b>8c</b> \$	0.

**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 **VICE PRESIDENT**Date **11/13/09**Form **8868** (Rev. 4-2008)