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

2009

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Use the IRS

label.

Otherwise,

print

or type.

See Specific

Instructions.

Name of foundation

WHH FOUNDATION

A Employer identification number

20-0775264

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

333 SOUTH HOPE STREET

Room/suite

54

B Telephone number

(213) 486-9500

City or town, state, and ZIP code

LOS ANGELES, CA 90071-1406

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► 

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

J Accounting method

 Cash

(from Part II, col. (c), line 16)

► \$ 11514431.

(Part I, column (d) must be on cash basis)

(from Part II, col. (c), line 16)

1 Contributions, gifts, grants, etc., received

(a) Revenue and

expenses per books

2 Check ►  if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

1111642.

1111642.

890535.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income-modification

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11.

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees Stmt 4

c Other professional fees

17 Interest

18 Taxes Stmt 5

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses Stmt 6

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0)

c Adjusted net income (if negative, enter -0)

2009.03060 WHH FOUNDATION

Revenue	(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	890535.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	913.	913.		Statement 2
4 Dividends and interest from securities	440048.	440048.		Statement 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-15589.			Statement 1
b Gross sales price for all assets on line 6a	1111642.			
7 Capital gain net income (from Part IV, line 2)		874203.		
8 Net short-term capital gain				
9 Income-modification				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11.	1315907.	1315164.		
13 Compensation of officers, directors, trustees, etc	53000.	16900.		36100.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees Stmt 4	22198.	9769.		12429.
c Other professional fees				
17 Interest				
18 Taxes Stmt 5	15397.	1986.		1986.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	7013.	3506.		3507.
22 Printing and publications				
23 Other expenses Stmt 6	2998.	1499.		1499.
24 Total operating and administrative expenses. Add lines 13 through 23	100606.	33660.		55521.
25 Contributions, gifts, grants paid	487116.			486246.
26 Total expenses and disbursements. Add lines 24 and 25	587722.	33660.		541767.
27 Subtract line 26 from line 12.	728185.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0)		1281504.		
c Adjusted net income (if negative, enter -0)			N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	8768.	13505.	13505.
	2 Savings and temporary cash investments	1065402.	1079153.	1079153.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 7	1074690.	1074690.	1237890.
	b Investments - corporate stock			
	c Investments - corporate bonds Stmt 8	100252.	0.	0.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	8005998.	8815947.	9183883.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►) )			
	16 Total assets (to be completed by all filers)	10255110.	10983295.	11514431.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►) )			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10255110.	10983295.	
	30 Total net assets or fund balances	10255110.	10983295.	
	31 Total liabilities and net assets/fund balances	10255110.	10983295.	

## 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 10255110.
2 Enter amount from Part I, line 27a	2 728185.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 10983295.
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 10983295.

**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 1500 GOOGLE INC		D	12/15/09	12/15/09
b 100000 LIBERTY MEDIA 8 1/4 2-01-30		P	01/28/00	07/08/09
c 12668.919 THE BOND FUND OF AMERICA		P	12/30/08	11/11/09
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 891647.		743.	890904.	
b 69995.		100252.	-30257.	
c 150000.		136444.	13556.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
a			890904.	
b			-30257.	
c			13556.	
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	874203.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8 If (loss), enter -0- in Part I, line 8 }		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2008	598803.	10243961.	.058454
2007	576095.	10503469.	.054848
2006	546366.	9838359.	.055534
2005	505891.	9198502.	.054997
2004	428748.	8188999.	.052357

2 Total of line 1, column (d)

2 .276190

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 .055238

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 9397324.

5 Multiply line 4 by line 3

5 519089.

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

6 12815.

7 Add lines 5 and 6

7 531904.

8 Enter qualifying distributions from Part XII, line 4

8 541767.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1 12815. 2 0. 3 12815. 4 0. 5 12815.
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 2b	
c	All other domestic foundations enter 2% of line 2b 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	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 14196. 6b 6c 6d
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	7 14196.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 37.
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 1344.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ►	11 0.

**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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a <input checked="" type="checkbox"/> 1b <input checked="" type="checkbox"/>
c	Did the foundation file Form 1120-POL for this year?	1c <input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2 <input checked="" type="checkbox"/>
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>	3 <input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a <input checked="" type="checkbox"/> 4b
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5 <input checked="" type="checkbox"/>
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?	6 <input checked="" type="checkbox"/>
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>	7 <input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b <input checked="" type="checkbox"/>
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9 <input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10 <input checked="" type="checkbox"/>

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**Part VII-A Statements Regarding Activities (continued)**

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)

11		X
12		X
13	X	

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **WHH-FOUNDATION.ORG**

14 The books are in care of ► **WILLIAM H. HURT** Telephone no ► **(213) 486-9500**  
Located at ► **333 SOUTH HOPE STREET, LOS ANGELES, CA** ZIP+4 ► **90071-1406**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 | 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.

1a During the year did the foundation (either directly or indirectly)

	Yes	No
--	-----	----

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

<input type="checkbox"/>	Yes	X	No
--------------------------	-----	---	----

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

<input type="checkbox"/>	Yes	X	No
--------------------------	-----	---	----

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

<input checked="" type="checkbox"/>	Yes		No
-------------------------------------	-----	--	----

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

<input checked="" type="checkbox"/>	Yes		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	X	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	X	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)?

1b		X
----	--	---

Organizations relying on a current notice regarding disaster assistance check here ►

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?

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))

<input type="checkbox"/>	Yes	X	No
--------------------------	-----	---	----

a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?

If "Yes," list the years ►

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions )

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

<input type="checkbox"/>	Yes	X	No
--------------------------	-----	---	----

b If "Yes," did it have excess business holdings in 2009 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 2009.)

N/A			
-----	--	--	--

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

3b			
----	--	--	--

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 2009?

4a		X	
----	--	---	--

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

 Yes  No

(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)?

 Yes  No

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

 Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

► 

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**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.

(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 10		53000.	0.	6340.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

►

0

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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. If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services ► 0

**Part IX-A** **Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

**Part IX-B** **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		

All other program-related investments See instructions

3		
Total. Add lines 1 through 3 ► 0.		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	9060404.
b	Average of monthly cash balances	1b	480026.
c	Fair market value of all other assets	1c	0.
d	<b>Total</b> (add lines 1a, b, and c)	1d	9540430.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9540430.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	143106.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9397324.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	469866.

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

1	Minimum investment return from Part X, line 6	1	469866.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	12815.
b	Income tax for 2009 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	12815.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	457051.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	457051.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	457051.

**Part XII** **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	541767.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	541767.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	12815.
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	6	528952.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				457051.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	53595.			
b From 2005	78526.			
c From 2006	71815.			
d From 2007	83429.			
e From 2008	100951.			
f Total of lines 3a through e	388316.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$	541767.		0.	
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount	84716.		457051.	
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	473032.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	53595.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	419437.			
10 Analysis of line 9				
a Excess from 2005	78526.			
b Excess from 2006	71815.			
c Excess from 2007	83429.			
d Excess from 2008	100951.			
e Excess from 2009	84716.			

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

N/A

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 2009, 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
- b** 85% of line 2a
- c** Qualifying distributions from Part XI line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities

3 Subtract line 2d from line 2c  
 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(l)(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(l)(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 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))

See Statement 11

**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 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.

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

### c. Any submission deadlines

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

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

Recipient	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)				
<i>a Paid during the year</i> SCHEDULE ATTACHED	NONE	SEC. 501(C)(3) PUBLIC CHARITY	ANNUAL GIVING	486246.
<b>Total</b>			► 3a	486246.
<i>b Approved for future payment</i>				
None				
<b>Total</b>			► 3b	0.

923611 02-02-10

Form 990-PF (2009)

## 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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	913.	
5 Net rental income or (loss) from real estate			14	440048.	
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	-15589.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		425372.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13		425372.
(See worksheet in line 13 instructions to verify calculations )					

(See worksheet in line 13 instructions to verify calculations )

## 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?

a Transfers from the reporting foundation to a noncharitable exempt organization of

**(1) Cash**

- (2) Other assets**
- b Other transactions**
  - (1) Sales of assets to a noncharitable exempt organization**
  - (2) Purchases of assets from a noncharitable exempt organization**
  - (3) Rental of facilities, equipment, or other assets**
  - (4) Reimbursement arrangements**
  - (5) Loans or loan guarantees**
  - (6) Performance of services or membership or fundraising solicitations**

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

d If the answer to any of the above is "Yes," complete the following schedule. 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

**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

Signature of officer or trustee		Date	Title	
		11/15/10	PRESIDENT	
<b>Paid Preparer's Use Only</b>	Preparer's signature		Check if self- employed	Preparer's identifying number
			<input checked="" type="checkbox"/>	
Firm's name (or yours if self-employed), address, and ZIP code		Date 11/10/10 EIN Phone no 626-799-2479		
 Teresa A. Boyle, CPA 595 Orange Grove Cir #255 Pasadena, CA 91105-4402				

**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, or 990-PF.

OMB No 1545-0047

**2009****Name of the organization****WHH FOUNDATION****Employer identification number****20-0775264****Organization type (check one).****Filers of:**

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 an organization 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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

WHH FOUNDATION

20-0775264

## Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM H. & SARAH S. HURT  333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 90071-1406, CA 90071-1406	\$ 890535.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution )</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization

Employer identification number

WHH FOUNDATION

20-0775264

**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1500 SHARES GOOGLE STOCK INC - SOLD ON 12/15/09	\$ 890535.	12/15/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

923453 02-01-10

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

RECIPIENT NAME	STREET ADDRESS	CITY, STATE AND ZIP CODE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AIDS SERVICE CENTER	909 S Fair Oaks Ave	Pasadena, CA 91105	COMMUNITY	100
AMER TINNITUS ASSOC	Unit 20, PO Box 4900	Portland, OR 97208-4900	HEALTH	1,000
ANDERSON RANCH ARTS CENTER	5263 Owl Creek Road	Snowmass Village, CO 81615	ARTS	500
ARMORY CENTER FOR THE ARTS	145 N Raymond Ave	Pasadena, CA 91103	ARTS	1,600
ART CENTER	1700 Lida Street	Pasadena, CA 91103	ARTS	500
ASPEN ART MUSEUM	590 North Mill St	Aspen, CO 81611	ARTS	75
ASPEN EDUCATION FOUNDATION	POB 2200	Aspen, CO 81611	EDUCATION	5,000
ASPEN FOUNDATION FOR SPORTS MEDICINE	100 E Main Street, Ste 101	Aspen, CO 81612	HEALTH	10,000
ASPEN PUBLIC RADIO	110 E Hallam St. #134	Aspen, CO 81611-1467	COMMUNITY	2,500
ASPEN SANTA FE BALLET CO & SCHOOL	245 Sage Way	Aspen, CO 81611	ARTS	13,000
ASPEN VALLEY MEDICAL FOUNDATION	PO Box 1639	Aspen, CO 81612	HEALTH	11,000
BALLET THEATRE FOUNDATION	890 Broadway	New York, NY 10003	ARTS	3,500
BEND LITTLE LEAGUE NORTH	1777 NE Highway 20	Bend, OR 97701-4830	COMMUNITY	2,500
BIG BROTHERS BIG SISTERS	J-Bar-J Boys Ranch, 62895 Hamby Road	Bend, OR 97701	COMMUNITY	3,000
BOY SCOUTS/SGV COUNCIL	3450 East Sierra Madre Blvd	Pasadena, CA 91107	COMMUNITY/EDUCATION	100
CALIFORNIA SCIENCE CENTER	700 Exposition Drive	Los Angeles, CA 90037	EDUCATION	5,000
CASCADE MIDDLE SCHOOL	19619 Mountaineer Way	Bend, OR 97702	COMMUNITY/EDUCATION	2,500
CENTER FOR EARLY INTERVENTION ON DEAFNESS	1035 Grayson	Berkeley, CA 94710	EDUCATION	2,000
CENTER FOR STUDY OF PRESIDENCY	1020 19th Street, NW, Ste 250	Washington, DC 20036	EDUCATION	10,000
CENTER THEATRE GROUP	Company Offices at the Music Center Annex, 601 W Temple St	Los Angeles, CA 90012	ARTS	505
CENTRAL OREGON COMMUNITY COLLEGE	2600 NW College Way	Bend, OR 97701	EDUCATION	6,000
CHILDREN'S HOSPITAL OF LOS ANGELES	4650 Sunset Blvd #29	Los Angeles, CA 90027	EDUCATION	30,000
CLAREMONT GRADUATE SCHOOL	School of Arts and Humanities, 165 E Tenth Street	Clairemont, CA 91711	ARTS	5,000
CLEAR ONE FOUNDATION	P O Box 7619	Bend, OR 97708	COMMUNITY/HEALTH/EDUCATION	1,000
CONGRESSIONAL MEDAL OF HONOR FOUNDATION	40 Patriots Point Road	Mount Pleasant, SC 29464	EDUCATION	5,000
EDUCATION FDN OF BEND LAPINE SCHOOLS	PO Box 6566	Bend, OR 97708	HEALTH/EDUCATION	5,000
EQUINE OUTREACH FOUNDATION	63220 Silvis Rd	Bend, OR 97701	EDUCATION	2,000
FAIRY ACCESS NETWORK	2125 NE Daggett Lane	Bend, OR 97701	COMMUNITY	2,000
FAMILY RESOURCE CENTER	1130 NW Harriman St, Ste B	Pasadena, CA 91107	EDUCATION/COMMUNITY	1,700
FOOTHILL FAMILY SERVICES	2500 E Foothill Blvd, Ste 300	Kapaaau, HI 96755	COMMUNITY	20,000
FRIEND OF THE LIBRARY OF HAWAII	Bond Memorial Public Library, P O Box 248	Pasadena, CA 91101	EDUCATION/COMMUNITY	10,000
FRIDGES OF THE PASADENA PUBLIC LIBRARY	285 E Walnut St	Arcadia, CA 91006	COMMUNITY	250
GIRL SCOUTS/MT. WILSON COUNCIL	101 E Wheeler Avenue	Gresham, OR 97030-0655	COMMUNITY/ART	100
GRESHAM ART WALK	PO Box 2384	New York, NY 10128-0173	ARTS	2,500
GUGGENHEIM FOUNDATION	1071 Fifth Avenue	Boston, MA 02163	EDUCATION	125
HARVARD BUSINESS SCHOOL	Development Office, Teele Hall, Soldiers Field	Boston, MA 02241-4946	COMMUNITY	2,000
HARVARD MAGAZINE	P O Box 414946	Clairemont, CA 91711	EDUCATION	100
HARVEY MUDD COLLEGE	301 Platt Boulevard	Kamuela, Hawaii 96743	EDUCATION	10,000
HAWAII PREPARATORY ACADEMY	65-1692 Kokala Mountain Road	Kamuela, Hawaii 96743	EDUCATION	13,500
HAWAII PREPARATORY ACADEMY OHANA ASSOC	65-1198 Kahawai St	Oakland, CA 94602	EDUCATION	5,000
HEAD ROYCE SCHOOL	4315 Lincoln Avenue	Bend, OR 97702	EDUCATION	1,500
HIGH DESERT MUSEUM	59800 S Highway 97	Bend, OR 97701	EDUCATION	3,000
HIGH LAKES ELEMENTARY	2500 NW High Lakes Loop	Kailua Kona, Hawaii 96740	EDUCATION	2,000
HILL-HARBISON HOUSE	Bend LaPine School District, 5200 NW High Lakes Loop	Kailua-Kona, Hawaii 96740	EDUCATION	3,000
H'OKAKO CORPORATION	1841 Alhambra Road, PMB 807	San Marino, CA 91108	ARTS	5,000
HOUSE EAR INSTITUTE	Waimea Middle Public Conversion Charter School, 1035 Univ. Honolulu, HI 96826	San Marino, CA 91108	EDUCATION	1,000
HUALALAI ACADEMY	2100 W 3rd Street	Pasadena, CA 91105-3027	HEALTH	1,000
HUALALAI ACADEMY PARENTS ASSOCIATION	74-4966 Kealaka'a St	Idyllwild, CA 92549-9960	EDUCATION	5,000
HUNTINGTON ARTS COUNCIL	74-4966 Kealaka'a Street	San Anselmo, CA 94196	ARTS	1,000
HUNTINGTON LIBRARY	1151 Oxford Road	Los Angeles, CA 90048	EDUCATION	1,000
HUNTINGTON MEMORIAL	1151 Oxford Road	Milwaukee, OR 97222	HEALTH	2,500
IDYLLWILD	100 W California Blvd	Page 1 of 3	ARTS	5,000
JAMES AND MARGARET EMERSON SCHOLARSHIP FUND	52500 Temecula Road, P O Box 38	EDUCATION	1,000	
JEWISH FAMILY SERVICES	6505 Wilshire Blvd, Ste 500	COMMUNITY	1,000	
JOHNSON CREEK WATERSHED COUNCIL	1900 SE Milport Rd, Ste B	EDUCATION	2,500	

RECIPIENT NAME	STREET ADDRESS	CITY, STATE AND ZIP CODE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KCRW	1900 Pico Blvd	Santa Monica, CA 90405	COMMUNITY	250
KEMPLE CHILDRENS CLINIC	63360 NW Britta St	Bend, OR 97701	HEALTH	1,500
KKIZ	Cal State Long Beach, PO Box 251469	Los Angeles, CA 90025	COMMUNITY	100
KOCE-TV	15751 Gothard St	Huntington Beach, CA 92647	COMMUNITY	275
KUSC	PO Box 77913	Los Angeles, CA 90007-0913	COMMUNITY	500
LA COUNTY MUSEUM OF ART	5905 Wilshire Blvd	Los Angeles, CA 90036	ARTS	200
LAKE FOREST ELEMENT SCHOOL	21801 Pittford Drive	Lake Forest, CA 92630	EDUCATION	20,000
LIBRARY FOUNDATION OF LOS ANGELES	630 W Fifth St	Los Angeles, CA 90071	COMMUNITY	500
LOS ANGELES PHILHARMONIC	151 South Grand Ave	Los Angeles, CA 90012-3034	ARTS	6,441
LUERKEMAN/LYMPHOMA SOCIETY	9320 SW Barbur Blvd	Portland, OR 97219	HEALTH/EDUCATION	1,000
METROPOLITAN MUSEUM OF ART	1000 Fifth Ave	New York, NY 10028-0198	ARTS	20
MOSAIC PROJECT	2223A Woolsey St	Berkeley, CA 94705	COMMUNITY/EDUCATION	5,000
MOUNTAIN STAR FAM RELIEF NURSERY	2125 NE Dagget St	Bend, OR 97701	ARTS	6,000
MUSIC CENTER	135 North Grand Ave	Los Angeles, CA 90012	ARTS	800
NATURAL HISTORY MUSEUM	900 Exposition Blvd	Los Angeles, CA 90099-4873	ARTS	45
NEWPORT BEACH PUBLIC LIBRARY	1000 Avocado Avenue	Newport Beach, CA 92660	COMMUNITY	100
NEWPORT HARBOR ART MUSEUM	600 E Bay Ave	Newport Beach, CA 92661	COMMUNITY	100
NOMAD CHARITIES	115 NW Oregon Ave, Ste 22	Bend, OR 97701	HEALTH/EDUCATION	500
NORTON SIMON MUSEUM	411 West Colorado Blvd	Pasadena, CA 91105-1825	ARTS	65
ORANGE COUNTY MUSEUM OF ART	850 San Clemente Dr	Newport Beach, CA 92660	ARTS	100
OREGON EPISCOPAL SCHOOL	6300 SW Nicol Rd	Portland, OR 97223	EDUCATION	1,000
OXBOW SCHOOL, THE	530 Third Street	Napa, CA 94559	EDUCATION	5,000
PACIFIC ASIA MUSEUM	46 North Robles Avenue	Pasadena, CA 91101	COMMUNITY/EDUCATION	1,000
PACIFIC COUNCIL ON INT'L POLICY	3520 Trousdale Parkway, SOS B-15	Los Angeles, CA 90089	EDUCATION	100
PACIFIC OAKS	5 Westmoreland Pl	Pasadena, CA 91103-3592	EDUCATION	10,000
PAINTED TURTLE	1300 4th Street, Ste 300	Santa Monica, CA 90401	EDUCATION/COMMUNITY	600
PARA LOS NIÑOS	500 Lucas Ave	Los Angeles, CA 90017	EDUCATION/COMMUNITY	10,000
PASADENA ART ALLIANCE	464 E Walnut St, STE 226	Pasadena, CA 91101	ARTS	6,295
PASADENA ARTS COUNCIL	65 South Grand Ave	Pasadena, CA 91105	ARTS	1,000
PASADENA CONSERVATORY OF MUSIC	100 North Hill Ave	Pasadena, CA 91106	ARTS	1,750
PASADENA EDUCATIONAL FOUNDATION	351 South Hudson Avenue	Pasadena, CA 91109	EDUCATION	600
PASADENA GUILD OF THE CHILDREN'S HOSPITAL	665 S Raymond Ave	Pasadena, CA 91105	HEALTH	2,500
PASADENA HUMANE SOCIETY	361 S Raymond Ave	Pasadena, CA 91105	COMMUNITY	100
PASADENA PLANNED PARENTHOOD	1045 N Lake Ave	Pasadena, CA 91104	COMMUNITY	1,000
PASADENA PLAYHOUSE	39 S El Molino Ave	Pasadena, CA 91101	ARTS	10,000
PCC FOUNDATION	1570 E Colorado Blvd	Pasadena, CA 91106	ARTS	6,000
PERFORMANCES TO GROW ON	201 Park Ave	Ojai, CA 93023	ARTS	2,000
PEO	61383 Rock Bluff Lane	Bend, OR 97701	EDUCATION	1,500
PLANNED PARENTHOOD OF LOS ANGELES	400 W 30th Street	Los Angeles, CA 90007	HEALTH/EDUCATION	5,000
PROJECT POOCH	P O Box 305	Lake Oswego, OR 97034	COMMUNITY/HEALTH/EDUCATION	3,000
ROTARY FOUNDATION	One Rotary Center, 1560 Sherman Ave	Evanston, IL 60201	COMMUNITY	1,000
SAN MARINO FIREFIGHTERS ASSN	2200 Huntington Dr	San Marino, CA 91108	COMMUNITY	100
SAN MARINO ROTARY	2304 Huntington Drive, Ste 202	San Marino, CA 91108	COMMUNITY	10,000
SIERRA MADRE SEARCH AND RESCUE	POB 80301	Sierra Madre, CA 91025	COMMUNITY	100
SOUJOURN TO THE PAST	P O Box 24	San Bruno, CA 94066	EDUCATION	2,500
SPRAL LIVING CENTER	300 Piedmont Avenue, Rm 222	Cave Junction, OR 97523	EDUCATION	3,000
SUMMIT HIGH LACROSSE CLUB	PO Box 2093	Bend, OR 97702	EDUCATION/COMMUNITY	1,500
SUN RIVER MUSIC FESTIVAL	Bend LaPine School District, 2855 NW Clearwater Dr	Bend, OR 97708	EDUCATION	5,000
TEACH FOR AMERICA	P O Box 6566	Sunriver, OR 97707	ARTS	2,500
TOWER THEATRE	PO Box 4308	Los Angeles, CA 90014	COMMUNITY	3,000
UCSF FOUNDATION	806 S Olive Street, Ste 300	San Francisco, CA 94104	EDUCATION	25,250
UCSF SCHOOL OF MEDICINE	835 NW Wall St	San Francisco, CA 94105	EDUCATION	5,000
UNION STATION	44 Montgomery St, Ste 220	Pasadena, CA 91104	COMMUNITY	5,000
USC-PCASF	45 Montgomery St, Ste 220	Los Angeles, CA 90089-0602	HEALTH	2,500

RECIPIENT NAME	STREET ADDRESS	CITY, STATE AND ZIP CODE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
USC DEVELOPMENT OFFICE/TROY	University Park Citigroup Center 324 Madeline Drive	Los Angeles, CA 90089-8003	EDUCATION	16,000
USC MARSHALL SCHOOL OF BUSINESS	50 N Hill Avenue	Los Angeles, CA 90089-8201	EDUCATION	10,000
WESTRIDGE SCHOOL	260 S Los Robles Ave . Ste 119	Pasadena, CA 91105-3399	EDUCATION	10,000
WOMEN AT WORK	1744 University Ave	Pasadena, CA 91106	COMMUNITY	500
YES, VIRGINIA FUND, PASADENA	Nari Center for Infants, Toddlers and Family, 2000 M Street N	Berkeley, CA 94703	COMMUNITY	250
YOUTH EMERGENCY ASSISTANCE HOSTEL	Washington, DC 20036-3307		OTHER (SOCIAL SCIENCES)	5,000
YOUNG AND HEALTHY				200
<b>TOTAL</b>				<b><u>486,246</u></b>

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
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1500 GOOGLE INC		Donated	12/15/09	12/15/09
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(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
891647.	890535.	0.	0.	1112.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
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100000 LIBERTY MEDIA 8 1/4 2-01-30		Purchased	01/28/00	07/08/09
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(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
69995.	100252.	0.	0.	-30257.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
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12668.919 THE BOND FUND OF AMERICA		Purchased	12/30/08	11/11/09
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(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
150000.	136444.	0.	0.	13556.

Capital Gains Dividends from Part IV	0.
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Total to Form 990-PF, Part I, line 6a	-15589.
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## Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
CASH MGMT TRUST OF AMERICA	903.
MORGAN STANLEY SMITH BARNEY	10.
Total to Form 990-PF, Part I, line 3, Column A	913.

## Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
AMCAP FUND	4233.	0.	4233.
AMERICAN HIGH-INCOME TRUST	206923.	0.	206923.
AMERICAN MUTUAL FUND	11802.	0.	11802.
CAPITAL INCOME BUILDER	17419.	0.	17419.
CAPITAL WORLD GROWTH & INCOME FUND	11913.	0.	11913.
EMERGING MARKETS GROWTH FUND	9818.	0.	9818.
EUROPACIFIC GROWTH FUND	10233.	0.	10233.
FUNDAMENTAL INVESTORS	6526.	0.	6526.
MORGAN STANLEY SMITH BARNEY	80337.	0.	80337.
NEW WORLD FUND	6486.	0.	6486.
SMALLCAP WORLD FUND	3194.	0.	3194.
THE BOND FUND OF AMERICA	68813.	0.	68813.
THE NEW ECONOMY FUND	2351.	0.	2351.
Total to Fm 990-PF, Part I, ln 4	440048.	0.	440048.

## Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ALFRIDA P. KING	2425.	1212.		1213.
PAYCHEX	723.	362.		361.
TERESA A. BOYLE, CPA	1600.	1120.		480.
CHRISTINA BOYLE, CPA	17450.	7075.		10375.
To Form 990-PF, Pg 1, ln 16b	22198.	9769.		12429.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	3837.	1918.		1919.
FOREIGN TAX WITHHELD	4425.	0.		0.
FILING FEES	135.	68.		67.
EXCISE TAX	7000.	0.		0.
To Form 990-PF, Pg 1, ln 18	15397.	1986.		1986.

Form 990-PF

Other Expenses

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	39.	20.		19.
DUES AND SUBSCRIPTIONS	789.	394.		395.
INSURANCE	675.	337.		338.
WEBSITE DESIGN	1492.	746.		746.
MISCELLANEOUS	3.	2.		1.
To Form 990-PF, Pg 1, ln 23	2998.	1499.		1499.

Form 990-PF

U.S. and State/City Government Obligations

Statement 7

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US TREASURY BOND	X		1074690.	1237890.
Total U.S. Government Obligations			1074690.	1237890.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			1074690.	1237890.

Form 990-PF

Corporate Bonds

Statement 8

Description	Book Value	Fair Market Value
LIBERTY MEDIA CORP DEBENTURES	0.	0.
Total to Form 990-PF, Part II, line 10c	0.	0.

Form 990-PF

Other Investments

Statement 9

Description	Valuation Method	Book Value	Fair Market Value
AMERICAN HIGH-INCOME TRUST	COST	3133109.	2785019.
EUROPACIFIC GROWTH FUND	COST	458561.	561514.
SMALLCAP WORLD FUND	COST	359746.	458485.
FUNDAMENTAL INVESTORS	COST	408536.	449592.
EMERGING MARKETS GROWTH FUND	COST	500000.	588380.
NEW WORLD FUND	COST	122114.	482442.
CAPITAL WORLD GROWTH & INCOME FUND	COST	468982.	425935.
AMCAP FUND	COST	519680.	433670.
CAPITAL INCOME BUILDER	COST	559121.	541397.
AMERICAN MUTUAL FUND	COST	526378.	415944.
BOND FUND OF AMERICA	COST	1432369.	1566996.
NEW ECONOMY FUND	COST	327351.	474509.
Total to Form 990-PF, Part II, line 13		8815947.	9183883.

Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib		Expense Account
WILLIAM H. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	VICE PRESIDENT 2.00	0.	0.	0.	
SARAH S. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	0.	
KELLEY A. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	TREASURER 1.00	0.	0.	2244.	
KATHLEEN C. HURT 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	370.	
COURTNEY D. MACMILLAN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	1532.	
MARK L. PURNELL 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	CHAIR 2.00	0.	0.	0.	
TERRANCE A. MACMILLAN 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	0.	
MICHAEL T. KERR 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	0.	
BERNADETTE GLENN-MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	PRES & CHIEF OPERATING OFFICER 40.00	48000.	0.	335.	
ELIZABETH MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	SECRETARY 2.00	5000.	0.	0.	
ANDREW F. BARTH 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	0.	

WHH FOUNDATION

20-0775264

DOUGLAS S. MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	0.
JAMES R. MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	1296.
EVE-LYNNE G. MURRAY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	563.
OTIS M. HEALY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	0.
J. DALE HARVEY 333 S. HOPE STREET, 54TH FLOOR LOS ANGELES, CA 900711406	DIRECTOR 1.00	0.	0.	0.

Totals included on 990-PF, Page 6, Part VIII

53000. 0. 6340.

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Form 990-PF

Part XV - Line 1a  
List of Foundation Managers

Statement 11

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Name of Manager

WILLIAM H. HURT  
SARAH S. HURT