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

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

OMB No 1545-0052

**2009**

For calendar year 2009, or tax year beginning MAY 1, 2009 , and ending APR 30, 2010

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: L.K. WHITTIER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 625 SO. FAIR OAKS AVENUE — Room/suite: 360

City or town, state, and ZIP code: SOUTH PASADENA, CA 91030

A Employer identification number: 95-6027493

B Telephone number: (626)441-5188

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 95,606,662.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

**Part I** **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 378,220. | 378,220. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 855,723. | 855,723. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 3,988,375. | | | |
| | b Gross sales price for all assets on line 6a 59,115,948. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 3,988,375. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | <267,765.> | <267,765.> | | STATEMENT 3 |
| | 12 Total. Add lines 1 through 11 | 4,954,553. | 4,954,553. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees STMT 4 | 6,726. | 3,363. | | 3,363. |
| | c Other professional fees STMT 5 | 527,028. | 263,514. | | 263,514. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 6 | <51,297.> | 0. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 7 | 2,605. | 0. | | 0. |
| | 24 **Total operating and administrative expenses** Add lines 13 through 23 | 485,062. | 266,877. | | 266,877. |
| | 25 Contributions, gifts, grants paid | 4,133,905. | | | 4,133,905. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 4,618,967. | 266,877. | | 4,400,782. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 335,586. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 4,687,676. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| **Assets** | 1 Cash - non-interest-bearing | 24,418. | 12,849. | 12,849. |
| | 2 Savings and temporary cash investments | 787,411. | 921,295. | 921,295. |
| | 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 8 | 2,940,935. | 2,941,744. | 3,536,255. |
| | b Investments - corporate stock STMT 9 | 36,667,255. | 32,304,553. | 39,742,648. |
| | c Investments - corporate bonds STMT 10 | 4,351,994. | 4,641,379. | 4,784,513. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 11 | 41,687,791. | 45,973,459. | 46,609,102. |
| | 14 Land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers) | 86,459,804. | 86,795,279. | 95,606,662. |
| **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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31** | | | |
| | 24 Unrestricted | 86,459,804. | 86,795,279. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31** | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 **Total net assets or fund balances** | 86,459,804. | 86,795,279. | |
| | 31 **Total liabilities and net assets/fund balances** | 86,459,804. | 86,795,279. | |

**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 | 86,459,804. |
| 2 | Enter amount from Part I, line 27a | 2 | 335,586. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 86,795,390. |
| 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 | 86,795,390. |

## 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 | PUBLICLY TRADED SECURITIES | P | VARIOUS | VARIOUS |
| b | PUBLICLY TRADED SECURITIES | P | VARIOUS | VARIOUS |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 8,083,326. | | 8,427,065. | <343,739.> |
| b | 51,032,622. | | 46,700,508. | 4,332,114. |
| c | | | | |
| d | | | | |
| e | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| | (i) F.M.V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | | <343,739.> |
| b | | | | 4,332,114. |
| c | | | | |
| d | | | | |
| e | | | | |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 3,988,375.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

## 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 | 4,944,908. | 87,201,653. | .056707 |
| 2007 | 4,368,759. | 118,733,493. | .036795 |
| 2006 | 4,446,068. | 112,003,802. | .039696 |
| 2005 | 3,252,642. | 103,580,087. | .031402 |
| 2004 | 5,890,151. | 97,397,171. | .060476 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .225076 |
| 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 | .045015 |
| 4 | Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 87,702,727. |
| 5 | Multiply line 4 by line 3 | 5 | 3,947,938. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 46,877. |
| 7 | Add lines 5 and 6 | 7 | 3,994,815. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 4,400,782. |

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b | | 1 | 46,877. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 46,877. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 46,877. |
| 6 Credits/Payments: | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a 14,422. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 46,000. | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | | 7 | 60,422. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached | | 8 | |
| 9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | 9 | |
| 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | 10 | 13,545. |
| 11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 13,545. | **Refunded** ▶ | 11 | 0. |

## Part VII-A Statements Regarding Activities

| | | Yes | No |
|---|---|---|---|
| 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? | 1a | | X |
| b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| *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* | | | |
| c Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0. | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 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 | X | |
| 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* | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 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 | 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 ▶ N/A

14 The books are in care of ▶ LINDA J. BLINKENBERG Telephone no ▶ (626) 441-5188

Located at ▶ 625 SO. FAIR OAKS AVE., STE. 360, S. PASADENA, CA ZIP+4 ▶ 91030

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**

| | | | Yes | No |
|---|---|---|---|---|
| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | |
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)): | | | |
| 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? ☐ Yes ☒ No | | | |
| | 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.) N/A | 2b | | |
| 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? ☐ Yes ☒ 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 | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | 4b | | X |

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

| | | Yes | No |
|---|---|---|---|
| **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)? ☐ 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 | | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |
| *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 12 | | 0. | 0. | 0. |

**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

## Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | 0 |

## Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|---|---|
| 1 N/A | |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. 3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

## 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 | 45,376,626. |
| b | Average of monthly cash balances | 1b | 2,508,512. |
| c | Fair market value of all other assets | 1c | 41,153,164. |
| d | **Total** (add lines 1a, b, and c) | 1d | 89,038,302. |
| 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 | 89,038,302. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 1,335,575. |
| 5 | **Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 87,702,727. |
| 6 | **Minimum investment return** Enter 5% of line 5 | 6 | 4,385,136. |

## 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 | 4,385,136. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 — 2a: 46,877. | | |
| b | Income tax for 2009 (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 46,877. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 4,338,259. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 4,338,259. |
| 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 | 4,338,259. |

## 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 | 4,400,782. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 4,400,782. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 46,877. |
| 6 | **Adjusted qualifying distributions** Subtract line 5 from line 4 | 6 | 4,353,905. |

**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 | | | | 4,338,259. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 3,585,745. | |
| b Total for prior years: ______ , ______ , ______ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | |
| e From 2008 | | | | |
| f **Total** of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 4,400,782. | | | | |
| a Applied to 2008, but not more than line 2a | | | 3,585,745. | |
| 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 | | | | 815,037. |
| 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. | | | 0. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| 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 | | | | 3,523,222. |
| 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 | 0. | | | |
| 9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 | | | | |
| e Excess from 2009 | | | | |

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**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)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | (e) Total |
| 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 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 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 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.

LINDA J. BLINKENBERG 625 S FAIR OAKS AVE., STE. 360, S PASADENA, CA. 91030

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

SEE ITEM D BELOW

c Any submission deadlines:

SEE ITEM D BELOW

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

DUE TO FUNDING RESTRICTIONS THE FOUNDATION MANAGER PREFERS TO INITIATE THE GRANTS MADE BY THE FOUNDATION.

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| a *Paid during the year* | | | | |
| SEE ATTACHED SCHEDULE | | | | |
| **Total** | | | ▶ 3a | 0. |
| b *Approved for future payment* | | | | |
| SEE ATTACHED SCHEDULE | | | | |
| **Total** | | | ▶ 3b | 0. |

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

| 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) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 378,220. | |
| 4 Dividends and interest from securities | | | 14 | 855,723. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | <267,765.> | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 3,988,375. | |
| 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. | | 4,954,553. | 0. |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,954,553.

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

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

| Line No ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---|---|
| | N/A |

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

| | | | Yes | No |
|---|---|---|---|---|
| 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 | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

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 | | |

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ [signature] Signature of officer or trustee | 11/30/10 Date | ▶ SEC/DIRECTOR Title

**Paid Preparer's Use Only**

| | | | |
|---|---|---|---|
| Preparer's signature ▶ [signature] | Date 11/23/10 | Check if self-employed ▶ ☐ | Preparer's identifying number P00148175 |
| Firm's name (or yours if self-employed), address, and ZIP code ▶ WHITTIER TRUST COMPANY<br>1600 HUNTINGTON DRIVE<br>SOUTH PASADENA, CA 91030 | | EIN ▶ | |
| | | Phone no. 626-441-5111 | |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | AMOUNT |
|---|---|
| WHITTIER TRUST CO. NOMINEE - PROV TEMPFUND | 378,220. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 378,220. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| WHITTIER TRUST CO. NOMINEE - INTEREST | 855,723. | 0. | 855,723. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 855,723. | 0. | 855,723. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| NET INCOME FROM PARTNERSHIPS - SEE ATTACHED SCHEDULE | <267,765.> | <267,765.> | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <267,765.> | <267,765.> | |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREPARATION FEE - ALLOCATED 50% TO CHARITABLE PURPOSES | 6,726. | 3,363. | | 3,363. |
| TO FORM 990-PF, PG 1, LN 16B | 6,726. | 3,363. | | 3,363. |

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ADMINISTRATVE FEE | 527,028. | 263,514. | | 263,514. |
| TO FORM 990-PF, PG 1, LN 16C | 527,028. | 263,514. | | 263,514. |

FORM 990-PF | TAXES | STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| EXCISE TAX - CURRENT YEAR | <51,297.> | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | <51,297.> | 0. | | 0. |

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| INSURANCE - ALLOCATED 50% TO CHARITABLE PURPOSES | 2,605. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 2,605. | 0. | | 0. |

| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 8 |
|---|---|---|

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| U.S. GOVERNMENT NOTES - SEE ATTACHED SCHEDULE | X | | 2,941,744. | 3,536,255. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 2,941,744. | 3,536,255. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 2,941,744. | 3,536,255. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT 9 |
|---|---|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE STOCKS - A/C 00 5000 - SEE ATTACHED SCHEDULE | 3,279,013. | 3,487,855. |
| CORPORATE STOCKS - A/C 72 5000 - SEE ATTACHED SCHEDULE | 1,593,008. | 2,883,217. |
| CORPORATE STOCKS - A/C 73 5000 - SEE ATTACHED SCHEDULE | 3,829,832. | 4,260,423. |
| CORPORATE STOCKS - A/C 82 5000 - SEE ATTACHED SCHEDULE | 22,087,313. | 26,621,660. |
| CORPORATE STOCKS - A/C 83 5000 - SEE ATTACHED SCHEDULE | 1,515,387. | 2,489,493. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 32,304,553. | 39,742,648. |

| FORM 990-PF | CORPORATE BONDS | STATEMENT 10 |
|---|---|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE NOTES & BONDS - SEE ATTACHED SCHEDULE | 4,641,379. | 4,784,513. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 4,641,379. | 4,784,513. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| WHITTIER EQUITIES FUND VII | COST | 7,901,634. | 6,358,826. |
| WHITTIER EQUITIES FUND VIII | COST | 0. | 0. |
| WHITTIER EQUITIES FUND IX | COST | 0. | 0. |
| WHITTIER EQUITIES FUND X | COST | 0. | 0. |
| WHITTIER EQUITIES FUND XI | COST | 0. | 0. |
| WHITTIER RELATIVE GROWTH FUND A | COST | 7,525,300. | 8,095,346. |
| WHITTIER AGGRESSIVE GROWTH FUND A | COST | 6,316,600. | 6,985,798. |
| WHITTIER VALUE FUND A | COST | 15,563,200. | 17,172,501. |
| WHITTIER INTERNATIONAL FUND A | COST | 8,666,725. | 7,996,631. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 45,973,459. | 46,609,102. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| LAURA-LEE W. WOODS<br>625 S FAIR OAKS AVENUE, SUITE 360<br>SOUTH PASADENA, CA 91030 | PRESIDENT<br>1.00 | 0. | 0. | 0. |
| LINDA J. BLINKENBERG<br>625 S FAIR OAKS AVENUE, SUITE 360<br>SOUTH PASADENA, CA 91030 | SEC/DIR<br>1.00 | 0. | 0. | 0. |
| MICHAEL J. CASEY<br>625 S FAIR OAKS AVENUE, SUITE 360<br>SOUTH PASADENA, CA 91030 | VICE PRES/DIR<br>1.00 | 0. | 0. | 0. |
| LAURE W. KASTANIS<br>625 S FAIR OAKS AVENUE, SUITE 360<br>SOUTH PASADENA, CA 91030 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| GREG E. CUSTER<br>625 S FAIR OAKS AVENUE, SUITE 360<br>SOUTH PASADENA, CA 91030 | CFO/DIR<br>1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |

**L.K. WHITTER FOUNDATION - I.D. #95-6027493**
**2009/10 SCHEDULE OF OTHER INCOME**
**AND CAPITAL GAIN FROM PARTNERSHIPS**

| Sources & ID# | Interest | Dividends | S/T Cap Gain/(Loss) | L/T Cap Gain/(Loss) | Other | Deductions | Foreign Tax Forex (Gain) | Net Inc (Loss) |
|---|---|---|---|---|---|---|---|---|
| Whittier Equities Fund VII 95-4282040 | 0 | 91,873 | 184,613 | (70,602) | | (82,939) | (43) | 122,902 |
| Whittier Equities Fund VIII 95-4282041 | 0 | 68,026 | 178,376 | (298,836) | 544 | (81,735) | (131) | (133,756) |
| Whittier Equities Fund IX 95-4282042 | 0 | 29,441 | 273,791 | (221,965) | | (69,424) | (97) | 11,746 |
| Whittier Equities Fund X 95-4282043 | 0 | 220,494 | 108,509 | (539,354) | | (132,322) | (818) | (343,491) |
| Whittier Equities Fund XI 95-4282044 | 176 | 259,161 | (40,707) | 801 | 351 | (108,462) | (36,486) | 74,834 |
| TOTAL | 176 | 577,122 | 519,969 | (1,059,354) | 895 | (391,943) | (37,532) | (267,765) |
| TO PART/LINE | I/11 | I/11 | IV/1 | IV/1 | I/11 | I/11 | I/11 | |

Account: 00 5000 L.K. WHITTIER FOUNDATION
Account Holdings as of 04/30/2010

| Cusip No. | Security Name | Shares / Par | Investment | Unit Price | Market Value |
|---|---|---|---|---|---|
| **CASH EQUIVALENTS** | | | | | |
| 09248U619 | BLACKROCK PROV TEMP | 511,242 35 | 511,242 35 | | 511,242 35 |
| **Total** | **CASH EQUIV-TAXABLE** | **511,242.35** | **511,242.35** | | **511,242.35** |
| **FIXED INCOME SECURITIES** | | | | | |
| **U.S. TREASURY BONDS & NOTES** | | | | | |
| 912810DW5 | UST NTS 7 25 5-15-16 | 1,000,000 00 | 994,050 44 | 1 24891 | 1,248,910 00 |
| 912810EY0 | UST 6 5 11/15/26 | 500,000 00 | 504,314 38 | 1 26813 | 634,065 00 |
| 912810FG8 | UST 5 25 2/15/29 | 1,000,000 00 | 962,500 00 | 1 115 | 1,115,000 00 |
| 912828DM9 | UST 4 2/15/15 | 500,000 00 | 480,878 91 | 1 07656 | 538,280 00 |
| **Total** | **U.S. TREASURY BONDS & NOTES** | **3,000,000.00** | **2,941,743.73** | | **3,536,255.00** |
| **CORPORATE BONDS & NOTES** | | | | | |
| 079860AL6 | BELL 5 2 12/15/16 | 250,000 00 | 217,913 92 | 1 07261 | 268,152 50 |
| 3136FJV40 | FANNIE MAE 1 1/29/15 | 900,000 00 | 900,000 00 | 1 00125 | 901,125 00 |
| 36962G3F9 | GE 5 4 9/20/13 | 250,000 00 | 235,570 25 | 1 07963 | 269,907 50 |
| 76110G2H3 | RES 5 5 12/25/17 | 1,463,709 93 | 1,463,297 81 | 0 99862 | 1,461,690 01 |
| 87612EAH9 | TARGET 5 875 3/1/12 | 275,000 00 | 279,200 41 | 1 08314 | 297,863.50 |
| **Total** | **CORPORATE BONDS & NOTES** | **3,138,709.93** | **3,095,982.39** | | **3,198,738.51** |
| **US LARGE CAP EQUITIES** | | | | | |
| 464287226 | ISHARES AGG BONDS | 5,000 00 | 516,912 00 | 104 89 | 524,450 00 |
| 464287242 | INV GRADE BOND ETF | 5,000 00 | 518,660 50 | 107 31 | 536,550 00 |
| 464288638 | ETF INTERMED CREDIT | 5,000 00 | 509,824 00 | 104 955 | 524,775 00 |
| **Total** | **US LARGE CAP EQUITIES** | **15,000.00** | **1,545,396.50** | | **1,585,775.00** |
| **Total** | **FIXED INCOME SECURITIES** | **6,153,709.93** | **7,583,122.62** | | **8,320,768.51** |
| **EQUITIES** | | | | | |
| **US LARGE CAP EQUITIES** | | | | | |
| 78462F103 | SPDR S&P 500 | 15,000 00 | 1,627,137 90 | 118 8125 | 1,782,187 50 |
| **Total** | **US LARGE CAP EQUITIES** | **15,000.00** | **1,627,137.90** | | **1,782,187.50** |
| **PREFERRED STOCK** | | | | | |
| 060505559 | BANK AMER CORP | 14,000 00 | 350,000 00 | 26 33 | 368,620 00 |
| 302570601 | FPL 8 75 3/1/69 | 5,500 00 | 137,500 00 | 29 08 | 159,940 00 |
| 48123A207 | JPM CAPITAL XIX | 5,000 00 | 125,000 00 | 24 64 | 123,200 00 |
| 48123W209 | JPM CHASE | 2,500 00 | 62,500 00 | 24 88 | 62,200 00 |
| 69352P889 | PPL CAPITAL | 10,075 00 | 251,875 00 | 25 29 | 254,796 75 |
| 74460D182 | PUBLIC STORAGE | 15,000 00 | 375,000 00 | 24 83 | 372,450 00 |
| 929043602 | VOR 7 875 9/30/39 | 10,000 00 | 250,000 00 | 25 67 | 256,700 00 |
| 949829204 | WELLS FARGO 8 265 | 4,000 00 | 100,000 00 | 26 94 | 107,760 00 |
| **Total** | **PREFERRED STOCK** | **66,075.00** | **1,651,875.00** | | **1,705,666.75** |

Account: 00 5000 L.K. WHITTIER FOUNDATION
Account Holdings as of 04/30/2010

| Cusip No. | Security Name | | Shares / Par | Investment | Unit Price | Market Value |
|---|---|---|---|---|---|---|
| PARTNERSHIP/LLC | | | | | | |
| CF0007991 | FDN QUALITY GRW FD | | 2,442,370 715 | 7,901,634 00 | 2 60354658 | 6,358,825 92 |
| CF0032999 | WHITTIER RELATIVE | | 1,269,713 919 | 7,525,300 00 | 6 37572405 | 8,095,345 57 |
| CF0033997 | WHITTIER AGGRESSIVE | | 1,379,973 839 | 6,316,600 00 | 5 06226858 | 6,985,798 21 |
| CF0034995 | WHITTIER VALUE | | 2,855,660 860 | 15,563,200 00 | 6 0134947 | 17,172,501 44 |
| CF0035992 | W INTERNATIONAL FD A | | 4,398,147 932 | 8,666,725 00 | 1 81818135 | 7,996,630 54 |
| **Total** | **PARTNERSHIP/LLC** | | **12,345,867.26** | **45,973,459.00** | | **46,609,101.69** |
| **Total** | **EQUITIES** | | **12,426,942.26** | **49,252,471.90** | | **50,096,955.94** |
| | | **Total Securities** | **19,091,894.54** | **57,346,836.87** | | **58,928,966.80** |
| | | **Income Cash** | | **7,205.69** | | **7,205.69** |
| | | **Principal Cash** | | **-** | | **-** |
| | | **Account Total** | | **57,354,042.56** | | **58,936,172.49** |

Account. 72 5000 L.K. WHITTIER FOUNDATION QUALITY VALUE STRATEGY
Account Holdings as of 04/30/2010

| Cusip No. | Security Name | Shares / Par | Investment | Unit Price | Market Value |
|---|---|---|---|---|---|
| CASH EQUIVALENTS | | | | | |
| 09248U619 | BLACKROCK PROV TEMP | 74,516 41 | 74,516 41 | | 74,516 41 |
| **Total** | **CASH EQUIV-TAXABLE** | **74,516.41** | **74,516.41** | | **74,516.41** |
| EQUITIES | | | | | |
| US LARGE CAP EQUITIES | | | | | |
| 00817Y108 | AETNA HEALTH | 4,656 00 | 40,449 00 | 29 55 | 137,584 80 |
| 017361106 | ALLEGHENY ENERGY | 204 | 6,062 85 | 21 78 | 4,443 12 |
| 02209S103 | ALTRIA GROUP | 2,442 00 | 11,310 99 | 21 19 | 51,745 98 |
| 023139108 | AMBAC INC | 435 | 5,475 04 | 1 51 | 656 85 |
| 025537101 | AMERICAN ELECT POWER | 1,685 00 | 71,878 41 | 34 3 | 57,795 50 |
| 042735100 | ARROW ELECTRONICS | 931 | 26,224 50 | 30 5 | 28,395 50 |
| 053807103 | AVNET | 640 | 16,271 40 | 31 97 | 20,460 80 |
| 060505104 | BANK OF AMERICA | 4,304 00 | 114,895 34 | 17 83 | 76,740 32 |
| 125509109 | CIGNA CORP | 4,446 00 | 33,388 95 | 32 06 | 142,538 76 |
| 126408103 | CSX CORP | 3,892 00 | 109,994 94 | 56 05 | 218,146 60 |
| 254067101 | DILLARD INC | 756 | 22,977 15 | 28 08 | 21,228 48 |
| 260543103 | DOW CHEMICAL | 3,051 00 | 97,252 61 | 30 83 | 94,062 33 |
| 30161N101 | EXELON CORP | 2,338 00 | 45,819 58 | 43 59 | 101,913 42 |
| 30231G102 | EXXON-MOBIL | 2,150 00 | 33,610 20 | 67 77 | 145,705 50 |
| 31428X106 | FEDEX CORP | 928 | 16,443 22 | 90 01 | 83,529 28 |
| 345370860 | FORD MOTOR | 3,319 00 | 37,406 56 | 13 02 | 43,213 38 |
| 346233109 | FORESTAR REAL EST | 213 | 4,220 12 | 22 54 | 4,801 02 |
| 382550101 | GOODYEAR TIRE/RUBBER | 1,607 00 | 102,755 21 | 13 43 | 21,582 01 |
| 40108N106 | GUARANTY FINL | 213 | 2,707 96 | 0 04 | 8 52 |
| 42222G108 | HEALTHNET | 1,511 00 | 28,717 03 | 22 02 | 33,272 22 |
| 459200101 | I B M | 1,974 00 | 51,628 04 | 129 | 254,646 00 |
| 460146103 | INTL PAPER | 944 | 30,031 00 | 26 74 | 25,242 56 |
| 46625H100 | JP MORGAN CHASE | 1,292 00 | 26,205 30 | 42 58 | 55,013 36 |
| 50075N104 | KRAFT FOODS | 1,689 00 | 12,337 99 | 29 6 | 49,994 40 |
| 534187109 | LINCOLN NATL | 466 | 8,648 99 | 30 59 | 14,254 94 |
| 549271104 | LUBRIZOL CORP | 668 | 19,514 60 | 90 34 | 60,347 12 |
| 55262C100 | MBIA, INC | 958 5 | 31,215 73 | 9 58 | 9,182 43 |
| 55616P104 | MACY'S INC | 2,906 00 | 50,204 42 | 23 2 | 67,419 20 |
| 583334107 | MEADWESTVACO | 1,142 00 | 34,845 31 | 27 17 | 31,028 14 |
| 637640103 | NATL SEMICONDUCTOR | 4,304 00 | 48,549 06 | 14 78 | 63,613 12 |
| 680223104 | OLD REPUBLIC INTL | 1,837 00 | 9,582 52 | 15 01 | 27,573 37 |
| 69331C108 | PG & E CORP | 2,733 00 | 38,140 65 | 43 8 | 119,705 40 |
| 708160106 | PENNEY J C | 2,674 00 | 149,089 67 | 29 17 | 78,000 58 |
| 718172109 | PHILIP MORRIS INTL | 2,442 00 | 25,774 22 | 49 08 | 119,853 36 |
| 747906204 | QUANTUM DSSG | 523 | 9,465 07 | 2 9 | 1,516 70 |
| 783549108 | RYDER SYSTEM INC | 406 | 8,782 80 | 46 52 | 18,887 12 |
| 868536103 | SUPERVALU | 931 | 14,011 51 | 14 9 | 13,871 90 |
| 878237106 | TECH DATA | 290 | 6,993 49 | 42 9 | 12,441 00 |
| 879868107 | TEMPLE INLAND INC | 640 | 10,097 46 | 23 32 | 14,924 80 |
| 89417E109 | TRAVELERS | 1,278 00 | 46,252 73 | 50 74 | 64,845 72 |
| 91324P102 | UNITED HEALTH | 574 | 14,032 11 | 30 31 | 17,397 94 |
| 918204108 | V F CORPORATION | 1,220 00 | 33,057 68 | 86 42 | 105,432 40 |
| 92839U107 | VISTEON CORP | 254 | 1,563 56 | 1 7 | 431 8 |
| 92927K102 | WABCO HLDGS INC | 493 | 3,793 70 | 33 19 | 16,362 67 |
| G47791101 | INGERSOLL-RAND | 340 | 14,788 30 | 36 98 | 12,573 20 |
| G7945J104 | SEAGATE TECH | 146 | 1,646 50 | 18 3525 | 2,679 47 |
| **Total** | **US LARGE CAP EQUITIES** | **72,845.50** | **1,528,113.47** | | **2,545,063.09** |
| **WARRANTS & RIGHTS** | | | | | |
| 690742127 | OWENS WTS EX SER B | 33 06 | 9,181 98 | 4 | 132 24 |
| **Total** | **WARRANTS & RIGHTS** | **33.06** | **9,181.98** | | **132.24** |

Account: 72 5000 L.K WHITTIER FOUNDATION QUALITY VALUE STRATEGY
Account Holdings as of 04/30/2010

| Cusip No. | Security Name | | Shares / Par | Investment | Unit Price | Market Value |
|---|---|---|---|---|---|---|
| FOREIGN EQUITIES | | | | | | |
| 13645T100 | CAD PACIFIC RAIL | | 1,250 00 | 9,990 84 | 58 86 | 73,575 00 |
| 15135U109 | CENOVUS ENERGY INC | | 3,420 00 | 10,949 59 | 29 3 | 100,206 00 |
| 292505104 | ENCANA CORP | | 3,420 00 | 11,626 89 | 33 07 | 113,099 40 |
| 780259206 | ROYAL DUTCH SHELL | | 815 | 23,145 32 | 62 75 | 51,141 25 |
| **Total** | **FOREIGN EQUITIES** | | **8,905.00** | **55,712.64** | | **338,021.65** |
| **Total** | **EQUITIES** | | **81,783.56** | **1,593,008.09** | | **2,883,216.98** |
| | | **Total Securities** | **156,299.97** | **1,667,524.50** | | **2,957,733.39** |
| | | **Income Cash** | | **522.25** | | **522.25** |
| | | **Principal Cash** | | **-** | | **-** |
| | | **Account Total** | | **1,668,046.75** | | **2,958,255.64** |

Account: 73 5000 L.K. WHITTIER FOUNDATION VALUE STRATEGY
Account Holdings as of 04/30/2010

| Cusip No. | Security Name | Shares / Par | Investment | Unit Price | Market Value |
|---|---|---|---|---|---|
| CASH EQUIVALENTS | | | | | |
| 09248U619 | BLACKROCK PROV TEMP | 128,845 12 | 128,845 12 | | 128,845 12 |
| **Total** | **CASH EQUIV-TAXABLE** | **128,845.12** | **128,845.12** | | **128,845.12** |
| EQUITIES | | | | | |
| US LARGE CAP EQUITIES | | | | | |
| 00206R102 | AT&T INC | 2,925 00 | 137,718 29 | 26 06 | 76,225 50 |
| 013817101 | ALCOA | 2,925 00 | 105,510 59 | 13 43 | 39,282 75 |
| 025816109 | AMERICAN EXPRESS | 2,925 00 | 139,071 66 | 46 12 | 134,901 00 |
| 060505104 | BANK OF AMERICA | 2,925 00 | 124,760 32 | 17 83 | 52,152 75 |
| 097023105 | BOEING CO | 2,925 00 | 159,665 37 | 72 43 | 211,857 75 |
| 149123101 | CATERPILLAR INC | 2,925 00 | 79,295 30 | 68 09 | 199,163 25 |
| 166764100 | CHEVRON | 2,925 00 | 244,527 95 | 81 44 | 238,212 00 |
| 17275R102 | CISCO SYS INC | 2,925 00 | 58,490 05 | 26 93 | 78,770 25 |
| 191216100 | COCA COLA CO | 2,925 00 | 159,080 27 | 53 45 | 156,341 25 |
| 254687106 | DISNEY WALT CO | 2,925 00 | 87,126 34 | 36 84 | 107,757 00 |
| 263534109 | DU PONT | 2,925 00 | 154,822 77 | 39 84 | 116,532 00 |
| 30231G102 | EXXON-MOBIL | 2,925 00 | 137,056 50 | 67 77 | 198,227 25 |
| 369604103 | GENERAL ELECTRIC | 2,925 00 | 136,554 75 | 18 86 | 55,165 50 |
| 428236103 | HEWLETT-PACKARD | 2,925 00 | 123,972 59 | 51 97 | 152,012 25 |
| 437076102 | HOME DEPOT | 2,925 00 | 155,660 49 | 35 23 | 103,047 75 |
| 458140100 | INTEL CORP | 2,925 00 | 106,005 02 | 22 84 | 66,807 00 |
| 459200101 | I B M | 2,925 00 | 210,142 98 | 129 | 377,325 00 |
| 46625H100 | JP MORGAN CHASE | 2,925 00 | 107,488 70 | 42 58 | 124,546 50 |
| 478160104 | JOHNSON & JOHNSON | 2,925 00 | 145,958 00 | 64 3 | 188,077 50 |
| 50075N104 | KRAFT FOODS | 2,925 00 | 98,503 47 | 29 6 | 86,580 00 |
| 580135101 | MCDONALDS CORP | 2,925 00 | 112,115 12 | 70 59 | 206,475 75 |
| 58933Y105 | MERCK & CO | 2,925 00 | 101,163 86 | 35 04 | 102,492 00 |
| 594918104 | MICROSOFT CORP | 2,925 00 | 99,019 35 | 30 535 | 89,314 88 |
| 717081103 | PFIZER INC | 2,925 00 | 101,981 25 | 16 72 | 48,906 00 |
| 742718109 | PROCTER & GAMBLE | 2,925 00 | 103,922 11 | 62 16 | 181,818 00 |
| 88579Y101 | 3M CO COM | 2,925 00 | 148,558 15 | 88 67 | 259,359 75 |
| 89417E109 | TRAVELERS | 2,925 00 | 130,597 15 | 50 74 | 148,414 50 |
| 913017109 | UTD TECHNOLOGIES | 2,925 00 | 95,383 67 | 74 95 | 219,228 75 |
| 92343V104 | VERIZON COMM | 2,925 00 | 104,737 91 | 28 9 | 84,532 50 |
| 931142103 | WAL MART STORES | 2,925 00 | 160,942 02 | 53 64 | 156,897 00 |
| **Total** | **US LARGE CAP EQUITIES** | **87,750.00** | **3,829,832.00** | | **4,260,423.38** |
| **Total** | **EQUITIES** | **87,750.00** | **3,829,832.00** | | **4,260,423.38** |
| | **Total Securities** | **216,595.12** | **3,958,677.12** | | **4,389,268.50** |
| | **Income Cash** | | **146.25** | | **146.25** |
| | **Principal Cash** | | **-** | | **-** |
| | **Account Total** | | **3,958,823.37** | | **4,389,414.75** |

Account: 82 5000 L.K. WHITTIER FOUNDATION CORPORATE AMERICA
Account Holdings as of 04/30/2010

| Cusip No. | Security Name | Shares / Par | Investment | Unit Price | Market Value |
|---|---|---|---|---|---|
| CASH EQUIVALENTS | | | | | |
| 09248U619 | BLACKROCK PROV TEMP | 186,202 82 | 186,202 82 | | 186,202 82 |
| Total | CASH EQUIV-TAXABLE | **186,202.82** | **186,202.82** | | **186,202.82** |
| EQUITIES | | | | | |
| US LARGE CAP EQUITIES | | | | | |
| 001055102 | AFLAC | 6,300 00 | 278,922 41 | 50 96 | 321,048 00 |
| 002824100 | ABBOTT LABS | 5,605 00 | 226,893 43 | 51 16 | 286,751 80 |
| 009158106 | AIR PRODUCTS | 2,385 00 | 131,762 04 | 76 78 | 183,120 30 |
| 025816109 | AMERICAN EXPRESS | 4,985 00 | 229,961 62 | 46 12 | 229,908 20 |
| 037411105 | APACHE CORP | 4,765 00 | 372,355 84 | 101 76 | 484,886 40 |
| 037833100 | APPLE COMPUTER | 3,675 00 | 646,456 15 | 261 09 | 959,505 75 |
| 060505104 | BANK OF AMERICA | 21,113 00 | 204,837 21 | 17 83 | 376,444 79 |
| 075887109 | BECTON DICKINSON | 3,910 00 | 232,962 80 | 76 37 | 298,606 70 |
| 084670702 | BERKSHIRE CLB | 4,165 00 | 338,476 19 | 77 | 320,705 00 |
| 086516101 | BEST BUY | 4,900 00 | 167,367 72 | 45 52 | 223,048 00 |
| 126650100 | CVS CORP | 11,880 00 | 385,450 78 | 36 92 | 438,609 60 |
| 12673P105 | CA INC | 11,000 00 | 243,894 21 | 22 82 | 251,020 00 |
| 151020104 | CELGENE CORP | 4,960 00 | 298,361 16 | 61 99 | 307,470 40 |
| 165167107 | CHESAPEAKE ENERGY | 4,300 00 | 85,387 04 | 23 8 | 102,340 00 |
| 166764100 | CHEVRON | 7,755 00 | 450,165 54 | 81 44 | 631,567 20 |
| 17275R102 | CISCO SYS INC | 24,180 00 | 457,360 70 | 26 93 | 651,167 40 |
| 192446102 | COG TECH SOL | 2,715 00 | 122,660 99 | 51 11 | 138,763 65 |
| 20030N101 | COMCAST CL A | 12,840 00 | 241,450 07 | 19 77 | 253,846 80 |
| 244199105 | DEERE & CO | 7,740 00 | 351,018 53 | 59 82 | 463,006 80 |
| 25179M103 | DEVON ENERGY | 5,500 00 | 360,298 31 | 67 33 | 370,315 00 |
| 254687106 | DISNEY WALT CO | 6,430 00 | 134,647 57 | 36 84 | 236,881 20 |
| 268648102 | EMC CORP | 10,865 00 | 149,439 15 | 19 01 | 206,543 65 |
| 291011104 | EMERSON ELECTRIC | 12,695 00 | 436,480 50 | 52 23 | 663,059 85 |
| 29364G103 | ENTERGY CORP | 3,105 00 | 244,940 60 | 81 29 | 252,405 45 |
| 30231G102 | EXXON-MOBIL | 11,500 00 | 752,134 08 | 67 77 | 779,355 00 |
| 343412102 | FLUOR CORP | 6,850 00 | 326,317 05 | 52 84 | 361,954 00 |
| 35671D857 | FREEPORT - MCMORAN | 2,425 00 | 102,855 88 | 75 53 | 183,160 25 |
| 369604103 | GENERAL ELECTRIC | 30,405 00 | 875,369 26 | 18 86 | 573,438 30 |
| 375558103 | GILEAD SCIENCES | 11,855 00 | 487,301 36 | 39 71 | 470,762 05 |
| 38141G104 | GOLDMAN SACHS | 1,750 00 | 171,776 79 | 145 2 | 254,100 00 |
| 38259P508 | GOOGLE INC | 600 | 298,024 14 | 525 695 | 315,417 00 |
| 428236103 | HEWLETT-PACKARD | 6,970 00 | 249,714 96 | 51 97 | 362,230 90 |
| 458140100 | INTEL CORP | 13,265 00 | 252,743 50 | 22 84 | 302,972 60 |
| 464287788 | ISHARES FINANCIALS | 6,530 00 | 384,516 43 | 58 19 | 379,980 70 |
| 46625H100 | JP MORGAN CHASE | 15,480 00 | 725,518 75 | 42 58 | 659,138 40 |
| 478160104 | JOHNSON & JOHNSON | 3,735 00 | 165,505 96 | 64 3 | 240,160 50 |
| 53217V109 | LIFE TECH | 5,280 00 | 217,400 71 | 54 76 | 289,132 80 |
| 548661107 | LOWES COS | 9,220 00 | 185,067 10 | 27 12 | 250,046 40 |
| 55616P104 | MACY'S INC | 17,160 00 | 375,858 60 | 23 2 | 398,112 00 |
| 580135101 | MCDONALDS CORP | 5,345 00 | 184,590 55 | 70 59 | 377,303 55 |
| 58155Q103 | MCKESSON HBOC INC | 6,055 00 | 236,833 89 | 64 81 | 392,424 55 |
| 58405U102 | MEDCO HEALTH | 5,580 00 | 206,074 16 | 58 92 | 328,773 60 |
| 594918104 | MICROSOFT CORP | 23,585 00 | 612,947 02 | 30 535 | 720,167 98 |
| 595017104 | MICROCHIP TECH | 5,230 00 | 125,214 05 | 29 21 | 152,768 30 |
| 61166W101 | MONSANTO NEW | 1,815 00 | 177,920 35 | 63 06 | 114,453 90 |
| 628530107 | MYLAN LABS | 7,200 00 | 147,049.19 | 22 01 | 158,472 00 |
| 68389X105 | ORACLE SYSTEMS | 18,780 00 | 316,556 81 | 25 8675 | 485,791 65 |
| 69331C108 | PG & E CORP | 3,990 00 | 173,986 34 | 43 8 | 174,762 00 |
| 713448108 | PEPSICO INC | 7,400 00 | 378,167 84 | 65 22 | 482,628 00 |
| 718172109 | PHILIP MORRIS INTL | 8,020 00 | 239,405 54 | 49 08 | 393,621 60 |
| 74144T108 | PRICE T ROWE GROUP | 7,245 00 | 254,399 84 | 57 54 | 416,877 30 |
| 742718109 | PROCTER & GAMBLE | 10,525 00 | 609,263 40 | 62 16 | 654,234 00 |

Account: 82 5000 L.K. WHITTIER FOUNDATION CORPORATE AMERICA
Account Holdings as of 04/30/2010

| Cusip No. | Security Name | Shares / Par | Investment | Unit Price | Market Value |
|---|---|---|---|---|---|
| 755111507 | RAYTHEON | 5,190 00 | 210,094 53 | 58 29 | 302,525 10 |
| 759351604 | REINSURANCE GROUP | 6,480 00 | 316,950 87 | 51 63 | 334,562 40 |
| 857477103 | STATE STREET | 6,800 00 | 424,343 00 | 43 5 | 295,800 00 |
| 871829107 | SYSCO CORP | 10,340 00 | 324,059 60 | 31 54 | 326,123 60 |
| 872540109 | TJX COMPANIES | 3,395 00 | 70,744 67 | 46 34 | 157,324 30 |
| 87612E106 | TARGET CORP | 6,410 00 | 311,742 41 | 56 87 | 364,536 70 |
| 882508104 | TEXAS INSTRUMENTS | 5,260 00 | 122,715 80 | 26 01 | 136,812 60 |
| 883556102 | THERMO ELECT CORP | 5,005 00 | 172,808 75 | 55 28 | 276,676 40 |
| 88579Y101 | 3M CO COM | 3,700 00 | 268,894 97 | 88 67 | 328,079 00 |
| 887317303 | TIME WARNER | 8,126 00 | 200,785 13 | 33 08 | 268,808 08 |
| 907818108 | UNION PACIFIC | 4,840 00 | 216,119 20 | 75 66 | 366,194 40 |
| 911312106 | UNITED PARCEL | 3,660 00 | 220,961 92 | 69 14 | 253,052 40 |
| 92343V104 | VERIZON COMM | 6,710 00 | 223,371 20 | 28 9 | 193,919 00 |
| 92826C839 | VISA INC | 5,570 00 | 467,845 81 | 90 23 | 502,581 10 |
| 931142103 | WAL MART STORES | 11,400 00 | 576,757 86 | 53 64 | 611,496 00 |
| 949746101 | WELLS FARGO | 15,195 00 | 400,856 45 | 33 11 | 503,106 45 |
| **Total** | **US LARGE CAP EQUITIES** | **549,644.00** | **20,553,116.28** | | **24,544,858.80** |
| **FOREIGN EQUITIES** | | | | | |
| 088606108 | BHP LTD ADR | 1,725 00 | 109,172 32 | 72 79 | 125,562 75 |
| 204409601 | CEMIG SA - SPONS ADR | 16,305 00 | 226,763 40 | 16 1425 | 263,203 46 |
| 25243Q205 | DIAGEO PLC | 3,310 00 | 181,273 40 | 68 14 | 225,543 40 |
| 71654V408 | PETROLEO BRASI | 3,990 00 | 157,747 54 | 42 4 | 169,176 00 |
| 806857108 | SCHLUMBERGER LTD | 8,230 00 | 334,399 51 | 71 42 | 587,786 60 |
| 881624209 | TEVA PHARM | 7,107 00 | 313,496 91 | 58 73 | 417,394 11 |
| 91912E105 | COMPANHIA VALE | 9,410 00 | 211,343 60 | 30 62 | 288,134 20 |
| **Total** | **FOREIGN EQUITIES** | **50,077.00** | **1,534,196.68** | | **2,076,800.52** |
| **Total** | **EQUITIES** | **599,721.00** | **22,087,312.96** | | **26,621,659.32** |

| | Shares / Par | Investment | Market Value |
|---|---|---|---|
| **Total Securities** | **785,923.82** | **22,273,515.78** | **26,807,862.14** |
| **Income Cash** | | **1,254.97** | **1,254.97** |
| **Principal Cash** | | **-** | **-** |
| **Account Total** | | **22,274,770.75** | **26,809,117.11** |

Account: 83 5000 L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRATEGY
Account Holdings as of 04/30/2010

| Cusip No. | Security Name | Shares / Par | Investment | Unit Pnce | Market Value |
|---|---|---|---|---|---|
| CASH EQUIVALENTS | | | | | |
| 09248U619 | BLACKROCK PROV TEMP | 20,488 81 | 20,488 81 | | 20,488 81 |
| **Total** | **CASH EQUIV-TAXABLE** | **20,488.81** | **20,488.81** | | **20,488.81** |
| EQUITIES | | | | | |
| US LARGE CAP EQUITIES | | | | | |
| 00507V109 | ACTIVISION | 450 | 5,109 62 | 11 08 | 4,986 00 |
| 00724F101 | ADOBE SYSTEMS | 505 | 11,430 04 | 33 6 | 16,968 00 |
| 00971T101 | AKAMAI TECHNOLOGIES | 140 | 4,370 80 | 38 83 | 5,436 20 |
| 021441100 | ALTERA CORP | 425 | 7,208 00 | 25 36 | 10,778 00 |
| 023135106 | AMAZON COM | 240 | 4,813 65 | 137 1 | 32,904 00 |
| 031162100 | AMGEN INC | 442 | 20,518 45 | 57 31 | 25,331 02 |
| 032346108 | AMYLIN PH | 110 | 5,595 70 | 20 64 | 2,270 40 |
| 037604105 | APOLLO GROUP | 152 | 4,720 07 | 57 41 | 8,726 32 |
| 037833100 | APPLE COMPUTER | 1,065 00 | 19,566 55 | 261 09 | 278,060 85 |
| 038222105 | APPLIED MATERIALS | 625 | 8,631 25 | 13 78 | 8,612 50 |
| 043632108 | ASCENT MEDIA | 10 | 466 76 | 29 43 | 294 3 |
| 052769106 | AUTODESK INC | 210 | 10,615 50 | 33 99 | 7,137 90 |
| 075896100 | BED BATH & BEYOND | 319 | 5,093 63 | 45 96 | 14,661 24 |
| 09062X103 | BIOGEN IDEC INC | 275 | 18,548 72 | 53 29 | 14,654 75 |
| 111320107 | BROADCOM CORP | 377 | 10,200 95 | 34 5 | 13,006 50 |
| 12541W209 | CH ROBINSON | 150 | 2,707 50 | 60 32 | 9,048 00 |
| 127387108 | CADENCE DESIGN | 255 | 5,666 10 | 7 4525 | 1,900 39 |
| 151020104 | CELGENE CORP | 335 | 24,334 40 | 61 99 | 20,766 65 |
| 156708109 | CEPHALON INC | 55 | 4,302 58 | 64 2 | 3,531 00 |
| 17275R102 | CISCO SYS INC | 1,905 00 | 30,670 50 | 26 93 | 51,301 65 |
| 172908105 | CINTAS CORP | 168 | 4,787 72 | 27 26 | 4,579 68 |
| 177376100 | CITRIX SYSTEMS | 185 | 3,600 10 | 47 03 | 8,700 55 |
| 192446102 | COG TECH SOL | 250 | 10,706 24 | 51 11 | 12,777 50 |
| 20030N101 | COMCAST CL A | 1,275 00 | 30,944 12 | 19 77 | 25,206 75 |
| 22160K105 | COSTCO WHOLESALE | 200 | 7,120 00 | 59 08 | 11,816 00 |
| 24702R101 | DELL INC | 735 | 20,139 80 | 16 2 | 11,907 00 |
| 249030107 | DENTSPLY INT'L | 130 | 2,284 10 | 36 65 | 4,764 50 |
| 25470F104 | DISCOVERY C L A | 105 | 2,981 59 | 38 73 | 4,066 65 |
| 25470F302 | DISCOVERY CL C | 105 | 2,677 11 | 33 38 | 3,504 90 |
| 25470M109 | DISH NETWORK CORP | 190 | 4,755 35 | 22 17 | 4,212 30 |
| 278642103 | EBAY INC | 890 | 15,253 55 | 23 78 | 21,164 20 |
| 278768106 | ECHOSTAR HLD | 38 | 1,003 95 | 19 21 | 729 98 |
| 285512109 | ELECTRONIC ARTS | 275 | 5,830 68 | 19 37 | 5,326 75 |
| 30212P105 | EXPEDIA | 241 | 5,694 19 | 23 61 | 5,690 01 |
| 302130109 | EXPEDITORS INT | 185 | 2,968 32 | 40 71 | 7,531 35 |
| 302182100 | EXPRESS SCRIPTS | 200 | 2,262 00 | 100 13 | 20,026 00 |
| 311900104 | FASTENAL CO | 125 | 2,080 00 | 54 69 | 6,836 25 |
| 337738108 | FISERV | 179 | 4,216 29 | 51 13 | 9,152 27 |
| 372917104 | GENZYME | 290 | 13,611 13 | 53 22 | 15,433 80 |
| 375558103 | GILEAD SCIENCES | 800 | 7,999 75 | 39 71 | 31,768 00 |
| 38259P508 | GOOGLE INC | 125 | 74,232 49 | 525 695 | 65,711 88 |
| 404303109 | HSN INC | 52 | 1,111 22 | 30 12 | 1,566 24 |
| 44919P508 | IAC/INTERACTIVE | 130 | 3,383 30 | 22.45 | 2,918 50 |
| 458140100 | INTEL CORP | 1,795 00 | 33,692 15 | 22 84 | 40,997 80 |
| 46113M108 | INTERVAL LEISURE | 52 | 1,244 60 | 14 79 | 769 08 |
| 461202103 | INTUIT | 370 | 6,112 40 | 36 19 | 13,390 30 |
| 46120E602 | INTUITIVE SURGICAL | 35 | 8,601 60 | 360 56 | 12,619 60 |
| 481165108 | JOY GLOBAL | 95 | 4,908 64 | 56 8 | 5,396 00 |
| 48203R104 | JUNIPER NETWORKS | 295 | 5,713 78 | 28 41 | 8,380 95 |
| 482480100 | KLA INSTRUMENTS | 205 | 8,031 90 | 34 06 | 6,982 30 |
| 512807108 | LAM RESEARCH | 110 | 5,925 69 | 40 54 | 4,459 40 |
| 512815101 | LAMAR ADV | 70 | 2,398 20 | 37 22 | 2,605 40 |

Account· 83 5000 L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRATEGY
Account Holdings as of 04/30/2010

| Cusip No. | Security Name | Shares / Par | Investment | Unit Price | Market Value |
|---|---|---|---|---|---|
| 52729N100 | LEVEL3 COMMUNICATION | 1,310 00 | 6,654 80 | 1 54 | 2,017 40 |
| 530555101 | LIBERTY GLOBAL | 170 | 7,201 18 | 27 48 | 4,671 60 |
| 53071M104 | LIBERTY MEDIA A | 510 | 10,279 58 | 15 36 | 7,833 60 |
| 535678106 | LINEAR TECHNOLOGY | 260 | 8,681 40 | 30 04 | 7,810 40 |
| 538034109 | LIVE NATION INC | 76 648 | 1,906 84 | 15 69 | 1,202 61 |
| 594918104 | MICROSOFT CORP | 2,830 00 | 70,636.52 | 30 535 | 86,414 05 |
| 595017104 | MICROCHIP TECH | 162 | 3,559 17 | 29 21 | 4,732 02 |
| 611742107 | MONSTER WORLD | 115 | 2,478 29 | 17 43 | 2,004 45 |
| 62913F201 | NII HOLDINGS INC | 145 | 10,484 95 | 42 47 | 6,158 15 |
| 64110D104 | NETWORK APPLIANCE | 325 | 5,161 00 | 34 67 | 11,267 75 |
| 67066G104 | NVIDIA CORP | 475 | 3,177 75 | 15 71 | 7,462 25 |
| 68389X105 | ORACLE SYSTEMS | 1,870 00 | 21,893 66 | 25 8675 | 48,372 23 |
| 693718108 | PACCAR INC | 369 | 3,120 38 | 46 52 | 17,165 88 |
| 703395103 | PATTERSON COS INC | 120 | 2,414 40 | 31 96 | 3,835 20 |
| 703481101 | PATTERSON PHARM | 140 | 2,394 00 | 15 31 | 2,143 40 |
| 704326107 | PAYCHEX INC | 320 | 10,959 50 | 30 57 | 9,782 40 |
| 716768106 | PETS MART INC | 115 | 2,005 85 | 33 07 | 3,803 05 |
| 73935A104 | NASDAQ 100 ETF | 20,754 00 | 550,232 83 | 49 2375 | 1,021,875 08 |
| 747525103 | QUALCOMM INC | 1,770 00 | 27,124 45 | 38 68 | 68,463 60 |
| 778296103 | ROSS STORES | 120 | 2,350 80 | 56 | 6,720 00 |
| 80004C101 | SANDISK CORP | 185 | 9,651 42 | 39 84 | 7,370 40 |
| 806407102 | HENRY SCHEIN INC | 80 | 1,908 00 | 60 5 | 4,840 00 |
| 812350106 | SEARS HOLDING CORP | 130 | 19,407 70 | 120 95 | 15,723 50 |
| 826552101 | SIGMA ALDRICH | 110 | 2,784 65 | 59 3 | 6,523 00 |
| 82967N108 | SIRIUS SATELITE | 2,678 00 | 8,882 88 | 1 1775 | 3,153 35 |
| 855030102 | STAPLES INC | 420 | 4,714 60 | 23 5375 | 9,885 75 |
| 855244109 | STARBUCKS CORP | 910 | 7,833 96 | 25 98 | 23,641 80 |
| 871503108 | SYMANTEC | 809 | 7,925 44 | 16 77 | 13,566 93 |
| 879664100 | TELLABS INC | 220 | 1,563 60 | 9 09 | 1,999 80 |
| 894675107 | TREE COM | 8 | 99 94 | 9 1 | 72 8 |
| 902549807 | UAL CORP | 95 | 4,596 10 | 21 5975 | 2,051 76 |
| 92343E102 | VERISIGN INC | 205 | 2,723 15 | 27 28 | 5,592 40 |
| 92532F100 | VERTEX PHAR | 120 | 4,491 60 | 38 77 | 4,652 40 |
| 92769L101 | VIRGIN MEDIA INC | 315 | 7,755 30 | 17 56 | 5,531 40 |
| 966837106 | WHOLE FOODS | 120 | 3,151 80 | 39 02 | 4,682 40 |
| 983134107 | WYNN RESORTS LTD | 105 | 15,851 84 | 88 24 | 9,265 20 |
| 983919101 | XILINX INC | 345 | 9,377 10 | 25 79 | 8,897 55 |
| 984332106 | YAHOO INC | 565 | 7,376 07 | 16 53 | 9,339 45 |
| G37260109 | GARMIN LTD | 175 | 18,098 50 | 37 38 | 6,541 50 |
| G5876H105 | MARVELL TECH | 495 | 8,330 80 | 20 66 | 10,226 70 |
| H27178104 | FOSTER WHEELER AG | 130 | 9,171 49 | 29 98 | 3,897 40 |
| **Total** | **US LARGE CAP EQUITIES** | **58,121.65** | **1,419,256.02** | | **2,392,558.17** |
| **FOREIGN EQUITIES** | | | | | |
| 294821608 | ERICSSON NEW | 250 | 2,007 50 | 11 53 | 2,882 50 |
| 456788108 | INFOSYS TECH | 100 | 5,240 00 | 59 94 | 5,994 00 |
| 760975102 | RESEARCH IN MOTION | 490 | 55,623 54 | 71 19 | 34,883 10 |
| 783513104 | RYANAIR HOLDINGS | 100 | 1,975 50 | 28 16 | 2,816 00 |
| 881624209 | TEVA PHARM | 535 | 15,251 73 | 58 73 | 31,420 55 |
| L6388F110 | MILLICOM INTL LUXEM | 85 | 7,532 23 | 88 28 | 7,503 80 |
| M22465104 | CHECK POINT SOFTWARE | 195 | 3,176 55 | 35 62 | 6,945 90 |
| Y2573F102 | FLEXTRONICS | 580 | 5,324 40 | 7 74 | 4,489 20 |
| **Total** | **FOREIGN EQUITIES** | **2,335.00** | **96,131.45** | | **96,935.05** |
| **Total** | **EQUITIES** | **60,456.65** | **1,515,387.47** | | **2,489,493.22** |
| | **Total Securities** | **80,945.46** | **1,535,876.28** | | **2,509,982.03** |
| | **Income Cash** | | **1,330.51** | | **1,330.51** |
| | **Principal Cash** | | **-** | | **-** |
| | **Account Total** | | **1,537,206.79** | | **2,511,312.54** |

# L. K. WHITTIER FOUNDATION

List of Directors and Officers

*Proposed Fiscal Year 2009-2010*

| **Directors** | *Date Appointed* |
|---|---|
| Linda J. Blinkenberg | 04/10/86 |
| Michael J. Casey | 04/16/91 |
| Laure W. Kastanis | 06/02/94 |
| Greg E. Custer | 04/15/08 |

**Officers**

| | |
|---|---|
| President | Laura-Lee W. Woods |
| Vice President | Michael J. Casey |
| Secretary | Linda J. Blinkenberg |
| Chief Financial Officer | Greg E. Custer |

## L.K. WHITTIER FOUNDATION, #95-6027493

### CONTRIBUTIONS PAID

### FISCAL YEAR May 1, 2009 THROUGH APRIL 30, 2010

| RECIPIENT/ADDRESS | TAX STATUS | PURPOSE | AMOUNT | |
|---|---|---|---|---|
| Bennington College<br>*Bennington, VT* | 170(b)(1)A)(ii) | Peter Drucker Fund for Excellence and Innovation | $ | 1,250,000 |
| Childrens Hospital Los Angeles Foundation<br>*Los Angeles, CA* | 170(b)(1)A)(iii) | Support Virtual Pediatric Intensive Care Unit Fellowshihp Fund | $ | 1,333,905 |
| Friends of Banning Museum<br>*San Pedro, CA* | 170(b)(1)A)(iii) | Support Enhancement Project<br>1st Payment made 12/4/08 | $ | 50,000 |
| J. David Gladstone Institutes<br>*Irvine, CA* | 170(b)(1)A)(iii) | Stem Cell Biology Research | $ | 500,000 |
| USC/Norris Comprehensive Cancer Center<br>*Los Angeles, CA* | 170(b)(1)A)(i) | Support Innovative Tailored Therapies Initiative | $ | 1,000,000 |
| ***Total Contributions Paid*** | | | **$** | **4,133,905** |

# L.K. WHITTIER FOUNDATION, #95-6027493

## FUTURE COMMITMENT STATUS

## AS OF MAY 1, 2010

| RECIPIENT/ADDRESS | TAX STATUS | PURPOSE | | AMOUNT |
|---|---|---|---|---|
| Friends of Banning Museum<br>*San Pedro, CA* | 170(b)(1)(A)(vi) | Support Enhancement Project | $ | 150,000 |
| J David Gladstone Institutes<br>*San Francisco, CA* | 170(b)(1)A)(iii) | Stem Cell Biology Research | $ | 2,400,000 |
| USC/Norris Comprehensive Cancer Center | 170(b)(1)(A)(ii) | Suport Innovative Tailored Therapies Initiative | $ | 3,000,000 |
| ***TOTAL FUTURE COMMITMENTS*** | | | **$** | **5,550,000** |

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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* and click on *e-file for Charities & Nonprofits*

| Type or print | Name of Exempt Organization | Employer identification number |
|---|---|---|
| | L.K. WHITTIER FOUNDATION | 95-6027493 |
| File by the due date for filing your return See instructions | Number, street, and room or suite no If a P O box, see instructions<br>625 SO. FAIR OAKS AVENUE, NO. 360 | |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>SOUTH PASADENA, CA 91030 | |

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

| | | |
|---|---|---|
| [ ] Form 990 | [ ] Form 990-T (corporation) | [ ] Form 4720 |
| [ ] Form 990-BL | [ ] Form 990-T (sec 401(a) or 408(a) trust) | [ ] Form 5227 |
| [ ] Form 990-EZ | [ ] Form 990-T (trust other than above) | [ ] Form 6069 |
| [X] Form 990-PF | [ ] Form 1041-A | [ ] Form 8870 |

- The books are in the care of ▶ LINDA J. BLINKENBERG - 625 SO. FAIR OAKS AVE., STE. 360, S. PASADENA, CA - 91030

  Telephone No ▶ (626) 441-5188 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

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

▶ [ ] calendar year ______ or

▶ [X] tax year beginning MAY 1, 2009 , and ending APR 30, 2010

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

| | | | |
|---|---|---|---|
| 3a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions | 3a | $ 60,422. |
| b | If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit | 3b | $ 14,422. |
| c | **Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions | 3c | $ 46,000. |

**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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 4-2009)

923831
05-26-09