



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2009

For calendar year 2009, or tax year beginning

06/01, 2009, and ending

05/31, 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 WILLIAM & FLORENCE WHEELER FOUNDATION | A Employer identification number 88-0233486 |
| | Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 10509 | B Telephone number (see page 10 of the instructions) (661) 836-2184 |
| | City or town, state, and ZIP code BAKERSFIELD, CA 93389 | C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> |

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 5,511,372. J Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis)

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| 1 | Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 | Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B. | | | | |
| 3 | Interest on savings and temporary cash investments | 118,687. | 118,687. | | |
| 4 | Dividends and interest from securities | 54,589. | 54,589. | | ATCH 1 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 159,173. | | | |
| b | Gross sales price for all assets on line 6a | 4,566,298. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 159,173. | | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns and allowances | | | | |
| b | Less Cost of goods sold | | | | |
| c | Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | 460. | 460. | | ATCH 2 |
| 12 | Total. Add lines 1 through 11 | 332,909. | 332,909. | | |
| 13 | Compensation of officers, directors, trustees, etc | 29,583. | 14,792. | | |
| 14 | Other employee salaries and wages | 13,417. | 0. | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees (attach schedule) | 119. | 0. | 0. | 0. |
| b | Accounting fees (attach schedule) | 22,710. | 11,355. | 0. | 0. |
| c | Other professional fees (attach schedule) | 31,491. | 31,491. | | |
| 17 | Interest | 4,220. | 1,448. | | |
| 18 | Taxes (attach schedule) (see page 14 of the instructions) | | | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) ATCH 5 | 19,599. | 19,599. | | |
| 24 | Total operating and administrative expenses | 121,139. | 78,685. | 0. | 0. |
| | Add lines 13 through 23 | | | | |
| 25 | Contributions, gifts, grants paid | 258,935. | | | 258,935. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 380,074. | 78,685. | 0. | 258,935. |
| 27 | Subtract line 26 from line 12 | -47,165. | | | |
| a | Excess of revenue over expenses and disbursements | | | | |
| b | Net investment income (if negative, enter -0-) | | 254,224. | | |
| c | Adjusted net income (if negative, enter -0-) | | | -0- | |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 3 JSA ** ATCH 4 Form 990-PF (2009)

| Part II Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year |
|-----------------------------|--|-------------------|----------------|
| | | (a) Book Value | (b) Book Value |
| 1 | Cash - non-interest-bearing | -183,457. | -20,635. |
| 2 | Savings and temporary cash investments | 73,235. | 293,573. |
| 3 | Accounts receivable ► | | |
| | Less: allowance for doubtful accounts ► | | |
| 4 | Pledges receivable ► | | |
| | Less: allowance for doubtful accounts ► | | |
| 5 | Grants receivable | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | |
| 7 | Other notes and loans receivable (attach schedule) ► | | |
| | Less: allowance for doubtful accounts ► | | |
| 8 | Inventories for sale or use | | |
| 9 | Prepaid expenses and deferred charges | | |
| 10 a | Investments - U S and state government obligations (attach schedule) * | 2,351. | 1,940. |
| b | Investments - corporate stock (attach schedule) ATCH 7 . | 2,140,913. | 2,467,118. |
| c | Investments - corporate bonds (attach schedule) ATCH 8 . | 2,725,565. | 1,970,340. |
| 11 | Investments - land, buildings, and equipment basis ► | | |
| | Less: accumulated depreciation ► | | |
| 12 | Investments - mortgage loans | | |
| 13 | Investments - other (attach schedule) | | |
| 14 | Land, buildings, and equipment basis ► | | |
| | Less: accumulated depreciation ► | | |
| 15 | Other assets (describe ►) | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 4,758,607. | 4,712,336. |
| 17 | Accounts payable and accrued expenses | | |
| 18 | Grants payable | | |
| 19 | Deferred revenue | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | |
| 21 | Mortgages and other notes payable (attach schedule) | | |
| 22 | Other liabilities (describe ► ATCH 9) | 832. | 1,726. |
| 23 | Total liabilities (add lines 17 through 22) | 832. | 1,726. |
| Liabilities | | | |
| Net Assets or Fund Balances | | | |
| 24 | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | |
| 25 | Unrestricted | | |
| 26 | Temporarily restricted | | |
| 27 | Permanently restricted | | |
| 28 | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/> | | |
| 29 | Capital stock, trust principal, or current funds | 500,000. | 500,000. |
| 30 | Paid-in or capital surplus, or land, bldg., and equipment fund | 4,257,775. | 4,210,610. |
| 31 | Retained earnings, accumulated income, endowment, or other funds | 4,757,775. | 4,710,610. |
| | Total net assets or fund balances (see page 17 of the instructions) | 4,758,607. | 4,712,336. |
| | Total liabilities and net assets/fund balances (see page 17 of the instructions) | | |

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 | 4,757,775. |
| 2 | Enter amount from Part I, line 27a | 2 | -47,165. |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 4,710,610. |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 4,710,610. |

** ATCH 6

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|--|--------------------------------------|----------------------------------|
| 1a. SEE PART IV SCHEDULE | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | | |
| (I) F M V as of 12/31/69 | (J) Adjusted basis as of 12/31/69 | (K) Excess of col (I) over col (J), if any | (L) Gains (Col (h) gain minus col. (K), but not less than -0-) or Losses (from col (h)) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | 159,173. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. | { If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. } | | 3 | | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|--|--|---|
| 2008 | 312,157. | 5,373,662. | 0.058090 |
| 2007 | 264,705. | 6,611,487. | 0.040037 |
| 2006 | 181,585. | 6,744,932. | 0.026922 |
| 2005 | 116,087. | 4,958,637. | 0.023411 |
| 2004 | 77,989. | 1,616,437. | 0.048247 |
| 2 Total of line 1, column (d) | | | 2 0.196707 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.039341 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 5,521,790. |
| 5 Multiply line 4 by line 3 | | | 5 217,233. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 2,542. |
| 7 Add lines 5 and 6 | | | 7 219,775. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18 | | | 8 258,935. |

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

| | | | |
|--|---|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . | Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | 1 | 2, 542. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | |
| 3 Add lines 1 and 2 | 3 | 2, 542. | |
| 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 | 2, 542. | |
| 6 Credits/Payments | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 9, 194. | |
| b Exempt foreign organizations-tax withheld at source | 6b | 0. | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 0. | |
| d Backup withholding erroneously withheld | 6d | 0. | |
| 7 Total credits and payments Add lines 6a through 6d | 7 | 9, 194. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 0. | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9 | 9 | 0. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10 | 10 | 6, 652. | |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 6, 652. Refunded ► 11 | 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? | 1a | Yes X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | X |
| <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> | | |
| 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 ► \$ _____ (2) On foundation managers ► \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? | 2 | X |
| <i>If "Yes," attach a detailed description of the activities</i> | | |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? 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? | 4b | X |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | 5 | X |
| <i>If "Yes," attach the statement required by General Instruction T</i> | | |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either | | |
| ● 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 page 19 of the instructions) ► CA, | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by 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 on page 27)? 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)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)

| | | |
|----|---|---|
| 11 | | X |
| 12 | | 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 ► N/A
- 14 The books are in care of ► NANCY L. WHEELER SMITH Telephone no ► (661) 836-2184
Located at ► P.O. BOX 10509 BAKERSFIELD, CA ZIP + 4 ► 93389
- 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

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

- File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**
- | | Yes | No |
|--|---|--|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> | <input checked="" type="checkbox"/> X No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> | <input checked="" type="checkbox"/> X No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> | <input checked="" type="checkbox"/> X No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> X Yes | <input type="checkbox"/> |
| (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"/> | <input checked="" type="checkbox"/> 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"/> | <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/> | | |
| 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? | <input type="checkbox"/> | <input checked="" type="checkbox"/> X 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 page 20 of the instructions) | 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? | <input type="checkbox"/> | <input checked="" type="checkbox"/> 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) | 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)

| | | | | | |
|-----|--|--------------------------|-----|-------------------------------------|----|
| 5a | During the year did the foundation pay or incur any amount to: | | | | |
| (1) | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| (2) | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| (3) | Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| (4) | Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| (5) | Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| b | If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? | <input type="checkbox"/> | | 5b | |
| | Organizations relying on a current notice regarding disaster assistance check here | <input type="checkbox"/> | | | |
| c | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | <input type="checkbox"/> | Yes | <input type="checkbox"/> | No |
| | If "Yes," attach the statement required by Regulations section 53.4945-5(d) | | | | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | <input type="checkbox"/> | | 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? | <input type="checkbox"/> | Yes | <input checked="" type="checkbox"/> | No |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | <input type="checkbox"/> | | 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 (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 10 | | 29,583. | 0. | 0. |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |
| ----- | | | | |

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

| | |
|-------|--|
| 1 N/A | |
| ----- | |
| 2 | |
| ----- | |
| 3 | |
| ----- | |
| 4 | |
| ----- | |

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

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

Amount

| | |
|-------|--|
| 1 N/A | |
| ----- | |
| 2 | |
| ----- | |

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

3 NONE

Total. Add lines 1 through 3 ►

Form 990-PF (2009)

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

| | | |
|--|----|------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a Average monthly fair market value of securities | 1a | 5,428,196. |
| b Average of monthly cash balances | 1b | 177,682. |
| c Fair market value of all other assets (see page 24 of the instructions) | 1c | 0. |
| d Total (add lines 1a, b, and c) | 1d | 5,605,878. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 Subtract line 2 from line 1d | 3 | 5,605,878. |
| 4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 84,088. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 5,521,790. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 276,090. |

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

| | | |
|--|----|----------|
| 1 Minimum investment return from Part X, line 6 | 1 | 276,090. |
| 2a Tax on investment income for 2009 from Part VI, line 5 | 2a | 2,542. |
| b Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 2,542. |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 273,548. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 273,548. |
| 6 Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 273,548. |

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

| | | |
|--|----|----------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 | 1a | 258,935. |
| 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 | 0. |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required) | 3a | 0. |
| b Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 258,935. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | 2,542. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 256,393. |

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

Part XIII Undistributed Income (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | - 273,548. |
| 2 Undistributed income, if any, as of the end of 2008 | | | | |
| a Enter amount for 2008 only | | | | |
| b Total for prior years: 20 20 20 | | | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 | | | | |
| e From 2008 | 26,593. | | | |
| f Total of lines 3a through e | 26,593. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 258,935. | | | | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2009 distributable amount | | | | 258,935. |
| 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).) | 14,613. | | | 14,613. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 11,980. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 11,980. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 | 11,980. | | | |
| e Excess from 2009 | | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

- | 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 | | | | ► | 4942(j)(3) or | 4942(j)(5) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|---------------|----------|----------|-----------|---------------|------------|----------|---------------|--|--|-----------|----------|----------|----------|----------|---|--|--|--|--|----------------|--|--|--|--|---|--|--|--|--|---|--|--|--|--|--|--|--|--|--|---|--|--|--|--|-------------------------------------|--|--|--|--|-------------------------|--|--|--|--|---|--|--|--|--|---|--|--|--|--|--------------------------------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|---|--|--|--|--|-----------------------------|--|--|--|--|
| <table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2009</th> <th>(b) 2008</th> <th>(c) 2007</th> <th>(d) 2006</th> </tr> </thead> <tbody> <tr> <td>Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>85% of line 2a</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Qualifying distributions from Part XII, line 4 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Amounts included in line 2c not used directly for active conduct of exempt activities</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Complete 3a, b, or c for the alternative test relied upon</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>a "Assets" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Value of all assets</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c "Support" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities, loans (section 512(a)(5)), or royalties)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(3) Largest amount of support from an exempt organization</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(4) Gross investment income</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table> | | | | | | | Tax year | Prior 3 years | | | (e) Total | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | 85% of line 2a | | | | | Qualifying distributions from Part XII, line 4 for each year listed | | | | | Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | Qualifying distributions made directly for active conduct of exempt activities 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(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 | | | | |
| Tax year | Prior 3 years | | | (e) Total | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | (a) 2009 | (b) 2008 | (c) 2007 | | (d) 2006 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 85% of line 2a | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Qualifying distributions from Part XII, line 4 for each year listed | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Qualifying distributions made directly for active conduct of exempt activities 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(j)(3)(B)(i) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c "Support" alternative test - enter | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities, loans (section 512(a)(5)), or royalties) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (4) Gross investment income | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 11

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

ATTACHMENT 12

- c Any submission deadlines**

NONE

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

NONE

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|----------|
| <u>- Name and address (home or business)</u> | | | | |
| <i>a Paid during the year</i> | | | | |
| ATTACHMENT 13 | | | | |
| Total. | | | ► 3a | 258,935. |
| <i>b Approved for future payment</i> | | | | |
| Total. | | | ► 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

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

8 Gain or (loss) from sales of assets other than inventory

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue a

b ROYALTY INCOME FROM K-1
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)

13 Total. Add line 12, columns (b), (d), and (e)

(See worksheet in line 13 instructions on page 28 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) (See page 29 of the instructions)

N/A

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

- | | | | |
|-----|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization 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. | | |

- 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

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

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

Sign Here

| | | | | |
|--|---|---|--|---|
| Signature of officer or trustee | | Date | Title | |
| Paid Preparer's Use Only | Preparer's signature ► <i>Matt Davis CPA</i> | Date | Check if self-employed ► <input type="checkbox"/> | Preparer's identifying number (See Signature on page 30 of the instructions) P00192892 |
| | | 11/23/10 | | |
| Firm's name (or yours if self-employed), address, and ZIP code | | CBIZ MHM, LLC 5060 CALIFORNIA AVE., SUITE 800 BAKERSFIELD, CA 93309 | EIN ► 33-0737981 | Phone no 661-325-7500 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|-----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/09 | Adj. basis as of 12/31/09 | Excess of FMV over adj basis | | | |
| 92,667. | | 2425 ALPHA NATURAL RESOURCES 82,227. | | | | P | 08/27/2009 10,440. | 10/19/2009 |
| 43,222. | | 2500 ANNALY CAPITAL MGMT 46,891. | | | | P | 09/18/2009 -3,669. | 01/05/2010 |
| 21,611. | | 1250 ANNALY CAPITAL MGMT 21,567. | | | | P | 09/01/2009 44. | 01/05/2010 |
| 57,147. | | 3250 ANNALY CAPITAL MGMT 57,419. | | | | P | 02/18/2010 -272. | 03/26/2010 |
| 65,939. | | 3750 ANNALY CAPITAL MGMT 64,701. | | | | P | 09/01/2009 1,238. | 03/26/2010 |
| 10,215. | | 105 BURLINGTON NORTHN SANTA 8,608. | | | | P | 11/06/2008 1,607. | 11/04/2009 |
| 29,464. | | 950 COOPER INDUSTRIES LTD 29,645. | | | | P | 10/17/2008 -181. | 06/19/2009 |
| 13,956. | | 450 COOPER INDUSTRIES LTD 13,779. | | | | P | 10/31/2008 177. | 06/19/2009 |
| 18,609. | | 600 COOPER INDUSTRIES LTD 17,345. | | | | P | 10/30/2008 1,264. | 06/19/2009 |
| 5,117. | | 165 COOPER INDUSTRIES LTD 4,563. | | | | P | 11/06/2008 554. | 06/19/2009 |
| 96,494. | | 940 ISHARES BARCLAYS 96,010. | | | | P | 05/12/2009 484. | 06/09/2009 |
| 12,478. | | 120 ISHARES BARCLAYS 12,109. | | | | P | 04/02/2009 369. | 03/26/2010 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|-----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/09 | Adj basis as of 12/31/09 | Excess of FMV over adj basis | | | |
| 27,963. | | 680 ISHARES FTSE/XINHUA CHINA 19,531. | | | | P | 03/24/2009 8,432. | 07/29/2009 |
| 41,957. | | 1000 ISHARES FTSE/XINHUA CHINA 28,722. | | | | P | 03/24/2009 13,235. | 08/10/2009 |
| 41,160. | | 1000 ISHARES FTSE/XINHUA CHINA 28,722. | | | | P | 03/24/2009 12,438. | 08/12/2009 |
| 60,710. | | 1000 ISHARES INC MSCI BRAZIL 44,351. | | | | P | 04/17/2009 16,359. | 08/10/2009 |
| 59,511. | | 1000 ISHARES INC MSCI BRAZIL 44,351. | | | | P | 04/17/2009 15,160. | 08/12/2009 |
| 21,269. | | 200 ISHARES LEHMAN MBS 20,020. | | | | P | 10/31/2008 1,249. | 09/18/2009 |
| 40,934. | | 945 JACOBS ENGINEERING GROUP 30,516. | | | | P | 11/06/2008 10,418. | 09/01/2009 |
| 190. | | 5 JOY GLOBAL INC 262. | | | | P | 09/04/2008 -72. | 09/01/2009 |
| 22,412. | | 590 JOY GLOBAL INC 24,401. | | | | P | 06/09/2009 -1,989. | 09/01/2009 |
| 13,485. | | 355 JOY GLOBAL INC 10,349. | | | | P | 10/31/2008 3,136. | 09/01/2009 |
| 16,144. | | 425 JOY GLOBAL INC 11,698. | | | | P | 10/30/2008 4,446. | 09/01/2009 |
| 13,295. | | 350 JOY GLOBAL INC 9,463. | | | | P | 10/17/2008 3,832. | 09/01/2009 |

JSA

9E1730 1 000

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|-----------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/09 | Adj basis as of 12/31/09 | Excess of FMV over adj basis | | Gain or (loss) | |
| 15,574. | | 410 JOY GLOBAL INC | | | | P | 11/06/2008 | 09/01/2009 |
| | | 10,385. | | | | | 5,189. | |
| 26,573. | | 495 MOSAIC CO | | | | P | 07/30/2008 | 06/15/2009 |
| | | 64,248. | | | | | -37,675. | |
| 26,841. | | 500 MOSAIC CO | | | | P | 09/19/2008 | 06/15/2009 |
| | | 45,837. | | | | | -18,996. | |
| 27,110. | | 505 MOSAIC CO | | | | P | 06/09/2009 | 06/15/2009 |
| | | 26,633. | | | | | 477. | |
| 26,841. | | 500 MOSAIC CO | | | | P | 04/17/2009 | 06/15/2009 |
| | | 21,327. | | | | | 5,514. | |
| 113,030. | | 2500 QUALCOMM INC | | | | P | 06/09/2009 | 09/01/2009 |
| | | 114,034. | | | | | -1,004. | |
| 55,353. | | 1500 SOUTHWESTERN ENERGY CO | | | | P | 04/17/2009 | 08/31/2009 |
| | | 49,863. | | | | | 5,490. | |
| 332,666. | | 3000 SPDR TR UNIT SER | | | | P | 04/17/2009 | 02/18/2010 |
| | | 260,050. | | | | | 72,616. | |
| 159,000. | | 150000 STAPLES INC NT DTD | | | | P | 03/25/2009 | 07/14/2009 |
| | | 153,750. | | | | | 5,250. | |
| 498,002. | | 49800 TCW TOTL RETURN BOND | | | | P | 09/02/2009 | 09/21/2009 |
| | | 498,500. | | | | | -498. | |
| 1,998. | | 199 TCW TOTL RETURN BOND | | | | P | 06/09/2009 | 09/21/2009 |
| | | 1,888. | | | | | 110. | |
| 252,340. | | 24694 TCW TOTL RETURN BOND | | | | P | 06/09/2009 | 12/07/2009 |
| | | 233,362. | | | | | 18,978. | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|-----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/09 | Adj basis as of 12/31/09 | Excess of FMV over adj basis | | | |
| 210,600. | | 20000 VANGUARD GNMA FUND 207,000. | | | | P | 09/29/2008 3,600. | 06/10/2009 |
| 210,600. | | 20000 VANGUARD GNMA FUND 202,400. | | | | P | 08/06/2008 8,200. | 06/10/2009 |
| 24,484. | | 2325 VANGUARD GNMA FUND 24,507. | | | | P | 02/26/2009 -23. | 06/10/2009 |
| 316,492. | | 30056 VANGUARD GNMA FUND 321,000. | | | | P | 04/20/2009 -4,508. | 06/10/2009 |
| 255,890. | | 49899 VANGUARD HIGH YIELD CORP 246,000. | | | | P | 06/10/2009 9,890. | 08/06/2009 |
| 162,520. | | 17000 VANGUARD INTM TERM INV 145,690. | | | | P | 04/20/2009 16,830. | 09/21/2009 |
| 100,000. | | 100000 FEDERAL HOME LN BANK CA 102,000. | | | | P | 06/11/2008 -2,000. | 06/30/2009 |
| 200,000. | | 200000 FEDERAL HOME LN BANK 209,800. | | | | P | 01/23/2008 -9,800. | 04/13/2010 |
| 100,000. | | 100000 FEDERAL HOME LN BANK 98,000. | | | | P | 06/11/2008 2,000. | 11/20/2009 |
| 88. | | 480000 GOVERNMENTAL NATL MTG 91. | | | | P | 02/27/2002 -3. | 05/15/2010 |
| 310. | | 780000 GOVERNMENTAL NATL MTG 320. | | | | P | 02/27/2002 -10. | 05/15/2010 |
| 58,857. | | 605 BURLINGTON NORTHN SANTA 62,366. | | | | P | 07/30/2008 -3,509. | 11/04/2009 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/09 | Adj basis as of 12/31/09 | Excess of FMV over adj basis | | Gain or (loss) | |
| 31,167. | | 500 ENSTAR GROUP LTD 72,030. | | | | P | 10/10/2007 -40,863. | 02/18/2010 |
| 24,934. | | 400 ENSTAR GROUP LTD 39,543. | | | | P | 09/07/2006 -14,609. | 02/18/2010 |
| 498. | | 8 ENSTAR GROUP LTD 791. | | | | P | 09/07/2006 -293. | 02/19/2010 |
| 10,901. | | 175 ENSTAR GROUP LTD 17,175. | | | | P | 09/05/2006 -6,274. | 02/19/2010 |
| 1,557. | | 25 ENSTAR GROUP LTD 2,452. | | | | P | 09/06/2006 -895. | 02/19/2010 |
| 11,960. | | 192 ENSTAR GROUP LTD 18,459. | | | | P | 09/01/2006 -6,499. | 02/19/2010 |
| 12,458. | | 200 ENSTAR GROUP LTD 18,988. | | | | P | 08/31/2006 -6,530. | 02/19/2010 |
| 76,454. | | 2000 HEWLETT-PACKARD CO 97,437. | | | | P | 06/05/1981 -20,983. | 06/19/2009 |
| 53,556. | | 500 ISHARES LEHMAN MBS 50,050. | | | | P | 10/31/2006 3,506. | 03/26/2010 |
| 32,859. | | 865 JOY GLOBAL INC 63,576. | | | | P | 07/30/2008 -30,717. | 09/01/2009 |
| 14,761. | | 400 SOUTHWESTERN ENERGY CO 9,500. | | | | P | 06/01/2007 5,261. | 08/31/2009 |
| 122,515. | | 3320 SOUTHWESTERN ENERGY CO 70,892. | | | | P | 04/18/2007 51,623. | 08/31/2009 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|-----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | | |
| 84,137. | | 2280 SOUTHWESTERN ENERGY CO 47,794. | | | | P | 04/19/2007 36,343. | 08/31/2009 |
| 3,294. | | 1000 KINDER MORGAN | | | | P | VARIOUS 3,294. | VARIOUS |
| 21,942. | | 800 ENTERPRISE PRODUCT PARTNERS 15,120. | | | | P | 10/30/2008 6,822. | 08/03/2009 |
| 60,615. | | 5000 BLACKSTONE GROUP 56,969. | | | | P | 06/19/2009 3,646. | 09/01/2009 |
| 93. | | ISHARES | | | | P | 11/04/2009 93. | 11/04/2009 |
| 433. | | VANGUARD | | | | P | 12/29/2009 433. | 12/29/2009 |
| 1,046. | | VANGUARD | | | | P | 03/29/2010 1,046. | 03/29/2010 |
| | | FLOWTHROUGH FROM K-1S 48. | | | | P | VARIOUS -48. | VARIOUS |
| TOTAL GAIN(LOSS) | | | | | | | <u>159,173.</u> | |

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------------------|---|--------------------------------------|
| DIVIDENDS FROM SECURITIES | 50,939. | 50,939. |
| DIVIDENDS FROM GOVT SECURITIES | 2,818. | 2,818. |
| FLOW THROUGH FROM K-1 | <u>832.</u> | <u>832.</u> |
| TOTAL | <u><u>54,589.</u></u> | <u><u>54,589.</u></u> |

10708R A10C 11/16/2010 4:19:57 PM V 09-8.5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|---------------------------|---|--------------------------------------|
| PORTFOLIO ADVISORY FEES | 3,407. | 3,407. |
| PORTFOLIO MANAGEMENT FEES | 28,084. | 28,084. |
| TOTALS | <u><u>31,491.</u></u> | <u><u>31,491.</u></u> |

ATTACHMENT 3

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>1,448. 0.</u> | <u>1,448.</u> |
|------------------------------|---|--------------------------------------|----------------------|---------------|
| PAYROLL TAXES FILING FEES | 4,210. 10. | | | |
| TOTALS | | 4,220. | | |

10708R A10C 11/16/2010 4:19:57 PM V 09-8.5

PAGE 26

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| K-1 LOSS - KINDER MORGAN ENERGY PARTNERS | <u>3,409.</u> | <u>3,409.</u> |
| K-1 LOSS - ENTERPRISE PRODUCT PARTNERS | <u>11,229.</u> | <u>11,229.</u> |
| K-1 LOSS - ENTERPRISE PRODUCT PARTNERS | <u>136.</u> | <u>136.</u> |
| K-1 LOSS - TEPPCO PARTNERS | <u>6,161.</u> | <u>6,161.</u> |
| K-1 INCOME - NATURAL RESOURCE PARTNERS | <u>-1,374.</u> | <u>-1,374.</u> |
| K-1 LOSS - BLACKSTONE GROUP | <u>38.</u> | <u>38.</u> |
| TOTALS | <u><u>19,599.</u></u> | <u><u>19,599.</u></u> |

ATTACHMENT 5

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|----------------------------|------------------------------|-----------------------|
| GOV. NATL. MTG. ASSN. #046 | 636. | 697. |
| GOV. NATL. MTG. ASSN. #319 | 1,304. | 1,430. |
| US OBLIGATIONS TOTAL | <u>1,940.</u> | <u>2,127.</u> |

ATTACHMENT 6

ATTACHMENT 7

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| OCCIDENTAL PETROLEUM CORP | 320,146. | 825,100. |
| JOHNSON & JOHNSON CO. (JNJ) | 81,778. | 87,450. |
| ENSTAR GROUP LTD | 0. | 0. |
| RANGE RESOURCES CORP | 80,122. | 67,425. |
| BANK OF AMERICA CORP | 180,179. | 157,400. |
| SOUTHWESTERN ENERGY CO. | 0. | 0. |
| GOOGLE INC | 190,441. | 169,813. |
| MICROSOFT CORP | 86,805. | 77,400. |
| IBM | 91,559. | 93,945. |
| APPLE INC | 185,415. | 257,160. |
| INTEL CORP | 72,800. | 74,970. |
| COOPER INDUSTRIES LTD | 0. | 0. |
| ISHARES INC CANADA INDEX FD | 103,716. | 104,680. |
| JACOBS ENGINEERING GROUP INC | 0. | 0. |
| ISHARES INC AUSTRALIA INDEX | 102,034. | 120,660. |
| ENTERPRISE PRODUCT PARTNERS LP | 151,975. | 281,904. |
| MOSAIC CO/THE | 0. | 0. |
| NATURAL RESOURCE PARTNERS LP | 80,519. | 60,261. |
| ABB LTD SPONSORED ADR | 138,060. | 136,080. |
| JOY GLOBAL INC | 0. | 0. |
| BURLINGTON NORTHN SANTA FE COR | 0. | 0. |
| HEWLETT-PACKARD CO | 162,812. | 161,035. |
| AMERICAN TOWER CORP CL A | 134,088. | 162,120. |
| ISHARES CHINA | 0. | 0. |
| POWERSHARES QQQ NASDAQ 100 | 173,489. | 234,031. |
| SPDR TR UNIT SER 1 | 0. | 0. |
| ISHARES BRAZIL | 131,180. | 127,020. |
| TEPCO PARTNERS | 0. | 0. |
| TOTALS | 2,467,118. | 3,198,454. |

| <u>DESCRIPTION</u> | <u>BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|-------------------|-----------------------|
| LEUCIDIA NATL. CORP. | 248,250. | 258,750. |
| RANGE RES CORP CALL DTD | 147,125. | 151,500. |
| FEDERAL HOME LOAN BANK 5.5% | 205,280. | 200,300. |
| FEDERAL HOME LOAN BANK 4.25% | 0. | 0. |
| FEDERAL NATL MTG ASSN CALL DTD | 52,790. | 50,171. |
| VAUNGUARD GNMA FUND DTD 1/1/03 | 0. | 0. |
| STAPLES INC | 0. | 0. |
| VANGUARD GNMA FUND DTD 2/1/09 | 0. | 0. |
| ISHARES BARCLAYS AGGREGATE BND | 151,357. | 158,565. |
| ISHARES LEHMAN MBS BOND FUND | 130,130. | 140,907. |
| ISHARES BARCLAYS 1-3 YEAR BOND | 0. | 0. |
| VANGUARD INTM TERM INV | 246,173. | 284,691. |
| FEDERAL HOME LOAN BANK 4.1% | 0. | 0. |
| FEDERAL HOME LOAN BANK 5.5% | 159,750. | 155,725. |
| FEDERAL HOME LOAN BANK 6.0% | 0. | 0. |
| FREDDIE MAC CALL DTD 3.625% | 177,835. | 176,303. |
| FREDDIE MAC CALL DTD 3.7% | 101,650. | 100,210. |
| PIMCO FDS TTL RETURN DTD | 175,000. | 178,703. |
| PIMCO INCOME FUND DTD | 175,000. | 182,028. |
| TOTALS | 1,970,340. | 2,037,853. |

ATTACHMENT 8

FORM 990PF, PART II - OTHER LIABILITIESATTACHMENT 9DESCRIPTIONENDING
BOOK VALUE

PAYROLL TAXES PAYABLE

1,726.

TOTALS

1,726.

NAME AND ADDRESS
 NANCY L. WHEELER SMITH
 P.O. BOX 10509
 BAKERSFIELD, CA 93389

CONTRIBUTIONS EXPENSE ACCT
 TO EMPLOYEE AND OTHER
 BENEFIT PLANS ALLOWANCES

TITLE AND AVERAGE HOURS PER
 WEEK DEVOTED TO POSITION

COMPENSATION

0.

0.

29,583.

TRUSTEE

8.00

GRAND TOTALS

29,583.

0.

0.

ATTACHMENT 11

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

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

ATTACHMENT 12

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

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

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

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|--|--------|
| ATASCADERO GREYHOUND ATHLETIC FOUNDATION P O BOX 3120 ATASCADERO, CA 93423 | NO RELATION PUBLIC CHARITY | TO RAISE AND ADMINISTER FUNDS FOR THE BENEFIT OF THE ATASCADERO HIGH SCHOOL INTERSCHOLASTIC ATHLETIC PROGRAMS AND FACILITIES | 500. |
| BAKERSFIELD COLLEGE ATHLETIC FOUNDATION 1801 PANORAMA DRIVE BAKERSFIELD, CA 93305 | NO RELATION COLLEGE | SUPPORT COLLEGE ATHLETICS | 3,850. |
| BOYS & GIRLS CLUB OF KERN COUNTY P O BOX 5J BAKERSFIELD, CA 93385 | NO RELATION PUBLIC CHARITY | TO PROMOTE AND ENHANCE THE DEVELOPMENT OF BOYS AND GIRLS BY INSTILLING A SENSE OF COMPETENCE, USEFULNESS, BELONGING AND INFLUENCE. | 26,805 |
| COLUMBUS STREET BAPTIST CHURCH 714 COLUMBUS STREET BAKERSFIELD, CA 93305-1899 | NO RELATION CHURCH | DEBT REDUCTION CAMPAIGN FOR MINISTRY FOR THE DISADVANTAGED | 2,500 |
| CSUB FOUNDATION 9001 STOCKDALE HWY BAKERSFIELD, CA 93311-1022 | NO RELATION UNIVERSITY | SPONSORSHIP FOR ACADEMIC YEAR | 5,000. |
| FRIENDS OF MERCY FOUNDATION 551 SHANLEY CT BAKERSFIELD, CA 93311 | NO RELATION PUBLIC CHARITY | TO PROMOTE PUBLIC HEALTH. | 61,721 |

ATTACHMENT 13

ATTACHMENT 13

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

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|--|--------|
| GARCES MEMORIAL HIGH SCHOOL 2800 LOMA LINDA DRIVE BAKERSFIELD, CA 93305 | NO RELATION SCHOOL | TO PROMOTE THE EDUCATION OF MINORS | 15,167 |
| GOLDEN EMPIRE GLEANERS 1326 30TH STREET BAKERSFIELD, CA 93301 | NO RELATION PUBLIC CHARITY | TO FUND ROOFING AND GENERAL REPAIRS FOR FACILITIES TO ASSIST THE DISADVANTAGED | 15,000 |
| THE HERITAGE FOUNDATION 2114 MASSACHUSETTS AVE NE WASHINGTON, DC 20002-4999 | NO RELATION PRIVATE FOUNDATION | TO BUILD AN AMERICA WHERE FREEDOM, OPPORTUNITY, PROSPERITY AND CIVIL SOCIETY FLOURISH. | 9,000. |
| JIM BURKE EDUCATION FOUNDATION P O BOX 2686 BAKERSFIELD, CA 93303 | NO RELATION PRIVATE FOUNDATION | TO PROMOTE THE EDUCATION OF MINORS. | 1,000. |
| KERN COUNTY MUSEUM 3801 CHESTER AVE BAKERSFIELD, CA 93301 | NO RELATION PUBLIC CHARITY | TO PROVIDE SOME OF THE MOST OUTSTANDING EDUCATIONAL PROGRAMS IN THE STATE OF CALIFORNIA | 3,000 |
| KHSA EDUCATIONAL FOUNDATION 649 CHARITY COURT, SUITE 1 FRANKFORT, KY 40601-4221 | NO RELATION PRIVATE FOUNDATION | TO PROVIDE SERVICES TO MORE THAN 16,000 LOW INCOME CHILDREN AND THEIR FAMILIES THROUGHOUT THE COMMONWEALTH | 9,500 |

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS

MARINE TOYS FOR TOTS
18251 QUANTICO GATEWAY DR
TRIANGLE, VA 22172

NORTH BAKERSFIELD ROTARY
5060 CALIFORNIA AVE, STE 1200
BAKERSFIELD, CA 93309-0728

OUR LADY OF PERPETUAL HELP
124 COLUMBUS STREET
BAKERSFIELD, CA 93305-1798

LOVE RIDE FOUNDATION
3717 SAN FERNANDO ROAD
GLENDALE, CA 91204

KERN COUNTY JUNIOR LIVESTOCK
P O BOX 472
BAKERSFIELD, CA 93302

R M PYLES BOYS CAMP
27211 HENRY MAIO DRIVE
VALENCIA, CA 91355-1009

ATTACHMENT 13 (CONT'D)

AMOUNT

| RECIPIENT NAME AND ADDRESS | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--------------------------------|--|--------|
| MARINE TOYS FOR TOTS 18251 QUANTICO GATEWAY DR TRIANGLE, VA 22172 | NO RELATION PUBLIC CHARITY | TO COLLECT NEW, UNWRAPPED TOYS DURING OCTOBER, NOVEMBER AND DECEMBER EACH YEAR, AND DISTRIBUTE THOSE TOYS AS CHRISTMAS GIFTS TO NEEDY CHILDREN IN THE COMMUNITY IN WHICH THE CAMPAIGN IS CONDUCTED | 500 |
| NORTH BAKERSFIELD ROTARY 5060 CALIFORNIA AVE, STE 1200 BAKERSFIELD, CA 93309-0728 | NO RELATION PUBLIC CHARITY | TO ENCOURAGE AND FOSTER THE IDEAL OF SERVICE AS A BASIS OF WORTHY ENTERPRISE | 1,000. |
| OUR LADY OF PERPETUAL HELP 124 COLUMBUS STREET BAKERSFIELD, CA 93305-1798 | NO RELATION PUBLIC CHARITY | TO PROMOTE A DEEPER LIFE WITH JESUS AND THE CELEBRATION OF HIS PRESENCE IN WORD AND SACRAMENT | 2,500 |
| LOVE RIDE FOUNDATION 3717 SAN FERNANDO ROAD GLENDALE, CA 91204 | NO RELATION PUBLIC CHARITY | TO RAISE MONEY FOR THE AUTISTIC | 2,039 |
| KERN COUNTY JUNIOR LIVESTOCK P O BOX 472 BAKERSFIELD, CA 93302 | NO RELATION PUBLIC CHARITY | TO PROVIDE FUNDING TO TEACH BAKERSFIELD YOUTH ABOUT LIVESTOCK | 525 |
| R M PYLES BOYS CAMP 27211 HENRY MAIO DRIVE VALENCIA, CA 91355-1009 | NO RELATION PUBLIC CHARITY | TO ASSIST DISADVANTAGED CHILDREN | 5,000 |

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

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|---|---------|
| SOCIETY FOR DISABLED CHILDREN 1819 BRUNDAGE LN BAKERSFIELD, CA 93304-2846 | NO RELATION PUBLIC CHARITY | TO ASSIST DISABLED CHILDREN | 1,500. |
| ST. FRANCIS CHURCH 900 H STREET BAKERSFIELD, CA 93304-1392 | NO RELATION PUBLIC CHARITY | MISSION TO MEXICO DONATION, DONATION TO FATHER CRAIG CONSTRUCTION FUND; TO ASSIST THE DISADVANTAGED | 20,250. |
| THE BAKERSFIELD SPCA 3000 GIBSON STREET BAKERSFIELD, CA 93309 | NO RELATION PUBLIC CHARITY | TO ADVOCATE THE GENERAL WELFARE AND HUMANE TREATMENT OF ANIMALS THROUGH SHELTER, PREVENTION OF PET OVERPOPULATION AND ADOPTION. | 2,900. |
| THE PLANK FOUNDATION 1400 EASTON DRIVE #107 BAKERSFIELD, CA 93309 | NO RELATION PRIVATE FOUNDATION | TO PROVIDE FUNDS TO HELP THOSE LESS FORTUNATE IN THE AREAS OF HEALTH, HUNGER AND HUMANITY. | 2,500. |
| TEEN CHALLENGE 361 E ROBERTS LN BAKERSFIELD, CA 93308-4818 | NO RELATION PUBLIC CHARITY | TO PROVIDE YOUTH, ADULTS AND FAMILIES WITH AN EFFECTIVE AND COMPREHENSIVE CHRISTIAN FAITH-BASED SOLUTION TO LIFE-CONTROLLING DRUG AND ALCOHOL PROBLEMS IN ORDER TO BECOME PRODUCTIVE MEMBERS OF SOCIETY | 1,000. |
| LUCAS LILLEY FOUNDATION 23109 MARIANO STREET WOODLAND HILLS, CA 91367 | NO RELATION PUBLIC CHARITY | TO ASSIST CHILDREN WITH LIFE THREATENING BRAIN INJURIES | 1,000. |

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

| RECIPIENT NAME AND ADDRESS | | FOUNDATION STATUS OF RECIPIENT AND | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|-------------------------------|--|----------------------------------|-----------------------|
| BAKERSFIELD MUSEUM OF ART 1930 R STREET BAKERSFIELD, CA 93301 | NO RELATION PUBLIC CHARITY | TO INCREASE AWARENESS AND UNDERSTANDING OF THE VISUAL ARTS, PROMOTE AND SUPPORT THE IMPORTANT ROLE ART PLAYS IN YOUTH DEVELOPMENT, AND FOSTER CROSS-CULTURAL APPRECIATION. | 10,000. | |
| BAKERSFIELD CITY SCHOOL DISTRICT EDU FUND 1300 BAKER STREET BAKERSFIELD, CA 93305 | NO RELATION PUBLIC CHARITY | TO PARTNER WITH THE COMMUNITY TO PROVIDE RESOURCES THAT DIRECTLY IMPACT THE LIVES OF CHILDREN THROUGH INNOVATIVE EDUCATIONAL PROGRAMS | 1,500. | |
| BAKERSFIELD POLICE ACTIVITIES LEAGUE 301 E 4TH STREET BAKERSFIELD, CA 93307 | NO RELATION PUBLIC CHARITY | TO PROVIDE QUALITY ACTIVITIES FOR THE YOUTH OF OUR COMMUNITY | 10,000 | |
| | | TOTAL CONTRIBUTIONS PAID | | <u><u>258,935</u></u> |

ATTACHMENT 13 (CONT'D)

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

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

2009

Name of estate or trust

WILLIAM & FLORENCE WHEELER FOUNDATION

Employer identification number

88-0233486

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

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

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo. , day, yr) | (c) Date sold (mo. , day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---------------------------------------|-----------------------------------|-----------------|--|--|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | 203,473. | | | |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | | | | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | | | | |
| 4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet | 4 | () | | | |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ► 5 203,473. | | | | | |

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

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo. , day, yr) | (c) Date sold (mo. , day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|---------------------------------------|-----------------------------------|-----------------|--|--|
| 6a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | -44,300. | | | |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | | | | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | | | | |
| 9 Capital gain distributions | 9 | | | | |
| 10 Gain from Form 4797, Part I | 10 | | | | |
| 11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet | 11 | () | | | |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ► 12 -44,300. | | | | | |

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

Schedule D (Form 1041) 2009

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|---|---|--|--------------------------------|------------------|
| 13 | Net short-term gain or (loss) | 13 | | 203,473. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | -44,300. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b | | |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14a ► | 15 | | 159,173. |

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

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

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

| Part V Tax Computation Using Maximum Capital Gains Rates | |
|--|--|
| Form 1041 filers. | Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero |
| Caution: Skip this part and complete the worksheet on page 8 of the instructions if | |

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

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

| | | | | |
|----|--|----|----|--|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | | |
| 18 | Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | |
| 20 | Add lines 18 and 19 | 20 | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ► | 21 | | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- | 22 | | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- | 23 | | |
| 24 | Enter the smaller of the amount on line 17 or \$2,300 | 24 | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? | | | |
| | <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box | | | |
| | <input type="checkbox"/> No. Enter the amount from line 23 | | | |
| 26 | Subtract line 25 from line 24 | 26 | | |
| 27 | Are the amounts on lines 22 and 26 the same? | | | |
| | <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 | | | |
| | <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | | | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | | |
| 29 | Subtract line 28 from line 27 | 29 | | |
| 30 | Multiply line 29 by 15% (15) | | 30 | |
| 31 | Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | 31 | |
| 32 | Add lines 30 and 31 | | 32 | |
| 33 | Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | 33 | |
| 34 | Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | | 34 | |

Schedule D (Form 1041) 2009

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

2009

Name of estate or trust

WILLIAM & FLORENCE WHEELER FOUNDATION

Employer identification number

88-0233486

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

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---------------------------------------|--------------------------------|--|--|---|
| 1a 2425 ALPHA NATURAL RESOURCES | 08/27/2009 | 10/19/2009 | 92,667. | 82,227. | 10,440. |
| 2500 ANNALY CAPITAL MGMT | 09/18/2009 | 01/05/2010 | 43,222. | 46,891. | -3,669. |
| 1250 ANNALY CAPITAL MGMT | 09/01/2009 | 01/05/2010 | 21,611. | 21,567. | 44. |
| 3250 ANNALY CAPITAL MGMT | 02/18/2010 | 03/26/2010 | 57,147. | 57,419. | -272. |
| 3750 ANNALY CAPITAL MGMT | 09/01/2009 | 03/26/2010 | 65,939. | 64,701. | 1,238. |
| 105 BURLINGTON NORTHN SANTA | 11/06/2008 | 11/04/2009 | 10,215. | 8,608. | 1,607. |
| 950 COOPER INDUSTRIES LTD | 10/17/2008 | 06/19/2009 | 29,464. | 29,645. | -181. |
| 450 COOPER INDUSTRIES LTD | 10/31/2008 | 06/19/2009 | 13,956. | 13,779. | 177. |
| 600 COOPER INDUSTRIES LTD | 10/30/2008 | 06/19/2009 | 18,609. | 17,345. | 1,264. |
| 165 COOPER INDUSTRIES LTD | 11/06/2008 | 06/19/2009 | 5,117. | 4,563. | 554. |
| 940 ISHARES BARCLAYS | 05/12/2009 | 06/09/2009 | 96,494. | 96,010. | 484. |
| 120 ISHARES BARCLAYS | 04/02/2009 | 03/26/2010 | 12,478. | 12,109. | 369. |
| 680 ISHARES FTSE/XINHUA CHINA | 03/24/2009 | 07/29/2009 | 27,963. | 19,531. | 8,432. |
| 1000 ISHARES FTSE/XINHUA CHINA | 03/24/2009 | 08/10/2009 | 41,957. | 28,722. | 13,235. |
| 1000 ISHARES FTSE/XINHUA CHINA | 03/24/2009 | 08/12/2009 | 41,160. | 28,722. | 12,438. |
| 1000 ISHARES INC MSCI BRAZIL | 04/17/2009 | 08/10/2009 | 60,710. | 44,351. | 16,359. |
| 1000 ISHARES INC MSCI BRAZIL | 04/17/2009 | 08/12/2009 | 59,511. | 44,351. | 15,160. |
| 200 ISHARES LEHMAN MBS | 10/31/2008 | 09/18/2009 | 21,269. | 20,020. | 1,249. |
| 945 JACOBS ENGINEERING GROUP | 11/06/2008 | 09/01/2009 | 40,934. | 30,516. | 10,418. |
| 5 JOY GLOBAL INC | 09/04/2008 | 09/01/2009 | 190. | 262. | -72. |
| 590 JOY GLOBAL INC | 06/09/2009 | 09/01/2009 | 22,412. | 24,401. | -1,989. |
| 355 JOY GLOBAL INC | 10/31/2008 | 09/01/2009 | 13,485. | 10,349. | 3,136. |
| 425 JOY GLOBAL INC | 10/30/2008 | 09/01/2009 | 16,144. | 11,698. | 4,446. |
| 350 JOY GLOBAL INC | 10/17/2008 | 09/01/2009 | 13,295. | 9,463. | 3,832. |

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b. 15,574. 10,385. 5,189.

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

Schedule D-1 (Form 1041) 2009

Continuation Sheet for Schedule D
(Form 1041)

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

2009

Name of estate or trust

WILLIAM & FLORENCE WHEELER FOUNDATION

Employer identification number

88-0233486

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

| (a) Description of property (Example 100 sh. 7% preferred of "Z" Co.) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|---|----------------------------------|--|--|---|
| 1a | | | | | |
| 495 MOSAIC CO | 07/30/2008 | 06/15/2009 | 26,573. | 64,248. | -37,675. |
| 500 MOSAIC CO | 09/19/2008 | 06/15/2009 | 26,841. | 45,837. | -18,996. |
| 505 MOSAIC CO | 06/09/2009 | 06/15/2009 | 27,110. | 26,633. | 477. |
| 500 MOSAIC CO | 04/17/2009 | 06/15/2009 | 26,841. | 21,327. | 5,514. |
| 2500 QUALCOMM INC | 06/09/2009 | 09/01/2009 | 113,030. | 114,034. | -1,004. |
| 1500 SOUTHWESTERN ENERGY CO | 04/17/2009 | 08/31/2009 | 55,353. | 49,863. | 5,490. |
| 3000 SPDR TR UNIT SER | 04/17/2009 | 02/18/2010 | 332,666. | 260,050. | 72,616. |
| 150000 STAPLES INC NT DTD | 03/25/2009 | 07/14/2009 | 159,000. | 153,750. | 5,250. |
| 49800 TCW TOTL RETURN BOND | 09/02/2009 | 09/21/2009 | 498,002. | 498,500. | -498. |
| 199 TCW TOTL RETURN BOND | 06/09/2009 | 09/21/2009 | 1,998. | 1,888. | 110. |
| 24694 TCW TOTL RETURN BOND | 06/09/2009 | 12/07/2009 | 252,340. | 233,362. | 18,978. |
| 20000 VANGUARD GNMA FUND | 09/29/2008 | 06/10/2009 | 210,600. | 207,000. | 3,600. |
| 20000 VANGUARD GNMA FUND | 08/06/2008 | 06/10/2009 | 210,600. | 202,400. | 8,200. |
| 2325 VANGUARD GNMA FUND | 02/26/2009 | 06/10/2009 | 24,484. | 24,507. | -23. |
| 30056 VANGUARD GNMA FUND | 04/20/2009 | 06/10/2009 | 316,492. | 321,000. | -4,508. |
| 49899 VANGUARD HIGH YIELD CORP | 06/10/2009 | 08/06/2009 | 255,890. | 246,000. | 9,890. |
| 17000 VANGUARD INTM TERM INV | 04/20/2009 | 09/21/2009 | 162,520. | 145,690. | 16,830. |
| 1000 KINDER MORGAN | VARIOUS | VARIOUS | 3,294. | 0. | 3,294. |
| 800 ENTERPRISE PRODUCT PARTNERS | 10/30/2008 | 08/03/2009 | 21,942. | 15,120. | 6,822. |
| 5000 BLACKSTONE GROUP | 06/19/2009 | 09/01/2009 | 60,615. | 56,969. | 3,646. |
| ISHARES | 11/04/2009 | 11/04/2009 | 93. | 0. | 93. |
| VANGUARD | 12/29/2009 | 12/29/2009 | 433. | 0. | 433. |
| VANGUARD | 03/29/2010 | 03/29/2010 | 1,046. | 0. | 1,046. |

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 203,473.

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

Schedule D-1 (Form 1041) 2009

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

Employer identification number

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

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b - 44,300.

Schedule D-1 (Form 1041) 2009

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

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

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

| | | |
|---|---|---|
| Type or print | Name of Exempt Organization WILLIAM & FLORENCE WHEELER FOUNDATION | Employer identification number 88-0233486 |
| File by the due date for filing your return. See instructions | Number, street, and room or suite no. If a P O box, see instructions. P.O. BOX 10509 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions BAKERSFIELD, CA 93389 | |

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

| | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

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

Telephone No ► **661 836-2184**

FAX No ► _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 01/15 2011 to file the exempt organization return for the organization named above. The extension is for the organization's return for

► calendar year _____ or
► tax year beginning 06/01, 2009, and ending 05/31, 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 \$ 2,000 |
| 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 \$ 9,194 |
| 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 \$ None |

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

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

Form 8868 (Rev. 4-2009)