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

OMB No 1545-0052

**2009**

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

For calendar year 2009, or tax year beginning

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 changeUse the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

WILLIAM &amp; 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)

Room/suite

B Telephone number (see page 10 of the instructions)

P.O. BOX 10509

(661) 836-2184

City or town, state, and ZIP code

BAKERSFIELD, CA 93389

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: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end ☒ Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

☐ Other (specify)

16) \$ 5,511,372.

(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				
18	Taxes (attach schedule) (see page 14 of the instructions)	4,220.	1,448.		
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. Add lines 13 through 23	121,139.	78,685.	0.	0.
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				
a	Excess of revenue over expenses and disbursements	-47,165.			
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	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		-183,457.	-20,635.	-20,635.	
	2	Savings and temporary cash investments		73,235.	293,573.	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.	2,127.	
	b	Investments - corporate stock (attach schedule) ATCH 7		2,140,913.	2,467,118.	3,198,454.	
	c	Investments - corporate bonds (attach schedule) ATCH 8		2,725,565.	1,970,340.	2,037,853.	
	Liabilities	11	Investments - land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule)					
12		Investments - mortgage loans					
13		Investments - other (attach schedule)					
14		Land, buildings, and equipment basis					
		Less: accumulated depreciation (attach schedule)					
15		Other assets (describe )					
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		4,758,607.	4,712,336.	5,511,372.	
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	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.			
Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>	27	Capital stock, trust principal, or current funds		500,000.	500,000.	
		28	Paid-in or capital surplus, or land, bldg, and equipment fund				
		29	Retained earnings, accumulated income, endowment, or other funds		4,257,775.	4,210,610.	
		30	Total net assets or fund balances (see page 17 of the instructions)		4,757,775.	4,710,610.	
		31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		4,758,607.	4,712,336.	

## 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

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1a</b> SEE PART IV SCHEDULE				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(i) 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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) . . . . .	<div style="display: inline-block; vertical-align: middle;">           { If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	<b>2</b>	159,173.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . .		<b>3</b>	

**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
<b>2</b> Total of line 1, column (d) . . . . .		<b>2</b>	0.196707
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .		<b>3</b>	0.039341
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .		<b>4</b>	5,521,790.
<b>5</b> Multiply line 4 by line 3 . . . . .		<b>5</b>	217,233.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		<b>6</b>	2,542.
<b>7</b> Add lines 5 and 6 . . . . .		<b>7</b>	219,775.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18		<b>8</b>	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)			
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		1	2,542.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	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		
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	
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	6,652.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	6,652. Refunded	11	

**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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> NANCY L. WHEELER SMITH Telephone no <input type="checkbox"/> (661) 836-2184			
	Located at <input type="checkbox"/> P.O. BOX 10509 BAKERSFIELD, CA ZIP + 4 <input type="checkbox"/> 93389			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/>	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"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **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? ☐ 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** ☒

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? ☐ **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	

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

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

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	258,935.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	258,935.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	2,542.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	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 2009				
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 . . . . .				

4942(j)(5)

NONE

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>  ATTACHMENT 13				
<b>Total.</b>			▶ <b>3a</b>	258,935.
<b>b Approved for future payment</b>				
<b>Total.</b>			▶ <b>3b</b>	



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

- [illegible]

- b If "Yes," complete the following schedule**

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
Sign Here	X <u>Nancy Wheeler Smith</u> Signature of officer or trustee		<u>11/30/10</u> Date	<u>President</u> Title
	Paid Preparer's Use Only Preparer's signature <u>Matt Davis CPA</u> Date <u>11/23/10</u> Check if self-employed <input type="checkbox"/>		Preparer's identifying number (See Signature on page 30 of the instructions) <u>P00192892</u>	
	Firm's name (or yours if self-employed), address, and ZIP code <u>CBIZ MHM, LLC</u> <u>5060 CALIFORNIA AVE., SUITE 800</u> <u>BAKERSFIELD, CA 93309</u>		EIN <u>33-0737981</u> Phone no <u>661-325-7500</u>	

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**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 12/31/89	Adj. basis as of 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
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 12/31/89	Adj basis as of 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
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

## 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 12/31/89	Adj basis as of 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
15,574.		410 JOY GLOBAL INC 10,385.				P	11/06/2008 5,189.	09/01/2009
26,573.		495 MOSAIC CO 64,248.				P	07/30/2008 -37,675.	06/15/2009
26,841.		500 MOSAIC CO 45,837.				P	09/19/2008 -18,996.	06/15/2009
27,110.		505 MOSAIC CO 26,633.				P	06/09/2009 477.	06/15/2009
26,841.		500 MOSAIC CO 21,327.				P	04/17/2009 5,514.	06/15/2009
113,030.		2500 QUALCOMM INC 114,034.				P	06/09/2009 -1,004.	09/01/2009
55,353.		1500 SOUTHWESTERN ENERGY CO 49,863.				P	04/17/2009 5,490.	08/31/2009
332,666.		3000 SPDR TR UNIT SER 260,050.				P	04/17/2009 72,616.	02/18/2010
159,000.		150000 STAPLES INC NT DTD 153,750.				P	03/25/2009 5,250.	07/14/2009
498,002.		49800 TCW TOTL RETURN BOND 498,500.				P	09/02/2009 -498.	09/21/2009
1,998.		199 TCW TOTL RETURN BOND 1,888.				P	06/09/2009 110.	09/21/2009
252,340.		24694 TCW TOTL RETURN BOND 233,362.				P	06/09/2009 18,978.	12/07/2009

## 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 12/31/89	Adj basis as of 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
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 r o p e r t y	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/88	Adj basis as of 12/31/88	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	10/31/2008 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		Gain or (loss)	
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 1

FORM 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	<del>832.</del>	832.
TOTAL	<u>54,589.</u>	<u>54,589.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME FROM K-1	460.	460.
TOTALS	460.	460.

ATTACHMENT 3FORM 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>31,491.</u>	<u>31,491.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

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

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

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

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

ATTACHMENT 6

<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>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 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	<u>2,467,118.</u>	<u>3,198,454.</u>

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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.

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
PAYROLL TAXES PAYABLE	1,726.
TOTALS	<u>1,726.</u>

WILLIAM & FLORENCE WHEELER FOUNDATION

88-0233486

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

CONTRIBUTIONS  
TO EMPLOYEE  
BENEFIT PLANS

EXPENSE ACCT  
AND OTHER  
ALLOWANCES

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

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

TRUSTEE  
8.00

29,583.

0.

0.

GRAND TOTALS

29,583.

0.

0.

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

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

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

ATTACHMENT 13

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 BIN 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

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

ATTACHMENT 13 (CONT'D)

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	38,167
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 214 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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARINE TOYS FOR TOTS 18251 QUANTICO GATEWAY DR TRIANGLE, VA 22172	NO RELATION PUBLIC CHARITY	TO COLLECT NEW, UNWRAPPED TOYS DURING OCTOBER, NOVEMBER AND DECEMBER EACH YEAR, AND DISTRIBUTE THOSE TOYS AS CHRISTMAS GIFTS TO NEEDY CHILDREN IN THE COMMUNITY IN WHICH THE CAMPAIGN IS CONDUCTED	500
NORTH BAKERSFIELD ROTARY 5060 CALIFORNIA AVE, STE 1200 BAKERSFIELD, CA 93309-0728	NO RELATION PUBLIC CHARITY	TO ENCOURAGE AND FOSTER THE IDEAL OF SERVICE AS A BASIS OF WORTHY ENTERPRISE	1,000.
OUR LADY OF PERPETUAL HELP 124 COLUMBUS STREET BAKERSFIELD, CA 93305-1798	NO RELATION PUBLIC CHARITY	TO PROMOTE A DEEPER LIFE WITH JESUS AND THE CELEBRATION OF HIS PRESENCE IN WORD AND SACRAMENT	2,500
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 MAJO DRIVE VALENCIA, CA 91355-1009	NO RELATION PUBLIC CHARITY	TO ASSIST DISADVANTAGED CHILDREN	5,000

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

ATTACHMENT 13 (CONT'D)

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 301 E ROBERTS LN BAKERSFIELD, CA 93308-4818	NO RELATION PUBLIC CHARITY		TO PROVIDE YOUTH, ADULTS AND FAMILIES WITH AN EFFECTIVE AND COMPREHENSIVE CHRISTIAN FAITH-BASED SOLUTION TO LIFE-CONTROLLING DRUG AND ALCOHOL PROBLEMS IN ORDER TO BECOME PRODUCTIVE MEMBERS OF SOCIETY	1,000.
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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CALIFORNIA LIVING MUSEUM 10500 ALFRED HARRELL HWY BAKERSFIELD, CA 93306	NO RELATION PUBLIC CHARITY	TO SUPPORT WILDLIFE HEALTH CENTER.	100.
M A R E 18200 JOHNSON RD BAKERSFIELD, CA 93314	NO RELATION PUBLIC CHARITY	TO PROVIDE EQUINE ASSISTED PROGRAMS TO CHILDREN AND ADULTS WITH PHYSICAL, COGNITIVE OR EMOTIONAL CHALLENGES	4,680
MONTEREY ROAD ELEMENTARY PTA 3355 MONTEREY RD ATASCADERO, CA 93422-1869	NO RELATION SCHOOL	TO SUPPORT PUBLIC EDUCATION.	7,000
KERN COUNTY DEPT OF HUMAN SERVICES 100 E CALIFORNIA AVE BAKERSFIELD, CA 93307	NO RELATION PUBLIC CHARITY	TO SPONSOR VARIOUS PROGRAMS PROVIDED BY THE DEPARTMENT OF HUMAN SERVICES	3,302.
JUNIOR LEAGUE OF BAKERSFIELD P O BOX 2920 BAKERSFIELD, CA 93303	NO RELATION PUBLIC CHARITY	TO PROMOTE VOLUNTARISM THROUGH COMMUNITY SERVICE AND TO TRAIN MEMBERS FOR COMMUNITY LEADERSHIP.	596.
HELPING CHILDREN WORLDWIDE 13525 DULLES TECHNOLOGY DR, SUITE 103 HERNDON, VA 20171	NO RELATION PUBLIC CHARITY	TO PROVIDE HOPE TO IMPROVERISHED CHILDREN BY ALLEVIATING THEIR SUFFERING, MEETING THEIR PHYSICAL, EMOTIONAL, AND SPIRITUAL NEEDS.	5,000

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	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

258,935

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

# Capital Gains and Losses

► 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).

OMB No 1545-0082

**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****Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		203,473.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		-44,300.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		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**

<b>16</b>	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	<b>16</b>	( )
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**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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	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. . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24. . . . .	<b>26</b>		
<b>27</b>	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 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>		
<b>31</b>	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). . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	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). . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). . . . .	<b>34</b>		

Schedule D (Form 1041) 2009

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**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.

OMB No 1545-0092

**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.
1110 JOY GLOBAL INC	11/06/2008	09/01/2009	15,574.	10,385.	5,189.

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

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

Schedule D-1 (Form 1041) 2009

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**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.

OMB No 1545-0092

**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)
<b>1a</b>					
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**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000 FEDERAL HOME LN BANK CA	06/11/2008	06/30/2009	100,000.	102,000.	-2,000.
200000 FEDERAL HOME LN BANK	01/23/2008	04/13/2010	200,000.	209,800.	-9,800.
100000 FEDERAL HOME LN BANK	06/11/2008	11/20/2009	100,000.	98,000.	2,000.
480000 GOVERNMENTAL NATL MTG	02/27/2002	05/15/2010	88.	91.	-3.
780000 GOVERNMENTAL NATL MTG	02/27/2002	05/15/2010	310.	320.	-10.
605 BURLINGTON NORTHN SANTA	07/30/2008	11/04/2009	58,857.	62,366.	-3,509.
500 ENSTAR GROUP LTD	10/10/2007	02/18/2010	31,167.	72,030.	-40,863.
400 ENSTAR GROUP LTD	09/07/2006	02/18/2010	24,934.	39,543.	-14,609.
8 ENSTAR GROUP LTD	09/07/2006	02/19/2010	498.	791.	-293.
175 ENSTAR GROUP LTD	09/05/2006	02/19/2010	10,901.	17,175.	-6,274.
25 ENSTAR GROUP LTD	09/06/2006	02/19/2010	1,557.	2,452.	-895.
192 ENSTAR GROUP LTD	09/01/2006	02/19/2010	11,960.	18,459.	-6,499.
200 ENSTAR GROUP LTD	08/31/2006	02/19/2010	12,458.	18,988.	-6,530.
2000 HEWLETT-PACKARD CO	06/05/1981	06/19/2009	76,454.	97,437.	-20,983.
500 ISHARES LEHMAN MBS	10/31/2008	03/26/2010	53,556.	50,050.	3,506.
865 JOY GLOBAL INC	07/30/2008	09/01/2009	32,859.	63,576.	-30,717.
400 SOUTHWESTERN ENERGY CO	06/01/2007	08/31/2009	14,761.	9,500.	5,261.
3320 SOUTHWESTERN ENERGY CO	04/18/2007	08/31/2009	122,515.	70,892.	51,623.
2280 SOUTHWESTERN ENERGY CO	04/19/2007	08/31/2009	84,137.	47,794.	36,343.
FLOWTHROUGH FROM K-1S	VARIOUS	VARIOUS		48.	-48.
<b>6b Total.</b> 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

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization	Employer identification number
	WILLIAM & FLORENCE WHEELER FOUNDATION	88-0233486
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 10509	
File by the due date for filing your return. See instructions	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 <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	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)