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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service (77)

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 7/4/2009, and ending 7/2/2010

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 WD FOUNDATION		A Employer identification number 33-0769372
	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) (949) 672-7000
	3355 MICHELSON DRIVE	SUITE 100	
	City or town, state, and ZIP code IRVINE CA 92612		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 228,656			2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	1,460,628			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	0	0		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	0			
b Gross sales price for all assets on line 6a	0			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	1,460,628	0	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefit plans				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	0	0	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) Statement 1	5,300	0	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	5,300	0	0	0
25 Contributions, gifts, grants paid	1,412,275			1,412,275
26 Total expenses and disbursements. Add lines 24 and 25	1,417,575	0	0	1,412,275
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	43,053			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			0	

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

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(HTA)

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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	185,603	228,656	228,656
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) 0	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S. and state government obligations (attach schedule) 0	0	0	0
	b Investments—corporate stock (attach schedule) 0	0	0	0
	c Investments—corporate bonds (attach schedule) 0	0	0	0
Liabilities	11 Investments—land, buildings, and equipment: basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) 0	0	0	0
	14 Land, buildings, and equipment: basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item 1)	185,603	228,656	228,656
	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 0	0	0	
	21 Mortgages and other notes payable (attach schedule) 0	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22) 0	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
Net Assets or Fund Balances	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds 185,603	185,603	228,656	
	30 Total net assets or fund balances (see page 17 of the instructions) 185,603	185,603	228,656	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see page 17 of the instructions) 185,603	185,603	228,656	

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	185,603
2 Enter amount from Part I, line 27a	2	43,053
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	228,656
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	228,656

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			
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	0	0	0
b	0	0	0
c	0	0	0
d	0	0	0
e	0	0	0

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

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

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	0
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	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,124,349	254,893	4.411063
2007	283,562	168,422	1.683640
2006	534,907	53,947	9.915417
2005	492,020	152,051	3.235888
2004	0	0	0.000000

2 Total of line 1, column (d)	2	19.246008
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	3.849202
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	189,539
5 Multiply line 4 by line 3	5	729,574
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	729,574
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	1,417,575

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2009 estimated tax payments and 2008 overpayment credited to 2009

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2010 estimated tax 0 Refunded

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(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

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) 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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses WESTERN DIGITAL TECHNOLOGIES, INC 95-264712

3355 MICHELSON DRIVE, SUITE 100, IRVINE, CA 92611

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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 WWW.WDC.COM/EN/COMPANY/COMMUNITYRELATIONS/				
14	The books are in care of KITTY YEE-WONG	Telephone no (949)672-7000		
Located at 3355 MICHELSON DRIVE, SUITE 100 IRVINE CA		ZIP+4 92612		
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		15	N/A	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
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)	3b	N/A
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))? ☐ 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)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation** (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 2	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

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

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

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		0
		0
		0
		0
		0
		0

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	0
Total. Add lines 1 through 3 ▶	0

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	
b	Average of monthly cash balances	1b	192,425
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	192,425
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	
3	Subtract line 2 from line 1d	3	192,425
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	2,886
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	189,539
6	Minimum investment return. Enter 5% of line 5	6	9,477

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	9,477
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,477
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	9,477
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	9,477

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	1,417,575
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,417,575
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,417,575

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				9,477
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	274,836			
b From 2005	484,397			
c From 2006	534,210			
d From 2007	275,141			
e From 2008	1,111,604			
f Total of lines 3a through e	2,680,188			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,417,575				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				9,477
e Remaining amount distributed out of corpus	1,408,098			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,088,286			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (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)	274,836			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,813,450			
10 Analysis of line 9:				
a Excess from 2005	484,397			
b Excess from 2006	534,210			
c Excess from 2007	275,141			
d Excess from 2008	1,111,604			
e Excess from 2009	1,408,098			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling



b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

ROSEMARY KRUPP 3355 MICHELSON DRIVE, SUITE 100 IRVINE CA 92612 (949)672-7000

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

SEE STATEMENT 3

c Any submission deadlines

REQUESTS ARE REVIEWED QUARTERLY

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

SEE STATEMENT 3

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 4				1,412,275
Total			▶ 3a	1,412,275
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

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

N/A

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

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

[illegible]

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

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

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

Sign Here

Signature of officer or trustee

Date _____

Title

**Paid
Preparer's
Use Only**Preparer's
signature

Date _____

Check if
self-employed ☐

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EIN ▶

Phone no

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

WD FOUNDATION

Employer identification number

33-0769372

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WD FOUNDATION	Employer identification number 33-0769372
---------------------------------------	--

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WESTERN DIGITAL TECHNOLOGIES, INC. 3355 MICHELSON DRIVE, SUITE 100 IRVINE CA 92612 Foreign State or Province Foreign Country	\$ 1,453,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	 Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	 Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	 Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	 Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	 Foreign State or Province: Foreign Country:	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

WD Foundation
FEIN 33-0769372
Tax Year Ending July 2, 2010

Statement 1
Part I, Line 23: Other Expenses

	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dues & Subscriptions	5,300			

WD Foundation
FEIN 33-0769372
Tax Year Ending July 2, 2010

Statement 2

Part VIII: Information About Officers and Directors

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

WD *Foundation*

COMMUNITY GRANTS PROGRAM GUIDELINES

I. STATEMENT OF POLICY

As a corporate citizen in the communities in which it operates, Western Digital (WD) recognizes a responsibility consistent with its business objectives to respond to the needs of the communities in which it operates and where its employees live. The quality of life and education, the well-being of our employees and their families, and the economic health of our society are of vital interest to our organization, its leadership, and staff. As such, WD has established charitable foundations to address global community needs on a regional basis.

The Western Digital Charitable Foundation, "WD Foundation", a California non-profit benefit corporation, was created in 1997 to support Western Digital's philanthropic activities that support economic, social, educational, and health needs in our regional business communities within the United States. As such, WD Foundation grants are directed toward non-profit organizations in Orange, Santa Clara and Alameda Counties in California, and Boulder County, Colorado.

Western Digital Corporation (WDT) also supports global philanthropic programs through WD Foundations in Thailand and Malaysia. Each WD Foundation manages grant applications within its geographic region, based on local guidelines, legal requirements, and local customs.

I. BUDGETS

WD policy is that monetary contributions be consistent with both our corporate giving priorities and a defined target change of earnings. The budget is reallocated each fiscal year and will be reviewed quarterly against the Company's financial performance.

III. AREAS OF INTEREST

Western Digital supports organizations that operate in the following categories and allocates the specified percentage of the annual budget for charitable contributions:

Education	40%
Health and Human Services	40%
Civic and Community	20%

WD Foundation 33-0769372

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

Emphasis is placed on supporting established and successful organizations in the community as well as new programs that may prove to be models for effective ways of delivering needed services.

Education

Western Digital supports public educational organizations that offer programs from primary through graduate levels. Of special interest are programs that focus on:

- Innovation in engineering (electrical, mechanical, chemical and solid state physics)
- Personal computing literacy and science discovery
- STEM (Science, Technology, Engineering and Mathematics) Programs

In addition to grants, Western Digital provides a matching gifts program, through a partnership with United Way, for employee donations made to educational institutions. Private educational institutions may qualify for WD funding through the Matching Gifts Program rather than through Foundation grants.

Health and Human Services

Emphasis will be placed on requests received from agencies that are directed toward countering economic hardship, providing for economic progress and for programs leading to economic self-sufficiency. Organizations of particular interest focus their efforts on:

- Disadvantaged or at-risk youth
- Homeless prevention and crisis intervention
- Basic health care services

Civic and Community

Western Digital supports organizations in Orange, Santa Clara and Alameda Counties in California, and Boulder County, Colorado, that promote the long-term betterment and permanent improvement of a community and are of benefit to all residents. Of particular interest are agencies supporting:

- Environmental protection and preservation
- Community volunteer projects benefiting low income families, veterans, and/or disabled individuals

IV. CRITERIA

WD Foundation 33-0769372
Form 990-PF, Part XV, Line 2(b) & 2(d)

Successful applicants will meet the following criteria to be considered for a contribution:

- Be previously designated tax-exempt non-profit organization as defined under Sections 501(c)(3) and 170 (b) of the IRS Code
- Show program capability, sound fiscal policies, responsible management, evidence of long-range planning and effective use of volunteers
- Have a competent, active board of directors providing sound policies and guidance to the organization and its members
- Maintain a list of corporate contributors
- Produce a budget, financial statements and a plan for funding beyond the period covered by the proposed contribution
- Show a method of evaluating the results of the proposed project
- Provide evaluations of any previous WD funded project PRIOR to applying for additional funding

V. LIMITATIONS AND EXCLUSIONS

- Western Digital does not provide repetitive annual grants or continuing support for organizations or programs. Applications from organizations receiving current or previous Western Digital support will be reviewed as a new request annually and evaluated in relation to other submitted proposals and budgetary considerations.
- Western Digital will not commit to multi-year donations.
- Western Digital does not provide funding for capital campaigns.
- No support will be extended to religious activities or programs that serve, or appear to serve, specific religious groups or denominations. However, if a proposal submitted by a church-based or similar organization falls clearly within program guidelines and is intended to serve as broad a segment of the population as the program of a comparable non-religious organization, we will consider the proposal on the same basis as others.
- Support for private educational institutions will be managed through WD's matching gifts program and/or in-kind donations.
- Exclusions to review for contributions due to Western Digital Foundation Laws or Policies, federal laws or budgetary considerations include:

- Individuals
- Sports Teams
- Organizations that discriminate on the basis of race, color, creed, gender, sexual preference, disability, age, or national origin
- Grant-making foundations
- Fund raising events
- Political organizations
- Organizations failing to meet Western Digital's Corporate standards for ethical operation and social value
- Agencies whose service area is not included in the geographic regions outlined above

VI. APPLICATION PROCEDURES

Proposals are reviewed by foundation staff for initial recommendation of denial or approval. The Contributions Committee, composed of senior management, makes the final recommendation.

Western Digital processes grant requests on a semi-annual basis. Please indicate which funding period you are requesting. Grants not meeting the postmark deadline will NOT be forwarded to the next cycle and must be resubmitted prior to the next deadline. Applications may be submitted to only one WD location.

_____ July 1 – December 31 (Grant submittal deadline is May 15)

_____ January 1 – June 30 (Grant submittal deadline is Nov.15)

If an organization or program meets Western Digital's eligibility requirements referenced above and wishes to be considered for a charitable contribution they will need to submit the following documents:

- A formal request on the organization's letterhead which includes:
 - A description of the organization, its name, address, telephone number, email address, web site address, and Executive Director's contact name
 - A brief statement of purpose or objectives of the organization
 - Specific dollar amount of request with an explanation of how the funds will be used
- A completed "Grant Summary Request" form
- A copy of the organization's most recent tax-exempt ruling statement from the IRS (Does not pertain to educational institutions)
- A list of the board of directors, or board of trustees, and their affiliations

WD Foundation 33-0769372

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

- A list of current corporate sponsors
- The most recent financial report showing the overall budget of the organization, including income and expenses for the last two years and the year in which the contribution is being sought. If the donation request pertains to an event or program, a budget specific to that event is ALSO required.
- Please do not include video/audio with your grant request package.

**WDC Foundation
FEIN 33-0769372
As of July 2, 2010**

STATEMENT 3

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

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Discovery Science Center	2500 North Main Street, Santa Ana, CA 92705	501 (C)		25,000
Orange County Business Council	2 Park Plaza, Suite 100, Irvine, CA 92614	501 (C)		2,500
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		23,136
Project HOPE	343 E Grove Ave, Orange, CA 92865	501 (C)		20,000
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		200
Orange County United Way	File 51041, Los Angeles, CA 90074-1041	501 (C)		1,184
Society of Women Engineers	Orange County Section, P O Box 53746, Irvine, CA 92619-3746	501 (C)		5,100
Friends of Children's Museum La Habra	301 S Euclid Street, La Habra, CA 90631	501 (C)		6,000
Lake Forest Elementary School	21801 Pittsford Dr , Lake Forest, CA 92630	501 (C)		20,510
Lake Forest Elementary School	21801 Pittsford Dr , Lake Forest, CA 92630	501 (C)		3,875
Project Tomorrow	Science Docent Program, 15707 Rockfield Blvd , Suite 330, Irvine, CA 92618	501 (C)		20,000
Vital Link Orange County	PO Box 12064, Costa Mesa, CA 92627	501 (C)		2,500
Laguna Canyon Foundation	PO Box 4895, Laguna Beach, CA 92652	501 (C)		2,000
Children's Maritime Foundation	4676 Lake View Ave , Suite 109-E, Yorba Linda, CA 92886-9933	501 (C)		2,000
Boys & Girls Clubs Capo Valley	1 Via Positiva, San Juan Capistrano, CA 92675	501 (C)		5,000
Special Olympics OC	2080 N Tustin #B, Santa Ana, CA 92705	501 (C)		5,000
O C Child Abuse Prevention Center	500 S Main, Suite 1100, Orange, CA 92868	501 (C)		10,000
Big Brothers Big sisters of Orange County	14131 Yorba St , Ste 200, Tustin, CA 92780	501 (C)		5,000
Blind Children's Learning Center	18642-B Vanderlip Ave , Santa Ana, CA 92705	501 (C)		10,000
Us Too Gymnastics	25 Spectrum Pointe, Suite 405, Lake Forest, CA 92630	501 (C)		5,000
Orange County ARC	225 W Carl Karcher Way, Anaheim, CA 92801	501 (C)		10,000
Goodwill of Orange county	410 North Fairview, Santa Ana, CA 92703	501 (C)		10,000
Boys & Girls Clubs Anaheim	PO Box 350, Anaheim, CA 92815	501 (C)		10,000
Working Wardrobes	11614 Martens River Circle, Fountain Valley, CA 92708	501 (C)		5,000
South County Outreach	26776 Vista Terrace, Lake Forest, CA 92630	501 (C)		25,000
Skyline High School	600 East Mountain Ave , Longmont, CO 80501	501 (C)		24,825
Flagstaff Academy	1841 Lefthand Circle, Longmont, CO 80501	501 (C)		3,000
Safe Shelter of St Vrain Valley	Po Box 231, Longmont, CO 80502	501 (C)		10,000
Save the Bay	350 Frank H Ogawa Plaza, Suite 900 Oakland, CA 94012	501 (C)		1,000
Alameda County Community Food Bank	Po Box 2599, Oakland, CA 94614	501 (C)		750
Orange County United Way	File 51041, Los Angeles, CA 90074-1041	501 (C)		15,500
American Heart Association	START O C Heart Walk, 4600 Campus Drive, Irvine, CA 92617	501 (C)		5,000
Road to Recovery	221 Main St , Suite 300, San Francisco, CA 94105	501 (C)		10,000

STATEMENT 4

WDC Foundation
FEIN 33-0769372
As of July 2, 2010

STATEMENT 3

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

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIFE ElderCare	PO Box 5006, Fremont, CA 94537-5006	501 (C)		10,000
Reading Partners - Oakland	106 Linden St , Suite 202, Oakland, CA 94607	501 (C)		10,000
Junior Achievemnt of the Bay Area	3003 Oak Rd , Ste 109, Walnut Creek, CA 94597	501 (C)		20,000
Women's Initiative for Self Employment	1398 Valencia Street, San Francisco, CA 94110	501 (C)		10,000
Kid Power	Po Box 2163, Castro Valley, CA 94546	501 (C)		5,000
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		3,000
Longmont Area Economic Council	528 Main Street, Longmont, CO 80501	501 (C)		240
ACT for Mental Health, Inc	441 Park Ave, San Jose, CA 95110	501 (C)		10,000
Career Closet of Santa Clara County	43E Gish Road, Suite 100, San Jose, CA 95112	501 (C)		2,500
Downtown College Prep	1460 The Alameda, San Jose, CA 95126	501 (C)		5,000
Family Supportive Housing	1590 Las Plumas Ave, San Jose, CA 95133	501 (C)		10,000
InnVision the Way Home	974 Willow Street, San Jose, CA 95125	501 (C)		10,000
Junior Achievement of Silicon Valley	1401 Parkmoor, Suite 110, San Jose, CA 95126	501 (C)		5,000
Kidpower South Bay / Silicon Valley	2471 Middlefield Rd , Palo Alto, CA 94303	501 (C)		3,000
Next Door Solutions to Domestic Violence	234 East Gish Road, Suite 200, San Jose, CA 95112	501 (C)		5,000
Oak Grove High School	285 Blossom Hill Rd, San Jose, CA 95123	501 (C)		5,000
PARCA	800 Airport Blvd , # 320, Burlingame, CA 94010	501 (C)		5,000
Parents Helping Parents, Inc	1400 Parkmoor Ave , Ste 100, San Jose, CA 95126	501 (C)		2,500
Reading Partners	528 Valley Way, Milpitas, CA 95126	501 (C)		5,000
San Jose Jazz Society	145 West San Carlos St , San Jose, CA 95113	501 (C)		5,000
Silicon Valley Children's Fund	Technology Training Program, 4525 Union Avenue, San Jose, CA 95124	501 (C)		10,000
Office of Science Outreach	Building 60, Room 214, MC2063, Stanford, CA 94305	501 (C)		4,000
Valley Christian School	100 Skyway Dr , San Jose, CA 95111	501 (C)		1,000
Women's Initiative for Self Employment	1398 Valencia Street, San Francisco, CA 94110	501 (C)		4,000
KOCE-TV Foundation	Attn Comprehensive Campaign, P O Box 2476, Huntington Beach, CA 92647	501 (C)		50,000
Costco	355 E Neider Ave , Coeur D'Alene, ID 83815-3723	501 (C)		1,500
American Heart Association	START O C Heart Walk, 4600 Campus Drive, Irvine, CA 92617	501 (C)		300
Martha's Kitchen	311 Willow Street, San Jose, CA 95110	501 (C)		300
Project Vietnam Foundation	11100 Warner Avenue, Suite 116, Fountain Valley, CA 92708	501 (C)		300
Kidango	44000 Old Warm Springs Blvd, Fremont, CA 94538	501 (C)		600
Mile High Down Syndrome Assoc MHDSA	2121 S Oneida St, # 600, Denver, CO 80224	501 (C)		300
American Red Cross	Orange County Chapter, 601 North Goden Circle Dr , Santa Ana, CA 92705	501 (C)		30,000
Susan G Komen for the Cure	Passionately Park Day 2008, 5005 LBJ Freeway, Suite 250, Dallas, TX 75244	501 (C)		6,300

STATEMENT 4

WDC Foundation
FEIN 33-0769372
As of July 2, 2010

STATEMENT 3

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

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		51,130
Susan G Komen for the Cure	Passionately Park Day 2008, 5005 LBJ Freeway, Suite 250, Dallas, TX 75244	501 (C)		3,303
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		10,444
Adolescent Counseling Services	4000 Middlefield Rd , Ste FH, Palo Alto, Ca 94303	501 (C)		13,500
Support Network for Battered Women	1257 Tasman Drive, Ste C, Sunnyvale, CA 94089	501 (C)		15,000
City Team Ministries	2304 Zanker Road, San Jose, CA 95131	501 (C)		10,000
Community Health Awareness	711 Church St, Mountain View, CA	501 (C)		5,000
Cupertino H S / Fremont Union High Schoo	10100 Finch Ave , Cupertino, CA 95014	501 (C)		2,000
Evergreen Valley H S / Eastside Union H	3120 Silverland Dr , San Jose, CA 95135- 2047	501 (C)		1,000
Family & Children's Services	FAST Program San Jose, 375 Cambridge Ave , Palo Alto, CA 94306	501 (C)		5,000
Leadership Public Schools	2601 Mission Street, 9th Floor, San Francisco, CA 94110	501 (C)		5,000
Portuguese Organization for Social Servic	1115 E Santa Clara St , San Jose, CA 95116	501 (C)		5,000
Project HIRED	1401 Parkmoor, Suite 125, San Jose, CA 95126	501 (C)		2,500
Trans Access	1150 S Bascom Ave #7A, San Jose, Ca 95128	501 (C)		10,000
Turning Wheels for Kids	2400 Moorpark Ave , Suite 207, San Jose, CA 95128	501 (C)		1,000
Rebuilding Together Silicon Valley	April Project San Jose, P O Box 21990, San Jose, CA 95151-1996	501 (C)		10,000
Second Harvest Food Bank	750 Curtner Avenue, San Jose, CA 95125	501 (C)		15,000
Habitat for Humanity	Orange County, 2200 S Ritchey, Santa Ana, CA 92705	501 (C)		1,000
Eagle Crest Elementary School	4444 Clover Basin Dr , Longmont, CO 80503	501 (C)		4,000
A Women's Work	Po Box 817, Longmont, CO 80502	501 (C)		\$2,200
Attention Homes	3080 Broadway, Suite C, Boulder, CO 80304	501 (C)		3,000
Pinewood Springs Fire Protection District	61 Kiowa Road, Lyons, CO 80540	501 (C)		6,000
OUR Center	303 Atwood St, Longmont, CO 80501	501 (C)		2,000
OUR Center	303 Atwood St, Longmont, CO 80501	501 (C)		200
Second Harvest Food Bank	750 Curtner Avenue, San Jose, CA 95125	501 (C)		320
Big Brothers Big Sisters of the Bay Area	731 Market St , 6th Floor, San Francisco, CA 94103	501 (C)		5,000
The Family Giving Tree	606 Valley Way, Milpitas, CA 95035	501 (C)		10,000
Save the Bay	350 Frank H Ogawa Plaza, Suite 900 Oakland, CA 94012	501 (C)		7,000
Kidango	44000 Old Warm Springs Blvd, Fremont, CA 94538	501 (C)		10,000
Abode Services	Sunrise Village Emergency Shelter, 40849 Fremont Blvd , Fremont, CA 94538	501 (C)		15,000
The Family Giving Tree	606 Valley Way, Milpitas, CA 95035	501 (C)		2,555
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		2,030
Prospect High School Robotics Team	1426 Vallejo Dr , San Jose, CA 95130	501 (C)		3,000
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		54,733
Family Support Network	181 West Orangethorpe Ave, Suite D, Placentia, CA 92870	501 (C)		7,500

STATEMENT 4

WDC Foundation
FEIN 33-0769372
As of July 2, 2010

STATEMENT 3

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

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Camp del Corazon	11615 Hesby St , North Hollywood, CA 91601	501 (C)		2,500
Access OC	25283 Cabot Road, Ste , 101, Laguna Hills, CA 92653	501 (C)		2,500
New Directions for Women	2607 Willo Lane, Costa Mesa, CA 92627	501 (C)		5,000
Speech & Language Development Center	8699 Holder St, Buena Park, CA 90620-3614	501 (C)		7,500
Families Forward	Transitional Housing Program, 9221 Irvine, Blvd , Irvine, CA 92618	501 (C)		10,000
Giving Children Hope	We've Got Your Back, 8332 Commonwealth Ave , Buena Park, CA 90621	501 (C)		10,000
Human Options	Economic Self Sufficiency Program, P O Box 53745, Irvine, CA 92619	501 (C)		10,000
Mercy House	P O Box 1905, Santa Ana, CA 92702	501 (C)		15,000
Project HOPE	343 E Grove Ave, Orange, CA 92865	501 (C)		10,000
Serve the People	1206 East 17th St , Suite 204, Santa Ana, CA 92701	501 (C)		10,000
Laurel House	TEENS Program, 13722 Fairmont Way, Tustin, CA 92780	501 (C)		7,500
Orangewood Children's Foundation	Resource Center, 1575 E 17th Street, Santa Ana, CA 92705	501 (C)		10,000
Concept 7	The Empowering Education Program, 3100 Harbor Blvd, #200, Santa Ana, CA 92704	501 (C)		5,000
Casa Youth Shelter	SOAR Program, 10911 Reagan Street, Los Alamitos, CA 90720	501 (C)		12,500
Laura's House	999 Corporate Dr , Suite 225, Ladera Ranch, CA 92694	501 (C)		5,000
Volunteer Ctr of Orange County	1901 E Fourth Street, Suite 100, Santa Ana, CA 92705	501 (C)		7,500
Ocean Institute	24200 Dana Pt , Harbor Dr , Dana Point, CA 92629	501 (C)		5,000
Operation Clean Slate	Campus Beautification, 1578 Minorca Drive, Costa Mesa, CA 92626	501 (C)		5,000
Tucker Wildfire Sanctuary	39322 Modjeska Canyon Rd , Silverado, CA 92626	501 (C)		4,000
Olive Crest	2609 E 5th St , Santa Ana, CA 92703	501 (C)		5,000
Girl, Inc Orange County	SMART Girls Program, 1815 Anaheim Ave , Costa Mesa, CA 92627	501 (C)		5,000
La Madera Elementary School	25350 Serrano Road, Lake Forest, CA 92630	501 (C)		1,500
Rocket Science Tutors	9371 Larkspur, Westminster, CA 92683	501 (C)		2,000
American Cancer Society	Attn Daffodil Days, 1940 E Deere Ave , Ste 100, Santa Ana, CA 92705	501 (C)		10,000
Leadership Public Schools	2601 Mission Street, 9th Floor, San Francisco, CA 94110	501 (C)		10,000
United Way Orange County	18012 Mitchell Ave So , Irvine, CA 92614	501 (C)		110
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		5,160
American Red Cross	Orange County Chapter, 601 North Goden Circle Dr , Santa Ana, CA 92705	501 (C)		26,050
American Red Cross	Orange County Chapter, 601 North Goden Circle Dr , Santa Ana, CA 92705	501 (C)		25,000
American Breast Cancer Foundation	1220 B East Joppa Rd, Suite 332, Baltimore, MD 21286	501 (C)		500
US - ASEAN Business Council	1101 17th St , NW Ste 411, Washington, DC 20036	501 (C)		5,000

STATEMENT 4

WDC Foundation
FEIN 33-0769372
As of July 2, 2010

STATEMENT 3

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

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		50,588
American Cancer Society	Attn Daffodil Days, 1940 E Deere Ave , Ste 100, Santa Ana, CA 92705	501 (C)		100
Orange County United Way	File 51041, Los Angeles, CA 90074-1041	501 (C)		1,733
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		200
Longmont Area Economic Council	528 Main St, Longmont, CO 80501	501 (C)		1,000
WD Caring Foundation Malaysia	Lot 3 Jalan SS8/6, Sungai Way Free Industrial Zone, 47300 Petaling Jaya, Selangor, Malaysia MY			130,000
WD Caring Foundation Thailand	140 Moo 2 Bang PA-In Indust Estate, Klongjig Bang Pa-In, Ayutthaya Thailand, TH 13160			145,000
				<u>1,412,275</u>

STATEMENT 4

**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 and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization WD FOUNDATION	Employer identification number 33-0769372
	Number, street, and room or suite no. If a P.O. box, see instructions. 3355 MICHELSON DRIVE, SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. IRVINE CA 92612	

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

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

- The books are in the care of ▶ **ROBERTA SWANSON**

Telephone No. ▶ **(949) 672-9967**FAX No. ▶ **(949) 672-7873**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **2/15/2011**, 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 **7/4/2009**, and ending **7/2/2010**

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

3 a 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	\$
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	\$
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	\$ 0

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

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

(HTA)

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

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

Check type of return to be filed. (Complete application for each return):

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until _____
- 5 For calendar year _____, or other tax year beginning _____, and ending _____
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

8 a 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.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **DIRECTOR**

Date ☐