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

2010

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

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name change

Name of foundation

WHD FOUNDATION

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

333 SOUTH HOPE STREET

Room/suite

54

City or town, state, and ZIP code

LOS ANGELES, CA 90071-1406

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method

 Cash Accrual

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

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

► \$ 13136947.

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

|     |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-----|--|------------------------------------|---------------------------|-------------------------|---|
| 1   | Contributions, gifts, grants, etc., received                                       | 1004875.                           |                           | N/A                     |   |
| 2   | Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
| 3   | Interest on savings and temporary cash investments                                 | 34.                                | 34.                       |                         | Statement 2   |
| 4   | Dividends and interest from securities   | 484670.                            | 484670.                   |                         | Statement 3   |
| 5a  | Gross rents  |                                    |                           |                         |   |
| b   | Net rental income or (loss)  |                                    |                           |                         |   |
| 6a  | Net gain or (loss) from sale of assets not on line 10                              |                                    |                           |                         |   |
| b   | Gross sales price for all assets on line 6a  | 1004664.                           |                           |                         |   |
| 7   | Capital gain net income (from Part IV, line 2)                                     |                                    |                           |                         |   |
| 8   | Net short-term capital gain  |                                    |                           |                         |   |
| 9   | Income modifications   |                                    |                           |                         |   |
| 10a | Gross sales less returns and allowances  |                                    |                           |                         |   |
| b   | (Gross sales less returns and allowances)  |                                    |                           |                         |   |
| c   | Gross profit or (loss)   |                                    |                           |                         |   |
| 11  | Other income   | 42.                                | 42.                       |                         | Statement 4   |
| 12  | Total. Add lines 1 through 11  | 1489410.                           | 1455456.                  |                         |   |
| 13  | Compensation of officers, directors, trustees, etc                                 | 53000.                             | 16900.                    |                         | 36100.  |
| 14  | Other employee salaries and wages  |                                    |                           |                         |   |
| 15  | Pension plans, employee benefits   |                                    |                           |                         |   |
| 16a | Legal fees Stmt 5  | 215.                               | 108.                      |                         | 107.  |
| b   | Accounting fees Stmt 6   | 21365.                             | 9678.                     |                         | 11687.  |
| c   | Other professional fees  |                                    |                           |                         |   |
| 17  | Interest   |                                    |                           |                         |   |
| 18  | Taxes Stmt 7   | 19661.                             | 1292.                     |                         | 2864.   |
| 19  | Depreciation and depletion   |                                    |                           |                         |   |
| 20  | Occupancy  |                                    |                           |                         |   |
| 21  | Travel, conferences, and meetings  | 8437.                              | 4219.                     |                         | 4218.   |
| 22  | Printing and publications  |                                    |                           |                         |   |
| 23  | Other expenses Stmt 8  | 2662.                              | 1334.                     |                         | 1328.   |
| 24  | Total operating and administrative expenses. Add lines 13 through 23               | 105340.                            | 33531.                    |                         | 56304.  |
| 25  | Contributions, gifts, grants paid  | 607848.                            |                           |                         | 607848.   |
| 26  | Total expenses and disbursements. Add lines 24 and 25                              | 713188.                            | 33531.                    |                         | 664152.   |
| 27  | Subtract line 26 from line 12  | 776222.                            |                           |                         |   |
| a   | Excess of revenue over expenses and disbursements                                  |                                    |                           |                         |   |
| b   | Net investment income (if negative, enter -0-)                                     |                                    | 1421925.                  |                         |   |
| c   | Adjusted net income (if negative, enter -0-)                                       |                                    |                           | N/A                     |   |

6-18  
28

| Part II Balance Sheets      |     | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year    |                       |
|-----------------------------|-----|---|-------------------|----------------|-----------------------|
|                             |     |   | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1   | Cash - non-interest-bearing   | 13505.            | 7461.          | 7461.                 |
|                             | 2   | Savings and temporary cash investments  | 1079153.          | 997272.        | 997272.               |
|                             | 3   | Accounts receivable ►   |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ►  |                   |                |                       |
|                             | 4   | Pledges receivable ►  |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ►  |                   |                |                       |
|                             | 5   | Grants receivable   |                   |                |                       |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons              |                   |                |                       |
|                             | 7   | Other notes and loans receivable ►  |                   |                |                       |
|                             |     | Less allowance for doubtful accounts ►  |                   |                |                       |
|                             | 8   | Inventories for sale or use   |                   |                |                       |
|                             | 9   | Prepaid expenses and deferred charges   |                   |                |                       |
|                             | 10a | Investments - U S and state government obligations Stmt 9                                       | 1074690.          | 1074690.       | 1260700.              |
|                             | b   | Investments - corporate stock   |                   |                |                       |
|                             | c   | Investments - corporate bonds   |                   |                |                       |
|                             | 11  | Investments - land, buildings, and equipment basis ►  |                   |                |                       |
|                             |     | Less accumulated depreciation ►   |                   |                |                       |
|                             | 12  | Investments - mortgage loans  |                   |                |                       |
|                             | 13  | Investments - other Stmt 10   | 8815947.          | 9680094.       | 10871514.             |
|                             | 14  | Land, buildings, and equipment basis ►  |                   |                |                       |
|                             |     | Less accumulated depreciation ►   |                   |                |                       |
|                             | 15  | Other assets (describe ►)   |                   |                |                       |
|                             | 16  | Total assets (to be completed by all filers)  | 10983295.         | 11759517.      | 13136947.             |
| Liabilities                 | 17  | Accounts payable and accrued expenses   |                   |                |                       |
|                             | 18  | Grants payable  |                   |                |                       |
|                             | 19  | Deferred revenue  |                   |                |                       |
|                             | 20  | Loans from officers, directors, trustees, and other disqualified persons                        |                   |                |                       |
|                             | 21  | Mortgages and other notes payable   |                   |                |                       |
|                             | 22  | Other liabilities (describe ►)  |                   |                |                       |
| Net Assets or Fund Balances | 23  | Total liabilities (add lines 17 through 22)   | 0.                | 0.             |                       |
|                             |     | Foundations that follow SFAS 117, check here ► <input type="checkbox"/>                         |                   |                |                       |
|                             |     | and complete lines 24 through 26 and lines 30 and 31.   |                   |                |                       |
|                             | 24  | Unrestricted  |                   |                |                       |
|                             | 25  | Temporarily restricted  |                   |                |                       |
|                             | 26  | Permanently restricted  |                   |                |                       |
|                             |     | Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>       |                   |                |                       |
|                             |     | and complete lines 27 through 31.   |                   |                |                       |
|                             | 27  | Capital stock, trust principal, or current funds  | 0.                | 0.             |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg , and equipment fund                                  | 0.                | 0.             |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds                                | 10983295.         | 11759517.      |                       |
|                             | 30  | Total net assets or fund balances   | 10983295.         | 11759517.      |                       |
|                             | 31  | Total liabilities and net assets/fund balances  | 10983295.         | 11759517.      |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 10983295. |
| 2 | Enter amount from Part I, line 27a  | 2 | 776222.   |
| 3 | Other increases not included in line 2 (itemize) ►  | 3 | 0.        |
| 4 | Add lines 1, 2, and 3   | 4 | 11759517. |
| 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 | 11759517. |

**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<br>P - Purchase<br>D - Donation                                       | (c) Date acquired<br>(mo., day, yr.)         | (d) Date sold<br>(mo., day, yr.) |
|---|---|---|--|--|----------------------------------|
| <b>1a</b> 500 GOOGLE INC  |   |   | D  | 12/14/10                                     | 12/14/10                         |
| <b>b</b> 6000 DIONEX  |   |   | D  | 12/14/10                                     | 12/14/10                         |
| <b>c</b> Capital Gains Dividends  |   |   |  |  |                                  |
| <b>d</b>  |   |   |  |  |                                  |
| <b>e</b>  |   |   |  |  |                                  |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable)  | (g) Cost or other basis<br>plus expense of sale |  | (h) Gain or (loss)<br>(e) plus (f) minus (g) |                                  |
| <b>a</b> 297271.  |   | 248.  |  | 297023.                                      |                                  |
| <b>b</b> 705978.  |   | 33706.  |  | 672272.                                      |                                  |
| <b>c</b> 1415.  |   |   |  | 1415.  |                                  |
| <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<br>as of 12/31/69  | (k) Excess of col (i)<br>over col (j), if any   |  |  |                                  |
| <b>a</b>  |   |   |  | 297023.                                      |                                  |
| <b>b</b>  |   |   |  | 672272.                                      |                                  |
| <b>c</b>  |   |   |  | 1415.  |                                  |
| <b>d</b>  |   |   |  |  |                                  |
| <b>e</b>  |   |   |  |  |                                  |
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }             |   | <b>2</b>   | 970710.                                      |                                  |
| 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)<br>If (loss), enter -0- in Part I, line 8 } |   | <b>3</b>   | N/A  |                                  |

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

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

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

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

 Yes  No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|--|--|---|
| 2009   | 528952.                                  | 9397324.                                     | .056288   |
| 2008   | 598803.                                  | 10243961.                                    | .058454   |
| 2007   | 576095.                                  | 10503469.                                    | .054848   |
| 2006   | 546366.                                  | 9838359.                                     | .055534   |
| 2005   | 505891.                                  | 9198502.                                     | .054997   |

2 Total of line 1, column (d)

**2** .280121

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** .056024

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

**4** 11567876.

5 Multiply line 4 by line 3

**5** 648079.

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

**6** 14219.

7 Add lines 5 and 6

**7** 662298.

8 Enter qualifying distributions from Part XII, line 4

**8** 664152.If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate  
See the Part VI instructions

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1

Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  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 2010 estimated tax payments and 2009 overpayment credited to 2010

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 2011 estimated tax ►

|    |        |
|----|--------|
| 6a | 14294. |
| 6b |        |
| 6c |        |
| 6d |        |

|    |        |
|----|--------|
| 7  | 14294. |
| 8  | 213.   |
| 9  | 138.   |
| 10 |        |
| 11 |        |

Refunded ►

**Part VII-A Statements Regarding Activities**

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

|    |   |
|----|---|
| 1a | X |
| 1b | X |

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.*

|    |   |
|----|---|
| 1c | X |
| 2  | X |

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 ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

|   |   |
|---|---|
| 2 | X |
| 3 | X |

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

|    |   |
|----|---|
| 3  | X |
| 4a | X |

*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*

|    |   |
|----|---|
| 4b |   |
| 5  | X |

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

|   |   |
|---|---|
| 5 | X |
| 6 | X |

|   |   |
|---|---|
| 6 | X |
| 7 | X |

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

N/A

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

|    |   |
|----|---|
| 7  | X |
| 8b | X |

|    |   |
|----|---|
| 8b | X |
| 9  | X |

*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

|    |   |
|----|---|
| 9  | X |
| 10 | X |

|    |   |
|----|---|
| 10 | 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.*

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

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

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

12 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? Website address ► **WHH-FOUNDATION.ORG** 13  X

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

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

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ► 16  Yes  No X

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

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

1a During the year did the foundation (either directly or indirectly)  
 (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  X No  
 (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  X No  
 (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No  
 (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No  
 (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  X No  
 (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)  Yes  X No

1b 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► **1b** ► **X**

1c 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 2010? 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))  
 2a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?  Yes  X No  
 If "Yes," list the years ► 2a  N/A

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

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

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  X No  
 3b If "Yes," did it have excess business holdings in 2010 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 2010.) 3b  N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a  X  
 4b 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 2010? 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)?  
 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

 Yes  No Yes  No Yes  No Yes  No Yes  No

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

N/A

► 

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on

 Yes  No

a personal benefit contract?

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?

N/A

7b

X

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| See Statement 11     |   | 53000.                                    | 0.  | 8346.                                 |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

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

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

►

0

Form 990-PF (2010)

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

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

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

**0**
**Part IX-A** **Summary of Direct Charitable Activities**

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

**Expenses**

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

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

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

**Amount**

|   |   |  |
|---|---|--|
| 1 | N/A   |  |
| 2 |   |  |
| 3 | All other program-related investments. See instructions |  |
|   |   |  |

**Total.** Add lines 1 through 3

**0.**
**Form 990-PF (2010)**

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

|   |    |           |
|---|----|-----------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes. | 1a | 11451414. |
| a Average monthly fair market value of securities   | 1b | 292623.   |
| b Average of monthly cash balances  | 1c | 0.        |
| c Fair market value of all other assets   | 1d | 11744037. |
| d Total (add lines 1a, b, and c)  |    |           |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.        |
| 2 Acquisition indebtedness applicable to line 1 assets  | 2  | 0.        |
| 3 Subtract line 2 from line 1d  | 3  | 11744037. |
| 4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)    | 4  | 176161.   |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4         | 5  | 11567876. |
| 6 Minimum Investment return. Enter 5% of line 5   | 6  | 578394.   |

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

|  |    |         |
|--|----|---------|
| 1 Minimum investment return from Part X, line 6  | 1  | 578394. |
| 2a Tax on investment income for 2010 from Part VI, line 5  | 2a | 14219.  |
| b Income tax for 2010 (This does not include the tax from Part VI )                                | 2b |         |
| c Add lines 2a and 2b  | 2c | 14219.  |
| 3 Distributable amount before adjustments Subtract line 2c from line 1                             | 3  | 564175. |
| 4 Recoveries of amounts treated as qualifying distributions  | 4  | 0.      |
| 5 Add lines 3 and 4  | 5  | 564175. |
| 6 Deduction from distributable amount (see instructions)   | 6  | 0.      |
| 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7  | 564175. |

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

|  |    |         |
|--|----|---------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes  | 1a | 664152. |
| a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26   | 1b | 0.      |
| b Program-related investments - total from Part IX-B   |    |         |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes                        | 2  |         |
| 3 Amounts set aside for specific charitable projects that satisfy the  | 3a |         |
| a Suitability test (prior IRS approval required)   | 3b |         |
| b Cash distribution test (attach the required schedule)  |    |         |
| 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 664152. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b | 5  | 14219.  |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4   | 6  | 649933. |

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 XII** Undistributed Income (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7   |               |                            |             | 564175.     |
| 2 Undistributed income, if any, as of the end of 2010  |               |                            | 0.          |             |
| a Enter amount for 2009 only   |               |                            |             |             |
| b Total for prior years  |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2010  |               |                            |             |             |
| a From 2005  | 78526.        |                            |             |             |
| b From 2006  | 71815.        |                            |             |             |
| c From 2007  | 83429.        |                            |             |             |
| d From 2008  | 100951.       |                            |             |             |
| e From 2009  | 84716.        |                            |             |             |
| f Total of lines 3a through e  | 419437.       |                            |             |             |
| 4 Qualifying distributions for 2010 from Part XII, line 4 ► \$   | 664152.       |                            | 0.          |             |
| a Applied to 2009, but not more than line 2a   |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| d Applied to 2010 distributable amount   |               |                            | 564175.     |             |
| e Remaining amount distributed out of corpus   | 99977.        |                            |             | 0.          |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))   | 0.            |                            |             |             |
| 6 Enter the net total of each column as indicated below:   | 519414.       |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  |               | 0.                         |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b  |               |                            | 0.          |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b Taxable amount - see instructions  |               | 0.                         |             |             |
| e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr   |               |                            | 0.          |             |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011  |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7   | 78526.        |                            |             |             |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a  | 440888.       |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2006   | 71815.        |                            |             |             |
| b Excess from 2007   | 83429.        |                            |             |             |
| c Excess from 2008   | 100951.       |                            |             |             |
| d Excess from 2009   | 84716.        |                            |             |             |
| e Excess from 2010   | 99977.        |                            |             |             |



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

| Recipient                            | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient             | Purpose of grant or<br>contribution | Amount         |
|--------------------------------------|--|--|-------------------------------------|----------------|
| Name and address (home or business)  |  |  |                                     |                |
| <i>a Paid during the year</i>        |  |  |                                     |                |
| <b>SCHEDULE ATTACHED</b>             | <b>NONE</b>  | <b>SEC.<br/>501(C)(3)<br/>PUBLIC<br/>CHARITY</b> | <b>ANNUAL GIVING</b>                | <b>607848.</b> |
| <b>Total</b>                         |  |  | ► 3a                                | <b>607848.</b> |
| <i>b Approved for future payment</i> |  |  |                                     |                |
| None                                 |  |  |                                     |                |
| <b>Total</b>                         |  |  | ► 3b                                | <b>0.</b>      |

023611 12-07-10

Form 990-PF (2010)

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

| Enter gross amounts unless otherwise indicated                  | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
|   | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |   |
| 1 Program service revenue                                       |                           |               |                                      |               |   |
| a   |                           |               |                                      |               |   |
| b   |                           |               |                                      |               |   |
| c   |                           |               |                                      |               |   |
| d   |                           |               |                                      |               |   |
| e   |                           |               |                                      |               |   |
| f   |                           |               |                                      |               |   |
| g Fees and contracts from government agencies                   |                           |               |                                      |               |   |
| 2 Membership dues and assessments                               |                           |               |                                      |               |   |
| 3 Interest on savings and temporary cash investments            |                           |               |                                      | 14            | 34.   |
| 4 Dividends and interest from securities                        |                           |               |                                      | 14            | 484670.                                     |
| 5 Net rental income or (loss) from real estate                  |                           |               |                                      |               |   |
| a Debt-financed property  |                           |               |                                      |               |   |
| b Not debt-financed property                                    |                           |               |                                      |               |   |
| 6 Net rental income or (loss) from personal property            |                           |               |                                      |               |   |
| 7 Other investment income                                       |                           |               |                                      | 18            | 42.   |
| 8 Gain or (loss) from sales of assets other than inventory      |                           |               |                                      | 18            | -211.                                       |
| 9 Net income or (loss) from special events                      |                           |               |                                      |               |   |
| 10 Gross profit or (loss) from sales of inventory               |                           |               |                                      |               |   |
| 11 Other revenue  |                           |               |                                      |               |   |
| a   |                           |               |                                      |               |   |
| b   |                           |               |                                      |               |   |
| c   |                           |               |                                      |               |   |
| d   |                           |               |                                      |               |   |
| e   |                           |               |                                      |               |   |
| 12 Subtotal Add columns (b), (d), and (e)                       |                           | 0.            |                                      | 484535.       | 0.  |
| 13 Total. Add line 12, columns (b), (d), and (e)                |                           |               |                                      | 13            | 484535.                                     |
| (See worksheet in line 13 instructions to verify calculations ) |                           |               |                                      |               |   |

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



**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

**2010****Name of the organization****WHD FOUNDATION****Employer identification number****20-0775264****Organization type (check one):****Filers of:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

► \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

WHH FOUNDATION

20-0775264

## Part I Contributors (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Aggregate contributions | (d)<br>Type of contribution  |
|------------|--|--------------------------------|--|
| 1          | WILLIAM H. & SARAH S. HURT<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 90071-1406 | \$ 1004875.                    | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input checked="" type="checkbox"/> Noncash |
|            |  |                                | (Complete Part II if there is a noncash contribution.)   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Aggregate contributions | (d)<br>Type of contribution  |
|            |  | \$                             | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |  |                                | (Complete Part II if there is a noncash contribution.)   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Aggregate contributions | (d)<br>Type of contribution  |
|            |  | \$                             | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |  |                                | (Complete Part II if there is a noncash contribution.)   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Aggregate contributions | (d)<br>Type of contribution  |
|            |  | \$                             | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |  |                                | (Complete Part II if there is a noncash contribution.)   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Aggregate contributions | (d)<br>Type of contribution  |
|            |  | \$                             | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |  |                                | (Complete Part II if there is a noncash contribution.)   |
| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Aggregate contributions | (d)<br>Type of contribution  |
|            |  | \$                             | <input type="checkbox"/> Person<br><input type="checkbox"/> Payroll<br><input type="checkbox"/> Noncash            |
|            |  |                                | (Complete Part II if there is a noncash contribution.)   |

Name of organization

Employer identification number

WHH FOUNDATION

20-0775264

## Part II Noncash Property (see instructions)

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given<br><br>500 SHARES GOOGLE INC - SOLD ON<br>12/14/10<br>6,000 SHARES DIONEX - SOLD ON 12/14/10 | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|------------------------------|---|--|----------------------|
| 1                            |   | \$ 1004875 .                                   | 12/14/10             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given  | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                              |   | \$   |                      |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given  | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                              |   | \$   |                      |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given  | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                              |   | \$   |                      |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given  | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                              |   | \$   |                      |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given  | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
|                              |   | \$   |                      |

023453 12-23-10

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

---

**Name of organization**

**Employer Identification number**

## W.H.H. FOUNDATION

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held   |  |  |  |  |
|---------------------|---------------------|-----------------|---|--|--|--|--|
|                     |                     |                 | <p data-bbox="785 514 973 539">(e) Transfer of gift</p> <table border="0"> <tr> <td data-bbox="326 590 755 613">Transferee's name, address, and ZIP + 4</td> <td data-bbox="1017 590 1409 613">Relationship of transferor to transferee</td> </tr> <tr> <td data-bbox="326 621 871 720" rowspan="2"></td> <td data-bbox="901 621 1525 720" rowspan="2"></td> </tr> </table>           | Transferee's name, address, and ZIP + 4  | Relationship of transferor to transferee |  |  |
|                     |                     |                 | Transferee's name, address, and ZIP + 4   | Relationship of transferor to transferee |  |  |  |
|                     |                     |                 |   |  |  |  |  |
|                     |                     |                 |   |  |  |  |  |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held   |  |  |  |  |
|                     |                     |                 | <p data-bbox="785 928 973 953">(e) Transfer of gift</p> <table border="0"> <tr> <td data-bbox="326 985 755 1010">Transferee's name, address, and ZIP + 4</td> <td data-bbox="1017 985 1409 1010">Relationship of transferor to transferee</td> </tr> <tr> <td data-bbox="326 1018 871 1117" rowspan="2"></td> <td data-bbox="901 1018 1525 1117" rowspan="2"></td> </tr> </table>     | Transferee's name, address, and ZIP + 4  | Relationship of transferor to transferee |  |  |
|                     |                     |                 | Transferee's name, address, and ZIP + 4   | Relationship of transferor to transferee |  |  |  |
|                     |                     |                 |   |  |  |  |  |
|                     |                     |                 |   |  |  |  |  |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held   |  |  |  |  |
|                     |                     |                 | <p data-bbox="785 1342 973 1365">(e) Transfer of gift</p> <table border="0"> <tr> <td data-bbox="326 1399 755 1424">Transferee's name, address, and ZIP + 4</td> <td data-bbox="1017 1399 1409 1424">Relationship of transferor to transferee</td> </tr> <tr> <td data-bbox="326 1432 871 1531" rowspan="2"></td> <td data-bbox="901 1432 1525 1531" rowspan="2"></td> </tr> </table> | Transferee's name, address, and ZIP + 4  | Relationship of transferor to transferee |  |  |
|                     |                     |                 | Transferee's name, address, and ZIP + 4   | Relationship of transferor to transferee |  |  |  |
|                     |                     |                 |   |  |  |  |  |
|                     |                     |                 |   |  |  |  |  |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held   |  |  |  |  |
|                     |                     |                 | <p data-bbox="785 1754 973 1779">(e) Transfer of gift</p> <table border="0"> <tr> <td data-bbox="326 1813 755 1838">Transferee's name, address, and ZIP + 4</td> <td data-bbox="1017 1813 1409 1838">Relationship of transferor to transferee</td> </tr> <tr> <td data-bbox="326 1844 871 1945" rowspan="2"></td> <td data-bbox="901 1844 1525 1945" rowspan="2"></td> </tr> </table> | Transferee's name, address, and ZIP + 4  | Relationship of transferor to transferee |  |  |
|                     |                     |                 | Transferee's name, address, and ZIP + 4   | Relationship of transferor to transferee |  |  |  |
|                     |                     |                 |   |  |  |  |  |
|                     |                     |                 |   |  |  |  |  |

| RECIPIENT NAME                            | STREET ADDRESS                                       | CITY, STATE AND ZIP CODE   | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|----------------------------|----------------------------------|--------|
| ADVANTAGE SMILES FOR KIDS (ASK)           | 442 SW Umatilla Ave , Ste 200                        | Redmond, OR 97756          | COMMUNITY/HEALTH                 | 3,000  |
| AIDS SERVICE CENTER                       | 909 S Fair Oaks Ave                                  | Pasadena, CA 91105         | HEALTH                           | 100    |
| ALAMEDA COMMUNITY FOUNDATION              | PO Box 2599  | Oakland, CA 94614          | COMMUNITY                        | 2,000  |
| AMER TINITUS ASSOC                        | Unit 20, PO Box 4900                                 | Portland, OR 97208-4900    | HEALTH                           | 1,000  |
| ANDERSON RANCH ARTS CENTER                | 5263 Owl Creek Road                                  | Snowmass Village, CO 81615 | ARTS                             | 500    |
| ARMORY CENTER FOR THE ARTS*<br>ART CENTER | 145 N Raymond Ave                                    | Pasadena, CA 91103         | ARTS                             | 1,150  |
| ASPEN ART MUSEUM                          | 1700 Lida Street                                     | Pasadena, CA 91103         | ARTS                             | 500    |
| ASPEN EDUCATION FOUNDATION                | 590 North Mill St                                    | Aspen, CO 81611            | EDUCATION                        | 150    |
| ASPEN FOUNDATION FOR SPORTS MEDICINE      | POB 2200   | Aspen, CO 81612            | EDUCATION                        | 5,000  |
| ASPEN HIGH SCHOOL                         | 100 E Main Street, Ste 101                           | Aspen, CO 81611            | COMMUNITY/HEALTH                 | 20,000 |
| ASPEN PUBLIC RADIO                        | 0235 High School Road                                | Aspen, CO 81611            | COMMUNITY                        | 550    |
| ASPEN SANTA FE BALLET CO & SCHOOL         | 110 E Hallam St , #134                               | Aspen, CO 81611-1467       | ARTS/COMMUNITY                   | 2,500  |
| ASPEN VALLEY MEDICAL FOUNDATION           | 0245 Sage Way  | Aspen, CO 81611            | ARTS/COMMUNITY                   | 25,000 |
| ASPEN YOUTH CENTER                        | PO Box 1639  | Aspen, CO 81612            | EDUCATION/EDUCATION              | 10,000 |
| BACKPACKS IN BEND                         | POB 8266   | Aspen, CO 81612            | COMMUNITY                        | 5,000  |
| BEND LITTLE LEAGUE NORTH                  | 60850 Broasterhouse Rd                               | Bend, OR 97702             | COMMUNITY/EDUCATION/HEALTH       | 1,000  |
| BEND METRO PARK AND RECREATION            | PO Box 7784  | Bend, OR 97708             | COMMUNITY/HEALTH                 | 3,000  |
| BIG BROTHERS BIG SISTERS                  | 799 SW Columbia Street                               | Bend, OR 97702             | COMMUNITY/EDUCATION              | 1,500  |
| BOY SCOUTS/SGV COUNCIL                    | J-Bar-J Boys Ranch, 62895 Hamby Road                 | Bend, OR 97701             | EDUCATION                        | 7,500  |
| BOYS & GIRLS CLUB OF PASADENA             | 3450 East Sierra Madre Blvd                          | Pasadena, CA 91107         | COMMUNITY                        | 100    |
| CALIF SCIENCE CENTER FOUNDATION           | 3230 E Dal Mar Ave                                   | Pasadena, CA 91107         | COMMUNITY                        | 1,000  |
| CAMINO NUEVO CHARTER ACADEMY              | 700 Exposition Park Drive                            | Los Angeles, CA 90037      | EDUCATION                        | 10,000 |
| CASCADE MIDDLE SCHOOL                     | POB 17778  | Los Angeles, CA 90017      | EDUCATION                        | 10,000 |
| CATHOLIC CHARITIES ARCHDIOCESE OF BOSTON  | 19619 Mountaineer Way                                | Bend, OR 97702             | COMMUNITY/EDUCATION              | 3,000  |
| CENTER FOR EARLY INTERVENTION ON DEAFNESS | 275 West Broadway                                    | South Boston, MA 02127     | EDUCATION                        | 20,000 |
| CENTER FOR STUDY OF PRESIDENCY            | 1035 Grayson   | Berkeley, CA 94710         | EDUCATION                        | 2,500  |
| CENTER THEATRE GROUP                      | 1020 19th Street, NW Ste 250                         | Washington, DC 20036       | EDUCATION                        | 10,000 |
| CENTRAL OREGON COMMUNITY COLLEGE          | Music Center Annex, 601 W Temple Street              | Los Angeles, CA 90012      | ARTS                             | 575    |
| CENTRAL OREGON SYMPHONY ASSOC             | 2600 NW College Way                                  | Bend, OR 97701             | EDUCATION                        | 6,000  |
| CITY OF GRESHAM                           | POB 7953   | Bend, OR 97708-7953        | ARTS/EDUCATION                   | 1,500  |
| CLAREMONT GRADUATE UNIVERSITY             | 1333 NW Eastman Parkway                              | Gresham, OR 97030-3813     | ARTS/EDUCATION                   | 500    |
| COURT APPOINTED SPECIAL ADVOCATES (CASAA) | School of Arts and Humanities, 165 E Tenth Street    | Claremont, CA 91711        | ARTS/EDUCATION                   | 5,000  |
| DA CENTER FOR THE ARTS                    | 201 Centre Plaza Drive, Suite 3                      | Monterey Park, CA 91754    | COMMUNITY                        | 20,000 |
| DESCHUTES CHILDREN'S FDN                  | 252 D South Main Street                              | Pomona, CA 91766           | ARTS                             | 8,600  |
| EDUCATION FDN OF BEND LAPINE SCHOOLS      | PO Box 6566  | Bend, OR 97701             | COMMUNITY/EDUCATION              | 1,500  |
| EQUI-ED, INC                              | 1535 Farmer's Lane, #217                             | Bend, OR 97708             | EDUCATION                        | 5,000  |
| FARVIEW-ROCKWOOD-WILKES HISTORICAL SOC    | (Zimmerman House), POB 946                           | Santa Rosa, CA 95405       | EDUCATION/HEALTH                 | 1,000  |
| FAMILY ACCESS NETWORK                     | 2125 NE Daggitt Lane                                 | Fairview, OR 97020         | COMMUNITY                        | 1,000  |
| FOOTHILL FAMILY SERVICES                  | 2500 E Foothill Blvd, Ste 300                        | Bend, OR 97701             | EDUCATION/HEALTH                 | 20,000 |
| FRIENDS OF THE FUTURE                     | 64-1032 Mamalahoa Hwy                                | Pasadena, CA 91107         | ARTS/COMMUNITY                   | 2,500  |
| GRAY AREA FOUNDATION FOR THE ARTS         | 55 Taylor St   | Kamuela, Hawaii 96743      | ARTS/COMMUNITY                   | 2,500  |
| GRESHAM ART WALK                          | PO Box 2384  | San Francisco, CA 94102    | ARTS/COMMUNITY                   | 4,000  |
| GUGGENHEIM FOUNDATION                     | 101 Fifth Avenue                                     | Gresham, OR 97030          | ARTS                             | 125    |
| HARVARD MAGAZINE                          | PO Box 414946  | New York, NY 10128-0173    | EDUCATION                        | 100    |
| HARVEY MUDD COLLEGE                       | 301 Platt Boulevard                                  | Boston, MA 02241-4946      | EDUCATION                        | 10,000 |
| HATHAWAY-SYCAMORES                        | Fund Development Dept, 210 S Delacey Ave             | Clairemont, CA 91711       | COMMUNITY                        | 1,000  |
| HAWAII PREPARATORY ACADEMY                | 65-1692 Kokala Mountain Road                         | Pasadena, CA 91105-2006    | EDUCATION                        | 10,000 |
| HIGH DESERT MUSEUM                        | 65-1198 Kahawai St                                   | Kamuela, Hawaii 96743      | EDUCATION                        | 5,000  |
| HIGH LAKES ELEMENTARY                     | 59800 S Highway 97                                   | Bend, OR 97702             | COMMUNITY/EDUCATION              | 1,500  |
| HILL-HARBISON HOUSE                       | Bend LaPine School District, 2500 NW High Lakes Loop | Bend, OR 97701             | COMMUNITY/EDUCATION              | 2,000  |
| HILLSIDES HOME FOR CHILDREN               | 1841 Alhambra Road, PMB 807                          | San Marino, CA 91108       | COMMUNITY                        | 1,200  |
| HOMEBOY INDUSTRIES                        | 940 Avenue 64  | San Marino, CA 91105       | COMMUNITY                        | 1,000  |
| HOSPICE OF THE VALLEY                     | 130 W Bruno Street                                   | Los Angeles, CA 90012      | COMMUNITY                        | 10,000 |
| HUALALAI ACADEMY                          | PO Box 3768  | Basalt, CO 81621           | HEALTH                           | 10,000 |
|   | 74-4966 Keālakā'a St                                 | Kailua Kona, Hawaii 96740  | EDUCATION                        | 5,000  |

| RECIPIENT NAME                            | STREET ADDRESS   | CITY, STATE AND ZIP CODE     | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|------------------------------|----------------------------------|--------|
| HUNTINGTON - ARTS COUNCIL                 | 1151 Oxford Road                                       | San Marino, CA 91108         | EDUCATION                        | 7,500  |
| HUNTINGTON EDUCATION DEPARTMENT           | 1151 Oxford Road                                       | San Marino, CA 91108         | EDUCATION                        | 10,000 |
| HUNTINGTON LIBRARY                        | 1151 Oxford Road                                       | San Marino, CA 91108         | EDUCATION                        | 12,000 |
| HUNTINGTON MEMORIAL HOSPITAL              | 100 W California Blvd                                  | Pasadena, CA 91105-3027      | HEALTH                           | 10,000 |
| IDYLWILD ARTS FOUNDATION                  | 52500 Temecula Road PO Box 38                          | Idylwild, CA 92549-9960      | ARTS                             | 5,000  |
| INSTITUTE FOR JUSTICE                     | 901 N Glebe Rd, Ste 900                                | Arlington, VA 22203          | EDUCATION                        | 1,000  |
| JOHNSON CREEK WATERSHED COUNCIL           | 1900 SE Milport Rd, Ste B                              | Milwaukee, OR 97222          | EDUCATION                        | 2,500  |
| KAHILU THEATRE FOUNDATION                 | PO Box 549   | Kamuela, Hawaii 96743        | COMMUNITY/EDUCATION              | 5,000  |
| KCRW                                      | 1900 Pico Blvd   | Santa Monica, CA 90405       | COMMUNITY                        | 250    |
| KEIKI'OKA KAINA PRESCHOOL, INC            | 575 Cooke St #A  | Honolulu, HI 96814           | COMMUNITY/HEALTH                 | 1,000  |
| KEMPLE CHILDRENS CLINIC                   | Community Justice Center, 63360 NW Britta St , Bldg #1 | Bend, OR 97701               | COMMUNITY/HEALTH                 | 1,500  |
| KIDS CENTER                               | 1375 NW Kingston Ave                                   | Bend, OR 97701               | COMMUNITY/EDUCATION/HEALTH       | 1,300  |
| KKJZ                                      | Cal State Long Beach, PO Box 251469                    | Los Angeles, CA 90025        | COMMUNITY                        | 100    |
| KOCE-TV                                   | 15751 Gothard St                                       | Huntington Beach, CA 92647   | COMMUNITY                        | 275    |
| KONA COMMUNITY SAFETY LANE, INC (PATH)    | PO Box 62  | Kailua, Kona, HI 96745       | COMMUNITY/EDUCATION              | 1,000  |
| KUSC                                      | PO Box 77913   | Los Angeles, CA 90007-0913   | COMMUNITY                        | 500    |
| LA COUNTY MUSEUM OF ART                   | 5905 Wilshire Blvd                                     | Los Angeles, CA 90036        | ARTS                             | 200    |
| LAKE FOREST ELEMENTARY SCHOOL             | 21801 Pittsford Drive                                  | Lake Forest, CA 92630        | EDUCATION                        | 20,000 |
| LONG NOW FOUNDATION, THE                  | Fort Mason Center Building A                           | San Francisco, CA 94123      | EDUCATION                        | 2,000  |
| LOS ANGELES PHILHARMONIC*                 | 151 South Grand Ave                                    | Los Angeles, CA 90012-3034   | ARTS/COMMUNITY                   | 7,328  |
| LUKEKIMI LYMPHOMA SOCIETY                 | 9320 SW Barbur Blvd , Suite 140                        | Portland, OR 97219           | HEALTH                           | 1,000  |
| MAIAI CULINARY GARDEN OF WAIAMEA MID SCH  | PO Box 543   | Kamuela, Hawaii 96743        | EDUCATION/HEALTH                 | 3,000  |
| MEMORIAL SLOAN - KETTERING CANCER CENTER  | 633 Third Avenue, 28th Floor                           | New York, NY 10017           | HEALTH                           | 1,000  |
| METROPOLITAN MUSEUM OF ART                | 1000 Fifth Ave   | New York, NY 10028-0198      | ARTS                             | 100    |
| MORRIS ANIMAL FOUNDATION                  | 10200 East Girard Ave , Suite B430                     | Denver, CO 80231             | COMMUNITY                        | 1,000  |
| MOSAIC PROJECT                            | 580 Grand Avenue , Suite 303                           | Oakland, CA 94610            | COMMUNITY/EDUCATION              | 5,000  |
| MOUNTAIN STAR FAM RELIEF NURSERY          | 2125 NE Dagget Lane                                    | Bend, OR 97701               | COMMUNITY/HEALTH                 | 6,000  |
| MUSIC CENTER UNIFIED FUND                 | 135 North Grand Ave                                    | Los Angeles, CA 90012        | ARTS                             | 800    |
| NATURAL HISTORY MUSEUM                    | 900 Exposition Blvd                                    | Los Angeles, CA 90099-4873   | EDUCATION                        | 135    |
| NEWPORT BEACH PUBLIC LIBRARY              | 1000 Avocado Avenue                                    | Newport Beach, CA 92660      | EDUCATION                        | 100    |
| NEWPORT HARBOR ART MUSEUM                 | 600 E Bay Ave  | Newport Beach, CA 92661      | ARTS                             | 100    |
| NORTON SIMON MUSEUM                       | 411 West Colorado Blvd                                 | Pasadena, CA 91105-1825      | ARTS                             | 65     |
| ORANGE COUNTY MUSEUM OF ART               | 850 San Clemente Dr                                    | Newport Beach, CA 92660      | ARTS                             | 100    |
| OREGON EPISCOPAL SCHOOL                   | 6300 SW Nicol Rd                                       | Portland, OR 97223           | EDUCATION                        | 4,000  |
| OTHER MINDS                               | 333 Valencia St , Ste 303                              | San Francisco, CA 94103-3552 | ARTS                             | 5,000  |
| OXBOW SCHOOL, THE                         | 530 Third Street                                       | Napa, CA 94559               | EDUCATION                        | 5,000  |
| PACIFIC ASIA MUSEUM                       | 46 North Los Robles Avenue                             | Pasadena, CA 91101           | EDUCATION                        | 5,000  |
| PAINTED TURTLE                            | 1300 4th Street, Ste 300                               | Santa Monica, CA 90401       | ARTS/COMMUNITY                   | 10,000 |
| PARA LOS NIÑOS                            | 500 Lucas Ave  | Los Angeles, CA 90017        | EDUCATION                        | 10,000 |
| PARK DAY SCHOOL                           | 370 43rd Street  | Oakland, CA 94609            | EDUCATION                        | 1,500  |
| PASADENA ART ALLIANCE*                    | 464 E Walnut St, STE 226                               | Pasadena, CA 91101           | ARTS                             | 6,295  |
| PASADENA ARTS COUNCIL                     | 65 South Grand Ave                                     | Pasadena, CA 91105           | ARTS                             | 1,000  |
| PASADENA CONSERVATORY OF MUSIC            | 100 North Hill Ave                                     | Pasadena, CA 91106           | ARTS                             | 1,000  |
| PASADENA EDUCATIONAL FOUNDATION           | 351 South Hudson Avenue                                | Pasadena, CA 91109           | EDUCATION                        | 500    |
| PASADENA GUILD OF THE CHILDREN'S HOSPITAL | 665 S Raymond Ave                                      | Pasadena, CA 91105           | HEALTH                           | 2,500  |
| PASADENA MUSEUM OF CALIF ART              | 495 E Colorado Blvd ,                                  | Pasadena, CA 91101           | ARTS                             | 50     |
| PASADENA PLANNED PARENTHOOD               | 1045 N Lake Ave  | Pasadena, CA 91104           | COMMUNITY/EDUCATION              | 500    |
| PASADENA PLAYHOUSE                        | 39 S El Molino Ave                                     | Pasadena, CA 91101           | ARTS                             | 1,000  |
| PCC FOUNDATION                            | 1570 E Colorado Blvd                                   | Pasadena, CA 91106           | EDUCATION                        | 1,000  |
| PELICAN ART GALLERY                       | 143 Petaluma Blvd N                                    | Petaluma, CA 94952           | ARTS/EDUCATION                   | 5,000  |
| PERFORMANCES TO GROW ON                   | 201 Park Rd  | Ojai, CA 93023               | ARTS                             | 1,000  |
| PEO                                       | 61383 Rock Bluff Lane                                  | Bend, OR 97701               | EDUCATION                        | 1,500  |
| PLANNED PARENTHOOD OF LOS ANGELES         | 400 W 30th Street                                      | Los Angeles, CA 90007        | COMMUNITY/EDUCATION              | 10,000 |
| PROJECT POOCH                             | PO Box 305   | Lake Oswego, OR 97034        | COMMUNITY/EDUCATION/HEALTH       | 5,000  |
| RAND CORPORATION                          | PO Box 2138 , 1776 Main Street                         | Santa Monica, CA 90407-2138  | COMMUNITY/HEALTH                 | 1,000  |
| RENO YOUTH BRIDGE                         | 6005 Lake Geneva Dr                                    | Freno, NV 89511              | COMMUNITY                        | 5,000  |
| ROTARY FOUNDATION                         | One Rotary Center, 1560 Sherman Ave                    | Evanson, IL 60201            | HEALTH                           | 1,000  |

WILLIAM H. HURT FOUNDATION  
2010 GRANTEES LIST  
PREPARED ON 8/8/11

| RECIPIENT NAME                         | STREET ADDRESS  | CITY, STATE AND ZIP CODE   | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT                |
|--|---|----------------------------|----------------------------------|-----------------------|
| SAN MARINO FIREFIGHTERS ASSN           | 2200 Huntington Dr                                    | San Marino, CA 91108       | COMMUNITY EDUCATION              | 100                   |
| SAN MARINO ROTARY                      | POB 80301   | San Marino, CA 91108       | COMMUNITY/EDUCATION              | 10,000                |
| SIERRA MADRE SEARCH AND RESCUE         | PO Box 24   | Sierra Madre, CA 91025     | COMMUNITY/HEALTH                 | 100                   |
| SNOWCAP COMMUNITY CHARITIES            | 101 N Main Ave  | Gresham, OR 97030          | COMMUNITY                        | 1,000                 |
| SONOMA CO BICYCLE COALITION            | PO Box 3088   | Santa Rosa, CA 95404-3088  | EDUCATION                        | 5,000                 |
| SPINBINDERS                            | 312F Aspen Business Center                            | Aspen, CO 81611            | COMMUNITY                        | 1,000                 |
| ST EDMUND'S CHURCH                     | 1175 South San Gabriel Boulevard                      | San Marino, CA 91108-2226  | ARTS/COMMUNITY/EDUCATION         | 5,000                 |
| SUMMIT HIGH SCHOOL BOOSTER CLUB        | 2855 NW Clearwater Drive                              | Bend, OR 97701             | ARTS/EDUCATION                   | 2,500                 |
| SUN RIVER MUSIC FESTIVAL               | PO Box 4308   | Sunriver, OR 97707         | COMMUNITY/HEALTH                 | 2,500                 |
| TAKILMA COMMUNITY ASSOCIATION          | 9335 Takilma Road                                     | Cave Junction, OR 97523    | EDUCATION                        | 2,400                 |
| TEACH FOR AMERICA                      | 606 S Olive Street, Ste 300                           | Los Angeles, CA 90014      | ARTS/COMMUNITY                   | 10,000                |
| TOWER THEATRE                          | 835 NW Wall St  | Bend, OR 97709             | COMMUNITY/EDUCATION              | 2,500                 |
| TRUST FOR PUBLIC LAND, THE             | 115 NW Oregon Ave , Suite 16                          | Bend, OR 97701             | EDUCATION/HEALTH                 | 1,500                 |
| UCSF FOUNDATION                        | 44 Montgomery St, Ste 220                             | San Francisco, CA 94104    | EDUCATION/HEALTH                 | 29,450                |
| UCSF SCHOOL OF MEDICINE                | 44 Montgomery St, Ste 220                             | San Francisco, CA 94104    | EDUCATION/HEALTH                 | 11,000                |
| UNION STATION                          | 825 E Orange Grove Blvd                               | Pasadena, CA 91104         | COMMUNITY                        | 5,000                 |
| USC-PCASF                              | USC, Heritage Hall MC 0602                            | Los Angeles, CA 90089-0602 | COMMUNITY/HEALTH                 | 2,500                 |
| USC DEVELOPMENT OFFICE/TROY            | 1028 Marine Drive                                     | Laguna Beach, CA 92651     | COMMUNITY/EDUCATION              | 10,000                |
| VALLEY PARTNERSHIP FOR DRUG PREVENTION | 0405 Castle Creek Road, Suite 4                       | Aspen, CO 81611            | HEALTH                           | 10,000                |
| WCRF                                   | 351 Hospital Road                                     | Newport Beach, CA 92663    | HEALTH                           | 5,000                 |
| WESTSIDE CHILDREN'S CENTER             | 12120 Wagner Street                                   | Culver City, CA 90230      | COMMUNITY                        | 5,000                 |
| WOMEN AT WORK                          | 50 N Hill Avenue                                      | Pasadena, CA 91106         | COMMUNITY                        | 500                   |
| YEAH                                   | c/o Lutheran Church of the Cross, 1744 University Ave | Berkeley, CA 94703         | COMMUNITY/HEALTH                 | 10,000                |
| YES, VIRGINIA FUND, PASADENA           | 260 S Los Robles Ave , Ste 119                        | Pasadena, CA 91101         | COMMUNITY                        | 250                   |
| YOUNG AND HEALTHY                      | 37 N Holliston Ave                                    | Pasadena, CA 91106         | COMMUNITY                        | 200                   |
| <b>TOTAL</b>                           |   |                            |                                  | <b><u>607,848</u></b> |

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

| (a)<br>Description of Property | Manner<br>Acquired | Date<br>Acquired | Date Sold |
|--------------------------------|--------------------|------------------|-----------|
|                                |                    |                  |           |
| 500 GOOGLE INC                 | Donated            | 12/14/10         | 12/14/10  |

| (b)<br>Gross<br>Sales Price | (c)<br>Value at<br>Time of Acq. | (d)<br>Expense of<br>Sale | (e)<br>Deprec. | (f)<br>Gain or Loss |
|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
|                             |                                 |                           |                |                     |
| 297271.                     | 297715.                         | 0.                        | 0.             | -444.               |

| (a)<br>Description of Property | Manner<br>Acquired | Date<br>Acquired | Date Sold |
|--------------------------------|--------------------|------------------|-----------|
|                                |                    |                  |           |
| 6000 DIONEX                    | Donated            | 12/14/10         | 12/14/10  |

| (b)<br>Gross<br>Sales Price | (c)<br>Value at<br>Time of Acq. | (d)<br>Expense of<br>Sale | (e)<br>Deprec. | (f)<br>Gain or Loss |
|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
|                             |                                 |                           |                |                     |
| 705978.                     | 707160.                         | 0.                        | 0.             | -1182.              |

|                                      |       |
|--------------------------------------|-------|
| Capital Gains Dividends from Part IV | 1415. |
|--------------------------------------|-------|

|                                       |       |
|---------------------------------------|-------|
| Total to Form 990-PF, Part I, line 6a | -211. |
|---------------------------------------|-------|

|             |  |             |
|-------------|--|-------------|
| Form 990-PF | Interest on Savings and Temporary Cash Investments | Statement 2 |
|-------------|--|-------------|

| Source   | Amount |
|--|--------|
| MORGAN STANLEY SMITH BARNEY                    | 34.    |
| Total to Form 990-PF, Part I, line 3, Column A | 34.    |

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

| Source                               | Gross Amount | Capital Gains Dividends | Column (A) Amount |
|--------------------------------------|--------------|-------------------------|-------------------|
| AMCAP FUND                           | 2090.        | 0.                      | 2090.             |
| AMERICAN HIGH-INCOME TRUST           | 238053.      | 0.                      | 238053.           |
| AMERICAN MUTUAL FUND                 | 16104.       | 0.                      | 16104.            |
| CAPITAL INCOME BUILDER               | 23083.       | 0.                      | 23083.            |
| CAPITAL WORLD GROWTH & INCOME FUND   | 12504.       | 0.                      | 12504.            |
| EMERGING MARKETS GROWTH FUND         | 13136.       | 0.                      | 13136.            |
| EUROPACIFIC GROWTH FUND              | 9700.        | 0.                      | 9700.             |
| FUNDAMENTAL INVESTORS                | 7881.        | 0.                      | 7881.             |
| INTERNATIONAL GROWTH AND INCOME FUND | 8107.        | 1415.                   | 6692.             |
| MORGAN STANLEY SMITH BARNEY          | 72500.       | 0.                      | 72500.            |
| NEW WORLD FUND                       | 8790.        | 0.                      | 8790.             |
| SMALLCAP WORLD FUND                  | 7980.        | 0.                      | 7980.             |
| THE BOND FUND OF AMERICA             | 62507.       | 0.                      | 62507.            |
| THE NEW ECONOMY FUND                 | 3650.        | 0.                      | 3650.             |
| Total to Fm 990-PF, Part I, ln 4     | 486085.      | 1415.                   | 484670.           |

|             |              |           |   |
|-------------|--------------|-----------|---|
| Form 990-PF | Other Income | Statement | 4 |
|-------------|--------------|-----------|---|

| Description                           | (a)<br>Revenue<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| MORGAN STANLEY DISBURSEMENT           | 42.                         | 42.                               |                               |
| Total to Form 990-PF, Part I, line 11 | 42.                         | 42.                               |                               |

|             |            |           |   |
|-------------|------------|-----------|---|
| Form 990-PF | Legal Fees | Statement | 5 |
|-------------|------------|-----------|---|

| Description                | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LOEB & LOEB                | 215.                         | 108.                              |                               | 107.                          |
| To Fm 990-PF, Pg 1, ln 16a | 215.                         | 108.                              |                               | 107.                          |

## Form 990-PF

## Accounting Fees

## Statement 6

| Description                  | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ALFRIDA P. KING              | 2450.                        | 1225.                             |                               | 1225.                         |
| PAYCHEX                      | 1015.                        | 508.                              |                               | 507.                          |
| TERESA A. BOYLE, CPA         | 2100.                        | 1470.                             |                               | 630.                          |
| CHRISTINA BOYLE, CPA         | 15800.                       | 6475.                             |                               | 9325.                         |
| To Form 990-PF, Pg 1, ln 16b | 21365.                       | 9678.                             |                               | 11687.                        |

## Form 990-PF

## Taxes

## Statement 7

| Description                 | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PAYROLL TAXES               | 3931.                        | 1179.                             |                               | 2752.                         |
| FOREIGN TAX WITHHELD        | 5805.                        | 0.                                |                               | 0.                            |
| FILING FEES                 | 225.                         | 113.                              |                               | 112.                          |
| EXCISE TAX                  | 9700.                        | 0.                                |                               | 0.                            |
| To Form 990-PF, Pg 1, ln 18 | 19661.                       | 1292.                             |                               | 2864.                         |

## Form 990-PF

## Other Expenses

## Statement 8

| Description                 | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BANK CHARGES                | 3.                           | 2.                                |                               | 1.                            |
| DUES AND SUBSCRIPTIONS      | 169.                         | 85.                               |                               | 84.                           |
| INSURANCE                   | 675.                         | 338.                              |                               | 337.                          |
| WEBSITE DESIGN              | 1089.                        | 545.                              |                               | 544.                          |
| MISCELLANEOUS               | 33.                          | 17.                               |                               | 16.                           |
| EDUCATION                   | 225.                         | 113.                              |                               | 112.                          |
| EQUIPMENT                   | 122.                         | 61.                               |                               | 61.                           |
| ANNUAL REVIEW               | 346.                         | 173.                              |                               | 173.                          |
| To Form 990-PF, Pg 1, ln 23 | 2662.                        | 1334.                             |                               | 1328.                         |

|             |  |             |
|-------------|--|-------------|
| Form 990-PF | U.S. and State/City Government Obligations | Statement 9 |
|-------------|--|-------------|

| Description                                      | U.S.<br>Gov't | Other<br>Gov't | Book Value | Fair Market<br>Value |
|--|---------------|----------------|------------|----------------------|
| US TREASURY BOND                                 | X             |                | 1074690.   | 1260700.             |
| Total U.S. Government Obligations                |               |                | 1074690.   | 1260700.             |
| Total State and Municipal Government Obligations |               |                |            |                      |
| Total to Form 990-PF, Part II, line 10a          |               |                | 1074690.   | 1260700.             |

|             |                   |              |
|-------------|-------------------|--------------|
| Form 990-PF | Other Investments | Statement 10 |
|-------------|-------------------|--------------|

| Description                             | Valuation<br>Method | Book Value | Fair Market<br>Value |
|---|---------------------|------------|----------------------|
| AMERICAN HIGH-INCOME TRUST              | COST                | 3371162.   | 3202165.             |
| EUROPACIFIC GROWTH FUND                 | COST                | 466909.    | 614322.              |
| SMALLCAP WORLD FUND                     | COST                | 367321.    | 572717.              |
| FUNDAMENTAL INVESTORS                   | COST                | 416416.    | 512763.              |
| EMERGING MARKETS GROWTH FUND            | COST                | 500000.    | 665690.              |
| NEW WORLD FUND                          | COST                | 130045.    | 565998.              |
| CAPITAL WORLD GROWTH & INCOME FUND      | COST                | 480340.    | 458771.              |
| AMCAP FUND                              | COST                | 521770.    | 494303.              |
| CAPITAL INCOME BUILDER                  | COST                | 582204.    | 588287.              |
| AMERICAN MUTUAL FUND                    | COST                | 776482.    | 721163.              |
| BOND FUND OF AMERICA                    | COST                | 1494876.   | 1681381.             |
| NEW ECONOMY FUND                        | COST                | 331001.    | 538095.              |
| INTERNATIONAL GROWTH AND INCOME<br>FUND | COST                | 241568.    | 255859.              |
| Total to Form 990-PF, Part II, line 13  |                     | 9680094.   | 10871514.            |

Form 990-PF

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

Statement 11

| Name and Address   | Title and<br>Avrg Hrs/Wk            | Compen-<br>sation | Employee<br>Ben Plan<br>Contrib | Expense<br>Account |
|--|-------------------------------------|-------------------|---------------------------------|--------------------|
| WILLIAM H. HURT<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406         | VICE PRESIDENT<br>2.00              | 0.                | 0.                              | 0.                 |
| SARAH S. HURT<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406           | DIRECTOR<br>1.00                    | 0.                | 0.                              | 0.                 |
| KELLEY A. PURNELL<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406       | TREASURER<br>1.00                   | 0.                | 0.                              | 4656.              |
| KATHLEEN C. HURT<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406        | DIRECTOR<br>1.00                    | 0.                | 0.                              | 417.               |
| COURTNEY D. MACMILLAN<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406   | DIRECTOR<br>1.00                    | 0.                | 0.                              | 1632.              |
| MARK L. PURNELL<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406         | CHAIR<br>2.00                       | 0.                | 0.                              | 0.                 |
| TERRANCE A. MACMILLAN<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406   | DIRECTOR<br>1.00                    | 0.                | 0.                              | 0.                 |
| MICHAEL T. KERR<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406         | DIRECTOR<br>1.00                    | 0.                | 0.                              | 0.                 |
| BERNADETTE GLENN-MURRAY<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406 | PRES & CHIEF OPERATING OFF<br>40.00 | 48000.            | 0.                              | 0.                 |
| ELIZABETH MURRAY<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406        | SECRETARY<br>2.00                   | 5000.             | 0.                              | 598.               |
| ANDREW F. BARTH<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406         | DIRECTOR<br>1.00                    | 0.                | 0.                              | 0.                 |

WHH FOUNDATION

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|--|------------------|----|----|-------|
| DOUGLAS S. MURRAY<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406   | DIRECTOR<br>1.00 | 0. | 0. | 0.    |
| JAMES R. MURRAY<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406     | DIRECTOR<br>1.00 | 0. | 0. | 1043. |
| EVE-LYNNE G. MURRAY<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406 | DIRECTOR<br>1.00 | 0. | 0. | 0.    |
| OTIS M. HEALY<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406       | DIRECTOR<br>1.00 | 0. | 0. | 0.    |
| J. DALE HARVEY<br>333 S. HOPE STREET, 54TH FLOOR<br>LOS ANGELES, CA 900711406      | DIRECTOR<br>1.00 | 0. | 0. | 0.    |

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

53000.

0.

8346.

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Form 990-PF

Part XV - Line 1a  
List of Foundation Managers

Statement 12

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Name of Manager

WILLIAM H. HURT  
SARAH S. HURT