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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

6 Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation L.L.W.W. FOUNDATION		A Employer identification number 95-3464689
Number and street (or P O box number if mail is not delivered to street address) 625 SOUTH FAIR OAKS AVENUE	Room/suite 360	B Telephone number (626) 441-5188
City or town, state, and ZIP code SOUTH PASADENA, CA 91030		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 16,634,346. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		723.	723.		STATEMENT 1
4 Dividends and interest from securities		230,649.	230,649.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,498,049.			
b Gross sales price for all assets on line 6a 10,746,725.					
7 Capital gain net income (from Part IV, line 2)			1,498,049.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		18,518.	18,518.		STATEMENT 3
12 Total. Add lines 1 through 11		1,747,939.	1,747,939.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		3,000.	0.		3,000.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		36,365.	365.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		118,029.	46,355.		71,674.
24 Total operating and administrative expenses Add lines 13 through 23		157,394.	46,720.		74,674.
25 Contributions, gifts, grants paid		261,483.			261,483.
26 Total expenses and disbursements. Add lines 24 and 25		418,877.	46,720.		336,157.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,329,062.			
b Net investment income (if negative, enter -0-)			1,701,219.		
c Adjusted net income (if negative, enter -0-)				N/A	

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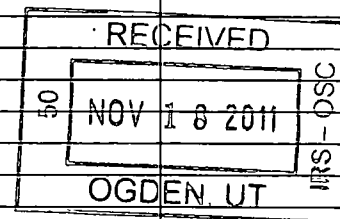
LHA For Paperwork Reduction Act Notice, see the instructions

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Form 990-PF (2010)

SCANNED NOV 22 2011



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		2,460.	8,747.	8,747.
	2	Savings and temporary cash investments		379,772.	132,317.	132,317.
	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 7		350,756.	103,060.	126,070.
	b	Investments - corporate stock STMT 8		7,585,774.	8,482,552.	9,982,691.
	c	Investments - corporate bonds STMT 9		0.	767,513.	773,808.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		4,761,742.	4,896,321.	5,588,975.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 11)		2,682.	21,738.	21,738.	
16	Total assets (to be completed by all filers)		13,083,186.	14,412,248.	16,634,346.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted		13,083,186.	14,412,248.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		13,083,186.	14,412,248.		
31	Total liabilities and net assets/fund balances		13,083,186.	14,412,248.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,083,186.
2	Enter amount from Part I, line 27a	2	1,329,062.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	14,412,248.
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	14,412,248.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 10,746,725.		9,248,676.	1,498,049.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,498,049.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,498,049.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	913,923.	12,915,202.	.070763
2008	1,601,431.	17,027,825.	.094048
2007	1,602,428.	21,125,325.	.075853
2006	1,271,525.	20,063,804.	.063374
2005	793,491.	19,131,364.	.041476

2 Total of line 1, column (d)	2	.345514
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	.069103
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	14,716,272.
5 Multiply line 4 by line 3	5	1,016,939.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,012.
7 Add lines 5 and 6	7	1,033,951.
8 Enter qualifying distributions from Part XII, line 4	8	336,157.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	34,024.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	34,024.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	34,024.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	36,855.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	46,855.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	188.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,643.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 12,643. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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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?	13	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>LINDA J. BLINKENBERG</u> Telephone no. ► <u>(626) 441-5188</u> Located at ► <u>625 SO. FAIR OAKS AVE., SUITE 360, S PASADENA, CA</u> ZIP+4 ► <u>91030</u>			
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?	16	Yes	No
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 ►				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.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)):		
a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURA-LEE W. WOODS	PRESIDENT/DIR			
625 S. FAIR OAKS AVENUE STE. 360				
SO PASADENA, CA 91030	0.00	0.	0.	0.
MICHAEL J. CASEY	VICE PRES./DIR			
625 S. FAIR OAKS AVENUE STE. 360				
SO PASADENA, CA 91030	0.00	0.	0.	0.
LINDA J. BLINKENBERG	SECRETARY/DIR			
625 S. FAIR OAKS AVENUE STE. 360				
SO PASADENA, CA 91030	0.00	0.	0.	0.
GREG E. CUSTER	CFO/DIR			
625 S. FAIR OAKS AVENUE STE. 360				
SO PASADENA, CA 91030	0.00	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,944,912.
b	Average of monthly cash balances	1b	466,087.
c	Fair market value of all other assets	1c	5,529,379.
d	Total (add lines 1a, b, and c)	1d	14,940,378.
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	14,940,378.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	224,106.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,716,272.
6	Minimum investment return. Enter 5% of line 5	6	735,814.

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	735,814.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	34,024.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,024.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	701,790.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	701,790.
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	701,790.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	336,157.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	336,157.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	336,157.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				701,790.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007	515,861.			
d From 2008	755,244.			
e From 2009	272,453.			
f Total of lines 3a through e	1,543,558.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	336,157.			
a Applied to 2009, but not more than line 2a			0.	
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				336,157.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	365,633.			365,633.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,177,925.			
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	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,177,925.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	150,228.			
c Excess from 2008	755,244.			
d Excess from 2009	272,453.			
e Excess from 2010				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE				261,483.
Total			▶ 3a	261,483.
b Approved for future payment SEE ATTACHED SCHEDULE				645,000.
Total			▶ 3b	645,000.



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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
	 Signature of officer or trustee		11/14/11 Date		SECRETARY/DIR/CFO Title
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Check <input type="checkbox"/> if self-employed
	KYLE WEBSTER		 11/14/11		PTIN P99148175
	Firm's name ▶ WHITTIER TRUST COMPANY				Firm's EIN ▶ 95-495174
	Firm's address ▶ 1600 HUNTINGTON DRIVE SO PASADENA, CA 91030				Phone no. 626-441-5111

Form **990-PF** (2010)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE-00 5010	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE-00 5010	P	VARIOUS	VARIOUS
c	ISHARES LEHMAN AGGREGATE BONDS-L/T CAPITAL GAIN D	P	VARIOUS	12/08/10
d	ISHARES 1-3 YR GLOBAL CREDIT-L/T CAPITAL GAIN DIV	P	VARIOUS	12/08/10
e	CLASS ACTION PROCEEDS-00 5010	P	VARIOUS	VARIOUS
f	SEE ATTACHED SCHEDULE-73 5010	P	06/06/04	VARIOUS
g	SEE ATTACHED SCHEDULE-82 5010	P	VARIOUS	VARIOUS
h	SEE ATTACHED SCHEDULE-82 5010	P	VARIOUS	VARIOUS
i	CLASS ACTION PROCEEDS-73 5010	P	VARIOUS	VARIOUS
j	CLASS ACTION PROCEEDS-82 5010	P	VARIOUS	VARIOUS
k	SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS	P	VARIOUS	12/31/10
l	LONG-TERM CAPITAL GAINS FROM PARTNERSHIPS	P	VARIOUS	12/31/10
m	FOUNDATION QUALITY GROWTH FUND	P	VARIOUS	12/01/10
n	FOUNDATION RELATIVE GROWTH FUND	P	VARIOUS	03/04/10
o	FOUNDATION AGGRESSIVE GROWTH FUND	P	VARIOUS	03/04/10

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	592,323.		572,732.	19,591.
b	483,636.		517,875.	-34,239.
c	143.			143.
d	81.			81.
e	1,078.			1,078.
f	1,103.		1,352.	-249.
g	545,860.		535,693.	10,167.
h	974,938.		930,856.	44,082.
i	554.			554.
j	2,047.			2,047.
k	273,467.			273,467.
l	1,211,811.			1,211,811.
m	885,962.		657,720.	228,242.
n	980,041.		1,149,425.	-169,384.
o	1,048,842.		1,375,959.	-327,117.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			19,591.
b			-34,239.
c			143.
d			81.
e			1,078.
f			-249.
g			10,167.
h			44,082.
i			554.
j			2,047.
k			273,467.
l			1,211,811.
m			228,242.
n			-169,384.
o			-327,117.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

L.L.W.W. FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FOUNDATION VALUE FUND		P	VARIOUS	03/10/10
b FOUNDATION INTERNATIONAL FUND		P	VARIOUS	03/01/10
c WHITTIER RELATIVE GROWTH FUND A		P	VARIOUS	12/01/10
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,454,078.		1,092,323.	361,755.
b 1,229,343.		1,288,696.	-59,353.
c 1,061,418.		1,126,045.	-64,627.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			361,755.
b			-59,353.
c			-64,627.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,498,049.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
WHITTIER TR CO. - NOMINEE 00 5010 PROV. TEMP. FD.	671.
WHITTIER TR CO. - NOMINEE 73 5010 PROV. TEMP. FD.	23.
WHITTIER TR CO. - NOMINEE 82 5010 PROV. TEMP. FD.	29.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	723.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ISHARES LEHMAN AGGREGATE BONDS	488.	0.	488.
WHITTIER TR CO. - NOMINEE 00 5010 DIV.	71,510.	0.	71,510.
WHITTIER TR CO. - NOMINEE 00 5010 U.S. GOV'T INTEREST	17,679.	0.	17,679.
WHITTIER TR CO. - NOMINEE 00 5010-CORPORATE INTEREST	2,419.	0.	2,419.
WHITTIER TR CO. - NOMINEE 73 5010 DIV.	22,944.	0.	22,944.
WHITTIER TR CO. - NOMINEE 82 5010 DIV.	115,609.	0.	115,609.
TOTAL TO FM 990-PF, PART I, LN 4	230,649.	0.	230,649.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM PRTNRSHPS. - SCHEDULE ATTACHED	16,443.	16,443.	
OTHER INCOME	2,075.	2,075.	
TOTAL TO FORM 990-PF, PART I, LINE 11	18,518.	18,518.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE - ALLOCATED 50% TO CHARITABLE	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16B	3,000.	0.		3,000.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX-CURRENT YEAR	36,000.	0.		0.
FOREIGN TAX WITTHELD	365.	365.		0.
TO FORM 990-PF, PG 1, LN 18	36,365.	365.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION EXPENSE - ALLOCATED 60% TO CHARITABLE	115,458.	46,183.		69,275.
FILING FEE	10.	0.		10.
INSURANCE EXPENSE	1,715.	172.		1,543.
MISC EXP	15.	0.		15.
OFFICE SUPPLIES EXP	831.	0.		831.
TO FORM 990-PF, PG 1, LN 23	118,029.	46,355.		71,674.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UST NTS 7.25 5/15/16	X		103,060.	126,070.
UST NTS 6.5 2/15/10	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			103,060.	126,070.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			103,060.	126,070.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OWENS WTS EX SER B	2,207.	19.
COMMON STOCKS-SEE ATTACHED SCHEDULE-73 5010	806,365.	926,912.
COMMON STOCKS-SEE ATTACHED SCHEDULE-82-5010	6,102,983.	7,369,407.
FOREIGN EQUITIES-82 5010	279,328.	351,352.
JPM CHASE	62,500.	64,475.
PPL CAPITAL	125,000.	127,950.
CITIGROUP	81,014.	112,011.
BB&T CAP TR VII	0.	0.
BANK AMERICA CORP	250,000.	258,100.
FPL 8.75 3/1/69	0.	0.
VOR 7.875 9/30/39	125,000.	133,350.
EXCEL MARITIME	0.	0.
SPDR S&P 500	185,655.	188,625.
AMERICAN FINL GROUP	62,500.	61,875.
GOLD 6.125	125,000.	115,750.
KIMCO REALTY	62,500.	60,250.
NEXTERA 8.75 3/1/69	25,000.	27,940.
PUBLIC STORAGE 6.5	125,000.	122,550.
TELE 6.875 11/15/59	62,500.	62,125.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,482,552.	9,982,691.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & NOTES	317,694.	318,732.
ISHARES AGG BONDS	249,889.	254,858.
ISHARES 1-3 YR INV CR	199,930.	200,218.
TOTAL TO FORM 990-PF, PART II, LINE 10C	767,513.	773,808.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FDN QUALITY GRW FD	COST	0.	0.
FDN RELATIVE GRW FD	COST	0.	0.
FDN AGGRESSIVE GR FD	COST	0.	0.
FDN VALUE FD	COST	0.	0.
FDN INTERNATIONAL FD	COST	0.	0.
WHITTIER AGGRESSIVE	COST	2,186,459.	2,376,350.
WHITTIER VALUE	COST	1,472,795.	1,810,745.
WHITTIER INTERNATIONAL FUND A	COST	1,237,067.	1,401,880.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,896,321.	5,588,975.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FUND DISTRIBUTION RECEIVED IN 2010	2,682.	0.	0.
FUND DISTRIBUTION RECEIVED IN 2011	0.	4,760.	4,760.
ACCOUNTS RECEIVABLE-SALE OF 100 SHARES OF PG&E	0.	4,783.	4,783.
ACCOUNTS RECEIVABLE-SALE OF 255 SHARES OF PG&E	0.	12,195.	12,195.
TO FORM 990-PF, PART II, LINE 15	2,682.	21,738.	21,738.

0021

PREPARED FOR ACCOUNT # 52 00 5010 0 0L - LLWM FOUNDATION

TAX LEDGER

ACCOUNT SITUS = CA

PROCESS DATE 01/11/2011

TAX ID# = 953464689

STATE TAX ID# = 0948408

FOR TAX YEAR ENDED 12/31/2010

SECTION A - CAPITAL GAINS & LOSSES

SHORT TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE	ACQUIRED	SOLD	CAPITAL PROCEEDS TO	COST BASIS	SHORT TERM
						INCOME CASH PRINCIPAL CASH		GAIN OR LOSS
343345.4967	FOUNDATION QUALITY GROWTH FUND (CF0007991)	W		05/03/10	12/01/10	885962.02	-624454.29	261507.73
251.5408	FOUNDATION RELATIVE GROWTH FUND (CF0008999)	W		03/01/10	03/01/10	16939.86	253248.17	270188.03
328.4797	FOUNDATION AGGRESSIVE GROWTH FUND (CF0009997)	W		03/01/10	03/01/10	32442.40	161530.65	193973.05
703268.2161	FOUNDATION INTERNATIONAL FUND (CF0011993)	W		07/01/09	03/01/10	1259788.34	-971546.60	288241.74
165351.4996	WHITTIER RELATIVE GROWTH FUND A. LP (CF0032999)	W		03/01/10	12/01/10	1061417.82	-980000.00	81417.82
17525.2123	WHITTIER INTERNATIONAL FUND A. L P (CF0035992)	W		03/01/10	04/16/10	34592.31	-34592.31	0.00
500.0000	EXCEL MARITIME CARRIERS LTD COM (V3267N107)	1		08/06/09	01/26/10	3079.96	-4000.00	-920.04
1240.0000	BB&T CAP TR VII 8.10%GTD PFD64 (05531H208)	1		10/21/09	03/09/10	32714.50	-31000.00	1714.50
5010.0000	BB&T CAP TR VII 8.10%GTD PFD64 (05531H208)	1		10/21/09	03/10/10	132453.20	-125250.00	7203.20
1250.0000	CITIGROUP CAP XIII TR PFD SECS (173080201)	1		09/30/10	10/08/10	32624.45	-31250.00	1374.45
1250.0000	CITIGROUP CAP XIII TR PFD SECS (173080201)	1		09/30/10	10/27/10	33011.94	-31250.00	1761.94
480.0000	ISHAPES 1-3 YR GLOBAL CREDIT (464288646)	1		04/08/10	11/02/10	50370.34	-49982.40	387.94
1525.0000	LLOYDS BANKING GROUP PLC PINES 7.75/50 (539439802)	1		06/30/10	11/01/10	39957.07	-38125.00	1832.07
415.0000	LLOYDS BANKING GROUP PLC PINES 7.75/50 (539439802)	1		06/30/10	11/02/10	10852.07	-10375.00	477.07
750.0000	LLOYDS BANKING GROUP PLC PINES 7.75/50 (539439802)	1		06/30/10	11/03/10	19612.39	-18750.00	862.39
2310.0000	LLOYDS BANKING GROUP PLC PINES 7.75/50 (539439802)	1		06/30/10	11/04/10	60466.46	-57750.00	2716.46
970.0000	PUBLIC STORAGE DEP SHS PFD-0 (74460D182)	1		04/06/10	08/25/10	24589.76	-24250.00	339.76
1985.0000	PUBLIC STORAGE DEP SHS PFD-0 (74460D182)	1		04/06/10	08/26/10	50340.14	-49625.00	715.14
310.0000	PUBLIC STORAGE DEP SHS PFD-0 (74460D182)	1		04/06/10	08/27/10	7858.37	-7750.00	108.37
1735.0000	PUBLIC STORAGE DEP SHS PFD-0 (74460D182)	1		04/06/10	08/30/10	44220.76	-43375.00	845.76
2000.0000	VOR 7.875 9/30/39 (929043602)	1		09/23/09	04/08/10	50171.65	-50000.00	171.65
TOTAL SHORT TERM SALES & MATURITIES						592,323.06	-572,732.40	19,590.66

0021

PREPARED FOR ACCOUNT # 52 00 5010 0 0L - LLWM FOUNDATION

TAX LEDGER

PAGE 2

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = CA

TAX ID# = 953464689

STATE TAX ID# = 0948408

SECTION A - CAPITAL GAINS & LOSSES

SHORT TERM CAPITAL GAIN DIVIDENDS		CODE	AMOUNT
SECURITY	DATE		
15SHARES LEHMAN AGGREGATE BONDS (464287226)	12/08/10	59	488.45
TOTAL SHORT TERM CAPITAL GAIN DIVIDENDS			488.45
TOTAL SHORT TERM GAIN & LOSSES			1115407.48

LONG TERM SALES & MATURITIES		CAPITAL PROCEEDS TO		LONG TERM
SHARES/PAR	SECURITY	REG	INCOME CASH PRINCIPAL CASH	GAIN OR LOSS
219.8067	FOUNDATION VALUE FUND (CF0010995)	W	58186.80	1212504.26
14.1700	CITIGROUP INC COM (172967101)	1	44.52	-696.00
500.0000	CITIGROUP INC COM (172967101)	1	1853.62	-21294.67
49395.6300	CITIGROUP INC COM (172967101)	1	155204.65	-13781.30
3000.0000	PPL CAP FDG INC SR NT (69352P889)	1	76533.20	1533.20
250000.0000	UNITED STATES TREAS NTS NOTE 6.500% 2/15/10 (912827521)	1	250000.00	2734.37
TOTAL LONG TERM SALES & MATURITIES			483,636.19	-517,875.16
				-34,238.97

0021

PREPARED FOR ACCOUNT # 34 73 5010 0 0L - ILWW FOUNDATION VALUE STRATEGY

TAX LEDGER

ACCOUNT SITUS = CA
TAX ID# =
STATE TAX ID# =

PAGE 1

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

SECTION A - CAPITAL GAINS & LOSSES

		LONG TERM SALES & MATURITIES		DATE		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS
SHARES/PAR	SECURITY	PEG	ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH			
0.2242	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	04/06/04	07/23/10		1.67		-2.09	-0.42
145.0000	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	04/06/04	07/30/10		1101.39		-1350.05	-248.66
	TOTAL LONG TERM SALES & MATURITIES					1103.06		1352.14	-249.08
	TOTAL LONG TERM GAIN & LOSSES								-249.08
	TOTAL CAPITAL GAINS & LOSSES								-249.08

0021

TAX LEDGER

0021

PREPARED FOR ACCOUNT # 42 82 5010 0 0L - LLWW FOUNDATION CORPORATE AMERICA

TAX LEDGER

PAGE 1

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = CA
TAX ID# = 953464689
STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHORT TERM SALES & MATURITIES			DATE		CAPITAL PROCEEDS TO		COST BASIS	SHORT TERM GAIN OR LOSS
SHARES/PAR	SECURITY	REG	ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH		
950.0000	WEATHERFORD INTERNATIONAL LT COM (H27013103)	1	07/15/09	02/25/10		15514.83	-18800.79	-3285.96
100.0000	AIR PRODS & CHEMS INC COM (009158106)	1	04/09/09	03/16/10	7462.74		-5995.54	1467.20
130.0000	AIR PRODS & CHEMS INC COM (009158106)	1	05/05/10	07/21/10	9091.29		-9652.51	-561.22
190.0000	BHP BILLITON LTD SPONSORED ADR (088606108)	1	08/21/09	02/02/10	14092.14		-12024.78	2067.36
175.0000	DEERE & CO COM (244199105)	1	11/04/09	08/04/10	11845.73		-8275.83	3569.90
290.0000	DEERE & CO COM (244199105)	1	09/21/09	08/04/10	19630.05		-13034.14	6595.91
1850.0000	DELL INC (24702R101)	1	02/19/09	02/02/10	24534.92		-15151.50	9383.42
900.0000	EBAY INC COM (278642103)	1	08/21/09	02/02/10	20699.74		-19908.00	791.74
300.0000	EMERSON ELEC CO COM (291011104)	1	11/04/09	06/28/10	13516.42		-11976.22	1540.20
0.0480	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	01/05/10	07/23/10	0.36		-0.41	-0.05
288.0000	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	01/05/10	07/27/10	2231.96		-2476.75	-244.79
600.0000	GENZYME CORP COM (372917104)	1	03/31/09	01/05/10	28978.07		-35689.44	-6711.37
75.0000	GILEAD SCIENCES INC COM (375558103)	1	01/05/10	06/28/10	2695.46		-3219.71	-524.25
250.0000	ISHARES DJ FINL SECTOR (464287786)	1	04/16/10	06/28/10	13057.28		-14721.15	-1663.87
950.0000	ISHARES DJ FINL SECTOR (464287788)	1	04/16/10	08/04/10	51000.93		-55940.37	-4939.44
750.0000	PLA-TENCOR CORP COM (482480100)	1	04/09/09	02/02/10	21781.23		-17718.83	4063.00
130.0000	MASTERCARD INC CL A (576360104)	1	05/01/09	02/02/10	32823.30		-22328.96	10494.32
300.0000	MCKESSON CORP COM (581550103)	1	01/05/10	04/16/10	19274.76		-19082.85	191.91
940.0000	MORGAN STANLEY DEAN WITTER CO NEW (617446446)	1	01/15/10	04/27/10	28331.57		-28611.72	-280.15
100.0000	PG&E CORP COM (69331C103)	1	12/09/10	12/29/10**	4782.48		-4679.72	102.76
255.0000	PG&E CORP COM (69331C103)	1	04/27/10	12/29/10**	12195.32		-11119.43	1075.89
1160.0000	REINSURANCE GROUP AMER COM NEW (759351604)	1	02/02/10	10/27/10	58178.93		-56738.12	1440.81
225.0000	SEMPRA ENERGY COM (816851109)	1	03/30/09	02/02/10	11564.57		-10095.82	1468.75

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PREPARED FOR ACCOUNT # 42 82 5010 0 0L - LLWW FOUNDATION CORPORATE AMERICA

TAX LEDGER

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FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = CA
TAX ID# = 953464669
STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHORT TERM SALES & MATURITIES			DATE		CAPITAL PROCEEDS TO		COST BASIS	SHORT TERM GAIN OR LOSS
SHARES/PAR	SECURITY	REG	ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH		
245.0000	UNION PAC CORP COM (907818108)	1	08/04/10	11/15/10		22438.63	-18869.75	3568.88
595.0000	VISA INC COM CL A (92826C839)	1	02/02/10	08/30/10	41479.26		-49976.35	-8506.09
400.0000	VISA INC COM CL A (92826C839)	1	02/02/10	12/22/10	27227.14		-33597.55	-6370.41*
55.0000	VISA INC COM CL A (92826C839)	1	12/09/10	12/22/10	3743.73		-4336.48	-592.75*
1700.0000	WESTERN UNION CO COM (959802109)	1	11/04/09	03/16/10	27695.49		-31670.11	-3974.62
TOTAL SHORT TERM SALES & MATURITIES						545859.93	535692.85	10167.08
TOTAL SHORT TERM GAIN & LOSSES								10167.08

LONG TERM SALES & MATURITIES			DATE		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS
SHARES/PAR	SECURITY	REG	ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH		
30.2424	AOL INC COM (00184X105)	1	06/30/05	01/05/10		746.20	-829.81	-83.61
4.5454	AOL INC COM (00184X105)	1	08/04/06	01/05/10	112.15		-123.54	-11.39
93.2122	AOL INC COM (00184X105)	1	11/14/08	01/05/10	2299.91		-1456.54	843.37
0.7271	AOL INC COM (00184X105)	1	11/14/08	01/15/10	18.30		-11.36	6.94
569.8750	AT&T INC COM (00206R102)	1	06/30/05	01/05/10	16193.15		-11431.99	4761.16
728.7500	AT&T INC COM (00206R102)	1	05/07/03	01/05/10	20707.63		-14228.50	6479.13
99.3750	AT&T INC COM (00206R102)	1	08/07/03	01/05/10	2823.77		-1932.00	891.77
75.0000	AIR PRODS & CHEMS INC COM (009158106)	1	11/14/08	03/16/10	5597.05		-4130.41	1466.64
425.0000	AIR PRODS & CHEMS INC COM (009158106)	1	11/14/08	07/21/10	29721.52		-23405.64	6315.88
700.0000	BANK OF AMERICA CORPORATION COM (060505104)	1	06/16/08	04/27/10	12306.00		-19522.78	-7216.78
875.0000	BEST BUY INC COM (086516101)	1	06/26/09	08/04/10	30791.25		-29486.28	1304.97
775.0000	CHESAPEAKE ENERGY CORP COM (165167107)	1	07/15/09	08/04/10	17359.78		-14915.96	2443.82
1115.0000	DEAN FOODS CO NEW COM (242370104)	1	07/13/07	01/20/10	19928.30		-35326.32	-15398.02
485.0000	DEAN FOODS CO NEW COM (242370104)	1	07/13/07	02/09/10	8464.40		-15366.16	-6901.76

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ACCOUNT SITUS = CA
TAX ID# = 953464689
STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	DATE		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
			ACQUIRED	SOLD			
50.0000	DEAN FOODS CO NEW COM	(242370104)	02/05/08	02/09/10	872.62	-1369.95	-497.33
75.0000	DEAN FOODS CO NEW COM	(242370104)	09/11/07	02/09/10	1308.93	-1967.25	-658.32
500.0000	DEAN FOODS CO NEW COM	(242370104)	11/07/07	02/09/10	8726.19	-12891.65	-4165.46
325.0000	EMERSON ELEC CO COM	(291011104)	01/14/09	06/28/10	14642.79	-10812.59	3830.20
25.0000	EMERSON ELEC CO COM	(291011104)	02/05/08	06/28/10	1126.37	-1276.66	-150.29
1470.0000	EMERSON ELEC CO COM	(291011104)	06/30/05	11/15/10	81866.43	-46304.41	35562.02
125.0000	EMERSON ELEC CO COM	(291011104)	01/14/09	11/15/10	6961.43	-4158.69	2802.74
425.0000	EXELON CORP COM	(30161N101)	02/05/08	02/02/10	19569.43	-32215.00	-12645.57
825.0000	EXELON CORP COM	(30161N101)	06/30/05	02/02/10	37987.71	-42611.25	-4623.54
10.0000	EXELON CORP COM	(30161N101)	11/16/05	02/02/10	460.46	-510.10	-49.64
175.0000	EXXON MOBIL CORP COM	(30231G102)	04/21/08	02/25/10	11274.58	-16526.90	-5252.32
125.0000	FREEPORT-MCMORAN COPPER & CO CL B	(35671D857)	03/20/07	02/02/10	9051.15	-7698.13	1353.02
175.0000	GILEAD SCIENCES INC COM	(375558103)	02/05/08	06/28/10	6289.41	-7893.41	-1604.00
340.0000	HERSHEY CO COM	(427866108)	02/05/08	01/05/10	12780.29	-11978.74	801.55
555.0000	HEWLETT PACKARD CO COM	(428236103)	07/22/08	08/30/10	21457.21	-24062.52	-2605.31
600.0000	HEWLETT PACKARD CO COM	(428236103)	03/09/09	08/30/10	23196.99	-15436.43	7760.56
200.0000	ILLINOIS TOOL WKS INC COM	(452308109)	07/13/07	02/02/10	8786.96	-11601.94	-2814.98
25.0000	ILLINOIS TOOL WKS INC COM	(452308109)	08/04/06	02/02/10	1098.37	-1165.00	-66.63
40.0000	ILLINOIS TOOL WKS INC COM	(452308109)	02/01/06	02/02/10	1757.39	-1678.80	78.59
1070.0000	ILLINOIS TOOL WKS INC COM	(452308109)	06/30/05	02/02/10	47010.26	-42736.87	4273.39
25.0000	INTERNATIONAL BUSINESS MACHS COM	(459200101)	02/05/08	02/02/10	3138.71	-2642.25	496.46
730.0000	INTERNATIONAL BUSINESS MACHS COM	(459200101)	06/30/05	02/02/10	91650.34	-54321.49	37328.85
485.0000	LIFE TECHNOLOGIES CORP COM	(53217V109)	08/07/08	04/16/10	25042.33	-21079.99	3962.34

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PREPARED FOR ACCOUNT # 42 82 5010 0 0L - LLWM FOUNDATION CORPORATE AMERICA

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FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = CA
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STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	DATE		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
			ACQUIRED	SOLD			
440.0000	MACYS INC COM	(55616P104)	06/30/05	05/18/10	9421.43	-16192.11	-6770.68
25.0000	MACYS INC COM	(55616P104)	08/04/06	05/18/10	535.31	-891.50	-356.19
20.0000	MACYS INC COM	(55616P104)	11/16/05	05/18/10	428.25	-671.10	-242.85
20.0000	MACYS INC COM	(55616P104)	02/01/06	05/18/10	428.25	-670.10	-241.85
410.0000	MACYS INC COM	(55616P104)	03/19/08	05/18/10	8779.05	-9559.60	-780.55
95.0000	MCKESSON CORP COM	(58155Q103)	02/17/09	04/16/10	6103.67	-4269.58	1834.09
20.0000	MCKESSON CORP COM	(58155Q103)	01/14/09	06/26/10	1374.18	-821.86	552.32
130.0000	MCKESSON CORP COM	(58155Q103)	02/17/09	06/28/10	8932.15	-5842.59	3089.56
950.0000	MICROCHIP TECHNOLOGY INC COM	(595017104)	05/06/09	08/16/10	27326.72	-22237.70	5089.02
105.0000	MONSANTO CO (NEW)	(61166W101)	07/22/08	03/16/10	7553.33	-12516.27	-4962.94
225.0000	MONSANTO CO (NEW)	(61166W101)	07/22/08	05/05/10	13695.83	-26820.59	-13124.76
100.0000	MONSANTO CO (NEW)	(61166W101)	11/14/08	05/05/10	6087.04	-7709.40	-1622.36
250.0000	PRICE T ROWE GROUP INC COM	(74144T108)	11/14/08	06/28/10	11798.60	-8263.22	3535.66
165.0000	QUALCOMM INC COM	(747525103)	01/09/02	04/27/10	6238.57	-3698.95	2339.62
250.0000	QUALCOMM INC COM	(747525103)	08/07/03	04/27/10	9452.37	-4601.25	4851.12
1000.0000	RAYTHEON CO COM NEW	(755111507)	03/31/09	11/15/10	46647.71	-39064.60	7583.11
75.0000	SPDR TR S&P 500	(78462F103)	01/11/05	02/02/10	8282.15	-8874.00	-591.85
625.0000	SEMPRA ENERGY COM	(816851109)	03/30/09	04/27/10	30840.85	-28043.93	2796.92
920.0000	STATE STR CORP COM	(857477103)	07/23/08	05/27/10	35870.37	-65943.02	-30072.65
290.0000	STATE STR CORP COM	(857477103)	10/30/08	05/27/10	11306.97	-12242.76	-935.79
225.0000	THERMO FISHER SCIENTIFIC INC COM	(883556102)	08/25/08	04/16/10	11938.65	-13508.51	-1569.86
25.0000	THERMO FISHER SCIENTIFIC INC COM	(883556102)	02/05/08	04/16/10	1326.52	-1263.25	63.27
240.0000	THERMO FISHER SCIENTIFIC INC COM	(883556102)	04/09/09	04/16/10	12734.55	-8924.81	3809.74

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TAX LEDGER
PREPARED FOR ACCOUNT # 42 82 5010 0 0L - LLWW FOUNDATION CORPORATE AMERICAPAGE 5
ACCOUNT SITUS = CA
TAX ID# = 953464689
STATE TAX ID# =

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	LONG TERM SALES & MATURITIES		CAPITAL PROCEEDS TO INCOME (ASH PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
			DATE	DATE			
310.0000	TRAVELEPS COMPANIES, INC COM (89417E109)	1	02/01/06	01/15/10	15145.92	-14210.25	935.67
320.0000	TRAVELERS COMPANIES, INC COM (89417E109)	1	10/01/08	01/15/10	15634.49	-13912.54	1721.95
115.0000	UNION PAC CORP COM (907818108)	1	01/14/09	11/15/10	10532.42	-4776.92	5755.50
425.0000	UNITED PARCEL SERVICE INC CL B (911312106)	1	05/07/03	08/04/10	28654.16	-26452.00	2202.16
185.0000	UNITED PARCEL SERVICE INC CL B (911312106)	1	08/07/03	08/04/10	12472.99	-11618.00	854.99
385.0000	WELLS FARGO & CO NEW COM (949746101)	1	01/11/05	04/27/10	12269.74	-11948.40	321.34
TOTAL LONG TERM SALES & MATURITIES					974938.23	930856.12	44082.16
TOTAL LONG TERM GAIN & LOSSES							44082.16
TOTAL CAPITAL GAINS & LOSSES							54249.24

** - 2011 ACTIVITY DESIGNATED FOR 2010
 * - SEE POTENTIAL WASH SALE SECTION

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TAX LEDGER

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Report Date **November 11, 2011**

THE WHITTIER TRUST COMPANY

Time Prepared **11:03:42 AM**Requested By **Myrna Dichosa**Includes **Account: 34 73 5010 0 0Y LLWW FOUNDATION VALUE STRATEGY****Account Holdings as of 12/31/2010**

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
US LARGE CAP EQUITIES						
00206R102	AT&T INC	605 0000	22,712 97	29 38	17,774 90	12/31/2010
013817101	ALCOA	605 0000	20,238.47	15 39	9,310 95	12/31/2010
025816109	AMERICAN EXPRESS	605 0000	29,006 16	42 92	25,966 60	12/31/2010
060505104	BANK OF AMERICA	605.0000	23,631.30	13 34	8,070 70	12/31/2010
097023105	BOEING CO	605.0000	23,518 31	65 26	39,482 30	12/31/2010
149123101	CATERPILLAR INC	605 0000	12,382.84	93 66	56,664.30	12/31/2010
166764100	CHEVRON	605.0000	53,137 15	91 25	55,206.25	12/31/2010
17275R102	CISCO SYS INC	605 0000	12,097 94	20 23	12,239 15	12/31/2010
191216100	COCA COLA CO	605.0000	32,803 33	65 77	39,790 85	12/31/2010
254687106	DISNEY WALT CO	605 0000	20,219 20	37 51	22,693 55	12/31/2010
263534109	DU PONT	605 0000	32,520 02	49 88	30,177 40	12/31/2010
30231G102	EXXON-MOBIL	605.0000	24,159 72	73 12	44,237 60	12/31/2010
369604103	GENERAL ELECTRIC	605 0000	27,489 99	18.29	11,065 45	12/31/2010
428236103	HEWLETT-PACKARD	605 0000	28,725 23	42 10	25,470.50	12/31/2010
437076102	HOME DEPOT	605 0000	32,480.15	35 06	21,211 30	12/31/2010
458140100	INTEL CORP	605 0000	32,430 37	21 03	12,723.15	12/31/2010
459200101	I B.M	605 0000	65,771 63	146 76	88,789.80	12/31/2010
46625H100	JP MORGAN CHASE	605 0000	19,857 50	42 42	25,664.10	12/31/2010
478160104	JOHNSON & JOHNSON	605 0000	24,905 24	61 85	37,419.25	12/31/2010
50075N104	KRAFT FOODS	605 0000	20,063 89	31 51	19,063.55	12/31/2010
580135101	MCDONALDS CORP	605.0000	19,709 31	76.76	46,439.80	12/31/2010
58933Y105	MERCK & CO	605 0000	20,134 76	36.04	21,804 20	12/31/2010
594918104	MICROSOFT CORP	605 0000	32,726 23	27 91	16,885 55	12/31/2010
717081103	PFIZER INC	605 0000	21,695.30	17 51	10,593.55	12/31/2010
742718109	PROCTER & GAMBLE	605 0000	27,791.86	64 33	38,919 65	12/31/2010
88579Y101	3M CO COM	605 0000	26,600 34	86 30	52,211.50	12/31/2010
89417E109	TRAVELERS	605 0000	27,012 40	55 71	33,704 55	12/31/2010
913017109	UTD TECHNOLOGIES	605 0000	15,445.65	78 72	47,625 60	12/31/2010
92343V104	VERIZON COMM	645 0000	21,615 55	35 78	23,078 10	12/31/2010
931142103	WAL MART STORES	605 0000	35,481 80	53 93	32,627 65	12/31/2010
Total	US LARGE CAP EQUITIES	18,190.0000	806,364.61		926,911.80	

Report Date *November 11, 2011*

THE WHITTIER TRUST COMPANY

Time Prepared *11:03:42 AM*Requested By *Myrna Dichosa*Includes *Account: 42 82 5010 0 0Y LLWW FOUNDATION CORPORATE AMERICA***Account Holdings as of 12/31/2010**

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
US LARGE CAP EQUITIES						
001055102	AFLAC	1,285.0000	58,413 01	56 43	72,512.55	12/31/2010
002824100	ABBOTT LABS	1,145 0000	46,631 58	47 91	54,856.95	12/31/2010
025816109	AMERICAN EXPRESS	1,380 0000	62,462 14	42.92	59,229.60	12/31/2010
037411105	APACHE CORP	970 0000	76,804 00	119 23	115,653.10	12/31/2010
037833100	APPLE COMPUTER	745 0000	141,766 33	322 56	240,307.20	12/31/2010
060505104	BANK OF AMERICA	4,954 0000	48,954 52	13 34	66,086 36	12/31/2010
075887109	BECTON DICKINSON	800 0000	47,110 00	84 52	67,616 00	12/31/2010
084670702	BERKSHIRE CLB	845.0000	68,563 66	80 11	67,692 95	12/31/2010
097023105	BOEING CO	1,370.0000	87,613 99	65 26	89,406 20	12/31/2010
126650100	CVS CORP	2,430.0000	79,096 93	34 77	84,491 10	12/31/2010
12673P105	CA INC	2,245.0000	50,318 86	24 44	54,867 80	12/31/2010
151020104	CELGENE CORP	1,015.0000	61,581 23	59 14	60,027 10	12/31/2010
166764100	CHEVRON	1,580.0000	94,206 90	91 25	144,175 00	12/31/2010
17275R102	CISCO SYS INC	6,515 0000	123,960 55	20 23	131,798.45	12/31/2010
177376100	CITRIX SYSTEMS	825.0000	49,376 36	68 41	56,438 25	12/31/2010
192446102	COG TECH SOL	1,080 0000	58,117 36	73 29	79,153.20	12/31/2010
20030N101	COMCAST CL A	2,630 0000	52,826 24	21 97	57,781.10	12/31/2010
244199105	DEERE & CO	1,040 0000	51,395 11	83 05	86,372 00	12/31/2010
25179M103	DEVON ENERGY	1,125 0000	71,612 78	78 51	88,323.75	12/31/2010
254687106	DISNEY WALT CO	1,315 0000	29,098 87	37.51	49,325 65	12/31/2010
263534109	DU PONT	1,215 0000	46,285 54	49 88	60,604 20	12/31/2010
268648102	EMC CORP	2,225 0000	32,068 10	22 90	50,952 50	12/31/2010
29364G103	ENTERGY CORP	635 0000	49,364 31	70 83	44,977 05	12/31/2010
30231G102	EXXON-MOBIL	2,335 0000	152,168 84	73.12	170,735 20	12/31/2010
343412102	FLUOR CORP	1,400.0000	69,216 59	66 26	92,764 00	12/31/2010
35671D857	FREEMPORT - MCMORAN	495 0000	22,701 90	120 09	59,444 55	12/31/2010
369604103	GENERAL ELECTRIC	6,225 0000	178,852 72	18 29	113,855 25	12/31/2010
375558103	GILEAD SCIENCES	2,155 0000	83,628 56	36 24	78,097 20	12/31/2010
38141G104	GOLDMAN SACHS	525 0000	68,207 73	168 16	88,284 00	12/31/2010
38259P508	GOOGLE INC	125 0000	64,887 99	593 97	74,246 25	12/31/2010
42217K106	HEALTH CARE	1,645 0000	71,161 80	47 64	78,367 80	12/31/2010
452308109	ILLINOIS TOOL WKS	2,007 0000	96,885 88	53 40	107,173 80	12/31/2010
458140100	INTEL CORP	2,715 0000	52,661 30	21 03	57,096 45	12/31/2010
464287200	ISHARES S&P 500	7,965 0000	823,130 80	126 25	1,005,581 25	12/31/2010
46625H100	JP MORGAN CHASE	3,165 0000	150,083 11	42.42	134,259 30	12/31/2010
478160104	JOHNSON & JOHNSON	765 0000	35,394 99	61.85	47,315 25	12/31/2010
48203R104	JUNIPER NETWORKS	1,990 0000	57,132 51	36.92	73,470 80	12/31/2010
50075N104	KRAFT FOODS	850.0000	25,764 88	31 51	26,783.50	12/31/2010
53217V109	LIFE TECH	1,070 0000	44,623.77	55 50	59,385 00	12/31/2010
548661107	LOWES COS	1,885 0000	38,924 43	25 08	47,275 80	12/31/2010
55616P104	MACY'S INC	2,315 0000	47,509 95	25 30	58,569 50	12/31/2010
580135101	MCDONALDS CORP	1,095 0000	36,716 69	76.76	84,052 20	12/31/2010
58155Q103	MCKESSON HBOC INC	1,095 0000	46,362.40	70 38	77,066.10	12/31/2010
58405U102	MEDCO HEALTH	1,140 0000	40,899.87	61 27	69,847.80	12/31/2010
594918104	MICROSOFT CORP	4,810 0000	129,015 61	27 91	134,247 10	12/31/2010
628530107	MYLAN LABS	1,420.0000	28,947.46	21 13	30,004 60	12/31/2010
654106103	NIKE	680 0000	53,606 00	85 42	58,085.60	12/31/2010
68389X105	ORACLE SYSTEMS	3,830 0000	66,557 35	31 30	119,879.00	12/31/2010
69331C108	PG & E CORP	455 0000	2,671.29	47 84	21,767.20	12/31/2010
693475105	PNC FINANCIAL	1,270 0000	79,787 34	60 72	77,114 40	12/31/2010
713448108	PEPSICO INC	1,515 0000	75,171 51	65.33	98,974.95	12/31/2010
718172109	PHILIP MORRIS INTL	1,640 0000	47,870 22	58 53	95,989.20	12/31/2010
74144T108	PRICE T ROWE GROUP	1,180.0000	43,109 49	64.54	76,157.20	12/31/2010

Report Date **November 11, 2011**

THE WHITTIER TRUST COMPANY

Time Prepared **11:03:42 AM**Requested By **Myrna Dichosa**Includes **Account: 42 82 5010 0 0Y LLWW FOUNDATION CORPORATE AMERICA****Account Holdings as of 12/31/2010**

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
742718109	PROCTER & GAMBLE	2,150 0000	126,739 67	64 33	138,309 50	12/31/2010
78462F103	SPDR S&P 500	8,195 0000	954,173 10	125 75	1,030,521 25	12/31/2010
806857108	SCHLUMBERGER LTD	1,685 0000	73,097 34	83 50	140,697 50	12/31/2010
871829107	SYSCO CORP	2,115 0000	69,476 78	29 40	62,181 00	12/31/2010
872540109	TJX COMPANIES	695 0000	16,651 48	44 39	30,851 05	12/31/2010
87612E106	TARGET CORP	1,310 0000	65,581 83	60 13	78,770 30	12/31/2010
882508104	TEXAS INSTRUMENTS	1,075 0000	26,486 42	32 50	34,937 50	12/31/2010
883556102	THERMO ELECT CORP	1,015 0000	36,535 89	55 36	56,190 40	12/31/2010
88579Y101	3M CO COM	1,165 0000	91,616 31	86 30	100,539 50	12/31/2010
887317303	TIME WARNER	1,661 0000	42,169 72	32 17	53,434 37	12/31/2010
907818108	UNION PACIFIC	785 0000	32,560 15	92 66	72,738 10	12/31/2010
92343V104	VERIZON COMM	2,320 0000	71,620 05	35 78	83,009 60	12/31/2010
931142103	WAL MART STORES	2,325 0000	117,641 96	53 93	125,387 25	12/31/2010
949746101	WELLS FARGO	3,080 0000	91,546 14	30 99	95,449 20	12/31/2010
H0023R105	ACE LIMITED	1,090 0000	65,805 08	62 25	67,852 50	12/31/2010
Total	US LARGE CAP EQUITIES	129,797.0000	6,102,983.27		7,369,407.33	
FOREIGN EQUITIES						
088606108	BHP LTD ADR	515 0000	35,069 15	92 92	47,853 80	12/31/2010
204409601	CEMIG SA - SPONS ADR	3,670 0000	47,367 10	16 59	60,885 30	12/31/2010
25243Q205	DIAGEO PLC	680 0000	37,633 33	74 33	50,544 40	12/31/2010
71654V408	PETROLEO BRASI	1,320 0000	50,324 77	37 84	49,948 80	12/31/2010
881624209	TEVA PHARM	1,453 0000	63,146 27	52 13	75,744 89	12/31/2010
91912E105	COMPANHIA VALE	1,920 0000	45,787 20	34 57	66,374 40	12/31/2010
Total	FOREIGN EQUITIES	9,558.0000	279,327.82		351,351.59	

LLWW FOUNDATION, 95-3464689**CONTRIBUTIONS PAID****FISCAL YEAR ENDED DECEMBER 31, 2010**

RECIPIENT/ADDRESS	ORGANIZATION STATUS	PURPOSE	CONTRIBUTION AMOUNT
Armand Hammer Museum of Art and Cultural Center at UCLA 10899 Wilshire Blvd Los Angeles, CA 90024-4201	170(b)(1)(A)(vi)	Support Outside the Box, Jacob Samuel Project	\$ 25,000
The Armitage Foundation Ltd. 139 Fulton Street, Suite 317 New York, NY 10038	170(b)(1)(A)(vi)	Program Support	\$ 10,000
Music Associates of Aspen, Inc. (Aspen Music School) 2 Music School Road Aspen, Co 81611	170(b)(1)(A)(vi)	Scholarship and Fellowship Support	\$ 15,000
Bard College Center for Curatorial Studies P O Box 5000 Annandale-on-Hudson, NY 12504-5000	170(b)(1)(A)(ii)	Program Support	\$ 20,000
California Heritage Museum 2612 Main Street Santa Monica, CA 90405	170(b)(1)(A)(vi)	Support 2010 Community Programming	\$ 15,000
The Catalina Island Conservancy P.O. Box 2739 Avalon, CA 90704	501(c)3	Program Support	\$ 1,000
The Chinati Foundaiton P.O. Box 1135 Marfa, TX 79843	170(b)(1)(A)(vi)	Program Support	\$ 15,000
The Colleagues 3312 Pico Blvd. Santa Monica, CA 90405	170(b)(1)(A)(vi)	Program Support	\$ 10,000
The Colleagues 3312 Pico Blvd. Santa Monica, CA 90405	170(b)(1)(A)(vi)	Program Support	\$ 300
The Colleagues 3312 Pico Blvd.	170(b)(1)(A)(vi)	Program Support	\$ 1,000

Santa Monica, CA 90405

The Fabric Workshop, Inc. 1214 Arch Street Philadelphia, PA 19107	170(b)(1)(A)(vi)	Support Artists-in-Residence Program	\$	45,000
Ganna Walska Lotusland Foundation 695 Ashley Road Santa Barbara, CA 93108	170(b)(1)(A)(vii)	Lotus Society Endowment Fund Program Sup	\$	10,000
The International Council of the Museum of Modern Art 11 W. 3rd Street New York, NY 10019	509 (a)(2)	Program Support	\$	7,500
The International Council of the Museum of Modern Art 11 W. 3rd Street New York, NY 10019	509 (a)(2)	Program Support	\$	2,000
Las Madrnas/Children's Hospital of Los Angeles Department 6778 Los Angeles, CA 90084	170(b)(1)(A)(vi)	Program Support	\$	1,000
Los Angeles Opera Company 135N. Grand Avenue Los Angeles, CA 90012	170(b)(1)(A)(vi)	Program Support	\$	788
Museum Associates/dba Los Angeles County Museum of Modern Art (LACMA) 5905 Wilshire Blvd. Los Angeles, CA 90036-9938	170(b)(1)(A)(vii)	Program Support	\$	5,000
Museum Associates/dba Los Angeles County Museum of Modern Art (LACMA) 5905 Wilshire Blvd Los Angeles, CA 90036-9938	170(b)(1)(A)(vii)	Program Support	\$	1,000
Museum Associates/dba Los Angeles County Museum of Modern Art (LACMA) 5905 Wilshire Blvd. Los Angeles, CA 90036-9938	170(b)(1)(A)(vii)	Program Support	\$	5,000
Museum of Contemporary Art (MOCA) 250 S. Grand Avenue Los Angeles, CA 90012	170(b)(1)(A)(vi)	Program Support	\$	5,000
Museum of Contemporary Art (MOCA) 250 S. Grand Avenue Los Angeles, CA 90012	170(b)(1)(A)(vi)	Program Support	\$	2,125

Museum of Contemporary Art (MOCA) 250 S. Grand Avenue Los Angeles, CA 90012	170(b)(1)(A)(vi)	Support Artist's Museum Program	\$	9,770
Museum of Modern Art 11 W. 53rd Street New York, NY 10019	170(b)(1)(A)(vi)	Program Support	\$	5,000
Museum of Modern Art 11 W. 53rd Street New York, NY 10019	170(b)(1)(A)(vi)	Program Supprt	\$	10,000
Orange County Museum of Art 850 San Clemente Drive Newport Beach, CA 92660	509 (a)(2)	Program Support	\$	1,000
Orange County Museum of Art 850 San Clemente Drive Newport Beach, CA 92660	509 (a)(2)	Support Richard Jackson Retrospective Program	\$	1,000
Reading is Fundamental 7250 Bandini Blvd., Suite 208 Los Angeles, CA 90040	170(b)(1)(A)(vii)	Support Motivational Reading Program Expan	\$	5,000
Santa Monica Museum of Art Bergamot Station 2525 Michigan Avenue, Building G1 Santa Monica, CA 90404	170(b)(1)(A)(vi)	Program Support: Andrew Lord Exhibit	\$	20,000
United States Adaptive Recreation Center P.O. Box 2897 Big Bear Lake, CA 92315-2897	170(b)(1)(A)(vi)	Support Therapeutic Recreation Lessons for Childrem with Diabetes	\$	1,000
Whitney Museum of Art 945 Madison Avenue New York, NY 10021	170(b)(1)(A)(vi)	Program Support	\$	1,000
Whitney Museum of Art 945 Madison Avenue New York, NY 10021	170(b)(1)(A)(vi)	Program Support	\$	10,000
Whitney Museum of Art 945 Madison Avenue New York, NY 10021	170(b)(1)(A)(vi)	Program Support	\$	1,000
TOTAL CONTRIBUTIONS			\$	261,483

LLWW FOUNDATION, 95-3464689

COMMITMENT STATUS

AS OF JANUARY 1, 2011

ORGANIZATION/ADDRESS	ORGANIZATION STATUS	PURPOSE	COMMITMENT AMOUNT
Santa Barbara Museum of Art 1130 State Street Santa Barbara, CA 93101-2746	170(b)(1)(a)(vi)	Support Charles Garabedian: A Retrospective Exhibit	\$ 20,000
Bennington College One College Drive Bennington, VT 05201	170(b)(1)(a)(ii)	Support Peter Drucker Fund for Excellence and Innovation Program	\$ 625,000
TOTAL COMMITMENTS			\$ 645,000

Museum of Contemporary Art (MOCA) 250 S Grand Avenue Los Angeles, CA 90012	170(b)(1)(A)(vi)	Support Artist's Museum Program	\$	9,770
Museum of Modern Art 11 W 53rd Street New York, NY 10019	170(b)(1)(A)(vi)	Program Support	\$	5,000
Museum of Modern Art 11 W. 53rd Street New York, NY 10019	170(b)(1)(A)(vi)	Program Support	\$	10,000
Orange County Museum of Art 850 San Clemente Drive Newport Beach, CA 92660	509 (a)(2)	Program Support	\$	1,000
Orange County Museum of Art 850 San Clemente Drive Newport Beach, CA 92660	509 (a)(2)	Support Richard Jackson Retrospective Program	\$	1,000
Reading is Fundamental 7250 Bandini Blvd., Suite 208 Los Angeles, CA 90040	170(b)(1)(A)(vii)	Support Motivational Reading Program Expansion	\$	5,000
Santa Monica Museum of Art Bergamot Station 2525 Michigan Avenue, Building G1 Santa Monica, CA 90404	170(b)(1)(A)(vi)	Program Support: Andrew Lord Exhibit	\$	20,000
United States Adaptive Recreation Center P.O. Box 2897 Big Bear Lake, CA 92315-2897	170(b)(1)(A)(vi)	Support Therapeutic Recreation Lessons for Children with Diabetes	\$	1,000
Whitney Museum of Art 945 Madison Avenue New York, NY 10021	170(b)(1)(A)(vi)	Program Support	\$	1,000
Whitney Museum of Art 945 Madison Avenue New York, NY 10021	170(b)(1)(A)(vi)	Program Support	\$	10,000
Whitney Museum of Art 945 Madison Avenue New York, NY 10021	170(b)(1)(A)(vi)	Program Support	\$	1,000

TOTAL CONTRIBUTIONS

\$ 261,483

LLWW FOUNDATION, 95-3464689

COMMITMENT STATUS

AS OF JANUARY 1, 2011

ORGANIZATION/ADDRESS	ORGANIZATION STATUS	PURPOSE	COMMITMENT AMOUNT
Santa Barbara Museum of Art 1130 State Street Santa Barbara, CA 93101-2746	170(b)(1)(a)(vi)	Support Charles Garabedian. A Retrospective Exhibit	\$ 20,000
Bennington College One College Drive Bennington, VT 05201	170(b)(1)(a)(ii)	Support Peter Drucker Fund for Excellence and Innovation Program	\$ 625,000
TOTAL COMMITMENTS			\$ 645,000

[illegible]

L.L.W.W. FOUNDATION							
I.D.#95-3464689	12/31/2010						
<u>OTHER INCOME/CAPITAL GAINS AND LOSSES</u>							
<u>990-PF, PAGE 1, LINES 11/6A</u>							
<u>NET INCOME(LOSS) FROM PARTNERSHIPS</u>							
		INCOME	SHORT-TERM	LONG-TERM			
		OR (LOSS)	CAP GAINS	CAP GAINS			
			OR (LOSS)	OR (LOSS)			NET INCOME
WHITTIER EQUITIES FUND VII (FOUNDATION GROWTH)		2,204	18,674		156,076		176,954
WHITTIER EQUITIES FUND VIII (RELATIVE GROWTH)		(1,275)	55,614		54,912		109,251
WHITTIER EQUITIES FUND IX (AGGRESSIVE GROWTH)		(1,871)	68,871		72,148		139,148
WHITTIER EQUITIES FUND X (FOUNDATION VALUE FUN		1,364	49,491		540,481		591,336
WHITTIER EQUITIES FUND XI (FOUNDATION INTERNAT		(10)	5,416		230,286		235,692
WHITTIER EQUITIES FUND 32 (WHITTIER RELATIVE)		(2,823)	32,253		116,615		146,045
WHITTIER EQUITIES FUND 33 (WHITTIER AGGRESSIVE)		172	35,310		40,759		76,241
WHITTIER EQUITIES FUND 34 (WHITTIER VALUE)		4,436	7,385		7,374		19,195
WHITTIER EQUITIES FUND 35 (WHITTIER INTERNATION		14,246	453		(6,840)		7,859
TOTAL NET INCOME		16,443	273,467		1,211,811		1,501,721