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See Attached Form 3115

Form **990-PF**

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

OMB No 1545-0052

2010Department 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

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 W.W.W. FOUNDATION		A Employer identification number 95-3694741
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 91030-2630		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 53,916,971. (Part I, column (d) must be on cash basis)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,491.	2,491.		STATEMENT 1
4 Dividends and interest from securities		769,233.	769,233.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		913,530.			
b Gross sales price for all assets on line 6a 37,876,145.					
7 Capital gain net income (from Part IV, line 2)			913,530.		
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		68,510.	68,510.		STATEMENT 3
12 Total. Add lines 1 through 11		1,753,764.	1,753,764.		
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		7,700.	0.		7,700.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		126,800.	800.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		351,654.	139,755.		211,899.
24 Total operating and administrative expenses. Add lines 13 through 23		486,154.	140,555.		219,599.
25 Contributions, gifts, grants paid		1,359,570.			1,776,660.
26 Total expenses and disbursements. Add lines 24 and 25		1,845,724.	140,555.		1,996,259.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-91,960.			
b Net investment income (if negative, enter -0-)			1,613,209.		
c Adjusted net income (if negative, enter -0-)				N/A	

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2010 04040 W.W.W. FOUNDATION

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	4,970.	8,911.	8,911.
	2 Savings and temporary cash investments	1,156,131.	1,256,783.	1,256,783.
	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 8	3,182,413.	3,075,288.	3,075,288.
	b Investments - corporate stock STMT 9	18,766,506.	26,628,402.	26,628,402.
	c Investments - corporate bonds STMT 10	1,953,372.	1,094,233.	1,094,233.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	21,723,292.	21,850,522.	21,850,522.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	9,145.	2,832.	2,832.
	16 Total assets (to be completed by all filers)	46,795,829.	53,916,971.	53,916,971.
	17 Accounts payable and accrued expenses			
	18 Grants payable		1,430,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	0.	80,204.	
	23 Total liabilities (add lines 17 through 22)	0.	1,510,204.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	46,795,829.	47,960,912.	
	25 Temporarily restricted		4,445,855.	
	26 Permanently restricted	0.		
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	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	46,795,829.	52,406,767.	
	31 Total liabilities and net assets/fund balances	46,795,829.	53,916,971.	

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	46,795,829.
2 Enter amount from Part I, line 27a	2	-91,960.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	5,702,898.
4 Add lines 1, 2, and 3	4	52,406,767.
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	52,406,767.

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 37,876,145.		36,962,615.	913,530.

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			913,530.

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	913,530.
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	2,752,998.	43,049,990.	.063949
2008	3,175,079.	52,889,219.	.060033
2007	3,221,598.	63,193,550.	.050980
2006	2,057,074.	58,280,279.	.035296
2005	1,632,146.	54,785,906.	.029791

2 Total of line 1, column (d)	2	.240049
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	.048010
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	48,831,707.
5 Multiply line 4 by line 3	5	2,344,410.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,132.
7 Add lines 5 and 6	7	2,360,542.
8 Enter qualifying distributions from Part XII, line 4	8	1,996,259.

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		1	32,264.
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	32,264.
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	32,264.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	128,832.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	148,832.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	74.	
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	116,494.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 50,000. Refunded ☒	11	66,494.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 N/A				
14	The books are in care of PEGINE E GRAYSON Telephone no. (626) 441-5188			
Located at 625 S FAIR OAKS AVE., SUITE 360, S PASADENA, CA ZIP+4 91030-2630				
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				

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ 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 ☒ 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 ☒ 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		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?		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?	☐ Yes ☒ 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	
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?	☐ Yes ☒ 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2010)

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

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ 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
SEE STATEMENT 14		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

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	
	0.
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 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions.	
3	
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:		
a	Average monthly fair market value of securities	1a	26,368,511.
b	Average of monthly cash balances	1b	1,462,091.
c	Fair market value of all other assets	1c	21,744,735.
d	Total (add lines 1a, b, and c)	1d	49,575,337.
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	49,575,337.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	743,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,831,707.
6	Minimum investment return. Enter 5% of line 5	6	2,441,585.

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	2,441,585.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	32,264.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,264.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,409,321.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,409,321.
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	2,409,321.

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	1,996,259.
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	1,996,259.
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	1,996,259.

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				2,409,321.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,156,712.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,996,259.				
a Applied to 2009, but not more than line 2a			1,156,712.	
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				839,547.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
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				1,569,774.
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	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

Recipient Name and address (home or business)	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
a Paid during the year SEE SCHEDULE ATTACHED				1,776,660.
Total			▶ 3a	1,776,660.
b Approved for future payment SEE SCHEDULE ATTACHED				1,430,000.
Total			▶ 3b	1,430,000.

Part XVII 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 with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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

(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.

Peggy Grayson
Signature of officer or trustee

11/14/11
Date

Secretary
Title

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

Kyle Webster

Konstan

4/14/14

Ref 48175

Firm's name ▶ WHITTIER TRUST COMPANY

Firm's EIN ▶

Firm's address ► 1600 HUNTINGTON DRIVE
SO. PASADENA, CA 91030

Phone no. 626-441-5111

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 SHORT-TERM CAPITAL GAINS FROM PARTNERSHIPS		P	VARIOUS	12/31/10
b LONG-TERM CAPITAL GAINS FROM PARTNERSHIPS		P	VARIOUS	12/31/10
c SEE SCHEDULE ATTACHED-00 5075		P	VARIOUS	VARIOUS
d SEE SCHEDULE ATTACHED-00 5075		P	VARIOUS	VARIOUS
e SEE SCHEDULE ATTACHED-73 5075		P	VARIOUS	VARIOUS
f SEE SCHEDULE ATTACHED-82 5075		P	VARIOUS	VARIOUS
g SEE SCHEDULE ATTACHED-82 5075		P	VARIOUS	VARIOUS
h SEE SCHEDULE ATTACHED-83 5075		P	VARIOUS	VARIOUS
i SEE SCHEDULE ATTACHED-82 5111		P	VARIOUS	VARIOUS
j SEE SCHEDULE ATTACHED-82 5111		P	VARIOUS	VARIOUS
k CLASS ACTION PROCEEDS-00 5075		P	VARIOUS	VARIOUS
l CLASS ACTION PROCEEDS-73 5075		P	VARIOUS	VARIOUS
m CLASS ACTION PROCEEDS-82 5075		P	VARIOUS	VARIOUS
n CLASS ACTION PROCEEDS-83 5075		P	VARIOUS	09/24/10
o CLASS ACTION PROCEEDS-00 5111		P	VARIOUS	12/31/10

(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 1,059,479.			1,059,479.
b 5,138,017.			5,138,017.
c 1,025,355.		987,114.	38,241.
d 1,913,747.		1,892,698.	21,049.
e 4,832.		5,889.	-1,057.
f 789,924.		775,493.	14,431.
g 1,428,031.		1,364,834.	63,197.
h 3,436.		8,474.	-5,038.
i 185,175.		181,862.	3,313.
j 558,640.		527,390.	31,250.
k 4,037.			4,037.
l 2,094.			2,094.
m 2,002.			2,002.
n 618.			618.
o 485.			485.

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			1,059,479.
b			5,138,017.
c			38,241.
d			21,049.
e			-1,057.
f			14,431.
g			63,197.
h			-5,038.
i			3,313.
j			31,250.
k			4,037.
l			2,094.
m			2,002.
n			618.
o			485.

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

W.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 SEE SCHEDULE ATTACHED-82 5111		P	VARIOUS	09/24/10
b FOUNDATION GROWTH FUND		P	VARIOUS	12/01/10
c FOUNDATION RELATIVE GROWTH FUND		P	VARIOUS	03/01/10
d FOUNDATION AGGRESSIVE GROWTH FUND		P	VARIOUS	03/01/10
e FOUNDATION VALUE FUND		P	VARIOUS	03/01/10
f FOUNDATION INTERNATIONAL FUND		P	VARIOUS	03/01/10
g WHITTIER RELATIVE GROWTH FUND A		P	VARIOUS	12/01/10
h FOUNDATION RELATIVE GROWTH FUND-LAYT		P	VARIOUS	03/01/10
i FOUNDATION AGGRESSIVE GROWTH FUND-LAYT		P	VARIOUS	03/01/10
j FOUNDATION VALUE FUND-LAYT		P	VARIOUS	03/10/10
k FOUNDATION INTERNATIONAL FUND-LAYT		P	VARIOUS	03/01/10
l WHITTIER RELATIVE GROWTH FUND A-LAYT		P	VARIOUS	
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 197.			197.
b 3,574,315.		4,746,090.	-1,171,775.
c 3,359,882.		3,990,311.	-630,429.
d 3,321,898.		3,834,197.	-512,299.
e 7,251,044.		9,454,888.	-2,203,844.
f 3,253,540.		3,782,923.	-529,383.
g 3,638,930.		3,860,497.	-221,567.
h 252,431.		278,134.	-25,703.
i 233,804.		259,971.	-26,167.
j 330,594.		436,251.	-105,657.
k 270,269.		285,585.	-15,316.
l 273,369.		290,014.	-16,645.
m			
n			
o			

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			197.
b			-1,171,775.
c			-630,429.
d			-512,299.
e			-2,203,844.
f			-529,383.
g			-221,567.
h			-25,703.
i			-26,167.
j			-105,657.
k			-15,316.
l			-16,645.
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	913,530.
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 PROV. TEMP FD 00 5075	1,960.
WHITTIER TR CO. - NOMINEE PROV. TEMP FD 00 5111	319.
WHITTIER TR CO. - NOMINEE PROV. TEMP FD 73 5075	105.
WHITTIER TR CO. - NOMINEE PROV. TEMP FD 82 5075	59.
WHITTIER TR CO. - NOMINEE PROV. TEMP FD 82 5111	29.
WHITTIER TR CO. - NOMINEE PROV. TEMP FD 83 5075	19.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,491.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WHITTIER TR CO. - NOMINEE A/C 00 5075 CORP INT	93,198.	0.	93,198.
WHITTIER TR CO. - NOMINEE A/C 00 5075 DIVIDENDS	210,853.	0.	210,853.
WHITTIER TR CO. - NOMINEE A/C 00 5075 U.S. GOV'T INTEREST	163,168.	0.	163,168.
WHITTIER TR CO. - NOMINEE A/C 00 5111 DIVIDENDS	16,281.	0.	16,281.
WHITTIER TR CO. - NOMINEE A/C 00 5111 U.S. GOV'T INTEREST	17,805.	0.	17,805.
WHITTIER TR CO. - NOMINEE A/C 73 5075 DIVIDENDS	100,498.	0.	100,498.
WHITTIER TR CO. - NOMINEE A/C 82 5075 DIVIDENDS	115,360.	0.	115,360.
WHITTIER TR CO. - NOMINEE A/C 82 5111 DIVIDENDS	36,170.	0.	36,170.
WHITTIER TR CO. - NOMINEE A/C 83 5075 DIVIDENDS	15,900.	0.	15,900.
TOTAL TO FM 990-PF, PART I, LN 4	769,233.	0.	769,233.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER EQUITIES FDS - PARTNERSHIPS NET INCOME SEE SCHED. ATTACHED	60,128.	60,128.	
OTHER INCOME	8,382.	8,382.	
TOTAL TO FORM 990-PF, PART I, LINE 11	68,510.	68,510.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	7,700.	0.		7,700.
TO FORM 990-PF, PG 1, LN 16B	7,700.	0.		7,700.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES-CURRENT YEAR	126,000.	0.		0.
FOREIGN TAX WITHHELD	800.	800.		0.
TO FORM 990-PF, PG 1, LN 18	126,800.	800.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES ALLOCATED 60% TO CHARITABLE ACTIVITIES	311,864.	124,746.		187,118.
ADMINISTRATIVE EXPENSES ALLOCATED 60% TO CHARITABLE ACTIVITIES-LAYT	37,095.	14,838.		22,257.
FILING FEES	105.	0.		105.
INSURANCE EXPENSE	1,708.	171.		1,537.
OFFICE SUPPLIES EXPENSE	856.	0.		856.
MISCELLANEOUS EXPENSE	26.	0.		26.
TO FORM 990-PF, PG 1, LN 23	351,654.	139,755.		211,899.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION IN FAIR MARKET VALUE OF INVESTMENTS	5,702,898.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,702,898.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BONDS & NOTES-A/C 00 5075	X		1,615,198.	1,615,198.
US GOVT AGENCY OBLIGATIONS-A/C 5075	X		1,032,290.	1,032,290.
US TREASURY BONDS & NOTES-A/C 5111	X		212,656.	212,656.
US GOVT AGENCY OBLIGATIONS-A/C 5111	X		215,144.	215,144.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,075,288.	3,075,288.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,075,288.	3,075,288.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULES ATTACHED - CORP. STOCKS	26,628,402.	26,628,402.
TOTAL TO FORM 990-PF, PART II, LINE 10B	26,628,402.	26,628,402.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - CORP. BONDS	1,094,233.	1,094,233.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,094,233.	1,094,233.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITTIER AGGRESSIVE GROWTH FUND A	FMV	7,814,836.	7,814,836.
WHITTIER VALUE FUND A	FMV	9,030,119.	9,030,119.
WHITTIER INTERNATIONAL FUND A	FMV	3,720,717.	3,720,717.
WHITTIER AGGRESSIVE GROWTH FUND A-L A YOUTH	FMV	567,981.	567,981.
WHITTIER VALUE FUND A-L A YOUTH	FMV	410,679.	410,679.
WHITTIER INTERNATIONAL FUND A-L A YOUTH	FMV	306,190.	306,190.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,850,522.	21,850,522.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FUND DISTRIBUTION RECEIVED IN 2010	9,145.	0.	0.
PREPAID EXCISE TAXES	0.	2,832.	2,832.
TOTAL TO FORM 990-PF, PART II, LINE 15	9,145.	2,832.	2,832.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAXES PAYABLE	0.	80,204.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	80,204.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARCIA W. CONSTANCE 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 0.00	0.	0.	0.
WINIFRED W RHODES 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
LINDA J. BLINKENBERG 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CFO/DIRECTOR 0.00	0.	0.	0.
ARLO G. SORENSEN 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 0.00	0.	0.	0.
BRYCE W. RHODES 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
BRETT E. HODGES 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 0.00	0.	0.	0.
MICHAEL J. CASEY 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 0.00	0.	0.	0.
SHARON H. BRADFORD 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
BRIAN M. HODGES 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 0.00	0.	0.	0.
ADAM J. RHODES 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 0.00	0.	0.	0.
EMERY W. RHODES 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 0.00	0.	0.	0.

W.W.W. FOUNDATION

95-3694741

JULIE LYTTLE SECRETARY
625 S FAIR OAKS AVENUE, SUITE 360 0.00
SOUTH PASADENA, CA 91030

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

0021

PREPARED FOR ACCOUNT # 52 00 5075 0 0L - WWW FOUNDATION

TAX LEDGER

ACCOUNT SITUS = CA

TAX ID# = 953694741

STATE TAX ID# =

PAGE 1

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED	DATE SOLD	CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
1250.0000	EXCLL MARITIME CAPRIERS LTD COM (V3267N107)	1	08/06/09	04/23/10	8326.85	-10000.00	-1673.15
2475.0000	BB&T CAP TP VII 8.10%GTD PFD64 (05531H208)	1	10/21/09	03/09/10	65297.10	-61875.00	3422.10
10025.0000	BB&T CAP TR VII 8.10%GTD PFD64 (05531H208)	1	10/21/09	03/10/10	265038.58	-250625.00	14413.58
2500.0000	CITIGROUP CAP XIII TR PFD SECS (173080201)	1	09/30/10	10/08/10	65248.90	-62500.00	2748.90
2500.0000	CITIGROUP CAP XIII TR PFD SECS (173080201)	1	09/30/10	10/27/10	66023.88	-62500.00	3523.88
3050.0000	LLOYDS BANKING GROUP PLC PINES 7.75%50 (539439802)	1	06/30/10	11/01/10	79914.14	-76250.00	3664.14
837.0000	LLOYDS BANKING GROUP PLC PINES 7.75%50 (539439802)	1	06/30/10	11/02/10	21887.18	-20925.00	962.18
1500.0000	LLOYDS BANKING GROUP PLC PINES 7.75%50 (539439802)	1	06/30/10	11/03/10	39224.79	-37500.00	1724.79
4613.0000	LLOYDS BANKING GROUP PLC PINES 7.75%50 (539439802)	1	06/30/10	11/04/10	120749.69	-115325.00	5424.69
1940.0000	PUBLIC STORAGE DEP SHS PFD-0 (74460D182)	1	04/06/10	08/25/10	49179.53	-48500.00	679.53
3970.0000	PUBLIC STORAGE DEP SHS PFD-0 (74460D182)	1	04/06/10	08/26/10	100680.27	-99250.00	1430.27
620.0000	PUBLIC STORAGE DEP SHS PFD-0 (74460D182)	1	04/06/10	08/27/10	15716.73	-15500.00	216.73
3470.0000	PUBLIC STORAGE DEP SHS PFD-0 (74460D182)	1	04/06/10	08/30/10	88441.51	-86750.00	1691.51
20120.7900	PES 5.5 12/25/17 (76110G2H3)	1	03/12/09	01/25/10	20420.79	-20414.84	5.95
19204.9700	RES 5.5 12/25/17 (76110G2H3)	1	03/12/09	02/25/10	19204.89	-19149.34	5.55
TOTAL SHORT TERM SALES & MATURITIES					1,025,354.83		
TOTAL SHORT TERM GAIN & LOSSES						987,114.18	38,240.65

LONG TERM SALES & MATURITIES		DATE		CAPITAL PROCEEDS TO		LONG TERM	
SHARES/PAR	SECURITY	REG	ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH	GAIN OR LOSS
0021 PREPARED FOR ACCOUNT # 52 00 5075 0 0L - WWW FOUNDATION							PAGE 2
PROCESS DATE 01/11/2011							ACCOUNT SITUS = CA
FOR TAX YEAR ENDED 12/31/2010							TAX ID# = 953694741
							STATE TAX ID# =
SECTION A - CAPITAL GAINS & LOSSES							
LONG TERM SALES & MATURITIES		DATE		CAPITAL PROCEEDS TO		LONG TERM	
SHARES/PAR	SECURITY	REG	ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH	GAIN OR LOSS
237.7500	CITIGROUP INC COM	1	06/27/07	03/10/10	357.90	-11299.05	-10941.15
262.0000	CITIGROUP INC COM	1	03/18/04	03/10/10	1111.04	-14455.32	-13344.28
259.9994	CITIGROUP INC COM	1	12/08/99	03/10/10	1024.36	-10079.25	-9054.89
497.3321	CITIGROUP INC COM	1	11/24/99	03/10/10	1259.41	-19039.69	-17080.28
17.0000	CITIGROUP INC COM	1	07/09/02	03/10/10	66.93	-614.72	-547.79
906.6644	CITIGROUP INC COM	1	02/23/00	03/10/10	3572.12	-32628.46	-29056.34
469.0041	CITIGROUP INC COM	1	09/30/98	03/10/10	1847.80	-6233.13	-6385.33
57350.2500	CITIGROUP INC COM	1	05/06/06	03/10/10	225951.20	-196198.46	29752.74
52255.0000	CITIGROUP INC COM	1	05/06/08	04/23/10	250867.71	-178801.54	72066.17
500000.0000	FEDERAL FARM CR BKS CONS DFR 4.350%12/17/10 (31331TNJC)	1	12/16/03	12/17/10	500000.00	-500000.00	0.00
500000.0000	FEDERAL NATL MTG ASSN MTN MTNF 6.080%12/15/10 (31364BRF9)	1	03/09/99	12/15/10	500000.00	-500000.00	0.00
2000.0000	FIFTH STREET FINANCE CORP COM (31678A103)	1	06/11/06	04/23/10	39514.99	-42360.00	-2845.01
2100.0000	FIFTH STREET FINANCE CORP COM (31678A103)	1	07/08/06	04/23/10	27660.50	-19719.84	7940.66
196000.0000	GENERAL MTRS ACCEP (OPP) MTNF 5.550% 2/15/10 (3704A0WY4)	1	02/10/05	02/15/10	196000.00	-196000.00	0.00
11295.0500	RES 5.5 12/25/17 (76110G2H3)	1	03/12/09	03/25/10	11295.05	-11291.61	3.24
14664.2800	RES 5.5 12/25/17 (76110G2H3)	1	03/12/09	04/26/10	14664.28	-14660.11	4.17
13104.4400	PES 5.5 12/25/17 (76110G2H3)	1	03/12/09	05/25/10	13104.44	-13100.75	3.69
13615.6900	RES 5.5 12/25/17 (76110G2H3)	1	03/12/09	06/25/10	13615.69	-13611.39	3.80
11748.2300	RES 5.5 12/25/17 (76110G2H3)	1	03/12/09	07/26/10	11748.23	-11744.98	3.25
19344.1800	RES 5.5 12/25/17 (76110G2H3)	1	03/12/09	08/25/10	19344.18	-19338.88	5.30

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

SECTION A - CAPITAL GAINS & LOSSES

LONG TERM SALES & MATURITIES				CAPITAL PROCEEDS TO		LONG TERM	
SHARES/PAR	SECURITY	REG	DATE	INCOME CASH	PRINCIPAL CASH	COST BASIS	GAIN OR LOSS
18878.0200	RES 5.5 12/25/17	1	03/12/09 09/27/10	18878.02	-18872.89	5.13	
	(76110G2H3)						
17735.7100	RES 5.5 12/25/17	1	03/12/09 10/25/10	17735.71	-17730.94	4.77	
	(76110G2H3)						
26494.2100	RES 5.5 12/25/17	1	03/12/09 11/29/10	26494.21	-26487.15	7.06	
	(76110G2H3)						
16433.2900	RES 5.5 12/25/17	1	03/12/09 12/27/10	16433.29	-16428.96	4.33	
	(76110G2H3)						
TOTAL LONG TERM SALES & MATURITIES				1,913,747.11			
TOTAL LONG TERM GAIN & LOSSES						1,892,697.82	21,049.29
TOTAL CAPITAL GAINS & LOSSES							

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

SECTION A - CAPITAL GAINS & LOSSES

		LONG TERM SALES & MATURITIES		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS
SHARES/PAR	SECURITY	REG	DATE ACQUIRED	SOLD	INCOME CASH PRINCIPAL CASH		
0.1060	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	06/27/07	07/23/10	0.79	-1.12	-0.33
52.2227	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	06/27/07	07/30/10	396.67	-550.57	-153.90
583.7773	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	04/01/04	07/30/10	4434.24	-5337.34	-903.10
	TOTAL LONG TERM SALES & MATURITIES				4831.70	5889.03	-1057.33
	TOTAL LONG TERM GAIN & LOSSES						-1057.33
	TOTAL CAPITAL GAINS & LOSSES						-1057.33

0021

PREPARED FOR ACCOUNT # 42 82 5075 0 0Y - WWW FOUNDATION CORPORATE AMERICA

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

TAX LEDGER

ACCOUNT SITUS = CA
TAX ID# = 953694741
STATE TAX ID# =

PAGE 1

SECTION A - CAPITAL GAINS & LOSSES

SHORT TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED SOLD	CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
1360.0000	WEATHERFORD INTERNATIONAL LT COM (H27013103)	1	07/15/09 02/25/10	22210.70	-26914.81	-4704.11
120.0000	AIR PRODS & CHEMS INC COM (009158106)	1	04/09/09 03/15/10	8887.08	-7194.65	1692.43
190.0000	AIR PRODS & CHEMS INC COM (009158106)	1	05/05/10 07/20/10	13175.71	-14107.51	-931.80
255.0000	BHP BILLITON LTD SPONSORED ADR (088606108)	1	08/21/09 02/02/10	18920.78	-16138.52	2782.26
350.0000	DEERE & CO COM (244199105)	1	09/21/09 08/04/10	23691.44	-15730.86	7960.58
325.0000	DEERE & CO COM (244199105)	1	11/04/09 08/04/10	21999.20	-15369.40	6629.80
2725.0000	DELL INC (24702R101)	1	02/19/09 02/02/10	36244.76	-22477.44	13767.32
1350.0000	EBAY INC COM (278642103)	1	08/21/09 02/02/10	31200.80	-29862.00	1338.80
0.2692	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	01/05/10 07/23/10	2.00	-2.32	-0.32
415.0000	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	01/05/10 07/27/10	3216.19	-3568.92	-352.73
785.0000	GENZYME CORP COM (372917104)	1	03/31/09 01/05/10	37912.98	-46693.68	-8780.70
245.0000	ISHARES DJ FINL SECTOR (464287788)	1	04/16/10 06/03/10	12935.93	-14426.73	-1490.80
1425.0000	ISHARES DJ FINL SECTOR (464287788)	1	04/16/10 08/04/10	76501.40	-83910.55	-7409.15
1070.0000	KLA-TENCOR CORP COM (482480100)	1	04/09/09 02/02/10	31106.64	-25278.86	5827.78
190.0000	MASTERCARD INC CL A (57636Q104)	1	05/01/09 02/02/10	48196.47	-32634.67	15561.80
145.0000	MCKESSON CORP COM (58155Q103)	1	01/05/10 04/16/10	9316.13	-9223.38	92.75
1350.0000	MORGAN STANLEY DEAN WITTER & CO NEW (617446448)	1	01/15/10 04/27/10	40688.95	-41091.30	-402.35
410.0000	PG&E CORP COM (69331C108)	1	12/09/10 12/29/10**	19608.16	-19186.85	421.31
220.0000	PG&E CORP COM (69331C108)	1	04/27/10 12/29/10**	10521.45	-9593.23	928.22
1670.0000	REINSURANCE GROUP AMER INC COM NEW (759351604)	1	02/02/10 10/27/10	83757.60	-81369.75	2387.85
285.0000	SPDR TR S&P 500 (78462F103)	1	11/23/09 02/02/10	31418.00	-31558.05	-140.05
295.0000	SEMPPA ENERGY COM (816851109)	1	03/30/09 02/02/10	15159.86	-13236.74	1923.12
405.0000	UNION PAC CORP COM (907818108)	1	08/04/10 11/15/10	37092.42	-31192.86	5899.56

0021

PREPARED FOR ACCOUNT # 42 82 5075 0 0Y - WWW FOUNDATION CORPORATE AMERICA

PROCESS DATE 01/11/2011

TAX LEDGER

FOR TAX YEAP ENDED 12/31/2010

PAGE 2

ACCOUNT SITUS = CA

TAX ID# = 953694741

STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHORT TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED SOLD	CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
860.0000	VISA INC COM CL A	1	02/02/10 08/30/10	59940.21	-72097.24	-12157.03
	(92826C839)					
230.0000	VISA INC COM CL A	1	12/09/10 12/22/10	15655.61	-18134.35	-2478.74*
	(92826C839)					
575.0000	VISA INC COM CL A	1	02/02/10 12/22/10	39139.01	-48204.55	-9065.54*
	(92826C839)					
2485.0000	WESTERN UN CO COM	1	11/04/09 03/15/10	41424.65	-46294.25	-4869.60
	(959802109)					
TOTAL SHORT TERM SALES & MATURITIES				789924.13	775493.47	14430.66
TOTAL SHORT TERM GAIN & LOSSES						14430.66

LONG TERM SALES & MATURITIES

SHARES/PAR	SECURITY	REG	DATE ACQUIRED SOLD	CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
52.8484	AOL INC COM	1	06/30/05 01/05/10	1303.98	-1450.08	-146.10
	(00184X105)					
6.8182	AOL INC COM	1	08/04/06 01/05/10	168.23	-185.31	-17.08
	(00184X105)					
130.3334	AOL INC COM	1	11/14/08 01/05/10	3215.84	-2036.60	1179.24
	(00184X105)					
0.7271	AOL INC COM	1	11/14/08 01/15/10	18.30	-11.36	6.94
	(00184X105)					
2019.0000	AT&T INC COM	1	06/30/05 01/05/10	57370.43	-40502.20	16868.23
	(00206R102)					
105.0000	AIR PRODS & CHEMS INC COM	1	11/14/08 03/15/10	7776.20	-5782.57	1993.63
	(009158106)					
610.0000	AIR PRODS & CHEMS INC COM	1	11/14/08 07/20/10	42300.95	-33593.98	8706.97
	(009158106)					
995.0000	BANK OF AMERICA CORPORATION COM	1	06/16/08 04/27/10	17492.10	-27750.23	-10258.13
	(060505104)					
1265.0000	BEST BUY INC COM	1	06/25/09 06/04/10	44515.35	-42707.41	1807.94
	(086516101)					
1110.0000	CHESAPEAKE ENERGY CORP COM	1	07/15/09 08/04/10	24863.70	-21363.50	3500.20
	(165167107)					
1595.0000	DEAN FOODS CO NEW COM	1	07/13/07 01/20/10	28507.29	-50534.07	-22026.78
	(242370104)					
805.0000	DEAN FOODS CO NEW COM	1	07/13/07 02/09/10	14049.16	-25504.65	-11455.49
	(242370104)					
795.0000	DEAN FOODS CO NEW COM	1	11/07/07 02/09/10	13874.64	-20497.72	-6623.08
	(242370104)					
1105.0000	EMERSON ELEC CO COM	1	06/30/05 06/03/10	52003.40	-34807.06	17196.34
	(291011104)					
1045.0000	EMERSON ELEC CO COM	1	06/30/05 11/15/10	58197.57	-32917.08	25280.49
	(291011104)					

0021

PREPARED FOR ACCOUNT # 42 82 5075 0 0Y - WWW FOUNDATION CORPORATE AMERICA

TAX LEDGER

PAGE 3

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = CA
TAX ID# = 953694741
STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	LONG TERM SALES & MATURITIES DATE		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS
			ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH		
385.0000	EMERSON ELEC CO COM	(291011104)	11/04/09	11/15/10	21441.21	-15369.48	6071.73	
740.0000	EMERSON ELEC CO COM	(291011104)	01/13/09	11/15/10	41211.67	-25367.20	15844.47	
600.0000	EXELON CORP COM	(30161N101)	12/21/07	02/02/10	27558.85	-49344.00	-21785.15	
1195.0000	EXELON CORP COM	(30161N101)	06/30/05	02/02/10	54888.04	-61721.75	-6833.71	
15.0000	EXELON CORP COM	(30161N101)	11/16/05	02/02/10	688.97	-765.15	-76.18	
230.0000	EXXON MOBIL COPP COM	(302316102)	04/21/08	02/25/10	14818.02	-21721.07	-6903.05	
220.0000	FREEPORT-MCMORAN COPPER & GOLD	(356710857)	03/20/07	02/02/10	15951.94	-13548.70	2403.24	
335.0000	GILEAD SCIENCES INC COM	(375558103)	09/11/07	06/03/10	11989.44	-12714.46	-725.02	
545.0000	HERSHEY CO COM	(427866108)	01/10/08	01/05/10	20486.05	-20677.30	-191.25	
900.0000	HEWLETT PACKARD CO COM	(428236103)	03/05/09	08/30/10	34795.48	-24327.00	10468.48	
900.0000	HEWLETT PACKARD CO COM	(428236103)	07/21/08	08/30/10	34795.48	-39015.00	-4219.52	
300.0000	ILLINOIS TOOL WKS INC COM	(452308109)	07/13/07	02/02/10	13189.03	-17402.91	-4213.88	
50.0000	ILLINOIS TOOL WKS INC COM	(452308109)	08/04/06	02/02/10	2198.17	-2330.00	-131.83	
40.0000	ILLINOIS TOOL WKS INC COM	(452308109)	02/01/06	02/02/10	1758.54	-1678.80	79.74	
1540.0000	ILLINOIS TOOL WKS INC COM	(452308109)	06/30/05	02/02/10	67703.70	-61509.14	6194.56	
25.0000	INTERNATIONAL BUSINESS MACHS COM	(459200101)	08/04/06	02/02/10	3131.23	-1906.25	1224.98	
1045.0000	INTERNATIONAL BUSINESS MACHS COM	(459200101)	06/30/05	02/02/10	130885.59	-77761.58	53124.01	
595.0000	LIFE TECHNOLOGIES CORP COM	(53217V109)	08/07/08	04/16/10	30722.04	-25861.02	4861.02	
850.0000	MACYS INC COM	(55616P104)	06/30/05	05/18/10	18200.49	-31280.21	-13079.72	
50.0000	MACYS INC COM	(55616P104)	08/04/06	05/18/10	1070.62	-1783.00	-712.38	
30.0000	MACYS INC COM	(55616P104)	11/16/05	05/18/10	642.37	-1006.65	-364.28	
20.0000	MACYS INC COM	(55616P104)	02/01/06	05/18/10	428.25	-670.10	-241.85	
560.0000	MACYS INC COM	(55616P104)	03/19/08	05/18/10	11990.90	-13057.01	-1066.11	

0021

PREPARED FOR ACCOUNT # 42 82 5075 0 0Y - WWW FOUNDATION CORPORATE AMERICA

TAX LEDGER

PAGE 4

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = CA
TAX ID# = 953694741
STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	LONG TERM SALES & MATURITIES DATE		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS
			ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH		
315.0000	MCKESSON CORP COM	(58155Q103)	02/17/09	04/16/10	20236.50	-14157.04	6081.46	
81.0000	MCKESSON CORP COM	(58155Q103)	01/13/09	04/16/10	5204.18	-3352.35	1851.83	
170.0000	MCKESSON CORP COM	(58155Q103)	01/13/09	06/03/10	12062.99	-7035.79	5027.20	
1350.0000	MICROCHIP TECHNOLOGY INC COM	(595017104)	05/06/09	08/16/10	38632.71	-31600.94	7231.77	
150.0000	MONSANTO CO (NEW)	(61166W101)	07/21/08	03/15/10	10765.37	-17785.17	-7019.80	
300.0000	MONSANTO CO (NEW)	(61166W101)	07/21/08	05/05/10	18261.11	-35570.34	-17309.23	
165.0000	MONSANTO CO (NEW)	(61166W101)	11/14/08	05/05/10	10043.61	-12720.51	-2676.90	
360.0000	PRICE T ROWE GROUP INC COM	(74144T108)	11/14/08	06/03/10	18734.36	-12560.10	6174.26	
545.0000	QUALCOMM INC COM	(747525103)	10/06/09	04/27/10	20606.18	-13407.68	7198.50	
150.0000	QUALCOMM INC COM	(747525103)	05/07/03	04/27/10	5671.42	-2403.75	3267.67	
1340.0000	RAYTHEON CO COM NEW	(755111507)	03/31/09	11/15/10	62507.92	-52346.56	10161.36	
900.0000	SEMPRA ENERGY COM	(816851109)	03/30/09	04/27/10	44410.83	-40383.27	4027.56	
1340.0000	STATE STR CORP COM	(857477103)	07/23/08	05/27/10	52245.98	-96047.45	-43801.47	
415.0000	STATE STR CORP COM	(857477103)	10/30/08	05/27/10	16180.66	-17519.81	-1339.15	
300.0000	THERMO FISHER SCIENTIFIC INC COM	(883556102)	08/21/08	04/16/10	15918.20	-18063.00	-2144.80	
325.0000	THERMO FISHER SCIENTIFIC INC COM	(883556102)	04/09/09	04/16/10	17244.71	-12085.66	5159.03	
375.0000	TRAVELEPS COMPANIES, INC COM	(89417E109)	02/01/06	01/15/10	18321.67	-17189.81	1131.86	
470.0000	TRAVELERS COMPANIES, INC COM	(89417E109)	10/01/08	01/15/10	22963.17	-20434.05	2529.12	
115.0000	UNION PAC CORP COM	(907818108)	01/13/09	11/15/10	10532.42	-5031.79	5500.63	
800.0000	UNITED PARCEL SERVICE INC	(911312106)	05/07/03	08/04/10	53937.25	-49792.00	4145.25	
95.0000	UNITED PARCEL SERVICE INC	(911312106)	03/31/09	08/04/10	6405.05	-4700.55	1704.50	
50.0000	UNITED PARCEL SERVICE INC	(911312106)	08/04/06	08/04/10	3371.08	-3404.50	-93.42	
545.0000	WELLS FARGO & CO NEW COM	(949746101)	02/05/08	04/27/10	17368.86	-16720.60	648.26	
	TOTAL LONG TERM SALES & MATURITIES				1428031.45	1364834.34	63197.11	

0021

TAX LEDGER

PAGE 5

PREPARED FOR ACCOUNT # 42 82 5075 0 0Y - WWW FOUNDATION CORPORATE AMERICA

ACCOUNT SITUS = CA
TAX ID# = 953694741
STATE TAX ID# =

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

SECTION A - CAPITAL GAINS & LOSSES

TOTAL LONG TERM GAIN & LOSSES

LONG TERM
GAIN OR LOSS

63197.11

TOTAL CAPITAL GAINS & LOSSES

77627.77

** - 2011 ACTIVITY DESIGNATED FOR 2010.

* - SEE POTENTIAL WASH SALE SECTION

0021 PREPARED FOR ACCOUNT # 43 83 5075 0 0Y - WWW FOUNDATION ENHANCED GROWTH STRATEGY
 PROCESS DATE 01/11/2011
 FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = CA
 TAX ID# = 953694741
 STATE TAX ID# =

PAGE 1

SECTION A - CAPITAL GAINS & LOSSES

		LONG TERM SALES & MATURITIES		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS
SHARES/PAR	SECURITY	REG	DATE	INCOME CASH	PRINCIPAL CASH		
0.5440	LIVE NATION ENTERTAINMENT IN COM	1	10/05/07 05/26/10		6.93	-13.63	-6.70
210.5000	SUN MICROSYSTEMS INC COM NEW	1	10/01/98 01/29/10	1999.75		-4926.32	-2926.57
150.5000	SUN MICROSYSTEMS INC COM NEW	1	10/05/07 01/29/10	1429.75		-3533.74	-2103.99
	TOTAL LONG TERM SALES & MATURITIES			3436.43		8473.69	-5037.26
	TOTAL LONG TERM GAIN & LOSSES						-5037.26
	TOTAL CAPITAL GAINS & LOSSES						-5037.26

0021

PREPARED FOR ACCOUNT # 42 82 5111 0 01 - LAYT CORPORATE AMERICA

TAX LEDGER

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = PAGE 1
TAX ID# = CA 953694741
STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	DATE		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
			ACQUIRED	SOLD			
340.0000	WEATHERFORD INTERNATIONAL LT COM (H27013103)	1	07/16/09	03/04/10	5756.15	-6782.52	-1026.37
8.7274	AOL INC COM (00184X105)	1	03/11/09	01/07/10	217.05	-113.13	103.92
0.3635	AOL INC COM (00184X105)	1	03/11/09	01/15/10	9.15	-4.71	4.44
10.0000	AIR PRODS & CHEMS INC COM (009158106)	1	04/13/09	03/24/10	747.42	-600.09	147.33
45.0000	AIR PRODS & CHEMS INC COM (009158106)	1	05/05/10	07/21/10	3146.99	-3341.25	-194.26
65.0000	BHP BILLITON LTD SPONSORED ADR (088606108)	1	08/24/09	02/04/10	4447.89	-4165.35	282.54
70.0000	DEERE & CO COM (244199105)	1	09/21/09	08/05/10	4758.13	-3146.17	1611.96
100.0000	DEERE & CO COM (244199105)	1	11/06/09	08/05/10	6797.33	-4709.80	2087.53
650.0000	DELL INC (24702R101)	1	03/11/09	02/04/10	8443.39	-5895.50	2547.89
350.0000	EBAY INC COM (278642103)	1	08/24/09	02/04/10	7857.43	-7801.85	55.58
100.0000	EMERSON ELEC CO COM (291011104)	1	11/06/09	07/16/10	4583.33	-4123.80	459.53
0.4174	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	01/07/10	07/23/10	3.11	-3.42	-0.31
104.0000	FRONTIER COMMUNICATIONS CORP COM (35906A108)	1	01/07/10	07/30/10	789.96	-852.23	-62.27
200.0000	GENZYME CORP COM (372917104)	1	04/01/09	01/07/10	10182.98	-11498.48	-1315.50
5.0000	GILEAD SCIENCES INC COM (375558103)	1	01/07/10	07/16/10	167.30	-224.98	-57.68
75.0000	ISHARES DJ FINL SECTOR (464287788)	1	04/20/10	07/16/10	3853.76	-4476.75	-622.99
350.0000	ISHARES DJ FINL SECTOR (464287788)	1	04/20/10	08/05/10	18700.95	-20891.50	-2190.55
270.0000	KLA-TENCOR CORP COM (482480100)	1	04/13/09	02/04/10	7655.07	-6422.79	1232.28
40.0000	MASIERCARD INC CL A (57636Q104)	1	05/04/09	02/04/10	8898.04	-7028.57	1869.47
50.0000	MCKESSON CORP COM (581550103)	1	01/07/10	04/20/10	3295.48	-3057.30	238.18
340.0000	MORGAN STANLEY DEAN WITTER & CO NEW (617446448)	1	01/22/10	04/28/10	10301.86	-9427.89	873.97
110.0000	PG&E CORP COM (69331C108)	1	04/28/10	12/29/10**	5260.73	-4785.57	475.16
420.0000	PEINSURANCE GROUP AMER INC COM NEW (759351604)	1	02/04/10	10/27/10	21064.79	-19457.14	1607.65

0021

PREPARED FOR ACCOUNT # 42 82 5111 0 01 - LAYT CORPORATE AMERICA

TAX LEDGER

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

ACCOUNT SITUS = PAGE 2
TAX ID# = CA 953694741
STATE TAX ID# =

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	DATE		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	SHORT TERM GAIN OR LOSS
			ACQUIRED	SOLD			
75.0000	SEMPRA ENERGY COM (816851109)	1	04/01/09	02/04/10	3728.68	-3519.76	209.62
95.0000	UNION PAC CORP COM (907818108)	1	06/05/10	11/15/10	8700.69	-7381.36	1319.33
215.0000	VISA INC COM CL A (92826C839)	1	02/04/10	08/30/10	14985.05	-17867.57	-2882.52
145.0000	VISA INC COM CL A (92826C839)	1	02/04/10	12/22/10	9869.04	-12050.22	-2180.38
650.0000	WESTERN UN CO COM (959802109)	1	11/06/09	03/24/10	10952.36	-12232.55	-1280.19
TOTAL SHORT TERM SALES & MATURITIES					185175.11	181661.75	3313.36
TOTAL SHORT TERM GAIN & LOSSES							3313.36

SHARES/PAR	SECURITY	REG	DATE		CAPITAL PROCEEDS TO INCOME CASH PRINCIPAL CASH	COST BASIS	LONG TERM GAIN OR LOSS
			ACQUIRED	SOLD			
0.6970	AOL INC COM (00184X105)	1	02/12/07	01/07/10	17.33	-24.18	-6.85
12.5757	AOL INC COM (00184X105)	1	01/30/04	01/07/10	312.75	-358.80	-46.05
9.0909	AOL INC COM (00184X105)	1	07/06/06	01/07/10	226.09	-252.56	-26.47
7.5757	AOL INC COM (00184X105)	1	11/13/02	01/07/10	188.40	-188.75	-0.35
2.2727	AOL INC COM (00184X105)	1	01/13/03	01/07/10	56.52	-56.29	0.23
0.7576	AOL INC COM (00184X105)	1	03/11/08	01/07/10	18.84	-18.28	0.56
5.3030	AOL INC COM (00184X105)	1	02/13/03	01/07/10	131.88	-87.14	44.74
253.3750	AT&T INC COM (00206R102)	1	12/15/05	01/07/10	6911.89	-5287.41	1624.48
66.2500	AT&T INC COM (00206R102)	1	01/13/03	01/07/10	1807.25	-1349.00	458.25
106.0000	AT&T INC COM (00206R102)	1	11/13/02	01/07/10	2891.61	-2006.40	885.21
99.3750	AT&T INC COM (00206R102)	1	02/13/03	01/07/10	2710.88	-1668.75	1042.13
45.0000	AIR PRODS & CHEMS INC COM (009158106)	1	03/11/09	03/24/10	3363.39	-2256.55	1106.84
155.0000	AIR PRODS & CHEMS INC COM (009158106)	1	03/11/09	07/21/10	10839.62	-7772.55	3067.07
230.0000	BANK OF AMERICA CORPORATION COM (060505104)	1	06/23/08	04/28/10	4073.23	-5658.10	-1584.87

LESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

TAX LEDGER

ACCOUNT SITUS = CA
TAX ID# = 953694741
STATE TAX ID# =

PAGE 3

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	LONG TERM SALES & MATURITIES DATE		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS
			ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH		
315.0000	BEST BUY INC COM	(086516101)	06/26/09	08/05/10	11057.29		-10615.06	442.23
275.0000	CHESAPEAKE ENERGY CORP COM	(165167107)	07/16/09	08/05/10	6142.27		-5430.84	711.43
400.0000	DEAN FOODS CO NEW COM	(242370104)	07/17/07	01/22/10	7463.15		-12781.00	-5317.85
200.0000	DEAN FOODS CO NEW COM	(242370104)	07/17/07	02/16/10	2941.96		-6390.50	-3448.54
200.0000	DEAN FOODS CO NEW COM	(242370104)	11/12/07	02/16/10	2941.96		-5042.45	-2100.49
165.0000	EMERSON ELEC CO COM	(291011104)	01/30/04	07/16/10	7562.50		-5262.68	2299.82
25.0000	EMERSON ELEC CO COM	(291011104)	02/12/07	07/16/10	1145.83		-1111.25	34.58
335.0000	EMERSON ELEC CO COM	(291011104)	01/30/04	11/15/10	18656.64		-10684.82	7971.82
200.0000	EMERSON ELEC CO COM	(291011104)	03/11/09	11/15/10	11138.29		-5519.36	5618.93
150.0000	EXELON CORP COM	(30161N101)	03/11/09	02/04/10	6719.25		-12091.62	-5372.37
10.0000	EXELON CORP COM	(30161N101)	03/02/06	02/04/10	447.95		-563.20	-115.25
300.0000	EXELON CORP COM	(30161N101)	01/30/04	02/04/10	13438.49		-10021.01	3417.48
50.0000	EXXON MOBIL CORP COM	(302316102)	04/25/08	03/04/10	3264.96		-4618.17	-1353.21
55.0000	FPEEPORT-MCMORAN COPPEP & GO CL B	(356710857)	03/20/07	02/04/10	3670.24		-3387.18	283.06
95.0000	GILEAD SCIENCES INC COM	(375558103)	03/11/08	07/16/10	3178.76		-4468.80	-1290.04
130.0000	HERSHEY CO COM	(427866108)	03/11/08	01/07/10	4745.63		-4698.51	47.12
50.0000	HEWLETT PACKARD CO COM	(428236103)	03/11/09	08/30/10	1933.08		-1438.79	494.29
400.0000	HEWLETT PACKARD CO COM	(428236103)	07/25/08	08/30/10	15464.66		-17532.00	-2067.34
75.0000	ILLINOIS TOOL WKS INC COM	(452306109)	07/17/07	02/04/10	3193.95		-4373.21	-1179.26
25.0000	ILLINOIS TOOL WKS INC COM	(452306109)	03/30/06	02/04/10	1064.65		-1193.87	-129.22
380.0000	ILLINOIS TOOL WKS INC COM	(452308109)	01/30/04	02/04/10	16182.71		-14905.50	1277.21
60.0000	INTERNATIONAL BUSINESS MACHS COM	(459200101)	01/30/04	02/04/10	7386.23		-5961.60	1424.63
50.0000	INTERNATIONAL BUSINESS MACHS COM	(459200101)	01/13/03	02/04/10	6155.19		-4403.00	1752.19

0021

PREPARED FOR ACCOUNT # 42 82 5111 0 0L - LAYT CORPORATE AMERICA

PROCESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

TAX LEDGER

ACCOUNT SITUS = CA
TAX ID# = 953694741
STATE TAX ID# =

PAGE 4

SECTION A - CAPITAL GAINS & LOSSES

SHARES/PAR	SECURITY	REG	LONG TERM SALES & MATURITIES DATE		CAPITAL PROCEEDS TO		COST BASIS	LONG TERM GAIN OR LOSS
			ACQUIRED	SOLD	INCOME CASH	PRINCIPAL CASH		
45.0000	INTERNATIONAL BUSINESS MACHS COM	(459200101)	12/15/05	02/04/10	5539.67		-3742.20	1797.47
90.0000	INTERNATIONAL BUSINESS MACHS COM	(459200101)	11/13/02	02/04/10	11079.35		-7204.50	3874.85
25.0000	INTERNATIONAL BUSINESS MACHS COM	(459200101)	02/13/03	02/04/10	3077.60		-1870.75	1206.85
145.0000	LIFE TECHNOLOGIES CORP COM	(53217V109)	08/08/08	04/20/10	7685.45		-6241.47	1443.96
185.0000	MACYS INC COM	(55616P104)	12/15/05	05/19/10	3946.04		-6053.20	-2105.16
165.0000	MACYS INC COM	(55616P104)	04/25/08	05/19/10	3521.22		-4215.75	-694.53
95.0000	MCKESSON CORP COM	(58155Q103)	04/01/09	04/20/10	6261.41		-3310.10	2951.31
50.0000	MCKESSON CORP COM	(58155Q103)	04/01/09	07/16/10	3423.94		-1742.16	1681.76
375.0000	MICROCHIP TECHNOLOGY INC COM	(595017104)	05/07/09	08/16/10	10786.86		-8518.54	2268.32
35.0000	MONSANTO CO (NEW)	(61166W101)	07/25/06	03/24/10	2552.24		-4050.06	-1497.82
65.0000	MONSANTO CO (NEW)	(61166W101)	07/25/08	05/05/10	3956.57		-7521.54	-3564.97
50.0000	MONSANTO CO (NEW)	(61166W101)	03/11/09	05/05/10	3043.52		-4088.00	-1044.48
95.0000	PRICE T ROWE GROUP INC COM	(74144T108)	03/11/09	07/16/10	4505.31		-2395.67	2109.64
60.0000	QUALCOMM INC COM	(747525103)	11/13/02	04/28/10	2321.57		-1059.30	1262.27
150.0000	QUALCOMM INC COM	(747525103)	02/13/03	04/28/10	5803.94		-2520.75	3283.19
335.0000	RAYTHEON CO COM NEW	(755111507)	04/01/09	11/15/10	15626.98		-13250.62	2376.36
1700.0000	SPDR TR S&P 500	(78462F103)	01/30/04	11/04/10	206719.90		-193154.00	13565.90
225.0000	SEMPRA ENERGY COM	(816851109)	04/01/09	04/28/10	11142.26		-10557.79	584.47
330.0000	STATE STR CORP COM	(857477103)	07/25/08	05/28/10	12583.64		-23194.34	-10610.70
105.0000	STATE STR CORP COM	(857477103)	11/03/08	05/28/10	4003.89		-4606.66	-604.77
75.0000	THERMO FISHER SCIENTIFIC INC COM	(883556102)	08/29/06	04/20/10	4055.88		-4553.07	-497.19
75.0000	THERMO FISHER SCIENTIFIC INC COM	(883556102)	04/13/09	04/20/10	4055.88		-2795.22	1260.66
10.0000	TRAVELERS COMPANIES, INC COM	(89417C109)	10/01/08	01/22/10	487.49		-434.77	52.72

PREPARED FOR ACCOUNT # 42 82 5111 0 0L - LAYT CORPORATE AMERICA

ESS DATE 01/11/2011

FOR TAX YEAR ENDED 12/31/2010

TAX LEDGER

ACCOUNT SITUS = CA
TAX ID# = 953694741
STATE TAX ID# =

PAGE 5

-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			
210.0000	TRAVELERS COMPANIES, INC COM (89417E109)	1	03/02/06	01/22/10	10237.37	-8974.14	1263.23
30.0000	UNION PAC CORP COM (907818108)	1	04/01/09	11/15/10	2747.59	-1249.66	1497.93
5.0000	UNITED PARCEL SERVICE INC CL B (911312106)	1	02/12/07	08/05/10	336.68	-369.85	-33.17
25.0000	UNITED PARCEL SERVICE INC CL B (911312106)	1	11/13/02	08/05/10	1683.40	-1565.00	118.40
200.0000	UNITED PARCEL SERVICE INC CL B (911312106)	1	01/30/04	08/05/10	13467.19	-14342.00	-874.81
10.0000	UNITED PARCEL SERVICE INC CL B (911312106)	1	04/01/09	08/05/10	673.36	-501.59	171.77
120.0000	WELLS FARGO & CO NEW COM (949746101)	1	12/15/05	04/28/10	3866.45	-3826.20	40.25
	TOTAL LONG TERM SALES & MATURITIES				558639.97	527390.08	31249.89
	TOTAL LONG TERM GAIN & LOSSES						31249.89
	TOTAL CAPITAL GAINS & LOSSES						34563.25

** - 2011 ACTIVITY DESIGNATED FOR 2010.

Report Date **November 14, 2011**
Time Prepared **10:39:02 AM**
Requested By **Myrna Dichosa**
Includes **Account: 52 00 5075 0 0Z WWW FOUNDATION**

THE WHITTIER TRUST COMPANY

ccount Holdings as of 12/31/2010

Tip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
U.S. TREASURY BONDS & NOTES						
810DW5	UST NTS 7.25 5-15-16	500,000 0000	515,298.30	126.07	630,350.00	12/31/2010
810EP9	UST 7 125 2/15/23	250,000.0000	253,646.51	134.313	335,782.50	12/31/2010
810EY0	UST 6 5 11/15/26	500,000.0000	504,274.90	129.813	649,065.00	12/31/2010
Total	U.S. TREASURY BONDS & NOTES	1,250,000.0000	1,273,219.71		1,615,197.50	
U.S. GOVT AGENCY OBLIGATIONS						
3MGYH3	FHLB 5 75 8/15/11	1,000,000 0000	999,125.00	103.229	1,032,290.00	12/31/2010
Total	U.S. GOVT AGENCY OBLIGATIONS	1,000,000.0000	999,125.00		1,032,290.00	
CORPORATE BONDS & NOTES						
62GX41	GE 5 65 6/9/14	200,000 0000	202,506.76	109.74	219,480.00	12/31/2010
55LAE7	POT 5 25 5/15/14	250,000 0000	255,115.61	109.347	273,367.50	12/31/2010
10G2H3	RES 5 5 12/25/17	594,501 2500	594,345.98	101.158	601,385.57	12/31/2010
Total	CORPORATE BONDS & NOTES	1,044,501.2500	1,051,968.35		1,094,233.07	
US LARGE CAP EQUITIES						
287200	ISHARES S&P 500	15,305 0000	1,697,722.95	126.25	1,932,256.25	12/31/2010
62F103	SPDR S&P 500	27,540 0000	3,318,163.63	125.75	3,463,155.00	12/31/2010
Total	US LARGE CAP EQUITIES		5,015,886.58		5,395,411.25	
PREFERRED STOCK						
932302	AMER FINL GROUP	5,000 0000	125,000.00	24.75	123,750.00	12/31/2010
505559	BANK AMER CORP	25,000 0000	625,000.00	25.81	645,250.00	12/31/2010
45X111	GOLD 6 125	10,000 0000	250,000.00	23.15	231,500.00	12/31/2010
123A207	JPM CAPITAL XIX	5,000 0000	125,000.00	25.26	126,300.00	12/31/2010
123W209	JPM CHASE	2,500 0000	62,500.00	25.79	64,475.00	12/31/2010
46R828	KIMCO REALTY	5,000 0000	125,000.00	24.10	120,500.00	12/31/2010
339K506	NEXTERA 8 75 3/1/69	3,000 0000	75,000.00	27.94	83,820.00	12/31/2010
52P889	PPL CAPITAL	9,000 0000	225,000.00	25.59	230,310.00	12/31/2010
60D158	PUBLIC STORAGE 6 5	10,000 0000	250,000.00	24.51	245,100.00	12/31/2010
433845	TELE 6.875 11/15/59	5,000 0000	125,000.00	24.8501	124,250.50	12/31/2010
043602	VOR 7 875 9/30/39	10,000 0000	250,000.00	26.67	266,700.00	12/31/2010
Total	PREFERRED STOCK	89,500.0000	2,237,500.00		2,261,955.50	

Report Date **November 14, 2011****THE WHITTIER TRUST COMPANY**Time Prepared **10:39:02 AM**Requested By **Myrna Dichosa**Includes **Account: 34 73 5075 0 0Z WWW FOUNDATION VALUE STRATEGY****Account Holdings as of 12/31/2010**

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Pnce Date
US LARGE CAP EQUITIES						
00206R102	AT&T INC	2,650 0000	62,893 72	29.38	77,857 00	12/31/2010
013817101	ALCOA	2,650 0000	93,070.88	15 39	40,783 50	12/31/2010
025816109	AMERICAN EXPRESS	2,650.0000	109,306 15	42 92	113,738 00	12/31/2010
060505104	BANK OF AMERICA	2,650.0000	113,030 71	13 34	35,351 00	12/31/2010
097023105	BOEING CO	2,650 0000	117,408.87	65 26	172,939 00	12/31/2010
149123101	CATERPILLAR INC	2,650 0000	71,965.29	93 66	248,199 00	12/31/2010
166764100	CHEVRON	2,650.0000	221,538 14	91.25	241,812 50	12/31/2010
17275R102	CISCO SYS INC	2,650 0000	52,990 99	20 23	53,609 50	12/31/2010
191216100	COCA COLA CO	2,650 0000	149,984 21	65.77	174,290 50	12/31/2010
254687106	DISNEY WALT CO	2,650 0000	72,861 82	37.51	99,401 50	12/31/2010
263534109	DU PONT	2,650 0000	103,313 47	49 88	132,182 00	12/31/2010
30231G102	EXXON-MOBIL	2,650.0000	113,085 14	73 12	193,768.00	12/31/2010
369604103	GENERAL ELECTRIC	2,650 0000	111,916 58	18 29	48,468 50	12/31/2010
428236103	HEWLETT-PACKARD	2,650 0000	76,717 66	42 10	111,565 00	12/31/2010
437076102	HOME DEPOT	2,650 0000	126,412 12	35 06	92,909.00	12/31/2010
458140100	INTEL CORP	2,650.0000	105,687 45	21 03	55,729 50	12/31/2010
459200101	I B M	2,650 0000	245,240 78	146 76	388,914.00	12/31/2010
46625H100	JP MORGAN CHASE	2,650 0000	85,590 22	42 42	112,413 00	12/31/2010
478160104	JOHNSON & JOHNSON	2,650.0000	118,645.52	61 85	163,902 50	12/31/2010
50075N104	KRAFT FOODS	2,650 0000	89,242.46	31 51	83,501.50	12/31/2010
580135101	MCDONALDS CORP	2,650 0000	88,686.25	76 76	203,414 00	12/31/2010
58933Y105	MERCK & CO	2,650.0000	91,892 91	36.04	95,506 00	12/31/2010
594918104	MICROSOFT CORP	2,650.0000	92,648 68	27 91	73,961 50	12/31/2010
717081103	PFIZER INC	2,650 0000	92,252 58	17 51	46,401 50	12/31/2010
742718109	PROCTER & GAMBLE	2,650 0000	113,210 14	64 33	170,474 50	12/31/2010
88579Y101	3M CO COM	2,650 0000	128,619 70	86 30	228,695 00	12/31/2010
89417E109	TRAVELERS	2,650 0000	118,318 79	55.71	147,631 50	12/31/2010
913017109	UTD TECHNOLOGIES	2,650 0000	75,442 17	78 72	208,608 00	12/31/2010
92343V104	VERIZON COMM	2,820.0000	94,020 33	35 78	100,899 60	12/31/2010
931142103	WAL MART STORES	2,650 0000	125,439 87	53 93	142,914 50	12/31/2010
Total	US LARGE CAP EQUITIES	79,670.0000	3,261,433.60		4,059,840.60	

Report Date **November 14, 2011****THE WHITTIER TRUST COMPANY**Time Prepared **10:39:02 AM**Requested By **Myrna Dichosa**Includes **Account: 42 82 5075 0 0Z WWW 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	2,270 0000	107,827.29	56 43	128,096.10	12/31/2010
002824100	ABBOTT LABS	2,025 0000	83,446.73	47 91	97,017 75	12/31/2010
025816109	AMERICAN EXPRESS	2,435 0000	109,443.23	42 92	104,510.20	12/31/2010
037411105	APACHE CORP	1,715 0000	146,875.34	119 23	204,479 45	12/31/2010
037833100	APPLE COMPUTER	1,315 0000	283,882.86	322 56	424,166 40	12/31/2010
060505104	BANK OF AMERICA	8,749 0000	89,442.58	13 34	116,711 66	12/31/2010
075887109	BECTON DICKINSON	1,415.0000	88,869.02	84 52	119,595 80	12/31/2010
084670702	BERKSHIRE CLB	1,490 0000	120,504 55	80 11	119,363.90	12/31/2010
097023105	BOEING CO	2,420 0000	155,015.72	65 26	157,929.20	12/31/2010
126650100	CVS CORP	4,290 0000	140,545 61	34 77	149,163 30	12/31/2010
12673P105	CA INC	3,970 0000	90,215 55	24 44	97,026.80	12/31/2010
151020104	CELGENE CORP	1,790.0000	109,055 31	59 14	105,860.60	12/31/2010
166764100	CHEVRON	2,795 0000	180,809.18	91 25	255,043.75	12/31/2010
17275R102	CISCO SYS INC	11,515 0000	214,600 75	20 23	232,948 45	12/31/2010
177376100	CITRIX SYSTEMS	1,455 0000	89,830 47	68 41	99,536.55	12/31/2010
192446102	COG TECH SOL	1,910 0000	108,706 19	73 29	139,983 90	12/31/2010
20030N101	COMCAST CL A	4,640 0000	93,879 48	21 97	101,940.80	12/31/2010
244199105	DEERE & CO	1,840 0000	101,486.27	83 05	152,812 00	12/31/2010
25179M103	DEVON ENERGY	1,990.0000	130,589.47	78 51	156,234 90	12/31/2010
254687106	DISNEY WALT CO	2,325.0000	57,690.18	37 51	87,210 75	12/31/2010
263534109	DU PONT	2,140 0000	84,878.84	49 88	106,743 20	12/31/2010
268648102	EMC CORP	3,930 0000	62,146.99	22.90	89,997 00	12/31/2010
29364G103	ENTERGY CORP	1,120.0000	85,410.66	70.83	79,329.60	12/31/2010
30231G102	EXXON-MOBIL	4,125 0000	272,583 13	73 12	301,620 00	12/31/2010
343412102	FLUOR CORP	2,470 0000	127,712 78	66 26	163,662 20	12/31/2010
35671D857	FREEPORT - MCMORAN	875 0000	51,139 70	120 09	105,078 75	12/31/2010
369604103	GENERAL ELECTRIC	10,990 0000	289,831 70	18 29	201,007 10	12/31/2010
375558103	GILEAD SCIENCES	3,810.0000	150,185 76	36 24	138,074 40	12/31/2010
38141G104	GOLDMAN SACHS	925 0000	121,036.76	168 16	155,548 00	12/31/2010
38259P508	GOOGLE INC.	215 0000	113,086 56	593 97	127,703.55	12/31/2010
42217K106	HEALTH CARE	2,905 0000	126,182 58	47.64	138,394.20	12/31/2010
452308109	ILLINOIS TOOL WKS	3,549 0000	173,078 67	53 40	189,516 60	12/31/2010
458140100	INTEL CORP	4,795 0000	95,224 26	21 03	100,838 85	12/31/2010
46625H100	JP MORGAN CHASE	5,585 0000	258,992.38	42 42	236,915 70	12/31/2010
478160104	JOHNSON & JOHNSON	1,350 0000	64,042.52	61.85	83,497.50	12/31/2010
48203R104	JUNIPER NETWORKS	3,515 0000	103,856.72	36.92	129,773 80	12/31/2010
50075N104	KRAFT FOODS	1,500 0000	45,676.33	31.51	47,265.00	12/31/2010
53217V109	LIFE TECH	1,890 0000	83,203.38	55 50	104,895.00	12/31/2010
548661107	LOWES COS	3,335 0000	71,710.39	25.08	83,641 80	12/31/2010
55616P104	MACY'S INC	4,090.0000	88,868.89	25.30	103,477 00	12/31/2010
580135101	MCDONALDS CORP	1,930.0000	81,093 74	76 76	148,146 80	12/31/2010
58155Q103	MCKESSON HBOC INC	1,929 0000	88,130.12	70.38	135,763 02	12/31/2010
58405U102	MEDCO HEALTH	2,015 0000	82,826 98	61 27	123,459 05	12/31/2010
594918104	MICROSOFT CORP	8,500 0000	221,601 82	27.91	237,235 00	12/31/2010
628530107	MYLAN LABS	2,505 0000	50,946.73	21 13	52,930.65	12/31/2010
654106103	NIKE	1,195 0000	95,958.23	85 42	102,076 90	12/31/2010
68389X105	ORACLE SYSTEMS	6,765.0000	132,641 45	31 30	211,744.50	12/31/2010
69331C108	PG & E CORP	800 0000	34,884 48	47 84	38,272.00	12/31/2010
693475105	PNC FINANCIAL	2,245.0000	140,560 99	60.72	136,316 40	12/31/2010
713448108	PEPSICO INC	2,675 0000	139,367.32	65 33	174,757.75	12/31/2010
718172109	PHILIP MORRIS INTL	2,900 0000	102,196 96	58 53	169,737 00	12/31/2010
74144T108	PRICE T ROWE GROUP	2,085 0000	86,370.34	64.54	134,565 90	12/31/2010
742718109	PROCTER & GAMBLE	3,795 0000	226,034 36	64.33	244,132 35	12/31/2010

Report Date **November 14, 2011**

THE WHITTIER TRUST COMPANY

Time Prepared **10:39:02 AM**

Requested By **Myrna Dichosa**

Includes **Account: 42 82 5075 0 0Z WWW FOUNDATION CORPORATE AMERICA**

Account Holdings as of 12/31/2010

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
806857108	SCHLUMBERGER LTD	2,975.0000	150,024.49	83.50	248,412.50	12/31/2010
871829107	SYSCO CORP	3,740.0000	120,325.69	29.40	109,956.00	12/31/2010
872540109	TJX COMPANIES	1,225.0000	33,961.95	44.39	54,377.75	12/31/2010
87612E106	TARGET CORP	2,315.0000	120,427.16	60.13	139,200.95	12/31/2010
882508104	TEXAS INSTRUMENTS	1,895.0000	49,877.69	32.50	61,587.50	12/31/2010
883556102	THERMO ELECT CORP	1,790.0000	68,964.47	55.36	99,094.40	12/31/2010
88579Y101	3M CO COM	2,060.0000	164,031.00	86.30	177,778.00	12/31/2010
887317303	TIME WARNER	2,938.0000	78,810.09	32.17	94,515.46	12/31/2010
907818108	UNION PACIFIC	1,135.0000	48,711.75	92.66	105,169.10	12/31/2010
92343V104	VERIZON COMM	4,095.0000	128,391.21	35.78	146,519.10	12/31/2010
931142103	WAL MART STORES	4,105.0000	193,927.02	53.93	221,382.65	12/31/2010
949746101	WELLS FARGO	5,440.0000	144,241.83	30.99	168,585.60	12/31/2010
H0023R105	ACE LIMITED	1,925.0000	115,897.99	62.25	119,831.25	12/31/2010
Total	US LARGE CAP EQUITIES	200,445.0000	7,871,770.64		9,392,159.09	
FOREIGN EQUITIES						
088606108	BHP LTD ADR	910.0000	65,494.22	92.92	84,557.20	12/31/2010
204409601	CEMIG SA - SPONS ADR	6,486.0000	88,725.70	16.59	107,602.74	12/31/2010
25243Q205	DIAGEO PLC	1,195.0000	70,519.44	74.33	88,824.35	12/31/2010
71654V408	PETROLEO BRASI	2,330.0000	86,777.95	37.84	88,167.20	12/31/2010
881624209	TEVA PHARM	2,570.0000	116,370.77	52.13	133,974.10	12/31/2010
91912E105	COMPANHIA VALE	3,395.0000	86,891.10	34.57	117,365.15	12/31/2010
Total	FOREIGN EQUITIES	16,886.0000	514,779.18		620,490.74	

Report Date **November 14, 2011****THE WHITTIER TRUST COMPANY**Time Prepared **10:39:02 AM**Requested By **Myrna Dichosa**Includes **Account: 43 83 5075 0 0Z WWW FOUNDATION ENHANCED GROWTH 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						
00507V109	ACTIVISION	480 0000	5,450.26	12.44	5,971.20	12/31/2010
00724F101	ADOBE SYSTEMS	541 0000	6,774.96	30.78	16,651.98	12/31/2010
00971T101	AKAMAI TECHNOLOGIES	150 0000	4,683.00	47.05	7,057.50	12/31/2010
021441100	ALTERA CORP	456 0000	10,062.08	35.58	16,224.48	12/31/2010
023135106	AMAZON COM	258.0000	20,259.98	180.00	46,440.00	12/31/2010
031162100	AMGEN INC	479.0000	10,995.67	54.90	26,297.10	12/31/2010
032346108	AMYLIN PH	120.0000	6,104.40	14.71	1,765.20	12/31/2010
037604105	APOLLO GROUP	165 0000	1,813.07	39.49	6,515.85	12/31/2010
037833100	APPLE COMPUTER	1,143 0000	26,585.01	322.56	368,686.08	12/31/2010
038222105	APPLIED MATERIALS	669 0000	5,142.21	14.05	9,399.45	12/31/2010
043632108	ASCENT CAPITAL GRP	11.0000	513.44	38.76	426.36	12/31/2010
052769106	AUTODESK INC	225.0000	11,373.74	38.20	8,595.00	12/31/2010
075896100	BED BATH & BEYOND	345 0000	4,804.25	49.15	16,956.75	12/31/2010
09062X103	BIOGEN IDEC INC	295 0000	19,897.73	67.05	19,779.75	12/31/2010
111320107	BROADCOM CORP	400 0000	9,452.60	43.55	17,420.00	12/31/2010
12541W209	CH ROBINSON	160 0000	8,675.18	80.19	12,830.40	12/31/2010
127387108	CADENCE DESIGN	275 0000	6,110.50	8.26	2,271.50	12/31/2010
151020104	CELGENE CORP	355 0000	25,787.20	59.14	20,994.70	12/31/2010
156708109	CEPHALON INC	60 0000	4,622.99	61.72	3,703.20	12/31/2010
17275R102	CISCO SYS INC	2,044 0000	33,740.13	20.23	41,350.12	12/31/2010
172908105	CINTAS CORP	180 0000	5,202.81	27.96	5,032.80	12/31/2010
177376100	CITRIX SYSTEMS	199.0000	7,686.18	68.41	13,613.59	12/31/2010
192446102	COG TECH SOL	270 0000	11,562.73	73.29	19,788.30	12/31/2010
20030N101	COMCAST CL A	1,365 0000	27,718.60	21.97	29,989.05	12/31/2010
22160K105	COSTCO WHOLESALE	216 0000	7,496.39	72.21	15,597.36	12/31/2010
24702R101	DELL INC	788 0000	23,708.93	13.55	10,677.40	12/31/2010
249030107	DENTSPLY INT'L	135 0000	2,371.95	34.17	4,612.95	12/31/2010
25470F104	DISCOVERY C L A	112 0000	3,180.36	41.70	4,670.40	12/31/2010
25470F302	DISCOVERY CL C	112 0000	2,855.58	36.69	4,109.28	12/31/2010
25470M109	DISH NETWORK CORP	205.0000	8,311.24	19.66	4,030.30	12/31/2010
278642103	EBAY INC	954 0000	17,938.82	27.83	26,549.82	12/31/2010
278768106	ECHOSTAR HLD	41 0000	1,754.66	24.97	1,023.77	12/31/2010
285512109	ELECTRONIC ARTS	295.0000	15,674.99	16.38	4,832.10	12/31/2010
30212P105	EXPEDIA	258 0000	7,442.52	25.09	6,473.22	12/31/2010
302130109	EXPEDITORS INT	195 0000	9,749.98	54.60	10,647.00	12/31/2010
302182100	EXPRESS SCRIPTS	430 0000	2,842.30	54.05	23,241.50	12/31/2010
311900104	FASTENAL CO	135.0000	2,246.40	59.91	8,087.85	12/31/2010
337738108	FISERV	195.0000	3,807.06	58.56	11,419.20	12/31/2010
372917104	GENZYME	310 0000	6,630.18	71.20	22,072.00	12/31/2010
375558103	GILEAD SCIENCES	860 0000	11,352.38	36.24	31,166.40	12/31/2010
38259P508	GOOGLE INC	135 0000	80,171.09	593.97	80,185.95	12/31/2010
404303109	HSN INC	56 0000	1,052.71	30.65	1,716.40	12/31/2010
44919P508	IAC/INTERACTIVE	141 0000	3,231.37	28.70	4,046.70	12/31/2010
458140100	INTEL CORP	1,927 0000	44,426.91	21.03	40,524.81	12/31/2010
46113M108	INTERVAL LEISURE	56 0000	1,179.07	16.14	903.84	12/31/2010
461202103	INTUIT	397.0000	8,589.84	49.30	19,572.10	12/31/2010
46120E602	INTUITIVE SURGICAL	35.0000	8,601.60	257.75	9,021.25	12/31/2010
481165108	JOY GLOBAL	100.0000	5,166.99	86.75	8,675.00	12/31/2010
48203R104	JUNIPER NETWORKS	320.0000	5,791.40	36.92	11,814.40	12/31/2010
482480100	KLA INSTRUMENTS	220 0000	8,505.05	38.64	8,500.80	12/31/2010
512807108	LAM RESEARCH	120 0000	2,902.80	51.78	6,213.60	12/31/2010
512815101	LAMAR ADV	75.0000	2,569.50	39.84	2,988.00	12/31/2010
52729N100	LEVEL3 COMMUNICATION	1,410 0000	6,279.97	0.98	1,381.80	12/31/2010

Report Date **November 14, 2011****THE WHITTIER TRUST COMPANY**Time Prepared **10:39:02 AM**Requested By **Myrna Dichosa**Includes **Account: 43 83 5075 0 0Z WWW FOUNDATION ENHANCED GROWTH STRATEGY****Account Holdings as of 12/31/2010**

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
530555101	LIBERTY GLOBAL	185 0000	7,836.58	35 38	6,545 30	12/31/2010
53071M104	LIBERTY MEDIA A	545 0000	10,985.04	15.77	8,594 65	12/31/2010
535678106	LINEAR TECHNOLOGY	281 0000	8,647 30	34 59	9,719.79	12/31/2010
538034109	LIVE NATION INC	82 0000	1,792 80	11 42	936.44	12/31/2010
594918104	MICROSOFT CORP	3,038 0000	84,163 74	27 91	84,790.58	12/31/2010
595017104	MICROCHIP TECH	172 0000	2,826 07	34.21	5,884 12	12/31/2010
611742107	MONSTER WORLD	125 0000	4,481 24	23.63	2,953 75	12/31/2010
62913F201	NII HOLDINGS INC	160 0000	11,569 60	44 66	7,145 60	12/31/2010
64110D104	NETWORK APPLIANCE	350.0000	29,994 85	54 96	19,236.00	12/31/2010
67066G104	NVIDIA CORP	505.0000	4,452 72	15 40	7,777 00	12/31/2010
68389X105	ORACLE SYSTEMS	2,004.0000	21,587.87	31 30	62,725 20	12/31/2010
693718108	PACCAR INC	390 0000	22,937.20	57 34	22,362.60	12/31/2010
703395103	PATTERSON COS INC	125 0000	2,515.00	30 63	3,828 75	12/31/2010
703481101	PATTERSON PHARM	150 0000	3,309 00	21 55	3,232 50	12/31/2010
704326107	PAYCHEX INC	341 0000	8,553.13	30.91	10,540 31	12/31/2010
716768106	PETS MART INC	125.0000	3,638.24	39 82	4,977 50	12/31/2010
73935A104	NASDAQ 100 ETF	9,211.0000	286,394.24	54 46	501,631.06	12/31/2010
747525103	QUALCOMM INC	1,902.0000	66,904.56	49 49	94,129.98	12/31/2010
778296103	ROSS STORES	130 0000	2,586.50	63 25	8,222.50	12/31/2010
80004C101	SANDISK CORP	195 0000	8,232.14	49 86	9,722.70	12/31/2010
806407102	HENRY SCHEIN INC	85.0000	2,027 25	61 39	5,218 15	12/31/2010
812350106	SEARS HOLDING CORP	140 0000	20,900 60	73 75	10,325 00	12/31/2010
826552101	SIGMA ALDRICH	120.0000	3,037 80	66 56	7,987.20	12/31/2010
82967N108	SIRIUS SATELITE	2,870 0000	9,519 88	1.6301	4,678.39	12/31/2010
855030102	STAPLES INC	450 0000	6,167.03	22 77	10,246.50	12/31/2010
855244109	STARBUCKS CORP	975 0000	13,272 15	32 13	31,326 75	12/31/2010
871503108	SYMANTEC	871.0000	15,888 51	16 74	14,580.54	12/31/2010
879664100	TELLABS INC	236 0000	6,029.32	6.78	1,600.08	12/31/2010
894675107	TREE COM	9.0000	98 76	9 45	85.05	12/31/2010
910047109	UAL CORP	100 0000	4,838 00	23 82	2,382 00	12/31/2010
92343E102	VERISIGN INC	219.0000	6,017 22	32 67	7,154 73	12/31/2010
92532F100	VERTEX PHAR	130 0000	4,865 90	35 03	4,553 90	12/31/2010
92769L101	VIRGIN MEDIA INC	335.0000	8,247.70	27 24	9,125 40	12/31/2010
966837106	WHOLE FOODS	130.0000	5,573.24	50 59	6,576 70	12/31/2010
983134107	WYNN RESORTS LTD	115.0000	17,361 53	103 84	11,941.60	12/31/2010
983919101	XILINX INC	372 0000	13,372.90	28 98	10,780 56	12/31/2010
984332106	YAHOO INC	607.0000	16,782.18	16 63	10,094.41	12/31/2010
G5876H105	MARVELL TECH	530.0000	6,975.88	18.55	9,831.50	12/31/2010
H27178104	FOSTER WHEELER AG	140.0000	9,876.99	34.52	4,832.80	12/31/2010
H2906T109	GARMIN LTD	190 0000	3,850 35	30 99	5,888 10	12/31/2010
Total US LARGE CAP EQUITIES		49,518.0000	1,348,961.77		2,146,681.25	
FOREIGN EQUITIES						
294821608	ERICSSON NEW	270 0000	5,575.50	11 53	3,113.10	12/31/2010
456788108	INFOSYS TECH	105.0000	5,502 00	76 08	7,988.40	12/31/2010
760975102	RESEARCH IN MOTION	525 0000	15,580.31	58.13	30,518.25	12/31/2010
783513104	RYANAIR HOLDINGS	110 0000	4,926 90	30.76	3,383 60	12/31/2010
80105N113	SANOFI-AVENTIS SA	310 0000	744 00		744 00	
881624209	TEVA PHARM	575 0000	18,287 87	52 13	29,974 75	12/31/2010
L6388F110	MILLICOM INTL LUXEM	90 0000	7,975.30	95 60	8,604 00	12/31/2010
M22465104	CHECK POINT SOFTWARE	205 0000	4,510.25	46 26	9,483 30	12/31/2010
Y2573F102	FLEXTRONICS	620.0000	6,453.40	7 85	4,867.00	12/31/2010
Total FOREIGN EQUITIES		2,810.0000	69,555.53		98,676.40	

Report Date . November 14, 2011

THE WHITTIER TRUST COMPANY

Time Prepared 10:39:02 AM

Requested By Myrna Dichosa

Includes Account: 52 00 5111 0 0Z LOS ANGELES YOUTH TENNIS

Account Holdings as of 12/31/2010

isp No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
U.S. TREASURY BONDS & NOTES						
2828AJ9	UST 4 375 8-15-12	200,000 0000	205,375.00	106.328	212,656 00	12/31/2010
Total	U.S. TREASURY BONDS & NOTES	200,000.0000	205,375.00		212,656.00	
U.S. GOVT AGENCY OBLIGATIONS						
331QGA9	FFCB 4 85 10-25-12	200,000.0000	201,402 88	107.572	215,144 00	12/31/2010
Total	U.S. GOVT AGENCY OBLIGATIONS	200,000.0000	201,402.88		215,144.00	
US LARGE CAP EQUITIES						
206R102	AT&T INC	711 0000	18,170 18	29 38	20,889 18	12/31/2010
3817101	ALCOA	400 0000	11,412 00	15 39	6,156 00	12/31/2010
209S103	ALTRIA GROUP	400.0000	4,242.49	24 62	9,848 00	12/31/2010
5816109	AMERICAN EXPRESS	400.0000	15,279.23	42 92	17,168 00	12/31/2010
7023105	BOEING CO	400.0000	14,688 00	65 26	26,104 00	12/31/2010
3123101	CATERPILLAR INC	800.0000	24,216.00	93 66	74,928 00	12/31/2010
2967101	CITIGROUP	400 0000	17,192 00	4.73	1,892 00	12/31/2010
1216100	COCA COLA CO	400 0000	18,798 00	65.77	26,308 00	12/31/2010
4687106	DISNEY WALT CO	400.0000	8,219 43	37 51	15,004.00	12/31/2010
3534109	DU PONT	400.0000	17,288 00	49 88	19,952 00	12/31/2010
231G102	EXXON-MOBIL	400 0000	14,988 16	73.12	29,248 00	12/31/2010
3604103	GENERAL ELECTRIC	400 0000	11,548 00	18 29	7,316 00	12/31/2010
3236103	HEWLETT-PACKARD	400 0000	7,896.00	42 10	16,840 00	12/31/2010
7076102	HOME DEPOT	400 0000	12,538 00	35 06	14,024.00	12/31/2010
3516106	HONEYWELL INTL	400 0000	12,310 68	53 16	21,264 00	12/31/2010
3140100	INTEL CORP	400 0000	9,736 00	21 03	8,412 00	12/31/2010
3200101	I.B M	400.0000	35,710 00	146 76	58,704.00	12/31/2010
325H100	JP MORGAN CHASE	400 0000	11,936 00	42.42	16,968 00	12/31/2010
3160104	JOHNSON & JOHNSON	400 0000	22,730 00	61 85	24,740 00	12/31/2010
375N104	KRAFT FOODS	276 0000	4,613 98	31 51	8,696 76	12/31/2010
3135101	MCDONALDS CORP	400 0000	8,586 00	76 76	30,704.00	12/31/2010
333Y105	MERCK & CO	400 0000	19,894 46	36 04	14,416 00	12/31/2010
3918104	MICROSOFT CORP	400 0000	11,008 00	27 91	11,164 00	12/31/2010
3172109	PHILIP MORRIS INTL	400 0000	9,667 30	58 53	23,412 00	12/31/2010
3718109	PROCTER & GAMBLE	800 0000	37,400.00	64 33	51,464 00	12/31/2010
379Y101	3M CO COM	400 0000	25,678 00	86 30	34,520 00	12/31/2010
3017109	UTD TECHNOLOGIES	440 0000	14,388 20	78 72	34,636 80	12/31/2010
3142103	WAL MART STORES	400 0000	21,642 00	53 93	21,572 00	12/31/2010
		1 0000				12/31/2010
Total	US LARGE CAP EQUITIES	12,228.0000	441,776.11		646,350.74	

Report Date **November 14, 2011**
Time Prepared **10:39:02 AM**
Requested By **Myrna Dichosa**
Includes **Account: 42 82 5111 0 0Z LAYT CORPORATE AMERICA**

THE WHITTIER TRUST COMPANY

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	425.0000	19,187.79	56.43	23,982.75	12/31/2010
002824100	ABBOTT LABS	370.0000	15,310.95	47.91	17,726.70	12/31/2010
025816109	AMERICAN EXPRESS	430.0000	19,308.12	42.92	18,455.60	12/31/2010
037411105	APACHE CORP	310.0000	21,549.31	119.23	36,961.30	12/31/2010
037833100	APPLE COMPUTER	235.0000	40,738.66	322.56	75,801.60	12/31/2010
060505104	BANK OF AMERICA	1,555.0000	15,456.97	13.34	20,743.70	12/31/2010
075887109	BECTON DICKINSON	255.0000	15,547.20	84.52	21,552.60	12/31/2010
084670702	BERKSHIRE CLB	270.0000	21,711.06	80.11	21,629.70	12/31/2010
097023105	BOEING CO	430.0000	27,464.75	65.26	28,061.80	12/31/2010
126650100	CVS CORP	770.0000	25,360.85	34.77	26,772.90	12/31/2010
12673P105	CA INC	710.0000	15,365.12	24.44	17,352.40	12/31/2010
151020104	CELGENE CORP	320.0000	19,315.33	59.14	18,924.80	12/31/2010
166764100	CHEVRON	495.0000	29,061.90	91.25	45,168.75	12/31/2010
17275R102	CISCO SYS INC	2,015.0000	35,562.66	20.23	40,763.45	12/31/2010
177376100	CITRIX SYSTEMS	260.0000	15,165.28	68.41	17,786.60	12/31/2010
192446102	COG TECH SOL	360.0000	18,350.98	73.29	26,384.40	12/31/2010
20030N101	COMCAST CL A	817.0000	14,637.71	21.97	17,949.49	12/31/2010
244199105	DEERE & CO	330.0000	14,831.95	83.05	27,406.50	12/31/2010
25179M103	DEVON ENERGY	355.0000	25,406.82	78.51	27,871.05	12/31/2010
254687106	DISNEY WALT CO	425.0000	8,762.74	37.51	15,941.75	12/31/2010
263534109	DU PONT	380.0000	13,921.29	49.88	18,954.40	12/31/2010
268648102	EMC CORP	695.0000	9,838.85	22.90	15,915.50	12/31/2010
29364G103	ENTERGY CORP	200.0000	15,430.41	70.83	14,166.00	12/31/2010
30231G102	EXXON-MOBIL	740.0000	35,588.80	73.12	54,108.80	12/31/2010
343412102	FLUOR CORP	445.0000	19,764.40	66.26	29,485.70	12/31/2010
35671D857	FREEPORT - MCMORAN	155.0000	6,975.54	120.09	18,613.95	12/31/2010
369604103	GENERAL ELECTRIC	1,940.0000	54,152.73	18.29	35,482.60	12/31/2010
375558103	GILEAD SCIENCES	670.0000	26,812.74	36.24	24,280.80	12/31/2010
38141G104	GOLDMAN SACHS	165.0000	19,939.58	168.16	27,746.40	12/31/2010
38259P508	GOOGLE INC.	50.0000	25,913.25	593.97	29,698.50	12/31/2010
42217K106	HEALTH CARE	510.0000	22,081.93	47.64	24,296.40	12/31/2010
452308109	ILLINOIS TOOL WKS	625.0000	30,066.81	53.40	33,375.00	12/31/2010
458140100	INTEL CORP	845.0000	14,611.70	21.03	17,770.35	12/31/2010
46625H100	JP MORGAN CHASE	1,000.0000	47,346.20	42.42	42,420.00	12/31/2010
478160104	JOHNSON & JOHNSON	250.0000	12,939.25	61.85	15,462.50	12/31/2010
48203R104	JUNIPER NETWORKS	630.0000	17,026.95	36.92	23,259.60	12/31/2010
50075N104	KRAFT FOODS	270.0000	8,196.50	31.51	8,507.70	12/31/2010
53217V109	LIFE TECH	340.0000	13,685.18	55.50	18,870.00	12/31/2010
548661107	LOWES COS	590.0000	11,792.45	25.08	14,797.20	12/31/2010
55616P104	MACY'S INC	735.0000	15,669.41	25.30	18,595.50	12/31/2010
580135101	MCDONALDS CORP	340.0000	11,906.00	76.76	26,098.40	12/31/2010
58155Q103	MCKESSON HBOC INC	340.0000	11,813.22	70.38	23,929.20	12/31/2010
58405U102	MEDCO HEALTH	358.0000	11,040.03	61.27	21,934.66	12/31/2010
594918104	MICROSOFT CORP	1,470.0000	38,609.15	27.91	41,027.70	12/31/2010
628530107	MYLAN LABS	450.0000	9,603.00	21.13	9,508.50	12/31/2010
654106103	NIKE	215.0000	16,704.97	85.42	18,365.30	12/31/2010
68389X105	ORACLE SYSTEMS	960.0000	13,532.02	31.30	30,048.00	12/31/2010
69331C108	PG & E CORP	145.0000	6,308.24	47.84	6,936.80	12/31/2010
693475105	PNC FINANCIAL	400.0000	24,742.35	60.72	24,288.00	12/31/2010
713448108	PEPSICO INC	475.0000	21,686.62	65.33	31,031.75	12/31/2010
718172109	PHILIP MORRIS INTL	505.0000	12,696.00	58.53	29,557.65	12/31/2010
74144T108	PRICE T ROWE GROUP	370.0000	9,330.51	64.54	23,879.80	12/31/2010
742718109	PROCTER & GAMBLE	680.0000	39,744.04	64.33	43,744.40	12/31/2010

Report Date **November 14, 2011****THE WHITTIER TRUST COMPANY**Time Prepared **10:39:02 AM**Requested By **Myrna Dichosa**Includes **Account: 42 82 5111 0 0Z LAYT CORPORATE AMERICA****Account Holdings as of 12/31/2010**

Cusip No	Securty Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
78462F103	SPDR S&P 500	1,700.0000	168,689 40	125.75	213,775 00	12/31/2010
806857108	SCHLUMBERGER LTD	530.0000	26,693 45	83.50	44,255.00	12/31/2010
871829107	SYSCO CORP	675 0000	22,578 76	29.40	19,845 00	12/31/2010
872540109	TJX COMPANIES	220.0000	5,254 00	44 39	9,765 80	12/31/2010
87612E106	TARGET CORP	425 0000	13,945 40	60.13	25,555 25	12/31/2010
882508104	TEXAS INSTRUMENTS	340 0000	7,704 37	32.50	11,050.00	12/31/2010
883556102	THERMO ELECT CORP	325 0000	10,665 54	55.36	17,992 00	12/31/2010
88579Y101	3M CO COM	365 0000	28,551 57	86 30	31,499.50	12/31/2010
887317303	TIME WARNER	521 0000	15,721 25	32 17	16,760 57	12/31/2010
907818108	UNION PACIFIC	285 0000	10,902 44	92 66	26,408 10	12/31/2010
92343V104	VERIZON COMM	730 0000	21,664 29	35.78	26,119.40	12/31/2010
931142103	WAL MART STORES	740 0000	37,329 30	53 93	39,908 20	12/31/2010
949746101	WELLS FARGO	980 0000	29,085 03	30 99	30,370 20	12/31/2010
H0023R105	ACE LIMITED	345 0000	20,871 74	62.25	21,476 25	12/31/2010
Total	US LARGE CAP EQUITIES	37,261.0000	1,487,222.81		1,898,175.17	
FOREIGN EQUITIES						
088606108	BHP LTD ADR	165 0000	10,839 90	92.92	15,331 80	12/31/2010
204409601	CEMIG SA - SPONS ADR	1,155.0000	14,682 36	16 59	19,161 45	12/31/2010
25243Q205	DIAGEO PLC	200 0000	8,571 34	74.33	14,866.00	12/31/2010
71654V408	PETROLEO BRASI	415 0000	16,288 25	37.84	15,703 60	12/31/2010
881624209	TEVA PHARM	447 0000	19,231 28	52.13	23,302.11	12/31/2010
91912E105	COMPANHIA VALE	610 0000	13,356 91	34.57	21,087.70	12/31/2010
Total	FOREIGN EQUITIES	2,992.0000	82,970.04		109,452.66	

W.W.W. FOUNDATION

EIN: 95-3694741

2010 FORM 990-PF, PAGE 4, PT VII-A, LN 6

THE TAXPAYER IS PROVIDING THE FOLLOWING ADDITIONAL INFORMATION PER IRC §4945 RELATING TO A GRANT THAT WAS PAID IN 2010 FOR WHICH THEY HAVE EXPENDITURE RESPONSIBILITY:

ORGANIZATION: RED & MARY HODGES VIOLENCE RESEARCH FOUNDATION

ADDRESS: 27068 LA PAZ ROAD #703
ALISO VIEJO, CA 92656

DATE OF GRANT: THE GRANT WAS APPROVED ON DECEMBER 7, 2010 AND PAID ON DECEMBER 9, 2010.

PURPOSE OF GRANT: THE PURPOSE OF THE GRANT WAS FOR PROGRAM SUPPORT RELATING TO RESEARCH INTO THE IMPACT OF NUTRITIONAL & ENVIRONMENTAL FACTORS ON VIOLENT BEHAVIOR.

AMOUNT SPENT: \$10,000

GRANT SUPERVISION: THE TAXPAYER RECEIVED AN INTERIM REPORT IN SEPTEMBER 2011 STATING THAT THE FUNDS WERE BEING EXPENDED ON THE INTENDED PROGRAM. A FINAL REPORT WILL BE ISSUED BY THE GRANT RECIPIENT IN 2012.

THE TAXPAYER HAS NO KNOWLEDGE AS TO WHETHER ANY AMOUNTS OF THE GRANT WERE DIVERTED BY THE RECEIVING ORGANIZATION.

WWW FOUNDATION
CONTRIBUTIONS PAID
AS OF DECEMBER 31, 2010

GRANTEE/ADDRESS		PURPOSE	AMOUNT
The Arboretum Foundation 2300 Arboretum Drive East Seattle, WA 98112-2300	170 (b)(1)(A)(vi)	Program Support	\$10,000
Boys & Girls Club of Santa Barbara 632 Eat Canon Perdido Street Santa Barbara, CA 93103	170 (b)(1)(A)(vi)	Support After School Program	\$10,000
Californians for Population Stabilization 1129 State Street, Suite 3-D Santa Barbara, CA 93101	170 (b)(1)(A)(vi)	Support Overpopulation Awareness Media Ca	\$15,000
Casa del Herrero Foundation 1387 E. Valley Road Santa Barbara, CA 93108	170 (b)(1)(A)(vi)	Support 2010 Strategic Plan Project	\$10,000
Casa Esperanza Homeless Center P.O. Box 24116 Santa Barbara, CA 93103	170 (b)(1)(A)(vi)	Support Project Healthy Neighbors Program	\$10,000
Cate School 1960 Cate Mesa Road Carpinteria, CA 93014-5005	170 (b)(1)(A)(iii)	Program Support	\$5,000
Cate School 1960 Cate Mesa Road Carpinteria, CA 93014-5005	170 (b)(1)(A)(iii)	Program Support	\$8,000
Challengers Boys and Girls Club 5029 South Vermont Los Angeles, CA 90037-0189	170 (b)(1)(A)(vi)	Program Support	\$5,000
Community Action Fund for Women in Africa 801 Cold Springs Road Santa Barbara, CA 93108	170 (b)(1)(A)(vi)	Program Support	\$15,000
Conservation International 2011 Crystal Drive, Suite 500 Arlington, VA 22202	170 (b)(1)(A)(vi)	Program Support	\$25,000
Crane Country Day School 1795 San leandro Lane Santa Barbara, CA 93108	170 (b)(1)(A)(ii)	Program Support	\$5,000
Creative Visions Foundation 18820 Pacific Coast Highway, Suite 291 Malibu, CA 90265	170 (b)(1)(A)(vi)	Support Village Beat Program	\$40,000

Epiphany School 3611 E. Denny Way Seattle, WA 98122	170 (b)(1)(A)(ii)	Program Support	\$2,000
Children's Discovery Foundation dba/ Funhouse Discovery Center 30 Pea Patch Lane Eastsound, WA 98245	170 (b)(1)(A)(vi)	Program Support	\$5,000
Global Discoveries Network Foundation P.O. Box 3412 Reston, VA 20195	170 (b)(1)(A)(vi)	Support Documentary Project	\$50,000
Heal the Ocean P.O. Box 90106 Santa Barbara, CA 93109	170 (b)(1)(A)(vi)	Program Support	\$15,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	170 (b)(1)(A)(vi)	Support Spring Fling Project	\$15,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	170 (b)(1)(A)(vi)	Install Solar Panels on the Equine Hospital and Club Pet Building	\$20,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	170 (b)(1)(A)(vi)	Support HOPE Telethon	\$5,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	170 (b)(1)(A)(vi)	General Operating Support	\$450,000
Insitute for Justice 901 North Glebe Road, Suite 900 Arlington, VA 22203	170 (b)(1)(A)(vi)	Program Support	\$12,500
KCET 4401 W. Sunset Blvd. Los Angeles, CA 90027	170 (b)(1)(A)(vi)	General Operating Support	\$1,000
KWIAHT Center for the Historical Ecology of the Salish Sea P.O. Box 415 Lopez Island, WA 98261	170 (b)(1)(A)(vi)	Support Ecology of the Salish Sea Program	\$2,000
Laguna Blanca School 4125 Paloma Drive Santa Barbara, CA 93110	170 (b)(1)(A)(ii)	Whittier Scholars Program	\$50,000
Laguna Blanca School 4125 Paloma Drive Santa Barbara, CA 93110	170 (b)(1)(A)(ii)	Capital Campaign Support	\$25,000
Lakeside School 140501 1st Avenue NE	170 (b)(1)(A)(ii)	Program Support	\$5,000

Seattle, WA 98125

Montecito Trails Foundation P.O. Box 5481 Santa Barbara, CA 93150	170 (b)(1)(A)(vi)	Support McMenemy Trail Project	\$25,000
Music Academy of the West 1070 Fairway Road Santa Barbara, CA 93108-2899	170 (b)(1)(A)(vi)	Program Support	\$20,000
National Public Radio 635 Massachussets Avenue, N.W. Washington, DC 20001-3752	170 (b)(1)(A)(vi)	Program Support	\$1,000
Newport Bay Naturalists and Friends P.O. Box 12403 Newport Beach, CA 92658	170 (b)(1)(A)(vi)	General Operating Support	\$5,000
Ninos De Sol, Inc 68 Thomas Street #Basement Studio New York, NY 10013	170 (b)(1)(A)(vi)	Scholarship Support	\$15,000
A Noise Within 234 South Brand Blvd. Glendale, CA 91204	509(a)(2)	Support Classics Live Education Program	\$5,000
Opal Community Land Trust P.O. Box 1133 Eastsound, WA 98245	170 (b)(1)(A)(vi)	Support Wild Rose Meadow Neighborhood Pr	\$15,000
Orcas Center P.O. Box 567 Eastsound, WA 98245-0567	170 (b)(1)(A)(vi)	Program Support	\$5,000
Orcas Island Chamber Music Festival P.O. Box 646 Eastsound, WA 98245	509(a)(2)	Program Support	\$10,000
Orcas Island Children's House 36 Pea Patch Lane Eastsound, WA 98245	170 (b)(1)(A)(ii)	Program Support	\$5,000
Orcas Island Medical Center Foundation P.O. Box 515 Eastsound, WA 98245-0515	170 (b)(1)(A)(vi)	Program Support	\$10,000
Protection, Education, Animals, Culture & Environment (PEACE) P O. Box 6161 Vail, CO 81658	170 (b)(1)(A)(vi)	Program Support	\$15,000
R.M. Pyles Boys Camp 27211 Henry Mayo Drive Valencia, CA 91355-1009	170 (b)(1)(A)(vi)	Program Support	\$5,000
Rediscovery Four Corners, Inc. P.O. Box 218	170 (b)(1)(A)(vi)	Sunka Wakan Project	\$5,000

Crestone, CO 81131

Regents of the University of California, San Diego, Scripps Institution of Oceanography 9500 Gilman Drive, MC 0210 La Jolla, CA 92093-0210	170 (b)(1)(A)(vi)	Program Support	\$12,500
San Diego Natural History Museum P.O. Box 121390 San Diego, CA 92112-1390	170 (b)(1)(A)(vi)	Program Support	\$10,000
SLOPOST P.O. Box 86 Arroyo Grande, CA 93420	170 (b)(1)(A)(vi)	Program Support	\$5,000
Santa Barbara Botanic Garden 1212 Mission Canyon Road Santa Barbara, CA 93105	170 (b)(1)(A)(vi)	Support Propagating and Planting 750 Native California Plants Program	\$10,000
Santa Barbara Center for the Performing Arts, Inc. 1330 State Street, Suite 101 Santa Barbara, CA 93101	170 (b)(1)(A)(vi)	Support Granada Restoration Project	\$10,000
Santa Barbara Trails Council 3885 Cinco Amigos Santa Barbara, CA 93105	170 (b)(1)(A)(vi)	Support Equestrian Access and Trails Progr	\$15,000
Santa Barbara Volleyball Club P.O. Box 30772 Santa Barbara, CA 93130	170 (b)(1)(A)(vi)	Program Support	\$5,000
Santa Barbara Wildlife Care Center P.O. Box 6594 Santa Barbara, CA 93160	170 (b)(1)(A)(vi)	Support Seabird Care Building Project	\$25,000
Seattle Academy of Arts and Sciences 1201 East Union Street Seattle, WA 98122	170 (b)(1)(A)(ii)	Program Support	\$10,000
Seattle Aquarium Society 1415 Western Avenue Seattle, WA 98101-2051	170 (b)(1)(A)(vi)	Program Support	\$5,000
Share Our Selves 1550 Superior Avenue Costa Mesa, CA 92627	170 (b)(1)(A)(vi)	Support Free Dental Clinic Program	\$5,000
South Carolina Historical Society 100 Meeting Street Charleston, SC 29401-2299	170 (b)(1)(A)(vi)	Program Support	\$5,000
South Coast Repertory Theatre, Inc. 655 Town Center Drive Costa Mesa, CA 92626	170 (b)(1)(A)(ii)	Support Springboard Audience Research and Engagement Project	\$5,000
The Rice Museum	170 (b)(1)(A)(iv)	Support Town Clock Building Restoration	\$10,000

633 Front Street
Georgetown, SC 29440

Regents of the University of California, (Davis) One Shields Avenue Davis, CA 95616	170 (b)(1)(A)(vi)	Support SeaDoc Society Project	\$10,000
Regents of the University of California, (Davis) One Shields Avenue Davis, CA 95616	170 (b)(1)(A)(vi)	Support SeaDoc Society Project	\$5,000
University of California- Berkeley 2080 Addison Street #4200 Berkeley, CA 94720-1530	170 (b)(1)(A)(vi)	Program Support	\$15,000
Red & Mary Hodges Violence Research Foundation 27068 La Paz Road #703 Aliso Viejo, CA 92656	501(c)(3)	Program Support	\$10,000
Whittier Institute for Diabetes 9894 Genesee Avenue, Suite 316 La Jolla, CA 92037	170 (b)(1)(A)(iii)	Program Support	\$10,000
William H. Adams Foundation for ALS 423 Miller Avenue Mill Valley, CA 94941	170 (b)(1)(A)(vi)	Support ALS Research	\$10,000
Williams College 75 Park Street Williamstown, MA 01267	170 (b)(1)(A)(ii)	Program Support	\$10,000
Woodland Park Zoological Society 601 North 9th Street Seattle, WA 98103	170 (b)(1)(A)(vi)	Support Zoo Corps Program	\$5,000
Woodland Park Zoological Society 601 North 9th Street Seattle, WA 98103	170 (b)(1)(A)(vi)	Support Incubation Facility Project	\$20,000
Yale University 157 Church Street New Haven, CT 06510-2100	170 (b)(1)(A)(ii)	Program Support	\$10,000
YMCA of Coastal Carolina (Georgetown County Family YMCA) P.O. Box 1087 Georgetown, SC 29442	509 (a)(2)	Support Capital Campaign	\$50,000
Young America's Foundation 217 State Street Santa Barbara, CA 93101	170 (b)(1)(A)(vi)	Program Support	\$25,000

TOTAL \$1,269,000

LAYT Foundation

CONTRIBUTIONS PAID

FISCAL YEAR ENDED DECEMBER 31, 2010

RECIPIENT/ADDRESS	ORGANIZATION STATUS	PURPOSE	AMOUNT
Challengers Boys & Girls Club 5029 South Vermont Avenue Los Angeles, CA 90037-0189	170 (b)(1)(A)(vi)	Support Tennis Program	\$126,915
Challengers Boys & Girls Club 5029 South Vermont Avenue Los Angeles, CA 90037-0189	170 (b)(1)(A)(vi)	Support Tennis Program	\$126,915
Challengers Boys & Girls Club 5029 South Vermont Avenue Los Angeles, CA 90037-0189	170 (b)(1)(A)(vi)	Program Support	\$75,000
Challengers Boys & Girls Club 5029 South Vermont Avenue Los Angeles, CA 90037-0189	170 (b)(1)(A)(vi)	Program Support	\$178,830
TOTAL CONTRIBUTIONS			<u><u>\$507,660</u></u>

WWW FOUNDATION-95-3694741

FUTURE COMMITMENTS

AS OF JANUARY 1, 2011

RECIPIENT/ADDRESS	ORGANIZATION	STATUS	PURPOSE	AMOUNT
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	170 (b)(1)(A)(vi)		General Operating Support (\$2,250,000 over 5 yrs: 3rd pmt: \$450,000)	\$1,350,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	170 (b)(1)(A)(vi)		Install Solar Panels on the Equine Hospital and Club Pet Building (\$100,000 or 5 yrs: 2nd pmt: \$20,000)	\$80,000
	TOTAL			<u>\$1,430,000</u>

LOS ANGELES YOUTH TENNIS (LAYT)

FUTURE COMMITMENTS

FISCAL YEAR ENDED DECEMBER 31, 2010

RECIPIENT/ADDRESS	FOUNDATION STATUS	PURPOSE	AMOUNT
TOTAL CONTRIBUTIONS			\$0

Form **3115**(Rev. December 2009)
Department of the Treasury
Internal Revenue Service**Application for Change in Accounting Method**

OMB No 1545-0152

Name of filer (name of parent corporation if a consolidated group) (see instructions)

W.W.W. FOUNDATION

Identification number (see instructions)

95-3694741

Principal business activity code number (see instructions)

999999

Number, street, and room or suite no. If a P.O. box, see the instructions

625 SO FAIR OAKS AVE, SUITE 360

Tax year of change begins (MM/DD/YYYY)

01/01/10

Tax year of change ends (MM/DD/YYYY)

12/31/10

City or town, state, and ZIP code

SOUTH PASADENA, CA 91030

Name of contact person (see instructions)

PEGINE GRAYSON

Name of applicant(s) (if different than filer) and identification number(s) (see instructions)

Contact person's telephone number

626-441-5188If the applicant is a member of a consolidated group, check this box ☐If **Form 2848**, Power of Attorney and Declaration of Representative, is attached (see instructions for when Form 2848 is required), check this box ☐**Check the box to indicate the type of applicant.**

- ☐ Individual
☐ Corporation
☐ Controlled foreign corporation (Sec. 957)
☐ 10/50 corporation (Sec. 904(d)(2)(E))
☐ Qualified personal service corporation (Sec. 448(d)(2))
☒ Exempt organization. Enter Code section **▶ 501(C)(3)**
- ☐ Cooperative (Sec. 1381)
☐ Partnership
☐ S corporation
☐ Insurance co. (Sec. 816(a))
☐ Insurance co. (Sec. 831)
☐ Other (specify) **▶**

Check the appropriate box to indicate the type of accounting method change being requested. (see instructions)

- ☐ Depreciation or Amortization
☐ Financial Products and/or Financial Activities of Financial Institutions
☒ Other (specify) **▶ OVERALL METHOD FROM CASH TO ACCRUAL**

Caution. To be eligible for approval of the requested change in method of accounting, the taxpayer must provide all information that is relevant to the taxpayer or to the taxpayer's requested change in method of accounting. This includes all information requested on this Form 3115 (including its instructions), as well as any other information that is not specifically requested.

The taxpayer must attach all applicable supplemental statements requested throughout this form.

Part I Information For Automatic Change Request

- 1** Enter the applicable designated automatic accounting method change number for the requested automatic change. Enter only one designated automatic accounting method change number, except as provided in guidance published by the IRS. If the requested change has no designated automatic accounting method change number, check "Other," and provide both a description of the change and citation of the IRS guidance providing the automatic change. See instructions.

▶ (a) Change No. **123** (b) Other ☐ Description **▶**

- 2** Do any of the scope limitations described in section 4.02 of Rev. Proc. 2008-52 cause automatic consent to be unavailable for the applicant's requested change? If "Yes," attach an explanation.

Note. Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable).

Part II Information For All Requests

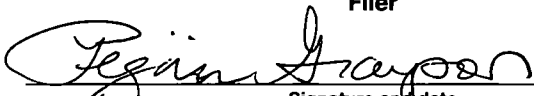
- 3** Did or will the applicant cease to engage in the trade or business to which the requested change relates, or terminate its existence, in the tax year of change (see instructions)? ☐ Yes ☒ No
If "Yes," the applicant is not eligible to make the change under automatic change request procedures.
- 4a** Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)? ☐ Yes ☒ No
If "No," go to line 5.
- b** Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) either (i) under consideration or (ii) placed in suspense (see instructions)? ☐ Yes ☒ No

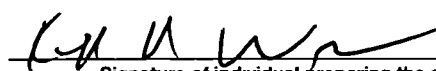
Signature (see instructions)

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

Filer

Preparer (other than filer/applicant)


Signature and date
Pegin Grayson, Secretary
Name and title (print or type)


Signature of individual preparing the application and date
KYLE WEBSTER, CPA
Name of individual preparing the application (print or type)
WHITTIER TRUST COMPANY
Name of firm preparing the application

Part II Information For All Requests (continued)

- | | Yes | No |
|---|-----|----|
| 4c Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)? | | |
| d Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)?
If "Yes," attach the consent statement from the director. | | |
| e Is the request to change the method of accounting being filed under the 90-day or 120-day window period?
If "Yes," check the box for the applicable window period and attach the required statement (see instructions).
☐ 90 day ☐ 120 day: Date examination ended ► _____ | | |
| f If you answered "Yes" to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination.
Name ► _____ Telephone number ► _____ Tax year(s) ► _____ | | |
| g Has a copy of this Form 3115 been provided to the examining agent identified on line 4f? | | |
| 5a Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court?
If "Yes," enter the name of the (check the box) ☐ Appeals officer and/or ☐ counsel for the government, telephone number, and the tax year(s) before Appeals and/or a Federal court.
Name ► _____ Telephone number ► _____ Tax year(s) ► _____ | | ✓ |
| b Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a? | | |
| c Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member) (see instructions)?
If "Yes," attach an explanation. | | |
| 6 If the applicant answered "Yes" to line 4a and/or 5a with respect to any present or former consolidated group, attach a statement that provides each parent corporation's (a) name, (b) identification number, (c) address, and (d) tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court. | | |
| 7 If, for federal income tax purposes, the applicant is either an entity (including a limited liability company) treated as a partnership or an S corporation, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity?
If "Yes," the applicant is not eligible to make the change. | | ✓ |
| 8a Does the applicable revenue procedure (advance consent or automatic consent) state that the applicant does not receive audit protection for the requested change (see instructions)? | | ✓ |
| b If "Yes," attach an explanation. | | |
| 9a Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in method of accounting within the past 5 years (including the year of the requested change)? | | ✓ |
| b If "Yes," for each trade or business, attach a description of each requested change in method of accounting (including the tax year of change) and state whether the applicant received consent. | | |
| c If any application was withdrawn, not perfected, or denied, or if a Consent Agreement granting a change was not signed and returned to the IRS, or the change was not made or not made in the requested year of change, attach an explanation. | | |
| 10a Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in method of accounting, or technical advice? | | ✓ |
| b If "Yes," for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in method of accounting, or technical advice), and the specific issue(s) in the request(s). | | |
| 11 Is the applicant requesting to change its overall method of accounting?
If "Yes," check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting. Also, complete Schedule A on page 4 of this form. | | ✓ |
| Present method: ☒ Cash ☐ Accrual ☐ Hybrid (attach description) | | |
| Proposed method: ☐ Cash ☒ Accrual ☐ Hybrid (attach description) | | |

Part II Information For All Requests (continued)				Yes	No	
12	If the applicant is either (i) not changing its overall method of accounting, or (ii) is changing its overall method of accounting and also changing to a special method of accounting for one or more items, attach a detailed and complete description for each of the following:					
a	The item(s) being changed.					
b	The applicant's present method for the item(s) being changed.					
c	The applicant's proposed method for the item(s) being changed.					
d	The applicant's present overall method of accounting (cash, accrual, or hybrid).					
13	Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each. If the applicant has more than one trade or business as defined in Regulations section 1.446-1(d), describe: whether each trade or business is accounted for separately; the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income; the overall method of accounting for each trade or business; and which trade or business is requesting to change its accounting method as part of this application or a separate application. <i>STATEMENT 1</i>					
14	Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions If "No," attach an explanation.			✓		
15a	Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)?				✓	
b	If "Yes," for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application.					
16	Does the applicant request a conference with the IRS National Office if the IRS proposes an adverse response?			✓		
17	If the applicant is changing to either the overall cash method, an overall accrual method, or is changing its method of accounting for any property subject to section 263A, any long-term contract subject to section 460, or inventories subject to section 474, enter the applicant's gross receipts for the 3 tax years preceding the tax year of change.					
	1st preceding year ended mo	12/31 yr 09	2nd preceding year ended mo	12/31 yr 08	3rd preceding year ended mo	12/31 yr 07
	\$	7392256	\$	11003223	\$	16884648

Part III Information For Advance Consent Request				Yes	No
18	Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request? If "Yes," attach an explanation describing why the applicant is submitting its request under advance consent request procedures.				
19	Attach a full explanation of the legal basis supporting the proposed method for the item being changed. Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method. Include all authority (statutes, regulations, published rulings, court cases, etc.) supporting the proposed method. Also, include either a discussion of the contrary authorities or a statement that no contrary authority exists. <i>STATEMENT 1</i>				
20	Attach a copy of all documents related to the proposed change (see instructions).				
21	Attach a statement of the applicant's reasons for the proposed change. <i>STATEMENT 1</i>				
22	If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed? If "No," attach an explanation.				
23a	Enter the amount of user fee attached to this application (see instructions). ▶ \$ NONE				
b	If the applicant qualifies for a reduced user fee, attach the required information or certification (see instructions).				

Part IV Section 481(a) Adjustment				Yes	No
24	Does the applicable revenue procedure, revenue ruling, notice, regulation, or other published guidance require the applicant to implement the requested change in method of accounting on a cut-off basis rather than a section 481(a) adjustment? If "Yes," do not complete lines 25, 26, and 27 below.			✓	
25	Enter the section 481(a) adjustment. Indicate whether the adjustment is an increase (+) or a decrease (-) in income. ▶ \$ NONE Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment. If it is based on more than one component, show the computation for each component. If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant.				

Part IV Section 481(a) Adjustment (continued)

- 26** If the section 481(a) adjustment is an increase to income of less than \$25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change?
- 27** Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties?
- If "Yes," attach an explanation.

Yes	No
☒	☐
☐	☒

Schedule A—Change in Overall Method of Accounting (If Schedule A applies, Part I below must be completed.)**Part I Change in Overall Method** (see instructions)

- 1** Enter the following amounts as of the close of the tax year preceding the year of change. If none, state "None." Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g.

- a** Income accrued but not received (such as accounts receivable)
- b** Income received or reported before it was earned (such as advanced payments). Attach a description of the income and the legal basis for the proposed method
- c** Expenses accrued but not paid (such as accounts payable)
- d** Prepaid expenses previously deducted
- e** Supplies on hand previously deducted and/or not previously reported
- f** Inventory on hand previously deducted and/or not previously reported. Complete Schedule D, Part II
- g** Other amounts (specify). Attach a description of the item and the legal basis for its inclusion in the calculation of the section 481(a) adjustment. ►
- h** **Net section 481(a) adjustment** (Combine lines 1a–1g.) Indicate whether the adjustment is an increase (+) or decrease (–) in income. Also enter the net amount of this section 481(a) adjustment amount on Part IV, line 25.

Amount	
\$	NONE
\$	NONE

- 2** Is the applicant also requesting the recurring item exception under section 461(h)(3)? ☒ **Yes** ☐ **No**
- 3** Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. Also attach a statement specifying the accounting method used when preparing the balance sheet. If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (e.g., tax-exempt organization returns) for that period. If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, attach a statement explaining the differences. *STATEMENT 2 + 3*

Part II Change to the Cash Method For Advance Consent Request (see instructions)

Applicants requesting a change to the cash method must attach the following information:

- 1** A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business.
- 2** An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations.

Schedule B—Change to the Deferral Method for Advance Payments (see instructions)

- 1** If the applicant is requesting to change to the Deferral Method for advance payments described in section 5.02 of Rev. Proc. 2004-34, 2004-1 C.B. 991, attach the following information:
- a** A statement explaining how the advance payments meet the definition in section 4.01 of Rev. Proc. 2004-34.
- b** If the applicant is filing under the automatic change procedures of Rev. Proc. 2008-52, the information required by section 8.02(3)(a)–(c) of Rev. Proc. 2004-34.
- c** If the applicant is filing under the advance consent provisions of Rev. Proc. 97-27, the information required by section 8.03(2)(a)–(f) of Rev. Proc. 2004-34.
- 2** If the applicant is requesting to change to the deferral method for advance payments described in Regulations section 1.451-5(b)(1)(ii), attach the following.
- a** A statement explaining how the advance payments meet the definition in Regulations section 1.451-5(a)(1).
- b** A statement explaining what portions of the advance payments, if any, are attributable to services, whether such services are integral to the provisions of goods or items, and whether any portions of the advance payments that are attributable to non-integral services are less than five percent of the total contract prices. See Regulations sections 1.451-5(a)(2)(i) and (3).
- c** A statement explaining that the advance payments will be included in income no later than when included in gross receipts for purposes of the applicant's financial reports. See Regulations section 1.451-5(b)(1)(ii).
- d** A statement explaining whether the inventoriable goods exception of Regulations section 1.451-5(c) applies and if so, when substantial advance payments will be received under the contracts, and how the exception will limit the deferral of income.

W.W.W. FOUNDATION

EIN: 95-3694741

FORM 3315: APPLICATION FOR A CHANGE IN ACCOUNTING METHOD

PAGE 3, PT II, LINE 13

The taxpayer is a non-operating private foundation.

PAGE 3, PT III, LN 19

IRC § 446(a) provides that Taxable income shall be computed under the method of accounting on the basis of which the taxpayer regularly computes his income in keeping his books.

PAGE 3, PT III, LN 21

On January 1, 2010 the taxpayer began keeping their books and records on the accrual basis in accounting.
