SEE ATTACHED FORM 3115

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning MAY 1, 2010 **, and ending** APR 30, 2011

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
L.K. WHITTIER FOUNDATION

A Employer identification number
95-6027493

Number and street (or P O box number if mail is not delivered to street address)
625 SO. FAIR OAKS AVENUE

Room/suite
360

B Telephone number
(626)441-5188

City or town, state, and ZIP code
SOUTH PASADENA, CA 91030

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*
▶$ 105,257,903.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

Revenue

		(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	294,093.	294,093.		STATEMENT 1
4	Dividends and interest from securities	989,079.	989,079.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-2,389,072.			
b	Gross sales price for all assets on line 6a 26,698,632.				
7	Capital gain net income (from Part IV, line 2)		0.		
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	12,608,860.	12,608,860.		STATEMENT 3
12	**Total.** Add lines 1 through 11	11,502,960.	13,892,032.		

Operating and Administrative Expenses

		(a)	**(b)**	**(c)**	**(d)**
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	7,475.	0.		0.
c	Other professional fees STMT 5	682,264.	272,906.		409,358.
17	Interest				
18	Taxes STMT 6	145,579.	3,914.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	2,573.	932.		2,566.
24	**Total operating and administrative expenses** Add lines 13 through 23	837,891.	277,752.		411,924.
25	Contributions, gifts, grants paid	5,884,303.			5,500,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	6,722,194.	277,752.		5,911,924.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	4,780,766.			
b	**Net investment income** (if negative, enter -0-)		13,614,280.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

914

023501 12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2010)

16

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	12,849.	16,308.	16,308.
	2	Savings and temporary cash investments	921,295.	166,430.	166,430.
	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 10	2,941,744.	3,022,695.	3,022,695.
	b	Investments - corporate stock STMT 11	32,304,553.	50,616,806.	50,616,806.
	c	Investments - corporate bonds STMT 12	4,641,379.	3,569,179.	3,569,179.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	45,973,459.	47,866,485.	47,866,485.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	86,795,279.	105,257,903.	105,257,903.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable		4,893,903.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 14)	0.	446,248.	
	23	**Total liabilities** (add lines 17 through 22)	0.	5,340,151.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted	86,795,279.	99,917,752.	
	25	Temporarily restricted			
	26	Permanently restricted			
		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**	86,795,279.	99,917,752.	
	31	**Total liabilities and net assets/fund balances**	86,795,279.	105,257,903.	

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	86,795,279.
2	Enter amount from Part I, line 27a	2	4,780,766.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	10,783,454.
4	Add lines 1, 2, and 3	4	102,359,499.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	2,441,747.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	99,917,752.

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	26,698,632.		29,087,704.	-2,389,072.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				-2,389,072.

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 -2,389,072.

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	4,353,905.	87,702,727.	.049644
2008	4,944,908.	87,201,653.	.056707
2007	4,368,759.	118,733,493.	.036795
2006	4,446,068.	112,003,802.	.039696
2005	3,252,642.	103,580,087.	.031402

2 **Total** of line 1, column (d)	2	.214244
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	.042849
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	94,969,403.
5 Multiply line 4 by line 3	5	4,069,344.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	136,143.
7 Add lines 5 and 6	7	4,205,487.
8 Enter qualifying distributions from Part XII, line 4	8	5,911,924.

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	136,143.
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	136,143.
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	136,143.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	39,545.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	90,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	129,545.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	6,598.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax ▶** **Refunded ▶**			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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 ▶ LINDA J. BLINKENBERG Telephone no. ▶ (626) 441-5188

Located at ▶ 625 SO. FAIR OAKS AVE., STE. 360, S. PASADENA, CA ZIP+4 ▶ 91030

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

			Yes	No
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		X
	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**

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

Form **990-PF** (2010)

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

			Yes	No
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 15		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)

023551
12-07-10

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2010)

023561
12-07-10

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	50,146,752.
b	Average of monthly cash balances		1b	1,500,281.
c	Fair market value of all other assets		1c	44,768,605.
d	**Total** (add lines 1a, b, and c)		1d	96,415,638.
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	96,415,638.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,446,235.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	94,969,403.
6	**Minimum investment return.** Enter 5% of line 5		6	4,748,470.

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	4,748,470.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 136,143.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	136,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	4,612,327.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	4,612,327.
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	4,612,327.

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	5,911,924.
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	5,911,924.
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	136,143.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	5,775,781.

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.

Form **990-PF** (2010)

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				4,612,327.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			3,523,222.	
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: ▶ $ 5,911,924.				
a Applied to 2009, but not more than line 2a			3,523,222.	
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				2,388,702.
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				2,223,625.
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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 STATEMENT 16				
Total			▶ 3a	5,500,000.
b *Approved for future payment*				
Total SEE STATEMENT 17			▶ 3b	13000000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	294,093.	
4 Dividends and interest from securities			14	989,079.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	12,608,860.	
8 Gain or (loss) from sales of assets other than inventory					-2,389,072.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		13,892,032.	-2,389,072.

13 Total Add line 12, columns (b), (d), and (e) 13 11,502,960.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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12-07-10

Form **990-PF** (2010)

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date | SEC/DIRECTOR Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KYLE WEBSTER		2/9/12		P00148175

Firm's name ▶ WHITTIER TRUST COMPANY

Firm's EIN ▶ 95-4195174

Firm's address ▶ 1600 HUNTINGTON DRIVE
SOUTH PASADENA, CA 91030

Phone no. 626-441-5111

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

SOURCE	AMOUNT
WHITTIER TRUST CO.	294,093.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	294,093.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WHITTIER TRUST CO	989,079.	0.	989,079.
TOTAL TO FM 990-PF, PART I, LN 4	989,079.	0.	989,079.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME FROM PARTNERSHIPS	12,592,275.	12,592,275.	
CLASS ACTIONB PROCEEDS	16,585.	16,585.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,608,860.	12,608,860.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & ACCOUNTING	7,475.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,475.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEE	682,264.	272,906.		409,358.
TO FORM 990-PF, PG 1, LN 16C	682,264.	272,906.		409,358.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX - CURRENT YEAR	141,665.	0.		0.
FOREIGN TAXES	3,914.	3,914.		0.
TO FORM 990-PF, PG 1, LN 18	145,579.	3,914.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	160.	0.		1,166.
INSURANCE	2,332.	932.		1,400.
MISC	81.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,573.	932.		2,566.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
CASH-TO-ACCRUAL ADJ	5,138,100.
UNREALIZED CAPITAL GAIN	4,657,896.
BOOK-TO-TAX ADJ-PARTNERSHIP INVESTMENTS	983,595.
BOOK-TO-TAX ADJ-FOREIGN TAX CREDITS	3,863.
TOTAL TO FORM 990-PF, PART III, LINE 3	10,783,454.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
BOOK-TO-TAX ADJ-LONG-TERM CAPITAL GAIN/LOSS	734,519.
BOOK-TO-TAX ADJ-SHORT-TERM CAPITAL GAIN/LOSS	1,495,945.
BOOK-TO-TAX ADJ-DIVIDENDS	14,569.
BOOK-TO-TAX ADJ-FEDERAL EXCISE TAX	196,714.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,441,747.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT NOTES - SEE ATTACHED SCHEDULE	X		3,022,695.	3,022,695.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,022,695.	3,022,695.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,022,695.	3,022,695.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	50,616,806.	50,616,806.
TOTAL TO FORM 990-PF, PART II, LINE 10B	50,616,806.	50,616,806.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE NOTES & BONDS - SEE ATTACHED SCHEDULE	3,569,179.	3,569,179.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,569,179.	3,569,179.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS	COST	47,855,091.	47,855,091.
MISC RECEIVABLE	COST	11,394.	11,394.
TOTAL TO FORM 990-PF, PART II, LINE 13		47,866,485.	47,866,485.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX PAYABLE	0.	344,128.
FEDERAL EXCISE TAX PAYABLE	0.	102,120.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	446,248.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAURA-LEE W. WOODS 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT 1.00	0.	0.	0.
LINDA J. BLINKENBERG 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SEC/DIR 1.00	0.	0.	0.
MICHAEL J. CASEY 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRES/DIR 1.00	0.	0.	0.
LAURE W. KASTANIS 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
GREG E. CUSTER 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CFO/DIR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARCS FOUNDATION 24520 HAWTHORNE BLVD LOS ANGELES, CA 90505	NONE SCHOLARSHIPS FOR SCIENCE & TECHNOLOGY STUDENTS	170(B)(1)(	50,000.
BENNINGTON COLLEGE 1 COLLEGE ROAD BENNINGTON, VT 05201	NONE PETER DRUCKER FUND FOR EXCELLENCE & INNOVATION	170(B)(1)(	625,000.
CALIFORNIA STATE UNIVERSITY, LOS ANGELES 5151 UNIVERSITY DRIVE LOS ANGELES, CA 90032	NONE SCHOOL OF NURSING BSN PROGRAM	170(B)(1)(	100,000.
FRIENDS OF THE BANNING MUSEUM 401 EAST STREET WILMINGTON, CA 90744	NONE ENHANCEMENT PROJECT	170(B)(1)(	50,000.
HUNTINGTON MEDICAL RESEARCH INSTITUTE 734 FAIRMOUNT STREET PASADENA, CA 91105	NONE ALZHEIMER'S DISEASE RESEARCH	170(B)(1)(	1000000.
J DAVID GLADSTONE INSTITUTE 1650 OWENS STREET SAN FRANCISCO, CA 94158	NONE DISEASE OF DR. DEEPAK SRIVASTAVE	170(B)(1)(	1600000.
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE SUPPORT TEEN READING CLUB	170(B)(1)(	25,000.
PHOENIX HOUSE 343 WEST FOOTHILL BLVD MONROVIA, CA 91016	NONE MENTAL HEALTH SERVICES	170(B)(1)(	50,000.

UNIVERSITY OF SOUTHERN CALIFORNIA-KECK SCHOOL OF MEDICINE - 900 WEST 34TH STREET LOS ANGELES, CA 90089	NONE NANO-BIOTECHNOLOGY RESEARCH	170(B)(1)(	1000000.
UNIVERSITY OF SOUTHERN CALIFORNIA-NORRIS COMPREHENSIVE CANCER CARE - 900 WEST 34TH STREET LOS ANGELES, CA 90089	NONE INNOVATIVE TAILORED THERAPIES PROGRAM	170(B)(1)(	1000000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A 5,500,000.

FORM 990-PF

GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

STATEMENT 17

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CALIFORNIA STATE UNIVERSITY, LOS ANGELES 5151 UNIVERSITY DRIVE LOS ANGELES, CA 90032	NONE SCHOOL OF NURSING BSN PROGRAM	170(B)(1)(	300,000.
FRIENDS OF THE BANNING MUSEUM 401 EAST STREET WILMINGTON, CA 90744	NONE ENHANCEMENT PROJECT	170(B)(1)(	250,000.
HUNTINGTON MEDICAL RESEARCH INSTITUTE 734 FAIRMOUNT STREET PASADENA, CA 91105	NONE ALZHEIMER'S DISEASE RESEARCH	170(B)(1)(	2000000.
J DAVID GLADSTONE INSTITUTE 1650 OWENS STREET SAN FRANCISCO, CA 94158	NONE DISEASE OF DR. DEEPAK SRIVASTAVE	170(B)(1)(	2400000.
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE SUPPORT TEEN READING CLUB	170(B)(1)(	50,000.
UNIVERSITY OF SOUTHERN CALIFORNIA-KECK SCHOOL OF MEDICINE - 900 WEST 34TH STREET LOS ANGELES, CA 90089	NONE NANO-BIOTECHNOLOGY RESEARCH	170(B)(1)(	3000000.
UNIVERSITY OF SOUTHERN CALIFORNIA-NORRIS COMPREHENSIVE CANCER CARE - 900 WEST 34TH STREET LOS ANGELES, CA 90089	NONE INNOVATIVE TAILORED THERAPIES PROGRAM	170(B)(1)(	5000000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			13,000,000.

L.K. WHITTIER FOUNDATION

CONTINUATION FOR 990-PF, PART IV
95-6027493 PAGE 1 OF 10

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	2290 SHS AMER FINL GROUP	P	09/22/10	01/28/11
b	417 SHS AMER FINL GROUP	P	09/22/10	02/07/11
c	145 SHS AMER FINL GROUP	P	09/22/10	02/08/11
d	3288 SHS AMER FINL GROUP	P	09/22/10	03/28/11
e	4000 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/12/11
f	3000 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/13/11
g	2965 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/14/11
h	2784 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/18/11
i	7251 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/19/11
j	2064495.1157 SHS FDN QUALITY GRW FD	P	05/03/10	12/01/10
k	3860 SHS AMER FINL GROUP	P	09/22/10	01/26/11
l	5000 SHS CITIGROUP CAP 7.875	P	09/30/10	10/08/10
m	5000 SHS CITIGROUP CAP 7.875	P	09/30/10	10/27/10
n	900000 PV FEDERAL NATL MTG ASSN	P	01/12/10	07/29/10
o	6100 SHS LLOYDS 7.75	P	06/30/10	11/01/10

	(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	57,250.		57,250.	0.
b	10,425.		10,425.	0.
c	3,625.		3,625.	0.
d	81,988.		82,200.	-212.
e	99,504.		100,000.	-496.
f	74,549.		75,000.	-451.
g	73,679.		74,125.	-446.
h	69,181.		69,600.	-419.
i	180,184.		181,275.	-1,091.
j	6,348,024.		8,959,213.	-2,611,189.
k	96,543.		96,500.	43.
l	130,498.		125,000.	5,498.
m	132,048.		125,000.	7,048.
n	900,000.		900,000.	0.
o	159,828.		152,500.	7,328.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				0.
b				0.
c				0.
d				-212.
e				-496.
f				-451.
g				-446.
h				-419.
i				-1,091.
j				-2,611,189.
k				43.
l				5,498.
m				7,048.
n				0.
o				7,328.

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

023591
05-01-10

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	1665 SHS LLOYDS 7.75	P	06/30/10	11/02/10
b	3011 SHS LLOYDS 7.75	P	06/30/10	11/03/10
c	9224 SHS LLOYDS 7.75	P	06/30/10	11/04/10
d	2910 SHS PUBLIC STORAGE	P	04/06/10	08/25/10
e	5955 SHS PUBLIC STORAGE	P	04/06/10	08/26/10
f	930 SHS PUBLIC STORAGE	P	04/06/10	08/27/10
g	5205 SHS PUBLIC STORAGE	P	04/06/10	08/30/10
h	9500 SHS SPDR S&P 500	P	12/09/10	04/13/11
i	1269713.9187 SHS WHITTIER RELATIVE	P	03/01/10	12/01/10
j	37756.03 SHS RES 5.5 12/25/17	P	03/12/09	09/27/10
k	26208.88 SHS RES 5.5 12/25/17	P	03/12/09	05/25/10
l	27231.39 SHS RES 5.5 12/25/17	P	03/12/09	06/25/10
m	23496.45 SHS RES 5.5 12/25/17	P	03/12/09	07/26/10
n	38688.35 SHS RES 5.5 12/25/17	P	03/12/09	08/25/10
o	52988.41 SHS RES 5.5 12/25/17	P	03/12/09	11/29/10

	(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	43,539.		41,625.	1,914.
b	78,737.		75,275.	3,462.
c	241,447.		230,600.	10,847.
d	73,769.		72,750.	1,019.
e	151,020.		148,875.	2,145.
f	23,575.		23,250.	325.
g	132,662.		130,125.	2,537.
h	1,247,802.		1,175,815.	71,987.
i	8,155,489.		8,646,763.	-491,274.
j	37,756.		37,746.	10.
k	26,209.		26,202.	7.
l	27,231.		27,224.	7.
m	23,496.		23,490.	6.
n	38,688.		38,678.	10.
o	52,988.		52,974.	14.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,914.
b				3,462.
c				10,847.
d				1,019.
e				2,145.
f				325.
g				2,537.
h				71,987.
i				-491,274.
j				10.
k				7.
l				7.
m				6.
n				10.
o				14.

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	

023591
05-01-10

CONTINUATION FOR 990-PF, PART.IV
L.K. WHITTIER FOUNDATION 95-6027493 PAGE 3 OF 10

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	35471.43 SHS RES 5.5 12/25/17	P	03/12/09	10/25/10
b	26354.86 SHS RES 5.5 12/25/17	P	03/12/09	01/25/11
c	26498.43 SHS RES 5.5 12/25/17	P	03/12/09	02/25/11
d	25736.13 SHS RES 5.5 12/25/17	P	03/12/09	03/25/11
e	32866.6 SHS RES 5.5 12/25/17	P	03/12/09	12/27/10
f	19582.55 SHS RES 5.5 12/25/17	P	03/12/09	04/25/11
g	475 SHS SPDR S&P 500	P	01/10/02	04/13/11
h	1460 SHS SPDR S&P 500	P	07/11/01	04/13/11
i	500000 SHS UST 5.25 2/15/29	P	03/16/99	11/02/10
j	0.117 SHS FRONTIER COMM.	P	06/27/07	07/23/10
k	53.892 SHS FRONTIER COMM.	P	06/27/07	07/30/10
l	648.108 SHS FRONTIER COMM.	P	04/01/04	07/30/10
m	725 SHS AIR PRODUCTS	P	05/05/10	07/21/10
n	865 SHS BEST BUY	P	08/19/09	08/04/10
o	700 SHS CHESAPEAKE ENERGY	P	08/19/09	08/04/10

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	35,471.		35,462.	9.
b	26,355.		26,348.	7.
c	26,498.		26,492.	6.
d	25,736.		25,730.	6.
e	32,867.		32,858.	9.
f	19,583.		19,564.	19.
g	62,390.		55,067.	7,323.
h	191,767.		171,360.	20,407.
i	615,625.		484,063.	131,562.
j	1.		1.	0.
k	409.		568.	-159.
l	4,923.		5,926.	-1,003.
m	50,701.		53,831.	-3,130.
n	30,439.		31,394.	-955.
o	15,680.		16,100.	-420.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				9.
b				7.
c				6.
d				6.
e				9.
f				19.
g				7,323.
h				20,407.
i				131,562.
j				0.
k				-159.
l				-1,003.
m				-3,130.
n				-955.
o				-420.

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	

023591
05-01-10

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	3105 SHS ENTERGY CORP	P	02/02/10	02/02/11
b	0.6684 SHS FRONTIER COMM.	P	01/05/10	07/23/10
c	1610 SHS FRONTIER COMM.	P	01/05/10	07/27/10
d	1400 SHS GILEAD SCIENCES	P	08/19/09	06/28/10
e	2085 SHS INTEL CORP	P	12/09/10	02/02/11
f	1100 SHS ISHARES FINANCIALS	P	04/16/10	06/28/10
g	5430 SHS ISHARES FINANCIALS	P	04/16/10	08/04/10
h	350 SHS MONSANTO NEW	P	08/19/09	05/05/10
i	1255 SHS PHILIP MORRIS INTL	P	12/09/10	01/11/11
j	1205 SHS STATE STREET	P	08/19/09	05/27/10
k	1455 SHS COMPANHIA VALE	P	12/09/10	04/18/11
l	345 SHS VISA INC	P	12/09/10	12/22/10
m	2230 SHS VISA INC	P	02/02/10	12/22/10
n	3340 SHS VISA INC	P	02/02/10	08/30/10
o	665 SHS WAL MART STORES	P	12/09/10	01/11/11

	(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	227,684.		244,941.	-17,257.
b	5.		6.	-1.
c	12,477.		13,846.	-1,369.
d	50,315.		63,364.	-13,049.
e	45,028.		45,553.	-525.
f	57,452.		64,773.	-7,321.
g	291,511.		319,743.	-28,232.
h	21,305.		28,554.	-7,249.
i	70,180.		74,459.	-4,279.
j	46,982.		61,755.	-14,773.
k	46,510.		48,539.	-2,029.
l	23,483.		27,202.	-3,719.
m	151,791.		187,306.	-35,515.
n	232,791.		280,540.	-47,749.
o	36,179.		36,181.	-2.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-17,257.
b				-1.
c				-1,369.
d				-13,049.
e				-525.
f				-7,321.
g				-28,232.
h				-7,249.
i				-4,279.
j				-14,773.
k				-2,029.
l				-3,719.
m				-35,515.
n				-47,749.
o				-2.

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

023591
05-01-10

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	385 SHS BECTON DICKINSON	P	12/09/10	01/14/11
b	2815 SHS CEMIG SA - SPONS ADR	P	12/09/10	01/14/11
c	0.5 SHS CEMIG SA - SPONS ADR	P	08/19/09	05/26/10
d	40 SHS DEERE & CO	P	02/25/10	08/04/10
e	1150 SHS DEERE & CO	P	11/04/09	08/04/10
f	1450 SHS DEERE & CO	P	09/21/09	08/04/10
g	520 SHS DIAGEO PLC	P	12/09/10	03/15/11
h	2055 SHS EMERSON ELECTRIC	P	08/19/09	06/28/10
i	1500 SHS EMERSON ELECTRIC	P	11/04/09	06/28/10
j	480 SHS ENTERGY CORP	P	12/09/10	02/02/11
k	1060 SHS FLUOR CORP	P	12/09/10	01/04/11
l	6850 SHS FLUOR CORP	P	02/02/10	01/04/11
m	770 SHS LIFE TECH	P	12/09/10	01/14/11
n	55 SHS MCKESSON HBOC INC	P	08/19/09	06/28/10
o	565 SHS MCKESSON HBOC INC	P	12/09/10	01/14/11

	(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	31,826.		31,345.	481.
b	50,176.		46,898.	3,278.
c	7.		7.	0.
d	2,708.		2,243.	465.
e	77,843.		54,384.	23,459.
f	98,150.		65,171.	32,979.
g	38,381.		38,204.	177.
h	92,588.		70,966.	21,622.
i	67,582.		59,881.	7,701.
j	35,197.		33,496.	1,701.
k	67,821.		65,784.	2,037.
l	438,280.		326,317.	111,963.
m	42,427.		40,217.	2,210.
n	3,779.		3,014.	765.
o	41,903.		38,037.	3,866.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				481.
b				3,278.
c				0.
d				465.
e				23,459.
f				32,979.
g				177.
h				21,622.
i				7,701.
j				1,701.
k				2,037.
l				111,963.
m				2,210.
n				765.
o				3,866.

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	

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	875 SHS MEDCO HEALTH	P	12/09/10	01/14/11
b	880 SHS MICROCHIP TECH	P	08/19/09	08/16/10
c	580 SHS PG & E CORP	P	12/09/10	12/29/10
d	1425 SHS PG & E CORP	P	04/27/10	12/29/10
e	2565 SHS PG & E CORP	P	04/27/10	01/14/11
f	1280 SHS PRICE T ROWE GROUP	P	08/19/09	06/28/10
g	6480 SHS REINSURANCE GROUP	P	02/02/10	10/27/10
h	810 SHS TEXAS INSTRUMENTS	P	12/09/10	04/05/11
i	730 SHS THERMO ELECT CORP	P	12/09/10	01/14/11
j	1580 SHS UNION PACIFIC	P	08/04/10	11/15/10
k	605 SHS UNITED PARCEL	P	08/19/09	08/04/10
l	275 SHS BECTON DICKINSON	P	02/05/08	01/14/11
m	280 SHS CELGENE CORP	P	09/11/07	01/14/11
n	650 SHS EMERSON ELECTRIC	P	02/05/08	06/28/10
o	1040 SHS HEWLETT-PACKARD	P	08/19/09	08/30/10

	(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	56,606.		55,685.	921.
b	25,313.		23,389.	1,924.
c	27,738.		27,142.	596.
d	68,150.		62,138.	6,012.
e	121,028.		111,848.	9,180.
f	60,410.		57,239.	3,171.
g	325,000.		316,951.	8,049.
h	28,183.		27,337.	846.
i	41,150.		37,887.	3,263.
j	144,706.		121,691.	23,015.
k	40,790.		31,865.	8,925.
l	22,733.		24,067.	-1,334.
m	16,078.		19,183.	-3,105.
n	29,286.		33,193.	-3,907.
o	40,208.		45,500.	-5,292.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				921.
b				1,924.
c				596.
d				6,012.
e				9,180.
f				3,171.
g				8,049.
h				846.
i				3,263.
j				23,015.
k				8,925.
l				-1,334.
m				-3,105.
n				-3,907.
o				-5,292.

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	

023591
05-01-10

L.K. WHITTIER FOUNDATION CONTINUATION FOR 990-PF, PART IV
95-6027493 PAGE 7 OF 10

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	2930 SHS HEWLETT-PACKARD	P	07/22/08	08/30/10
b	2270 SHS MACY'S INC	P	06/30/05	05/18/10
c	150 SHS MACY'S INC	P	08/04/06	05/18/10
d	90 SHS MACY'S INC	P	11/16/05	05/18/10
e	60 SHS MACY'S INC	P	02/01/06	05/18/10
f	300 SHS MACY'S INC	P	02/05/08	05/18/10
g	2855 SHS MACY'S INC	P	03/19/08	05/18/10
h	600 SHS MONSANTO NEW	P	11/14/08	05/05/10
i	865 SHS MONSANTO NEW	P	07/22/08	05/05/10
j	890 SHS RAYTHEON	P	08/19/09	11/15/10
k	1305 SHS STATE STREET	P	10/30/08	05/27/10
l	4290 SHS STATE STREET	P	07/23/08	05/27/10
m	135 SHS UNITED PARCEL	P	08/04/06	08/04/10
n	2100 SHS WAL MART STORES	P	02/08/00	01/11/11
o	210 SHS WAL MART STORES	P	11/16/99	01/11/11

	(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	113,279.		127,033.	-13,754.
b	48,606.		83,537.	-34,931.
c	3,212.		5,349.	-2,137.
d	1,927.		3,020.	-1,093.
e	1,285.		2,010.	-725.
f	6,424.		7,620.	-1,196.
g	61,132.		66,567.	-5,435.
h	36,522.		46,256.	-9,734.
i	52,653.		103,110.	-50,457.
j	41,516.		42,117.	-601.
k	50,881.		55,092.	-4,211.
l	167,265.		307,495.	-140,230.
m	9,102.		9,354.	-252.
n	114,251.		124,026.	-9,775.
o	11,425.		12,481.	-1,056.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-13,754.
b				-34,931.
c				-2,137.
d				-1,093.
e				-725.
f				-1,196.
g				-5,435.
h				-9,734.
i				-50,457.
j				-601.
k				-4,211.
l				-140,230.
m				-252.
n				-9,775.
o				-1,056.

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	

023591
05-01-10

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	85 SHS AIR PRODUCTS	P	04/09/09	07/21/10
b	2300 SHS AIR PRODUCTS	P	11/14/08	07/21/10
c	4035 SHS BEST BUY	P	06/26/09	08/04/10
d	3600 SHS CHESAPEAKE ENERGY	P	07/15/09	08/04/10
e	70 SHS CEMIG SA - SPONS ADR	P	08/19/09	01/14/11
f	855 SHS DIAGEO PLC	P	12/03/08	03/15/11
g	540 SHS DIAGEO PLC	P	08/19/09	03/15/11
h	6190 SHS EMERSON ELECTRIC	P	06/30/05	11/15/10
i	2105 SHS EMERSON ELECTRIC	P	01/14/09	11/15/10
j	100 SHS EMERSON ELECTRIC	P	03/06/07	06/28/10
k	95 SHS EMERSON ELECTRIC	P	01/14/09	06/28/10
l	3000 SHS HEWLETT-PACKARD	P	03/09/09	08/30/10
m	4900 SHS INTEL CORP	P	06/30/06	02/02/11
n	100 SHS INTEL CORP	P	03/06/07	02/02/11
o	3850 SHS INTEL CORP	P	03/29/06	02/02/11

	(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	5,944.		5,096.	848.
b	160,846.		126,666.	34,180.
c	141,992.		135,974.	6,018.
d	80,639.		69,287.	11,352.
e	1,248.		940.	308.
f	63,107.		45,540.	17,567.
g	39,857.		33,735.	6,122.
h	344,730.		194,983.	149,747.
i	117,231.		70,032.	47,199.
j	4,505.		4,265.	240.
k	4,280.		3,161.	1,119.
l	115,985.		77,182.	38,803.
m	105,822.		93,492.	12,330.
n	2,160.		1,943.	217.
o	83,146.		76,615.	6,531.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				848.
b				34,180.
c				6,018.
d				11,352.
e				308.
f				17,567.
g				6,122.
h				149,747.
i				47,199.
j				240.
k				1,119.
l				38,803.
m				12,330.
n				217.
o				6,531.

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

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	2025 SHS INTEL CORP	P	08/04/06	02/02/11
b	2390 SHS INTEL CORP	P	08/19/09	02/02/11
c	980 SHS LIFE TECH	P	08/07/08	01/14/11
d	745 SHS MCKESSON HBOC INC	P	02/17/09	06/28/10
e	285 SHS MEDCO HEALTH	P	08/19/09	01/14/11
f	4350 SHS MICROCHIP TECH	P	05/06/09	08/16/10
g	160 SHS PHILIP MORRIS INTL	P	02/05/08	01/11/11
h	220 SHS PRICE T ROWE GROUP	P	11/14/08	06/28/10
i	4300 SHS RAYTHEON	P	03/31/09	11/15/10
j	5260 SHS TEXAS INSTRUMENTS	P	02/02/10	04/05/11
k	720 SHS THERMO ELECT CORP	P	04/09/09	01/14/11
l	440 SHS UNION PACIFIC	P	08/19/09	11/15/10
m	300 SHS UNITED PARCEL	P	03/31/09	08/04/10
n	2620 SHS UNITED PARCEL	P	08/01/03	08/04/10
o	6760 SHS COMPANHIA VALE	P	08/21/09	04/18/11

	(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	43,733.		35,762.	7,971.
b	51,615.		44,932.	6,683.
c	53,998.		42,595.	11,403.
d	51,188.		33,483.	17,705.
e	18,437.		15,523.	2,914.
f	125,128.		101,825.	23,303.
g	8,947.		8,169.	778.
h	10,383.		7,272.	3,111.
i	200,585.		167,978.	32,607.
j	183,014.		122,716.	60,298.
k	40,586.		26,774.	13,812.
l	40,298.		26,272.	14,026.
m	20,226.		14,844.	5,382.
n	176,644.		164,899.	11,745.
o	216,087.		138,310.	77,777.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				7,971.
b				6,683.
c				11,403.
d				17,705.
e				2,914.
f				23,303.
g				778.
h				3,111.
i				32,607.
j				60,298.
k				13,812.
l				14,026.
m				5,382.
n				11,745.
o				77,777.

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	

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	2650 SHS COMPANHIA VALE	P	02/02/10	04/18/11
b	0.648 SHS LIVE NATION INC	P	02/09/00	05/26/10
c	65 SHS GENZYME	P	02/09/00	04/05/11
d	220 SHS GENZYME	P	05/24/01	04/05/11
e	5 SHS GENZYME	P	08/14/01	04/05/11
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	84,708.		73,034.	11,674.
b	8.		17.	-9.
c	4,966.		1,840.	3,126.
d	16,808.		11,492.	5,316.
e	382.		279.	103.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				11,674.
b				-9.
c				3,126.
d				5,316.
e				103.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	-2,389,072.
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

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Report Date *September 12, 2011*

Time Prepared *04:24:18 PM*

Requested By *Jonathon Duong*

Includes *Account: 52 00 5000 0 0Y L.K. WHITTIER FOUNDATION*

THE WHITTIER TRUST COMPANY

Account Holdings as of 4/30/2011

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U619	BLACKROCK PROV TEMP	115,214 5900	115,214 59		115,214 59	04/29/2011
Total	**MISC CASH EQUIV-TAXABLE**	**115.214.5900**	**115.214.59**		**115.214.59**	
Total	**CASH EQUIVALENTS**	**115.214.5900**	**115.214.59**		**115.214.59**	
FIXED INCOME SECURITIES						
	U.S. TREASURY BONDS & NOTES					
912810DW5	UST NTS 7 25 5-15-16	1,000,000 0000	994,965 76	125 469	1,254,690 00	04/29/2011
912810EY0	UST 6 5 11/15/26	500,000 0000	504,196 09	129 578	647,890 00	04/29/2011
912810FG8	UST 5 25 2/15/29	500,000 0000	478,437 50	114 406	572,030 00	04/29/2011
912828DM9	UST 4 2/15/15	500,000 0000	480,878 91	109 617	548,085 00	04/29/2011
Total	**U.S. TREASURY BONDS & NOTES**	**2,500,000.0000**	**2,458,478.26**		**3.022.695.00**	
	CORPORATE BONDS & NOTES					
079860AL6	BELL 5.2 12/15/16	250,000 0000	221,460.36	111 094	277,735 00	04/29/2011
36962G3F9	GE 5 4 9/20/13	250,000 0000	239,318.78	108 392	270,980 00	04/29/2011
76110G2H3	RES 5.5 12/25/17	1,090,830 4200	1,090,557 13	102 156	1,114,348 72	04/29/2011
87612EAH9	TARGET 5 875 3/1/12	275,000 0000	277,176 31	104 551	287,515 25	04/29/2011
Total	**CORPORATE BONDS & NOTES**	**1,865,830.4200**	**1,828,512.58**		**1.950.578.97** (1)	
	US LARGE CAP EQUITIES					
464287226	ISHARES AGG BONDS	5,000.0000	516,912 00	106 46	532,300 00	04/29/2011
464287242	INV GRADE BOND ETF	5,000 0000	518,660 50	110 47	552,350 00	04/29/2011
464288638	ETF INTERMED CREDIT	5,000 0000	509,824 00	106 79	533,950 00	04/29/2011
Total	**US LARGE CAP EQUITIES**	**15,000.0000**	**1,545,396.50**		**1.618.600.00** (1)	
					Σ(1) = [illegible] 179	
Total	**FIXED INCOME SECURITIES**	**4,380,830.4200**	**5,832,387.34**		**6.591.873.97**	
EQUITIES						
	US LARGE CAP EQUITIES					
78462F103	SPDR S&P 500	13,065 0000	1,400,710 95	136 43	1,782,457 95 ✓	04/29/2011
EM7250001	QUALITY VALUE STRGY	1 0000	1,606,868 63	3,619,855 96	3,619,855.96	04/29/2011
EM7350009	VALUE STRATEGY	1 0000	3,841,398 73	4,970,176 9800000	4,970,176 98	04/29/2011
EM8250000	CORPORATE AMERICA	1 0000	26,713,858 49	34,396,562 399999	34,396,562 40	04/29/2011
EM8350008	ENH GROWTH STRATEGY	1 0000	1,525,456 36	2,972,714 8000000	2,972,714 80	04/29/2011
Total	**US LARGE CAP EQUITIES**	**13,069.0000**	**35,088,293.16**		**47,741,768.09**	
	PREFERRED STOCK					
060505559	BANK AMER CORP	14,000 0000	350,000 00	26 92	376,880 00	04/29/2011
38145X111	GOLD 6.125	20,000 0000	500,000 00	24 63	492,600 00	04/29/2011
48123A207	JPM CAPITAL XIX	5,000 0000	125,000 00	25 32	126,600 00	04/29/2011
48123W209	JPM CHASE	2,500 0000	62,500 00	25 75	64,375 00	04/29/2011
49446R828	KIMCO REALTY	9,205 0000	230,125 00	25 29	232,794 45	04/29/2011
65339K506	NEXTERA 8.75 3/1/69	5,500 0000	137,500 00	28 72	157,960 00	04/29/2011

Report Date *September 12, 2011*
Time Prepared *04:24:18 PM*
Requested By *Jonathon Duong*
Includes *Account: 52 00 5000 0 0Y L.K. WHITTIER FOUNDATION*

THE WHITTIER TRUST COMPANY

Account Holdings as of 4/30/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
69352P889	PPL CAPITAL	10,075.0000	251,875 00	25 99	261,849 25	04/29/2011
74460D141	PUBLIC STORAGE 6 5	10,000 0000	250,000 00	25 26	252,600 00	04/29/2011
879433837	TELEPHONE 7 3/15/16	10,000 0000	250,000 00	25 08	250,800 00	04/29/2011
879433845	TELE 6 875 11/15/59	10,000 0000	250,000 00	25 04	250,400 00	04/29/2011
929042869	VORNADO REALTY	2,500 0000	62,500 00	24 96	62,400 00	04/29/2011
929043602	VOR 7.875 9/30/39	10,000 0000	250,000 00	27 04	270,400 00	04/29/2011
949829204	WELLS FARGO 8 265	4,000 0000	100,000 00	27 31	109,240 00	04/29/2011
Total	**PREFERRED STOCK**	**112,780.0000**	**2,819,500.00**		**2,908,898.70**	
	PARTNERSHIP/LLC					
CF0033997	WHITTIER AGGRESSIVE	2,907,436 9791	14,936,017 80	6 17364109	17,949,472 40	04/30/2011
CF0034995	WHITTIER VALUE	2,704,536 8543	14,821,453 31	7 49725238	20,276,595 37	04/30/2011
CF0035992	W INTERNATIONAL FD A	4,448,414 2248	8,780,535 72	2 39854312	10,669,713 33	04/30/2011
Total	**PARTNERSHIP/LLC**	**10,060,388.0582**	**38,538,006.83**		**48,895,781.10**	
Total	**EQUITIES**	**10,186,237.0582**	**76,445,799.99**		**99,546,447.89**	

Total Securities	**14,682,282.0682**	**82,393,401.92**	**106,253,536.45**
Income Cash		**13,556.33**	**13,556.33**
Principal Cash		**19,878.84**	**19,878.84**
Account Total		**82,426,837.09**	**106,286,971.62**

Report Date *September 12, 2011*

THE WHITTIER TRUST COMPANY

Time Prepared *04:24:18 PM*
Requested By *Jonathon Duong*
Includes *Account: 33 72 5000 0 0Y L.K. WHITTIER FOUNDATION QUALITY VALUE STRATEGY*

Account Holdings as of 4/30/2011

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U619	BLACKROCK PROV TEMP	13,859 5400	13,859 54		13,859 54	04/29/2011
Total	**MISC CASH EQUIV-TAXABLE**	**13,859.5400**	**13,859.54**		**13,859.54**	
Total	**CASH EQUIVALENTS**	**13,859.5400**	**13,859.54**		**13,859.54**	
EQUITIES						
	US LARGE CAP EQUITIES					
00817Y108	AETNA HEALTH	4,656 0000	40,449 00	41 38	192,665 28	04/29/2011
02209S103	ALTRIA GROUP	2,442 0000	11,310 99	26 84	65,543 28	04/29/2011
023139108	AMBAC INC	435 0000	5,475 04	0 1382	60 12	04/29/2011
025537101	AMERICAN ELECT POWER	1,685 0000	71,878 41	36 48	61,468 80	04/29/2011
042735100	ARROW ELECTRONICS	931 0000	26,224 50	45 59	42,444 29	04/29/2011
053807103	AVNET	640 0000	16,271 40	36 32	23,244 80	04/29/2011
060505104	BANK OF AMERICA	4,304 0000	114,895 34	12 28	52,853 12	04/29/2011
125509109	CIGNA CORP	4,446 0000	33,388 95	46 83	208,206 18	04/29/2011
126408103	CSX CORP	3,892 0000	109,994 94	78 69	306,261 48	04/29/2011
254067101	DILLARD INC	756 0000	22,977 15	48 02	36,303 12	04/29/2011
260543103	DOW CHEMICAL	3,051 0000	97,252 61	40 99	125,060 49	04/29/2011
30161N101	EXELON CORP	2,338 0000	45,819 58	42 17	98,593 46	04/29/2011
30231G102	EXXON-MOBIL	2,150 0000	33,610 20	87 98	189,157 00	04/29/2011
31428X106	FEDEX CORP	928 0000	16,443 22	95 67	88,781 76	04/29/2011
337932107	FIRST ENERGY	136 0680	6,062 85	39 96	5,437 28	04/29/2011
345370860	FORD MOTOR	3,319 0000	37,406 56	15 47	51,344 93	04/29/2011
346233109	FORESTAR REAL EST	213 0000	4,220 12	19 67	4,189 71	04/29/2011
382550101	GOODYEAR TIRE/RUBBER	1,607 0000	102,755 21	18 15	29,167 05	04/29/2011
40108N106	GUARANTY FINL	213 0000	2,707 96	0 0055	1 17	04/29/2011
42222G108	HEALTHNET	1,511 0000	28,717 03	33 30	50,316 30	04/29/2011
459200101	I.B M	1,974 0000	51,628 04	170 58	336,724 92	04/29/2011
460146103	INTL PAPER	944 0000	30,031 00	30 88	29,150 72	04/29/2011
46625H100	JP MORGAN CHASE	1,292 0000	26,205 30	45 63	58,953 96	04/29/2011
50075N104	KRAFT FOODS	1,689 0000	12,337 99	33 59	56,733 51	04/29/2011
534187109	LINCOLN NATL	466 0000	8,648 99	31 23	14,553 18	04/29/2011
549271104	LUBRIZOL CORP	668 0000	19,514 60	134 52	89,859 36	04/29/2011
55262C100	MBIA, INC	958 5000	31,215 73	10 32	9,891 72	04/29/2011
55616P104	MACY'S INC	2,906 0000	50,204 42	23 91	69,482 46	04/29/2011
583334107	MEADWESTVACO	1,142 0000	34,845 31	33 69	38,473 98	04/29/2011
637640103	NATL SEMICONDUCTOR	4,304 0000	48,549 06	24 12	103,812 48	04/29/2011
680223104	OLD REPUBLIC INTL	1,837 0000	9,582 52	12 67	23,274 79	04/29/2011
69331C108	PG & E CORP	2,733 0000	38,140 65	46 08	125,936 64	04/29/2011
708160106	PENNEY J. C	2,674 0000	149,089 67	38 45	102,815 30	04/29/2011
718172109	PHILIP MORRIS INTL	2,442 0000	25,774 22	69 44	169,572 48	04/29/2011
747906204	QUANTUM DSSG	523 0000	9,465 07	3 18	1,663 14	04/29/2011
783549108	RYDER SYSTEM INC	406 0000	8,782 80	53 50	21,721 00	04/29/2011
868536103	SUPERVALU	931 0000	14,011 51	11 26	10,483 06	04/29/2011
878237106	TECH DATA	290 0000	6,993 49	53 13	15,407 70	04/29/2011
879868107	TEMPLE INLAND INC	640 0000	10,097 46	23 53	15,059 20	04/29/2011
89417E109	TRAVELERS	1,278 0000	46,252 73	63 28	80,871 84	04/29/2011
91324P102	UNITED HEALTH	574 0000	14,032 11	49 23	28,258 02	04/29/2011
918204108	V F CORPORATION	1,220 0000	33,057 68	100 56	122,683 20	04/29/2011

Report Date **September 12, 2011** THE WHITTIER TRUST COMPANY

Time Prepared *04:24:18 PM*

Requested By *Jonathon Duong*

Includes *Account: 33 72 5000 0 0Y L.K. WHITTIER FOUNDATION QUALITY VALUE STRATEGY*

Account Holdings as of 4/30/2011

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
92839U206	VISTEON CORP	1 0000	1,563 56	67 43	67 43	04/29/2011
92927K102	WABCO HLDGS INC	493 0000	3,793 70	73 85	36,408 05	04/29/2011
G47791101	INGERSOLL-RAND	340 0000	14,788 30	50 50	17,170 00	04/29/2011
G7945M107	SEAGATE TECH	146 0000	1,646 50	17 62	2,572 52	04/29/2011
Total	**US LARGE CAP EQUITIES**	**72,524.5680**	**1,528,113.47**		**3,212,700.28**	
	WARRANTS & RIGHTS					
690742127	OWENS WTS EX SER B	33 0600	9,181 98	3 9182	129 54	04/29/2011
92839U115	VISTEON WTS 10/1/15	3 0000	1 00	21 25	63 75	04/29/2011
Total	**WARRANTS & RIGHTS**	**36.0600**	**9,182.98**		**193.29**	
	FOREIGN EQUITIES					
13645T100	CAD PACIFIC RAIL	1,250 0000	9,990 84	66 24	82,800 00	04/29/2011
15135U109	CENOVUS ENERGY INC	3,420 0000	10,949 59	38 40	131,328 00	04/29/2011
292505104	ENCANA CORP	3,420 0000	11,626 89	33 53	114,672 60	04/29/2011
780259206	ROYAL DUTCH SHELL	815 0000	23,145 32	77 48	63,146 20	04/29/2011
Total	**FOREIGN EQUITIES**	**8,905.0000**	**55,712.64**		**391,946.80**	
Total	**EQUITIES**	**81,465.6280**	**1,593,009.09**		**3,604,840.37**	
	Total Securities	**95,325.1680**	**1,606,868.63**		**3,618,699.91**	
	Income Cash		**1,156.05**		**1,156.05**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**1,608,024.68**		**3,619,855.96**	

Report Date September 12, 2011 **THE WHITTIER TRUST COMPANY**
Time Prepared *04:24:18 PM*
Requested By *Jonathon Duong*
Includes *Account: 34 73 5000 0 0Y L.K. WHITTIER FOUNDATION VALUE STRATEGY*

Account Holdings as of 4/30/2011

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U619	BLACKROCK PROV TEMP	12,683 6800	12,683 68		12,683 68	04/29/2011
Total	**MISC CASH EQUIV-TAXABLE**	**12,683.6800**	**12,683.68**		**12,683.68**	
Total	**CASH EQUIVALENTS**	**12,683.6800**	**12,683.68**		**12,683.68**	
EQUITIES						
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	2,925 0000	137,718 29	31 12	91,026 00	04/29/2011
013817101	ALCOA	2,925 0000	105,510 59	17 00	49,725 00	04/29/2011
025816109	AMERICAN EXPRESS	2,925 0000	139,071 66	49 08	143,559 00	04/29/2011
060505104	BANK OF AMERICA	2,925 0000	124,760 32	12 28	35,919 00	04/29/2011
097023105	BOEING CO	2,925 0000	159,665 37	79 78	233,356 50	04/29/2011
149123101	CATERPILLAR INC	2,925 0000	79,295 30	115 41	337,574 25	04/29/2011
166764100	CHEVRON	2,925 0000	244,527 95	109 44	320,112 00	04/29/2011
17275R102	CISCO SYS INC	2,925 0000	58,490 05	17 52	51,246 00	04/29/2011
191216100	COCA COLA CO	2,925 0000	159,080 27	67 46	197,320 50	04/29/2011
254687106	DISNEY WALT CO	2,925 0000	87,126 34	43 10	126,067 50	04/29/2011
263534109	DU PONT	2,925 0000	154,822 77	56 79	166,110 75	04/29/2011
30231G102	EXXON-MOBIL	2,925 0000	137,056 50	87 98	257,341 50	04/29/2011
369604103	GENERAL ELECTRIC	2,925 0000	136,554 75	20 45	59,816 25	04/29/2011
428236103	HEWLETT-PACKARD	2,925 0000	123,972 59	40 37	118,082 25	04/29/2011
437076102	HOME DEPOT	2,925 0000	155,660 49	37 15	108,663 75	04/29/2011
458140100	INTEL CORP	2,925 0000	106,005 02	23 15	67,713 75	04/29/2011
459200101	I B.M	2,925 0000	210,142 98	170 58	498,946 50	04/29/2011
46625H100	JP MORGAN CHASE	2,925 0000	107,488 70	45 63	133,467 75	04/29/2011
478160104	JOHNSON & JOHNSON	2,925 0000	145,958 00	65 72	192,231 00	04/29/2011
50075N104	KRAFT FOODS	2,925 0000	98,503 47	33 59	98,250 75	04/29/2011
580135101	MCDONALDS CORP	2,925 0000	112,115 12	78 31	229,056 75	04/29/2011
58933Y105	MERCK & CO	2,925 0000	101,163 86	35 95	105,153 75	04/29/2011
594918104	MICROSOFT CORP	2,925 0000	99,019 35	25 92	75,816 00	04/29/2011
717081103	PFIZER INC	2,925 0000	101,981 25	20 97	61,337 25	04/29/2011
742718109	PROCTER & GAMBLE	2,925 0000	103,922 11	64 90	189,832 50	04/29/2011
88579Y101	3M CO COM	2,925 0000	148,558 15	97 21	284,339 25	04/29/2011
89417E109	TRAVELERS	2,925 0000	130,597 15	63 28	185,094 00	04/29/2011
913017109	UTD TECHNOLOGIES	2,925 0000	95,383 67	89 58	262,021 50	04/29/2011
92343V104	VERIZON COMM	3,110 0000	103,620 96	37 78	117,495 80	04/29/2011
931142103	WAL MART STORES	2,925 0000	160,942 02	54 98	160,816 50	04/29/2011
Total	**US LARGE CAP EQUITIES**	**87,935.0000**	**3,828,715.05**		**4,957,493.30**	
Total	**EQUITIES**	**87,935.0000**	**3,828,715.05**		**4,957,493.30**	
	Total Securities	**100,618.6800**	**3,841,398.73**		**4,970,176.98**	
	Income Cash		**0.00**		**0.00**	
	Principal Cash		**0.00**		**0.00**	
	Account Total		**3,841,398.73**		**4,970,176.98**	

Report Date *September 12, 2011* **THE WHITTIER TRUST COMPANY**

Time Prepared *04:24:18 PM*

Requested By *Jonathon Duong*

Includes *Account: 42 82 5000 0 0Y L.K. WHITTIER FOUNDATION CORPORATE AMERICA*

Account Holdings as of 4/30/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U619	BLACKROCK PROV TEMP	1,671 1800	1,671 18		1,671 18	04/29/2011
Total	**MISC CASH EQUIV-TAXABLE**	**1,671.1800**	**1,671.18**		**1,671.18**	
Total	**CASH EQUIVALENTS**	**1,671.1800**	**1,671.18**		**1,671.18**	
EQUITIES						
	US LARGE CAP EQUITIES					
001055102	AFLAC	7,260 0000	332,245 80	56 19	407,939 40	04/29/2011
002824100	ABBOTT LABS	7,720 0000	331,887 65	52 04	401,748 80	04/29/2011
023135106	AMAZON COM	875 0000	145,637 18	195.81	171,333 75	04/29/2011
025816109	AMERICAN EXPRESS	7,795 0000	352,787 63	49 08	382,578 60	04/29/2011
030420103	AMERICAN WTR WORKS	17,260 0000	466,676 97	29 38	507,098 80	04/29/2011
037411105	APACHE CORP	5,490 0000	455,103 06	133 37	732,201 30	04/29/2011
037833100	APPLE COMPUTER	4,210 0000	817,602 01	350 13	1,474,047 30	04/29/2011
060505104	BANK OF AMERICA	33,568 0000	382,168 06	12 28	412,215 04	04/29/2011
075887109	BECTON DICKINSON	3,865 0000	227,621 88	85 94	332,158 10	04/29/2011
084670702	BERKSHIRE CLB	4,770 0000	386,960 89	83 30	397,341 00	04/29/2011
097023105	BOEING CO	7,750 0000	495,677 41	79 78	618,295 00	04/29/2011
126650100	CVS CORP	13,735 0000	447,695 31	36 22	497,481 70	04/29/2011
12673P105	CA INC.	12,705 0000	284,999 88	24 59	312,415 95	04/29/2011
151020104	CELGENE CORP	5,455 0000	323,531 08	58 88	321,190 40	04/29/2011
166764100	CHEVRON	8,940 0000	552,638 65	109 44	978,393 60	04/29/2011
17275R102	CISCO SYS INC	36,840 0000	706,002 50	17 52	645,436 80	04/29/2011
177376100	CITRIX SYSTEMS	4,660 0000	279,103 84	84 34	393,024 40	04/29/2011
192446102	COG TECH SOL	6,115 0000	330,845 46	82 90	506,933 50	04/29/2011
20030N101	COMCAST CL A	14,855 0000	283,462 62	26 21	389,349 55	04/29/2011
244199105	DEERE & CO	5,895 0000	293,401 30	97 50	574,762 50	04/29/2011
25179M103	DEVON ENERGY	6,365 0000	422,955 19	91 00	579,215 00	04/29/2011
254687106	DISNEY WALT CO	7,440 0000	171,766 79	43 10	320,664 00	04/29/2011
263534109	DU PONT	6,855 0000	261,719 82	56 79	389,295 45	04/29/2011
268648102	EMC CORP	12,570 0000	187,198 59	28 34	356,233 80	04/29/2011
30231G102	EXXON-MOBIL	13,195 0000	873,901 19	87 98	1,160,896 10	04/29/2011
35671D857	FREEPORT - MCMORAN	5,600 0000	144,358 18	55 02	308,112 00	04/29/2011
369604103	GENERAL ELECTRIC	35,175 0000	957,270 16	20 45	719,328 75	04/29/2011
375558103	GILEAD SCIENCES	12,190 0000	488,215 64	38 84	473,459 60	04/29/2011
38141G104	GOLDMAN SACHS	2,955 0000	364,678 82	151 01	446,234 55	04/29/2011
38259P508	GOOGLE INC	695 0000	354,166 18	544 10	378,149 50	04/29/2011
42217K106	HEALTH CARE	9,300 0000	402,101 36	53.77	500,061 00	04/29/2011
452308109	ILLINOIS TOOL WKS	11,356 0000	550,164 01	58 41	663,303 96	04/29/2011
46625H100	JP MORGAN CHASE	17,880 0000	823,582 75	45 63	815,864 40	04/29/2011
478160104	JOHNSON & JOHNSON	4,325 0000	202,014 33	65 72	284,239 00	04/29/2011
48203R104	JUNIPER NETWORKS	11,245 0000	317,313 39	38 33	431,020 85	04/29/2011
50075N104	KRAFT FOODS	4,795 0000	145,377 94	33 59	161,064 05	04/29/2011
53217V109	LIFE TECH	4,300 0000	174,806 09	55 20	237,360 00	04/29/2011
548661107	LOWES COS	10,665 0000	221,404 22	26 25	279,956 25	04/29/2011
55616P104	MACY'S INC	13,085 0000	249,780 48	23 91	312,862 35	04/29/2011
580135101	MCDONALDS CORP	7,300 0000	332,280 21	78 31	571,663 00	04/29/2011
58155Q103	MCKESSON HBOC INC	5,615 0000	224,573 28	83 01	466,101 15	04/29/2011
58405U102	MEDCO HEALTH	5,295 0000	190,550 92	59 33	314,152 35	04/29/2011

Report Date *September 12, 2011* **THE WHITTIER TRUST COMPANY**
Time Prepared *04:24:18 PM*
Requested By *Jonathon Duong*
Includes *Account: 42 82 5000 0 0Y L.K. WHITTIER FOUNDATION CORPORATE AMERICA*

Account Holdings as of 4/30/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
594918104	MICROSOFT CORP	27,200 0000	710,805 07	25 92	705,024 00	04/29/2011
628530107	MYLAN LABS	8,020 0000	163,550 87	24 92	199,858 40	04/29/2011
637640103	NATL SEMICONDUCTOR	21,410 0000	329,716 14	24 12	516,409 20	04/29/2011
654106103	NIKE	5,585 0000	449,750 18	82 32	459,757 20	04/29/2011
68389X105	ORACLE SYSTEMS	21,645 0000	400,444 01	35 96	778,354 20	04/29/2011
693475105	PNC FINANCIAL	7,190 0000	451,664 87	62 34	448,224 60	04/29/2011
713448108	PEPSICO INC	8,560 0000	453,139 45	68 89	589,698 40	04/29/2011
718172109	PHILIP MORRIS INTL	7,860 0000	231,236 79	69 44	545,798 40	04/29/2011
74144T108	PRICE T ROWE GROUP	6,675 0000	247,910 76	64 25	428,868 75	04/29/2011
742718109	PROCTER & GAMBLE	12,145 0000	711,079 10	64 90	788,210 50	04/29/2011
747525103	QUALCOMM INC	3,900 0000	207,738 56	57 09	222,651 00	04/29/2011
806857108	SCHLUMBERGER LTD	9,520 0000	439,033 86	89 75	854,420 00	04/29/2011
826552101	SIGMA ALDRICH	2,375 0000	152,546 25	70 58	167,627 50	04/29/2011
871829107	SYSCO CORP	11,965 0000	371,682 99	28 91	345,908 15	04/29/2011
872540109	TJX COMPANIES	3,920 0000	94,337 86	53 62	210,190 40	04/29/2011
87612E106	TARGET CORP	8,905 0000	453,721 67	49 10	437,235 50	04/29/2011
883556102	THERMO ELECT CORP	4,285 0000	146,034 33	59 99	257,057 15	04/29/2011
88579Y101	3M CO COM	6,585 0000	519,308 37	97 21	640,127 85	04/29/2011
887317303	TIME WARNER	9,401 0000	240,781 88	37 86	355,921 86	04/29/2011
907818108	UNION PACIFIC	4,400 0000	189,847 24	103 47	455,268 00	04/29/2011
911312106	UNITED PARCEL	7,350 0000	534,309 71	74 97	551,029 50	04/29/2011
92343V104	VERIZON COMM	13,105 0000	404,683 49	37 78	495,106 90	04/29/2011
931142103	WAL MART STORES	10,155 0000	498,193 75	54 98	558,321 90	04/29/2011
94973V107	WELLPOINT INC.	3,705 0000	245,834 50	76 79	284,506 95	04/29/2011
949746101	WELLS FARGO	19,980 0000	551,256 44	29 11	581,617 80	04/29/2011
H0023R105	ACE LIMITED	6,160 0000	371,820 91	67 25	414,260 00	04/29/2011
Total	**US LARGE CAP EQUITIES**	**669,965.0000**	**25,526,657.77**		**32,916,636.71**	
	FOREIGN EQUITIES					
088606108	BHP LTD ADR	2,915 0000	199,114 05	101 24	295,114 60	04/29/2011
204409601	CEMIG SA - SPONS ADR	17,865 0000	225,816 20	20 87	372,842 55	04/29/2011
25243Q205	DIAGEO PLC	1,915 0000	101,998 84	81 37	155,823 55	04/29/2011
71654V408	PETROLEO BRASI	7,460 0000	286,608 52	37 33	278,481 80	04/29/2011
881624209	TEVA PHARM	8,222 0000	371,991 93	45 73	375,992 06	04/29/2011
Total	**FOREIGN EQUITIES**	**38,377.0000**	**1,185,529.54**		**1,478,254.56**	
Total	**EQUITIES**	**708,342.0000**	**26,712,187.31**		**34,394,891.27**	

	Shares / Par	Investment	Market Value
Total Securities	**710,013.1800**	**26,713,858.49**	**34,396,562.45**
Income Cash		**0.00**	**0.00**
Principal Cash		**0.00**	**0.00**
Account Total		**26,713,858.49**	**34,396,562.45**

Report Date *September 12, 2011*
Time Prepared *04:24:18 PM*
Requested By *Jonathon Duong*
Includes *Account: 43 83 5000 0 0Y L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRAT*

THE WHITTIER TRUST COMPANY

Account Holdings as of 4/30/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
	MISC CASH EQUIV-TAXABLE					
09248U619	BLACKROCK PROV TEMP	23,000 8600	23,000 86		23,000 86	04/29/2011
Total	**MISC CASH EQUIV-TAXABLE**	**23,000.8600**	**23,000.86**		**23,000.86**	
Total	**CASH EQUIVALENTS**	**23,000.8600**	**23,000.86**		**23,000.86**	
EQUITIES						
	US LARGE CAP EQUITIES					
00507V109	ACTIVISION	450 0000	5,109 62	11 38	5,121 00	04/29/2011
00724F101	ADOBE SYSTEMS	505 0000	11,430 04	33 55	16,942.75	04/29/2011
00971T101	AKAMAI TECHNOLOGIES	140 0000	4,370 80	34 43	4,820 20	04/29/2011
021441100	ALTERA CORP	425 0000	7,208 00	48 70	20,697 50	04/29/2011
023135106	AMAZON COM	240 0000	4,813 65	195 81	46,994 40	04/29/2011
031162100	AMGEN INC	442 0000	20,518 45	56 85	25,127 70	04/29/2011
032346108	AMYLIN PH	110 0000	5,595 70	13 30	1,463 00	04/29/2011
037604105	APOLLO GROUP	152 0000	4,720 07	40 03	6,084 56	04/29/2011
037833100	APPLE COMPUTER	1,065 0000	19,566 55	350 13	372,888 45	04/29/2011
038222105	APPLIED MATERIALS	625 0000	8,631 25	15 69	9,806 25	04/29/2011
043632108	ASCENT MEDIA	10 0000	466 76	48 03	480 30	04/29/2011
052769106	AUTODESK INC	210 0000	10,615 50	44 98	9,445 80	04/29/2011
075896100	BED BATH & BEYOND	319 0000	5,093 63	56 13	17,905 47	04/29/2011
09062X103	BIOGEN IDEC INC	275 0000	18,548 72	97 65	26,853 75	04/29/2011
111320107	BROADCOM CORP	377 0000	10,200 95	35 19	13,266 63	04/29/2011
12541W209	CH ROBINSON	150 0000	2,707 50	80 18	12,027 00	04/29/2011
127387108	CADENCE DESIGN	255 0000	5,666 10	10 38	2,646 90	04/29/2011
151020104	CELGENE CORP	335 0000	24,334 40	58 88	19,724 80	04/29/2011
156708109	CEPHALON INC	55 0000	4,302 58	77 02	4,236 10	04/29/2011
17275R102	CISCO SYS INC	1,905 0000	30,670 50	17 52	33,375 60	04/29/2011
172908105	CINTAS CORP	168 0000	4,787 72	31 05	5,216 40	04/29/2011
177376100	CITRIX SYSTEMS	185 0000	3,600 10	84 34	15,602 90	04/29/2011
192446102	COG TECH SOL	250 0000	10,706 24	82 90	20,725 00	04/29/2011
20030N101	COMCAST CL A	1,275 0000	30,944 12	26 21	33,417 75	04/29/2011
22160K105	COSTCO WHOLESALE	200 0000	7,120 00	80 89	16,178 00	04/29/2011
24702R101	DELL INC	735 0000	20,139 80	15 47	11,370 45	04/29/2011
249030107	DENTSPLY INT'L	130 0000	2,284 10	37 55	4,881 50	04/29/2011
25470F104	DISCOVERY C L A	105 0000	2,981 59	44 26	4,647 30	04/29/2011
25470F302	DISCOVERY CL C	105 0000	2,677 11	39 46	4,143 30	04/29/2011
25470M109	DISH NETWORK CORP	190 0000	4,755 35	25 04	4,757 60	04/29/2011
278642103	EBAY INC	890 0000	15,253 55	34 39	30,607 10	04/29/2011
278768106	ECHOSTAR HLD	38 0000	1,003 95	37 08	1,409 04	04/29/2011
285512109	ELECTRONIC ARTS	275 0000	5,830 68	20 18	5,549 50	04/29/2011
30212P105	EXPEDIA	241 0000	5,694 19	25 02	6,029 82	04/29/2011
302130109	EXPEDITORS INT	185 0000	2,968 32	54 27	10,039 95	04/29/2011
302182100	EXPRESS SCRIPTS	400 0000	2,262 00	56 74	22,696 00	04/29/2011
311900104	FASTENAL CO	125 0000	2,080 00	67 09	8,386 25	04/29/2011
337738108	FISERV	179 0000	4,216 29	61 31	10,974 49	04/29/2011
375558103	GILEAD SCIENCES	800 0000	7,999 75	38 84	31,072 00	04/29/2011
38259P508	GOOGLE INC.	125 0000	74,232 49	544 10	68,012 50	04/29/2011
404303109	HSN INC	52 0000	1,111 22	33 18	1,725 36	04/29/2011
44919P508	IAC/INTERACTIVE	130 0000	3,383 30	36 11	4,694 30	04/29/2011

Account Holdings as of 4/30/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
458140100	INTEL CORP	1,795 0000	33,692 15	23 15	41,554 25	04/29/2011
46113M108	INTERVAL LEISURE	52 0000	1,244 60	16 07	835 64	04/29/2011
461202103	INTUIT	370 0000	6,112.40	55 56	20,557 20	04/29/2011
46120E602	INTUITIVE SURGICAL	35 0000	8,601 60	349 70	12,239 50	04/29/2011
481165108	JOY GLOBAL	95 0000	4,908 64	100 95	9,590 25	04/29/2011
48203R104	JUNIPER NETWORKS	295 0000	5,713 78	38 33	11,307 35	04/29/2011
482480100	KLA INSTRUMENTS	205 0000	8,031 90	43 90	8,999 50	04/29/2011
512807108	LAM RESEARCH	110 0000	5,925 69	48 31	5,314 10	04/29/2011
512815101	LAMAR ADV	70 0000	2,398 20	32 52	2,276 40	04/29/2011
52729N100	LEVEL3 COMMUNICATION	1,310 0000	6,654 80	1 56	2,043 60	04/29/2011
530555101	LIBERTY GLOBAL	170 0000	7,201 18	46 50	7,905 00	04/29/2011
53071M104	LIBERTY MEDIA A	510 0000	10,279 58	17 48	8,914 80	04/29/2011
535678106	LINEAR TECHNOLOGY	260 0000	8,681 40	34 81	9,050 60	04/29/2011
538034109	LIVE NATION INC	76 0000	1,890 00	11 09	842 84	04/29/2011
594918104	MICROSOFT CORP	2,830 0000	70,636 52	25 92	73,353 60	04/29/2011
595017104	MICROCHIP TECH	162 0000	3,559 17	41 04	6,648 48	04/29/2011
611742107	MONSTER WORLD	115 0000	2,478 29	16 41	1,887 15	04/29/2011
62913F201	NII HOLDINGS INC	145 0000	10,484 95	41 61	6,033 45	04/29/2011
64110D104	NETWORK APPLIANCE	325 0000	5,161 00	52 11	16,935.75	04/29/2011
67066G104	NVIDIA CORP	475 0000	3,177 75	20 00	9,500 00	04/29/2011
68389X105	ORACLE SYSTEMS	1,870 0000	21,893 66	35 96	67,245 20	04/29/2011
693718108	PACCAR INC	369 0000	3,120 38	53 11	19,597 59	04/29/2011
703395103	PATTERSON COS INC	120 0000	2,414 40	34 71	4,165 20	04/29/2011
703481101	PATTERSON PHARM	140 0000	2,394 00	31 12	4,356 80	04/29/2011
704326107	PAYCHEX INC	320 0000	10,959 50	32 71	10,467 20	04/29/2011
716768106	PETS MART INC	115 0000	2,005 85	42 18	4,850 70	04/29/2011
73935A104	NASDAQ 100 ETF	20,754 0000	550,232 83	59 08	1,226,146 32	04/29/2011
747525103	QUALCOMM INC	1,770 0000	27,124 45	57 09	101,049 30	04/29/2011
778296103	ROSS STORES	120 0000	2,350 80	73 69	8,842 80	04/29/2011
80004C101	SANDISK CORP	185 0000	9,651 42	49 33	9,126 05	04/29/2011
806407102	HENRY SCHEIN INC	80 0000	1,908 00	73 07	5,845 60	04/29/2011
812350106	SEARS HOLDING CORP	130 0000	19,407 70	85 97	11,176 10	04/29/2011
826552101	SIGMA ALDRICH	110 0000	2,784 65	70 58	7,763 80	04/29/2011
82967N108	SIRIUS SATELITE	2,678 0000	8,882 88	1 985	5,315 83	04/29/2011
855030102	STAPLES INC	420 0000	4,714 60	21 14	8,878 80	04/29/2011
855244109	STARBUCKS CORP	910 0000	7,833 96	36 20	32,942 00	04/29/2011
871503108	SYMANTEC	809 0000	7,925 44	19 65	15,896 85	04/29/2011
879664100	TELLABS INC	220 0000	1,563 60	4 90	1,078 00	04/29/2011
894675107	TREE COM	8 0000	99 94	5 329	42 63	04/29/2011
910047109	UAL CORP	95 0000	4,596 10	22 82	2,167 90	04/29/2011
92343E102	VERISIGN INC	205 0000	2,723 15	36 98	7,580 90	04/29/2011
92532F100	VERTEX PHAR	120 0000	4,491 60	55 05	6,606 00	04/29/2011
92769L101	VIRGIN MEDIA INC	315 0000	7,755 30	30 26	9,531 90	04/29/2011
966837106	WHOLE FOODS	120 0000	3,151 80	62.76	7,531 20	04/29/2011
983134107	WYNN RESORTS LTD	105 0000	15,851 84	147 15	15,450 75	04/29/2011
983919101	XILINX INC	345 0000	9,377 10	34 86	12,026 70	04/29/2011
984332106	YAHOO INC	565 0000	7,376 07	17 70	10,000 50	04/29/2011
G5876H105	MARVELL TECH	495 0000	8,330 80	15 425	7,635 38	04/29/2011
H27178104	FOSTER WHEELER AG	130 0000	9,171 49	35 57	4,624 10	04/29/2011
H2906T109	GARMIN LTD.	175 0000	18,098 50	34 23	5,990 25	04/29/2011
Total	**US LARGE CAP EQUITIES**	**58,031.0000**	**1,405,628.05**		**2,861,766.48**	

FOREIGN EQUITIES

Report Date *September 12, 2011*
Time Prepared *04:24:18 PM*
Requested By *Jonathon Duong*
Includes *Account: 43 83 5000 0 0Y L.K. WHITTIER FOUNDATION ENHANCED GROWTH STRAT*

Account Holdings as of 4/30/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
294821608	ERICSSON NEW	250 0000	2,007 50	15 20	3,800 00	04/29/2011
456788108	INFOSYS TECH	100 0000	5,240 00	65 18	6,518 00	04/29/2011
760975102	RESEARCH IN MOTION	490 0000	55,623 54	48 65	23,838 50	04/29/2011
783513104	RYANAIR HOLDINGS	100 0000	1,975 50	30 48	3,048 00	04/29/2011
80105N113	SANOFI-AVENTIS SA	290 0000	696 00	2 48	719 20	04/29/2011
881624209	TEVA PHARM	535 0000	15,251 73	45 73	24,465 55	04/29/2011
L6388F110	MILLICOM INTL LUXEM	85 0000	7,532 23	108 34	9,208 90	04/29/2011
M22465104	CHECK POINT SOFTWARE	195 0000	3,176 55	54 93	10,711 35	04/29/2011
Y2573F102	FLEXTRONICS	580 0000	5,324 40	6 97	4,042 60	04/29/2011
Total	**FOREIGN EQUITIES**	**2,625.0000**	**96,827.45**		**86,352.10**	
Total	**EQUITIES**	**60,656.0000**	**1,502,455.50**		**2,948,118.58**	

	Shares / Par	Investment	Market Value
Total Securities	**83,656.8600**	**1,525,456.36**	**2,971,119.44**
Income Cash		**1,595.37**	**1,595.37**
Principal Cash		**0.00**	**0.00**
Account Total		**1,527,051.73**	**2,972,714.81**

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)
L.K. WHITTIER FOUNDATION

Identification number (see instructions)
95-6027493

Principal business activity code number (see instructions)
999999

Number, street, and room or suite no If a P O box, see the instructions
625 SOUTH FAIR OAKS AVE, SUITE 360

Tax year of change begins (MM/DD/YYYY) 05/01/2010
Tax year of change ends (MM/DD/YYYY) 04/30/2011

City or town, state, and ZIP code
SOUTH PASADENA, CA 91030

Name of contact person (see instructions)
KYLE WEBSTER, CPA W/POA

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

Contact person's telephone number
626-463-2660

If 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

		Yes	No
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 for 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

		Yes	No
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)?		✓
	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)? . . . . . 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)?		

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

Signature and date

Name and title (print or type)

Preparer (other than filer/applicant)

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. STATEMENT 1

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 . . . . Yes ✓

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)? . . . . No ✓

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? Yes ✓

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	04/30	yr 10	2nd preceding year ended mo	04/30	yr 09	3rd preceding year ended mo	04/30	yr 08
$		4954553	$		1762033	$		7991369

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. STATEMENT 2

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. STATEMENT 3

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? . . . Yes ✓

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)

		Yes	No
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.		✓

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.

		Amount
a	Income accrued but not received (such as accounts receivable)	$ NONE
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.	$ 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 4 & 5

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 inventonable 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.

L.K. WHITTIER FOUNDATION
EIN: 95-6027493
FORM 3315: APPLICATION FOR A CHANGE IN ACCOUNTING METHOD

STATEMENT 1: DESCRIPTION OF CLIENT BUSINESS
PAGE 3, PT II, LINE 13

The taxpayer is a private non-operating foundation.

STATEMENT 2: EXPLANATION OF LEGAL BASIS FOR CHANGE IN ACCOUNTING METHOD
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 their income in keeping its books.

STATEMENT 3: REASONS FOR THE PROPOSED CHANGE
PAGE 3, PT III, LN 21

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

Form **2848**
(Rev. October 2011)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

▶ Type or print. ▶ See the separate instructions.

OMB No 1545-0150

For IRS Use Only
Received by
Name ____________
Telephone ____________
Function ____________
Date / /

Part I Power of Attorney

Caution: *Form 2848 will not be honored for any purpose other than representation before the IRS.*

1 **Taxpayer information.** Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address L.K. WHITTIER FOUNDATION 625 SOUTH FAIR OAKS AVE, SUITE 360 SOUTH PASADENA, CA 91030	Identifying number 95-6027493	
	Daytime telephone number 626-441-5188	Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact·

2 **Representative(s)** must sign and date this form on page 2, Part II.

Name and address
KYLE WEBSTER, CPA
1600 HUNTINGTON DRIVE
SOUTH PASADENA, CA 91030
Check if to be sent notices and communications ☐

CAF No. 6506-18640R
PTIN P00148175
Telephone No 626-463-2660
Fax No. 626-441-5197
Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address
Check if to be sent notices and communications ☐

CAF No. ____________
PTIN ____________
Telephone No ____________
Fax No ____________
Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. ____________
PTIN ____________
Telephone No. ____________
Fax No. ____________
Check if new Address ☐ Telephone No ☐ Fax No ☐

to represent the taxpayer before the Internal Revenue Service for the following matters·

3 **Matters**

Description of Matter (Income, Employment, Excise, Whistleblower, PLR, FOIA, Civil Penalty, etc) (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see the instructions for line 3)
INCOME	990-PF, 3115	2009-2012

4 **Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box See the instructions for Line 4. **Specific Uses Not Recorded on CAF** . . . . ▶ ☐

5 **Acts authorized.** Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks) Additionally, unless the appropriate box(es) below are checked, the representative(s) are not authorized to substitute another representative or add additional representatives, to sign certain returns, or to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information

☐ Disclosure to third parties; ☐ Signing a return; ☐ Substitute or add representatives;
☐ Other ______________________________ (see instructions for more information)

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10 3(d) of Treasury Department Circular No 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10 3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney. ____________

For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Cat No 11980J

6. **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here . . . . ▶ ☐
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 **Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.

Signature ______ Date ______ Title (if applicable) ______

Print Name ______ PIN Number ☐☐☐☐☐ Print name of taxpayer from line 1 if other than individual ______

Part II Declaration of Representative

Under penalties of perjury, I declare that.

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service,
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service,
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there, and
- I am one of the following.

a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below

b Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.

c Enrolled Agent—enrolled as an agent under the requirements of Circular 230.

d Officer—a bona fide officer of the taxpayer's organization.

e Full-Time Employee—a full-time employee of the taxpayer.

f Family Member—a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister)

g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S C 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).

h Unenrolled Return Preparer - Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**

i Registered Tax Return Preparer—registered as a tax return preparer under the requirements of section 10 4 of Circular 230 Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**

k Student Attorney or CPA—receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10 7(d) of Circular 230 See instructions for Part II for additional information and requirements

r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE. See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column See the instructions for Part II for more information.

Designation—Insert above letter **(a–r)**	Licensing jurisdiction (state) or other licensing authority (if applicable)	License/Bar or Enrollment Number (if applicable)	Signature	Date
B	CA, GA			2/9/12

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning MAY 1, 2009 **, and ending** APR 30, 2010

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

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

Name of foundation: L.K. WHITTIER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 625 SO. FAIR OAKS AVENUE — Room/suite: 360

City or town, state, and ZIP code: SOUTH PASADENA, CA 91030

A Employer identification number 95-6027493

B Telephone number (626)441-5188

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 95,606,662.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	378,220.	378,220.		
	4	Dividends and interest from securities	855,723.	855,723.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,988,375.			
	b	Gross sales price for all assets on line 6a 59,115,948.				
	7	Capital gain net income (from Part IV, line 2)		3,988,375.		
	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	<267,765.>	<267,765.>		
	12	**Total** Add lines 1 through 11	4,954,553.	4,954,553.		
Operating and Administrative Expenses	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	6,726.	3,363.		3,363.
	c	Other professional fees	527,028.	263,514.		263,514.
	17	Interest				
	18	Taxes	<51,297.>	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	2,605.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	485,062.	266,877.		266,877.
	25	Contributions, gifts, grants paid	4,133,905.			4,133,905.
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,618,967.	266,877.		4,400,782.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	335,586.			
	b	**Net investment income** (if negative, enter -0-)		4,687,676.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

923501
02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

STATEMENT 4

Part II		**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	24,418.	12,849.	12,849.
	2	Savings and temporary cash investments	787,411.	921,295.	921,295.
	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	2,940,935.	2,941,744.	3,536,255.
	b	Investments - corporate stock	36,667,255.	32,304,553.	39,742,648.
	c	Investments - corporate bonds	4,351,994.	4,641,379.	4,784,513.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other	41,687,791.	45,973,459.	46,609,102.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	86,459,804.	86,795,279.	95,606,662.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	86,459,804.	86,795,279.	
	25	Temporarily restricted			
	26	Permanently restricted			
		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**	86,459,804.	86,795,279.	
	31	**Total liabilities and net assets/fund balances**	86,459,804.	86,795,279.	

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	86,459,804.
2	Enter amount from Part I, line 27a	2	335,586.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	86,795,390.
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	86,795,390.

STATEMENT 5