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

Department of the Treasury
Internal Revenue Service

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

2010For calendar year 2010, or tax year beginning **JUN 1, 2010**, and ending **MAY 31, 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		A Employer identification number		
WILLIAM & FLORENCE WHEELER FOUNDATION		88-0233486		
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 10509		Room/suite 661-836-2184		
City or town, state, and ZIP code BAKERSFIELD, CA 93389		<input type="checkbox"/> If exemption application is pending, check here ► <input type="checkbox"/> <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,207,429. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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
SCANNED MAR 09 2012 Operating and Administrative Expenses	1 Contributions, gifts, grants, etc., received			N/A
	2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B Interest on savings and temporary cash investments			
	3 Dividends and interest from securities	53,652.	53,652.	STATEMENT 1
	5a Gross rents	103,866.	103,866.	STATEMENT 2
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	4,761,762.	324,576.	
	7 Capital gain net income (from Part IV, line 2)		324,576.	
	8 Net short-term capital gain			
	9 Income modifications Gross sales less returns and allowances			
	10a Gross sales less cost of goods sold			
	b Gross profit or (loss)			
	11 Other income	813.	813.	STATEMENT 3
	12 Total. Add lines 1 through 11	482,907.	482,907.	
	13 Compensation of officers, directors, trustees, etc.	32,650.	16,325.	0.
	14 Other employee salaries and wages	8,667.	0.	0.
15 Pension plans, employee benefits				
Operating and Administrative Expenses	16a Legal fees			
	b Accounting fees	STMT 4	11,532.	5,766.
	c Other professional fees	STMT 5	32,995.	32,995.
	17 Interest			
	18 Taxes	STMT 6	4,238.	1,892.
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	STMT 7	15,324.	15,324.
	24 Total operating and administrative expenses. Add lines 13 through 23		105,406.	72,302.
	25 Contributions, gifts, grants paid		256,231.	256,231.
	26 Total expenses and disbursements. Add lines 24 and 25		361,637.	72,302.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		121,270.		
b Net investment income (if negative, enter -0-)		410,605.		
c Adjusted net income (if negative, enter -0-)			N/A	

023501
12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

	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		<20,635.►	<48,073.►	<48,073.►
	2 Savings and temporary cash investments		293,573.	282,863.	282,486.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations	STMT 9	1,940.	1,650.	1,863.
	b Investments - corporate stock	STMT 10	2,467,118.	2,866,317.	4,159,557.
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 11	1,970,340.	1,729,688.	1,811,596.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		4,712,336.	4,832,445.	6,207,429.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)	STATEMENT 12	1,726.	565.	
	23 Total liabilities (add lines 17 through 22)		1,726.	565.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		500,000.	500,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		4,210,610.	4,331,880.	STATEMENT 8
	30 Total net assets or fund balances		4,710,610.	4,831,880.	
	31 Total liabilities and net assets/fund balances		4,712,336.	4,832,445.	

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	4,710,610.
2 Enter amount from Part I, line 27a	2	121,270.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	4,831,880.
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	4,831,880.

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	4,761,762.	4,437,186.	324,576.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(I) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a					
b					
c					
d					
e				324,576.	
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	324,576.	
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	256,393.	5,521,790.	.046433
2008	312,157.	5,373,662.	.058090
2007	264,705.	6,611,487.	.040037
2006	181,585.	6,744,932.	.026922
2005	116,087.	4,958,637.	.023411

2 Total of line 1, column (d)

2 .194893

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 .038979

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

4 5,866,836.

5 Multiply line 4 by line 3

5 228,683.

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

6 4,106.

7 Add lines 5 and 6

7 232,789.

8 Enter qualifying distributions from Part XII, line 4

8 256,231.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary-see instructions)	1	4,106.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	4,106.
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6	Credits/Payments:		5	4,106.
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		6,652.
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	6,652.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	2,546.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ►		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
	<i>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.</i>		
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. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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

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Part VII-A Statements Regarding Activities (continued)

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

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13 X

14 The books are in care of ► **NANCY L. WHEELER SMITH** Telephone no. ► **(661) 836-2184**
Located at ► **P.O. BOX 10509, BAKERSFIELD, CA** ZIP+4 ► **93389**

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

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► **16** Yes No X

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

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

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► **1b** X

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): 2b N/A

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 X No

If "Yes," list the years ► 2b N/A

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.) 2b N/A

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

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No

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.) 3b N/A

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

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 Yes No

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

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

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

Yes No

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

Yes No

6b

X

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

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

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

Yes No

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

Yes No

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
NANCY L. WHEELER SMITH P.O. BOX 10509 BAKERSFIELD, CA 93389	TRUSTEE			
	8.00	32,650.	0.	0.

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

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

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

►

0

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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Amount

1 N/A	0.
2	
3	
Total, Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a Average monthly fair market value of securities	1a 5,813,081.
b Average of monthly cash balances	1b 143,098.
c Fair market value of all other assets	1c
d Total (add lines 1a, b, and c)	1d 5,956,179.
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 5,956,179.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 89,343.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,866,836.
6 Minimum investment return. Enter 5% of line 5	6 293,342.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	1 293,342.
2a Tax on investment income for 2010 from Part VI, line 5	2a 4,106.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 4,106.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 289,236.
4 Recoveries of amounts treated as qualifying distributions	4 0.
5 Add lines 3 and 4	5 289,236.
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	7 289,236.

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 256,231.
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	4 256,231.
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 4,106.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 252,125.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				289,236.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008	11,980.			
e From 2009				
f Total of lines 3a through e	11,980.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 256,231.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				256,231.
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).)	11,980.			11,980.
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				21,025.
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)				
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
	Tax year (a) 2010	Prior 3 years		
	(b) 2009	(c) 2008	(d) 2007	(e) Total
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:

- 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

SEE STATEMENT 13

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
<i>a Paid during the year</i>				
SEE STATEMENT 14				
Total			► 3a	256,231.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

023611 12-07-10

Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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

023621
12-07-10

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.		

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

<p>b If "Yes," complete the following schedule.</p> <table border="1"> <thead> <tr> <th style="text-align: center;">(a) Name of organization</th><th style="text-align: center;">(b) Type of organization</th><th style="text-align: center;">(c) Description of relationship</th></tr> </thead> <tbody> <tr> <td>N/A</td><td></td><td></td></tr> <tr> <td></td><td></td><td></td></tr> <tr> <td></td><td></td><td></td></tr> <tr> <td></td><td></td><td></td></tr> </tbody> </table>			(a) Name of organization	(b) Type of organization	(c) Description of relationship	N/A											
(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

425/12

TRUSTEE

Signature of officer or trustee		Date	Title	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	MATTHEW N. DAVIS	<i>Matthew N. Davis CPA</i>	1/30/12	PTIN
	Firm's name ► CBIZ MHM, LLC		Firm's EIN ►	
Firm's address ► 5060 CALIFORNIA AVE., SUITE 800 BAKERSFIELD, CA 93309		Phone no. (661) 325-7500		

Form 990-PF (2010)

023622
04-20-11

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	100,000 SHS - FREDDIE MAC	P	09/15/09	06/23/10
b	175,000 SHS - FREDDIE MAC	P	09/15/09	08/25/10
c	50,000 SHS - IRON MOUNTAIN	P	11/17/10	01/18/11
d	500 SHS - APPLE INC	P	09/01/10	04/08/11
e	10,000 SHS - BANK OF AMERICA CORP	P	03/26/10	11/02/10
f	25,000 SHS - CHIMERA INVESTMENT CORP	P	06/23/10	10/27/10
g	750 SHS - CME GROUP INC	P	01/10/11	05/26/11
h	3,000 SHS - GLOBAL X BRAZIL MID CAP	P	09/20/10	01/10/11
i	3,500 SHS - INTEL CORP	P	02/18/10	08/10/10
j	3,000 SHS - JEFFERIES GROUP INC	P	01/10/11	05/25/11
k	150,000 SHS - LEUCADIA NATL CORP	P	12/10/09	11/04/10
l	5,000 SHS - PROSHARES ULTRASHORT	P	12/08/10	04/29/11
m	2,000 SHS - RANGE RESOURCES CORP	P	02/18/10	10/27/10
n	2,000 SHS - SPDR GOLD TRUST	P	11/24/10	01/06/11
o	4,500 SHS - SPDR KBW REGIONAL	P	12/21/10	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 100,000.		101,650.	<1,650. >
b 175,000.		177,835.	<2,835. >
c 50,000.		50,375.	<375. >
d 168,663.		125,625.	43,038.
e 113,398.		180,179.	<66,781. >
f 99,738.		93,215.	6,523.
g 217,730.		218,929.	<1,199. >
h 53,923.		52,398.	1,525.
i 69,080.		72,800.	<3,720. >
j 65,327.		80,213.	<14,886. >
k 160,688.		150,750.	9,938.
l 178,968.		195,312.	<16,344. >
m 70,579.		98,152.	<27,573. >
n 265,803.		268,783.	<2,980. >
o 117,995.		115,734.	2,261.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,650. >
b			<2,835. >
c			<375. >
d			43,038.
e			<66,781. >
f			6,523.
g			<1,199. >
h			1,525.
i			<3,720. >
j			<14,886. >
k			9,938.
l			<16,344. >
m			<27,573. >
n			<2,980. >
o			2,261.

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):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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	2,000 SHS - TEVA PHARMACEUTICAL	P	05/28/10	10/27/10
b	4,000 SHS - US BANCORP	P	10/27/10	01/10/11
c	4,000 SHS - VERIZON COMMUNICATIONS	P	11/23/10	05/25/11
d	3,000 SHS - GLOBAL X BRAZIL MID CAP	P	01/01/10	12/31/10
e	1,500 SHS - ISHARES BARCLAYS	P	01/01/10	12/03/10
f	1,300 SHS - ISHARES LEHMAN	P	01/01/10	12/03/10
g	16,099 SHS - PIMCO FDS	P	01/01/10	12/07/10
h	17,570 SHS - PIMCO INCOME FUND	P	01/01/10	12/07/10
i	200,000 SHS - FEDERAL HOME LOAN BANK	P	08/06/08	06/11/10
j	50,000 SHS - FEDERAL NATL MTG	P	01/29/08	06/28/10
k	150,000 SHS - FREDDIE MAC	P	09/09/09	03/28/11
l	480,000 SHS - GOVERNMENT NATL MTG	P	02/27/02	06/15/10
m	780,000 SHS - GOVERNMENT NATL MTG	P	02/27/02	06/15/10
n	150,000 SHS - RANGE RES CORP	P	06/24/09	08/27/10
o	2,000 SHS - ABB LTD	P	07/30/08	04/08/11

(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 104,243.		109,241.	<4,998. >
b 104,879.		97,000.	7,879.
c 145,410.		130,280.	15,130.
d 59.			59.
e 304.			304.
f 3,250.			3,250.
g 5,957.			5,957.
h 1,187.			1,187.
i 200,000.		205,280.	<5,280. >
j 50,000.		52,790.	<2,790. >
k 150,000.		159,750.	<9,750. >
l 79.		82.	<3. >
m 201.		207.	<6. >
n 151,844.		147,125.	4,719.
o 49,059.		53,007.	<3,948. >

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4,998. >
b			7,879.
c			15,130.
d			59.
e			304.
f			3,250.
g			5,957.
h			1,187.
i			<5,280. >
j			<2,790. >
k			<9,750. >
l			<3. >
m			<6. >
n			4,719.
o			<3,948. >

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):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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.)
a	500 SHS - AMERICAN TOWER CORP	P	09/18/09	12/08/10
b	150 SHS - GOOGLE INC	P	02/18/10	04/08/11
c	3,500 SHS - HEWLETT-PACKARD CO	P	09/18/09	10/06/10
d	2,000 SHS - ISHARES MSCI BRAZIL	P	09/18/09	01/10/11
e	4,000 SHS - ISHARES MSCI CANADA	P	09/18/09	05/23/11
f	6,000 SHS - ISHARES MSCI AUSTRALIA	P	06/09/09	01/10/11
g	1,500 SHS - JOHNSON & JOHNSON CO	P	07/28/88	05/28/10
h	100,000 SHS - LEUCADIA NATL CORP	P	01/16/08	11/04/10
i	3,000 SHS - MICROSOFT CORP	P	02/18/10	05/23/11
j	10,000 SHS - PIMCO INCOME FUND	P	12/16/09	12/30/10
k	5,130 SHS - POWERSHARES QQQ NASDAQ	P	09/18/09	09/20/10
l	28,873 SHS - VANGUARD INTM TERM	P	12/08/08	11/08/10
m	1,500 SHS - ISHARES BARCLAYS	P	01/01/09	12/03/10
n	1,300 SHS - ISHARES LEHMAN	P	01/01/09	12/03/10
o	16,099 SHS - PIMCO FDS	P	01/01/09	12/07/10

(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 25,468.		18,584.	6,884.
b 87,249.		81,618.	5,631.
c 141,869.		162,812.	<20,943. >
d 143,170.		131,179.	11,991.
e 126,841.		103,716.	23,125.
f 152,923.		102,034.	50,889.
g 87,756.		81,778.	5,978.
h 107,125.		97,500.	9,625.
i 72,296.		86,805.	<14,509. >
j 110,700.		99,600.	11,100.
k 289,941.		173,489.	116,452.
l 302,881.		246,173.	56,708.
m 89.			89.
n 23.			23.
o 2,724.			2,724.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			6,884.
b			5,631.
c			<20,943. >
d			11,991.
e			23,125.
f			50,889.
g			5,978.
h			9,625.
i			<14,509. >
j			11,100.
k			116,452.
l			56,708.
m			89.
n			23.
o			2,724.

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):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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.)
a 17,570 SHS - PIMCO INCOME FUND		P	01/01/09	12/07/10
b 2,500 SHS - PAA NATURAL GAS STORAGE		P	09/20/10	01/26/11
c 4,390 SHS - ENTERPRISE PRODUCT PARTNERS		P	09/18/09	12/08/10
d				
e				
f				
g				
h				
i				
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 233.			233.
b 59,644.		60,678.	<1,034. >
c 177,466.		54,508.	122,958.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			233.
b			<1,034. >
c			122,958.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	324,576.
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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05-01-10

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17
2010.05040 WILLIAM & FLORENCE WHEELER 10708R_1

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

SOURCE	AMOUNT
INTEREST FROM SECURITIES	53,652.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	53,652.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM GOV'T SECURITIES	140.	0.	140.
DIVIDENDS FROM SECURITIES	103,571.	0.	103,571.
FLOW THROUGH FROM K-1	155.	0.	155.
TOTAL TO FM 990-PF, PART I, LN 4	103,866.	0.	103,866.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME FROM K-1	813.	813.	
TOTAL TO FORM 990-PF, PART I, LINE 11	813.	813.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	11,532.	5,766.		0.
TO FORM 990-PF, PG 1, LN 16B	11,532.	5,766.		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
PORTFOLIO ADVISORY FEES	3,478.	3,478.		0.
PORTFOLIO MANAGEMENT FEES	29,517.	29,517.		0.
TO FORM 990-PF, PG 1, LN 16C	32,995.	32,995.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	3,614.	1,428.		0.
FILING FEES	160.	0.		0.
TAX WITHHOLDING	464.	464.		0.
TO FORM 990-PF, PG 1, LN 18	4,238.	1,892.		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
K-1 LOSS - ENTERPRISE PRODUCT PARTNERS	18,522.	18,522.		0.
K-1 LOSS - PAA NATURAL GAS STORAGE	270.	270.		0.
K-1 INCOME - NATURAL RESOURCE PARTNERS	<3,468.>	<3,468.>		0.
TO FORM 990-PF, PG 1, LN 23	15,324.	15,324.		0.

FORM 990-PF

OTHER FUNDS

STATEMENT 8

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RETAINED EARNINGS	4,210,610.	4,331,880.
TOTAL TO FORM 990-PF, PART II, LINE 29	4,210,610.	4,331,880.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOV. NATL. MTG. ASSN. #046	X		554.	626.
GOV. NATL. MTG. ASSN. #319	X		1,096.	1,237.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,650.	1,863.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,650.	1,863.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OCCIDENTAL PETROLEUM CORP	320,146.	1,078,500.
JOHNSON & JOHNSON CO.	0.	0.
RANGE RESOURCES CORP	0.	0.
BANK OF AMERICA CORP	0.	0.
GOOGLE INC	361,107.	370,314.
MICROSOFT CORP	0.	0.
IBM	91,559.	126,698.
APPLE INC	311,040.	521,745.
INTEL CORP	0.	0.
ISHARES INC CANADA INDEX FD	0.	0.
ISHARES INC AUSTRALIA INDEX	0.	0.
ENTERPRISE PRODUCT PARTNERS LP	62,957.	166,560.
NATURAL RESOURCE PARTNERS LP	78,990.	86,860.
ABB LTD SPONSORED ADR	85,052.	161,400.
HEWLETT-PACKARD CO	0.	0.
AMERICAN TOWER CORP CL A	115,504.	194,180.
POWERSHARES QQQ NASDAQ 100	0.	0.

ISHARES BRAZIL	0.	0.
MOSAIC CO	102,659.	106,275.
FREEPOR-MCMORAN COPPER & GOLD	141,018.	129,100.
IVANHOE MINES LTD	113,294.	100,840.
ROCKWELL INTERNATIONAL CORP	82,091.	83,110.
KANSAS CITY SOUTHERN	114,266.	117,780.
STAPLES INC	83,912.	84,100.
HI-TECH PHARMACAL INC	66,691.	70,150.
CANADIAN IMPERIAL	111,511.	124,425.
CAPSTEAD MTG CORP	65,241.	66,350.
MFA FINANCIAL INC	79,334.	82,400.
BROOKFIELD ASSET MANAGEMENT	64,516.	65,760.
QUALCOMM INC	103,671.	117,180.
FINISAR CORP	70,942.	72,060.
NETAPP INC	116,714.	109,540.
CROWN CASTLE INTL CORP	124,102.	124,230.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,866,317.	4,159,557.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LEUCIDIA NATL. CORP.	COST	79,086.	88,650.
RANGE RES CORP CALL DTD	COST	0.	0.
FEDERAL HOME LOAN BANK 5.5%	COST	0.	0.
FEDERAL NATL MTG ASSN CALL DTD	COST	0.	0.
ISHARES BARCLAYS AGGREGATE	COST		
BNDISHARES BARCLAYS AGGREGARE BND		151,357.	161,190.
ISHARES LEHMAN MBS BOND FUND	COST	130,130.	139,178.
VANGUARD INTM TERM INV	COST	0.	0.
FEDERAL HOME LOAN BANK 5.5%	COST	0.	0.
FREDDIE MAC CALL DTD 3.625%	COST	0.	0.
FREDDIE MAC CALL DTD 3.7%	COST	0.	0.
PIMCO FDS TTL RETURN DTD	COST	175,000.	178,059.
PIMCO INCOME FUND DTD	COST	75,400.	87,134.
WISDOMTREE ASIA LOCAL DEBT FUND	COST	233,915.	233,820.
NY ST MUN BD RECOVERY ACT 6.636%	COST	250,000.	283,790.
NY NEW YORK CITY HSG DEV 6.42%	COST	135,000.	139,775.
DOUBLELINE TOTAL RETURN BOND FUND	COST	499,800.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13	1,729,688.	1,811,596.	

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAXES PAYABLE	1,726.	565.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,726.	565.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY L. WHEELER SMITH
P.O. BOX 10509
BAKERSFIELD, CA 93389

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

661-836-2184

NONE

FORM AND CONTENT OF APPLICATIONS

SUBMIT IN WRITING, NAME OF ORGANIZATION, DESCRIPTION OF CHARITABLE PURPOSE,
USE OF FUNDS, RECIPIENT OF FUNDS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ATASCADERO GREYHOUND ATHLETIC FOUNDATION P.O. BOX 3120 ATASCADERO, CA 93423	NO RELATION ATHLETIC PROGRAMS AND FACILITIES.	PUBLIC CHARITY	1,000.
AZUSA PACIFIC UNIVERSITY 901 E. ALOSTA AVENUE AZUSA, CA 91702	NO RELATION TO SUPPORT EDUCATIONAL CENTERS	UNIVERSITY	2,500.
BAKERSFIELD CITY SCHOOL DISTRICT EDUCATION FUND 1300 BAKER STREET BAKERSFIELD, CA 93305	NO RELATION TO EDUCATE CHILDREN THROUGH INNOVATIVE PROGRAMS.	PUBLIC CHARITY	1,500.
BAKERSFIELD COLLEGE ATHLETIC FOUNDATION 1801 PANORAMA DRIVE BAKERSFIELD, CA 93305	NO RELATION TO SUPPORT COLLEGE ATHLETICS.	PUBLIC CHARITY	3,950.
BAKERSFIELD COMMUNITY HOUSE 2020 R STREET BAKERSFIELD, CA 93301	NO RELATION TO PROVIDE SHELTER FOR THE ELDERLY.	PUBLIC CHARITY	50.
BASS LAKE CHAMBER OF COMMERCE P.O. BOX 126 BASS LAKE, CA 93604	NO RELATION TO SUPPORT VARIOUS PROGRAMS PROVIDED BY THE CHAMBER.	PUBLIC CHARITY	6,000.
BOYS & GIRLS CLUB OF KERN COUNTY P.O. BIN 5J BAKERSFIELD, CA 93385	NO RELATION TO PROMOTE THE DEVELOPMENT OF BOYS AND GIRLS THROUGH VARIOUS PROGRAMS.	PUBLIC CHARITY	26,500.
CHILD ABUSE LISTENING & MEDIATION 1236 CHAPALA STREET SANTA BARBARA, CA 93101	NO RELATION TO PROVIDE TREATMENT SERVICES TO CHILDREN WHO SUFFERED ABUSE.	PUBLIC CHARITY	125.

CONGREGATION OF THE MISSIONARY BROTHERS OF ST. FRANCIS OF ASSISI - GOLD STREET BROOKLYN, NY 11201	NO RELATION TO PROVIDE ASSISTANCE TO THE POOR AND NEEDY LIVING IN REMOTE AREAS.	PUBLIC CHARITY	4,032.
CAL POLY STATE UNIVERSITY 1 GRAND AVENUE SAN LUIS OBISPO, CA 93407	NO RELATION TO SUPPORT EDUCATIONAL CENTERS	UNIVERSITY	5,000.
CSUB ATHLETICS 9001 STOCKDALE HWY BAKERSFIELD, CA 93311	NO RELATION TO SUPPORT COLLEGE ATHLETICS.	PUBLIC CHARITY	100.
CUESTA COLLEGE 2800 BUENA VISTA DRIVE PASO ROBLES, CA 93446	NO RELATION TO SUPPORT EDUCATIONAL CENTERS	UNIVERSITY	350.
MERCY HOSPITAL 2215 TRUXTUN AVENUE BAKERSFIELD, CA 93301	NO RELATION TO SUPPORT SHARED CHRISTMAS PROGRAM OF THE SPECIAL NEEDS DEPARTMENT.	HOSPITAL	3,000.
FIRST UNITED METHODIST CHURCH 4600 STOCKDALE HWY. BAKERSFIELD, CA 93309	NO RELATION TO SUPPORT VARIOUS PROGRAMS TO BRING PEOPLE TO JESUS CHRIST.	CHURCH	3,000.
FRIENDS OF MERCY FOUNDATION - BACK TO SCHOOL PROJECT 551 SHANLEY COURT BAKERSFIELD, CA 93311	NO RELATION TO SUPPORT THE FOUNDATION'S BACK TO SCHOOL PROJECT FOR NEEDY CHILDREN.	PUBLIC CHARITY	939.
FRIENDS OF MERCY FOUNDATION 551 SHANLEY COURT BAKERSFIELD, CA 93311	NO RELATION TO PROMOTE PUBLIC HEALTH.	PUBLIC CHARITY	20,000.
GARCES MEMORIAL HIGH SCHOOL 2800 LOMA LINDA DRIVE BAKERSFIELD, CA 93305	NO RELATION TO SUPPORT EDUCATIONAL CENTERS	SCHOOL	58,167.

THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE NE WASHINGTON, DC 20002	NO RELATION TO BUILD AN AMERICA WHERE FREEDOM, OPPORTUNITY AND CIVIL SOCIETY FLOURISH.	PRIVATE FOUNDATION	6,200.
JIM BURKE EDUCATION FOUNDATION P.O. BOX 2686 BAKERSFIELD, CA 93303	NO RELATION TO PROMOTE THE EDUCATION OF MINORS.	PRIVATE FOUNDATION	1,500.
JUNIOR LEAGUE OF BAKERSFIELD 1300 17TH STREET BAKERSFIELD, CA 93301	NO RELATION TO PROMOTE VOLUNTARISM AND LEADERSHIP IN THE LOCAL COMMUNITY.	PUBLIC CHARITY	1,000.
KERN COUNTY FAIR 1142 SOUTH P STREET BAKERSFIELD, CA 93307	NO RELATION TO SUPPORT THE DEPARTMENT OF HUMAN SERVICES.	PUBLIC CHARITY	600.
KERN COUNTY JUNIOR LIVESTOCK P.O. BOX 472 BAKERSFIELD, CA 93302	NO RELATION TO PROVIDE FUNDING TO TEACH BAKERSFIELD YOUTH ABOUT LIVESTOCK.	PUBLIC CHARITY	550.
KERN COUNTY MUSEUM 3801 CHESTER AVE. BAKERSFIELD, CA 93301	NO RELATION TO PROVIDE EDUCATIONAL PROGRAMS IN THE STATE OF CALIFORNIA.	PUBLIC CHARITY	3,000.
KHSA EDUCATIONAL FOUNDATION 649 CHARITY COURT FRANKFORT, KY 40601	NO RELATION TO PROVIDE SERVICES TO LOW INCOME FAMILIES THROUGHOUT THE COMMONWEALTH.	PRIVATE FOUNDATION	19,000.
M.A.R.E. 18200 JOHNSON ROAD BAKERSFIELD, CA 93314	NO RELATION TO PROVIDE ASSISTANCE TO PEOPLE WITH PHYSICAL AND COGNITIVE CHALLENGES.	PUBLIC CHARITY	5,000.
MONTEREY ROAD ELEMENTARY 3355 MONTEREY ROAD ATASCADERO, CA 93422	NO RELATION TO SUPPORT PUBLIC EDUCATION.	SCHOOL	8,475.
NORTH BAKERSFIELD ROTARY 5060 CALIFORNIA AVE. BAKERSFIELD, CA 93309	NO RELATION TO ENCOURAGE AND FOSTER THE IDEAL OF SERVICE AS A BASIS OF WORTHY ENTERPRISE	PUBLIC CHARITY	1,000.

OUR LADY OF PERPETUAL HELP 124 COLUMBUS STREET BAKERSFIELD, CA 93305	NO RELATION TO PROMOTE A DEEPER LIFE WITH JESUS THROUGH WORD AND SACRAMENT.	PUBLIC CHARITY	2,500.
R.M. PYLES BOYS CAMP 27211 HENRY MAYO DRIVE VALENCIA, CA 91355	NO RELATION TO ASSIST DISADVANTAGE CHILDREN.	PUBLIC CHARITY	14,000.
SOCIETY FOR DISABLED CHILDREN 1819 BRUNDAGE LANE BAKERSFIELD, CA 93304	NO RELATION TO ASSIST DISABLED CHILDREN.	PUBLIC CHARITY	1,000.
BOY SCOUTS OF AMERICA - SOUTHERN SIERRA COUNCIL 2417 M STREET BAKERSFIELD, CA 93301	NO RELATION TO PROVIDE FUNDS TO THE YOUTH SERVICE CENTER	PUBLIC CHARITY	10,000.
BAKERSFIELD SPCA 3000 GIBSON STREET BAKERSFIELD, CA 93308	NO RELATION ADVOCATED THE GENERAL WELFARE AND HUMANE TREATMENT OF ANIMALS.	PUBLIC CHARITY	943.
ST. FRANCIS CHURCH 900 H STREET BAKERSFIELD, CA 93304	NO RELATION DONATION FOR FACILITY REPAIRS	CHURCH	23,500.
ST. FRANCIS SCHOOL FOUNDATION 2516 PALM STREET BAKERSFIELD, CA 93304	NO RELATION TO SUPPORT EDUCATIONAL CENTERS	SCHOOL	250.
CERRO ALTO 4-H 9473 CARMEL ROAD ATASCADERO, CA 93422	NO RELATION TO PROVIDE INSTRUCTION AND TRAINING TO THE YOUTH.	PUBLIC CHARITY	1,500.
THE PLANK FOUNDATION 1400 EASTON DRIVE BAKERSFIELD, CA 93309	NO RELATION TO PROVIDE FUNDS TO HELP LESS FORTUNATE IN THE AREAS OF HEALTH AND HUMANITY.	PRIVATE FOUNDATION	2,500.
YOUNG AMERICA'S FOUNDATION 110 ELDEN STREET HERNDON, VA 20170	NO RELATION TO EDUCATE YOUNG AMERICANS TO UNDERSTAND TRADITIONAL VALUES AND FREEDOM.	PUBLIC CHARITY	2,500.

WILLIAM & FLORENCE WHEELER FOUNDATION

88-0233486

THE REGENTS OF THE UNIVERSITY OF CA 1111 FRANKLIN STREET OAKLAND, CA 94607	NO RELATION TO SUPPORT EDUCATIONAL CENTERS	UNIVERSITY	10,000.
BAKERSFIELD RONALD MCDONALD HOUSE 420 34TH STREET BAKERSFIELD, CA 93301	NO RELATION TO AID FAMILIES IN NEED BY HELPING THEM STAY CLOSE TO THEIR ILL CHILDREN.	PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			256,231.

13160109 131491 10708R

28 STATEMENT(S) 14
2010.05040 WILLIAM & FLORENCE WHEELER 10708R_1

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box. ►

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-filing for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only.

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization WILLIAM & FLORENCE WHEELER FOUNDATION	Employer identification number 88-0233486
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 10509	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BAKERSFIELD, CA 93389	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

NANCY L. WHEELER SMITH

- The books are in the care of ► **P.O. BOX 10509 - BAKERSFIELD, CA 93389**

Telephone No. ► **(661) 836-2184**

FAX No. ► _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

JANUARY 15, 2012, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year _____ or► tax year beginning **JUN 1, 2010**, and ending **MAY 31, 2011**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	2,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	6,652.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization WILLIAM & FLORENCE WHEELER FOUNDATION	Employer identification number 88-0233486
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 10509	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BAKERSFIELD, CA 93389	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 8069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

NANCY L. WHEELER SMITH

- The books are in the care of ► **P.O. BOX 10509 - BAKERSFIELD, CA 93389**

Telephone No. ► **(661) 836-2184**

FAX No. ►

►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **APRIL 15, 2012**.
- 5 For calendar year , or other tax year beginning **JUN 1, 2010**, and ending **MAY 31, 2011**.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS REQUIRED IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 8069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	2,000.
b If this application is for Form 990-PF, 990-T, 4720, or 8069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	6,652.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature ► **Matthew N. Cavn**

Title ► **CPA**

Date ► **1/5/12**

Form 8868 (Rev. 1-2011)