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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 7/3/2010, and ending 7/1/2011

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 WD FOUNDATION		A Employer identification number 33-0769372
Number and street (or P O box number if mail is not delivered to street address) 3355 MICHELSON DRIVE		B Telephone number (see page 10 of the instructions) (949) 672-7000
City or town, state, and ZIP code IRVINE CA 92612		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 350,040		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(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 (attach schedule)	1,895,647			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	0	0		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a	0			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	1,895,647	0	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	0	0	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,150	0	0	5,150
	24 Total operating and administrative expenses. Add lines 13 through 23	5,150	0	0	5,150
	25 Contributions, gifts, grants paid	1,769,113			1,769,113
26 Total expenses and disbursements. Add lines 24 and 25	1,774,263	0	0	1,774,263	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	121,384				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	228,656	350,040	350,040
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
	Liabilities	11 Investments—land, buildings, and equipment: basis ▶ 0		
Less: accumulated depreciation (attach schedule) ▶ 0		0	0	0
12 Investments—mortgage loans				
13 Investments—other (attach schedule)		0	0	0
14 Land, buildings, and equipment: basis ▶ 0				
Less: accumulated depreciation (attach schedule) ▶ 0		0	0	0
15 Other assets (describe ▶)		0	0	0
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item 1)		228,656	350,040	350,040
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons	0	0		
21 Mortgages and other notes payable (attach schedule)	0	0		
22 Other liabilities (describe ▶)	0	0		
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		0	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	228,656	350,040	
30 Total net assets or fund balances (see page 17 of the instructions)	228,656	350,040		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	228,656	350,040		

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	228,656
2 Enter amount from Part I, line 27a	2	121,384
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	350,040
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	350,040

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			
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	0	0	0
b	0	0	0
c	0	0	0
d	0	0	0
e	0	0	0

(i) FMV 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	0	0	0
b	0	0	0
c	0	0	0
d	0	0	0
e	0	0	0

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	0
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) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	0

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 page 18 of the 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	1,412,275	189,539	7.451105
2008	1,124,349	254,893	4.411063
2007	283,562	168,422	1.683640
2006	534,907	53,947	9.915417
2005	492,020	152,051	3.235888

2 Total of line 1, column (d)	2	26.697113
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	5.339423
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	303,985
5 Multiply line 4 by line 3	5	1,623,105
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	1,623,105
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.	8	1,774,263

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1		0
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		0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5		0
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		0	
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c		0	
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7			0
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			0
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	11			0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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 page 20 of the 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 WWW.WDC.COM/EN/COMPANY/COMMUNITYRELATIONS/				
14	The books are in care of TINA BACH Telephone no. (949) 672-7000			
Located at 3355 MICHELSON DRIVE, SUITE 100 IRVINE CA ZIP+4 92612				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ▶ 20 20 20 20		
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 page 22 of the instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. ▶ 20 20 20 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 (see page 22 of the instructions).

(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 2	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	
b	Average of monthly cash balances	1b	308,614
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	308,614
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	308,614
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	4,629
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	303,985
6	Minimum investment return. Enter 5% of line 5	6	15,199

Part XI Distributable Amount (see page 25 of the 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	15,199
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,199
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	15,199
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15,199

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,774,263
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,774,263
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 (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,774,263

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				15,199
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	484,397			
b From 2006	534,210			
c From 2007	275,141			
d From 2008	1,111,604			
e From 2009	1,408,098			
f Total of lines 3a through e	3,813,450			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 1,774,263				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2010 distributable amount				15,199
e Remaining amount distributed out of corpus	1,759,064			
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	5,572,514			
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	484,397			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,088,117			
10 Analysis of line 9:				
a Excess from 2006	534,210			
b Excess from 2007	275,141			
c Excess from 2008	1,111,604			
d Excess from 2009	1,408,098			
e Excess from 2010	1,759,064			

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 4				1,769,113
Total			▶ 3a	1,769,113
b Approved for future payment				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	N/A		0		0	0
b			0		0	0
c			0		0	0
d			0		0	0
e			0		0	0
f			0		0	0
g	Fees and contracts from government agencies . . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments . . .					
4	Dividends and interest from securities					
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					
8	Gain or (loss) from sales of assets other than inventory . .				0	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____		0		0	0
b	_____		0		0	0
c	_____		0		0	0
d	_____		0		0	0
e	_____		0		0	0
12	Subtotal. Add columns (b), (d), and (e)		0		0	0
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2010

Name of the organization

Employer identification number

WD FOUNDATION

33-0769372

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

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

Name of organization

WD FOUNDATION

Employer identification number

33-0769372

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WESTERN DIGITAL TECHNOLOGIES, INC. 3355 MICHELSON DRIVE, SUITE 100 IRVINE CA 92612 Foreign State or Province: _____ Foreign Country: _____	\$ 1,883,098	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	_____ _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**WD Foundation
FEIN 33-0769372
Tax Year Ending July 1, 2011**

**Statement 1
Part I, Line 23: Other Expenses**

	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dues & Subscriptions	5,150			5,150

WD Foundation
FEIN 33-0769372
Tax Year Ending July 1, 2011

Statement 2

Part VIII: Information About Officers and Directors

(a) Name and Address	(b) Title	(c) Compensation	(d) Contributions to employees benefit plans and deferred compensation	(e) Expense account, and other allowances
John F. Coyne 3355 Michelson Drive, Suite 100, Irvine, CA 92612	President and CEO	0	0	0
Timothy M. Leyden 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Treasurer	0	0	0
Jacqueline M. DeMaria 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Vice President	0	0	0
Thomas McDorman 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Vice President	0	0	0
Michael Ray 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Director	0	0	0
Wolfgang Nickl 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Director	0	0	0

WD *Foundation*

COMMUNITY GRANTS PROGRAM GUIDELINES

I. STATEMENT OF POLICY

As a corporate citizen in the communities in which it operates, Western Digital (WD) recognizes a responsibility consistent with its business objectives to respond to the needs of the communities in which it operates and where its employees live. The quality of life and education, the well-being of our employees and their families, and the economic health of our society are of vital interest to our organization, its leadership, and staff. As such, WD has established charitable foundations to address global community needs on a regional basis.

The Western Digital Charitable Foundation, "WD Foundation", a California non-profit benefit corporation, was created in 1997 to support Western Digital's philanthropic activities that support economic, social, educational, and health needs in our regional business communities within the United States. As such, WD Foundation grants are directed toward non-profit organizations in Orange, Santa Clara and Alameda Counties in California, and Boulder County, Colorado.

Western Digital Corporation (WDT) also supports global philanthropic programs through WD Foundations in Thailand and Malaysia. Each WD Foundation manages grant applications within its geographic region, based on local guidelines, legal requirements, and local customs.

I. BUDGETS

WD policy is that monetary contributions be consistent with both our corporate giving priorities and a defined target change of earnings. The budget is reallocated each fiscal year and will be reviewed quarterly against the Company's financial performance.

III. AREAS OF INTEREST

Western Digital supports organizations that operate in the following categories and allocates the specified percentage of the annual budget for charitable contributions:

Education	40%
Health and Human Services	40%
Civic and Community	20%

WD Foundation 33-0769372
Form 990-PF, Part XV, Line 2(b) & 2(d)

Emphasis is placed on supporting established and successful organizations in the community as well as new programs that may prove to be models for effective ways of delivering needed services.

Education

Western Digital supports public educational organizations that offer programs from primary through graduate levels. Of special interest are programs that focus on:

- Innovation in engineering (electrical, mechanical, chemical and solid state physics)
- Personal computing literacy and science discovery
- STEM (Science, Technology, Engineering and Mathematics) Programs

In addition to grants, Western Digital provides a matching gifts program, through a partnership with United Way, for employee donations made to educational institutions. Private educational institutions may qualify for WD funding through the Matching Gifts Program rather than through Foundation grants.

Health and Human Services

Emphasis will be placed on requests received from agencies that are directed toward countering economic hardship, providing for economic progress and for programs leading to economic self-sufficiency. Organizations of particular interest focus their efforts on:

- Disadvantaged or at-risk youth
- Homeless prevention and crisis intervention
- Basic health care services

Civic and Community

Western Digital supports organizations in Orange, Santa Clara and Alameda Counties in California, and Boulder County, Colorado, that promote the long-term betterment and permanent improvement of a community and are of benefit to all residents. Of particular interest are agencies supporting:

- Environmental protection and preservation
- Community volunteer projects benefiting low income families, veterans, and/or disabled individuals

IV. CRITERIA

WD Foundation 33-0769372
Form 990-PF, Part XV, Line 2(b) & 2(d)

Successful applicants will meet the following criteria to be considered for a contribution:

- Be previously designated tax-exempt non-profit organization as defined under Sections 501(c)(3) and 170 (b) of the IRS Code
- Show program capability, sound fiscal policies, responsible management, evidence of long-range planning and effective use of volunteers
- Have a competent, active board of directors providing sound policies and guidance to the organization and its members
- Maintain a list of corporate contributors
- Produce a budget, financial statements and a plan for funding beyond the period covered by the proposed contribution
- Show a method of evaluating the results of the proposed project
- Provide evaluations of any previous WD funded project PRIOR to applying for additional funding

V. LIMITATIONS AND EXCLUSIONS

- Western Digital does not provide repetitive annual grants or continuing support for organizations or programs. Applications from organizations receiving current or previous Western Digital support will be reviewed as a new request annually and evaluated in relation to other submitted proposals and budgetary considerations.
- Western Digital will not commit to multi-year donations.
- Western Digital does not provide funding for capital campaigns.
- No support will be extended to religious activities or programs that serve, or appear to serve, specific religious groups or denominations. However, if a proposal submitted by a church-based or similar organization falls clearly within program guidelines and is intended to serve as broad a segment of the population as the program of a comparable non-religious organization, we will consider the proposal on the same basis as others.
- Support for private educational institutions will be managed through WD's matching gifts program and/or in-kind donations.
- Exclusions to review for contributions due to Western Digital Foundation Laws or Policies, federal laws or budgetary considerations include:

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Form 990-PF, Part XV, Line 2(b) & 2(d)

- Individuals
- Sports Teams
- Organizations that discriminate on the basis of race, color, creed, gender, sexual preference, disability, age, or national origin
- Grant-making foundations
- Fund raising events
- Political organizations
- Organizations failing to meet Western Digital's Corporate standards for ethical operation and social value
- Agencies whose service area is not included in the geographic regions outlined above

VI. APPLICATION PROCEDURES

Proposals are reviewed by foundation staff for initial recommendation of denial or approval. The Contributions Committee, composed of senior management, makes the final recommendation.

Western Digital processes grant requests on a semi-annual basis. Please indicate which funding period you are requesting. Grants not meeting the postmark deadline will NOT be forwarded to the next cycle and must be resubmitted prior to the next deadline. Applications may be submitted to only one WD location.

_____ July 1 – December 31 (Grant submittal deadline is May 15)

_____ January 1 – June 30 (Grant submittal deadline is Nov.15)

If an organization or program meets Western Digital's eligibility requirements referenced above and wishes to be considered for a charitable contribution they will need to submit the following documents:

- A formal request on the organization's letterhead which includes:
 - A description of the organization, its name, address, telephone number, email address, web site address, and Executive Director's contact name
 - A brief statement of purpose or objectives of the organization
 - Specific dollar amount of request with an explanation of how the funds will be used
- A completed "Grant Summary Request" form
- A copy of the organization's most recent tax-exempt ruling statement from the IRS (Does not pertain to educational institutions)
- A list of the board of directors, or board of trustees, and their affiliations

WD Foundation 33-0769372
Form 990-PF, Part XV, Line 2(b) & 2(d)

- A list of current corporate sponsors
- The most recent financial report showing the overall budget of the organization, including income and expenses for the last two years and the year in which the contribution is being sought. If the donation request pertains to an event or program, a budget specific to that event is ALSO required.
- Please do not include video/audio with your grant request package.

**WDC Foundation
FEIN 33-0769372
As of July 1, 2011**

STATEMENT 3

Part XV Line 3a - Grants and Contributions Paid During the Year

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Abode Services	Sunrise Village Emergency Shelter, 40849 Fremont Blvd , Fremont, CA 94538	501 (C)		15,000
Achievement Institute of Scientific Studi	1621 Bullard Lane, Santa Ana, CA 92705	501 (C)		10,000
Action Works	PO Box 1877, Berthoud, CO 80513	501 (C)		7,500
Alameda County Healthcare Foundation	Youth Violence Prevention Program, 1411 East 31st St , Oakland, CA. 94602	501 (C)		5,000
Almaden Hills United Methodist Church	1200 Blossom Hill Road, San Jose, CA 95118	501 (C)		6,000
Altona Middle School	1601 Hallet Peak Drive, Longmont, CO 80503	501 (C)		2,100
Altona Middle School	1601 Hallet Peak Drive, Longmont, CO 80503	501 (C)		2,500
Alzheimer's Family Services Center		501 (C)		5,000
	9481 Indianapolis Ave, Huntington Beach, CA 92646			
American Cancer Society	Attn Daffodil Days, 1940 E Deere Ave , Ste 100, Santa Ana, CA. 92705	501 (C)		10,000
American Heart Association	START O C Heart Walk, 4600 Campus Drive, Irvine, CA 92617	501 (C)		5,000
American Red Cross	Orange County Chapter, 601 North Goden Circle Dr , Santa Ana, CA 92705	501 (C)		111,718
America's Second Habitat		501 (C)		25,000
	601 North Golden Circle Drive, Santa Ana, CA 92705			
Art & Creativity for Healing	26079 Getty Drive, Laguna Niguel, CA 92677	501 (C)		5,000
Aspiranet	400 Oyster Point Blvd, Suite 601, South San Francisco, CA 94080	501 (C)		5,000
Assistance League of Santa Ana	1037 W First Street, Santa Ana, CA 92703	501 (C)		2,500
Attention Homes	3080 Broadway, Suite C, Boulder, CO 80304	501 (C)		5,000
Ballet San Jose	40 N 1st Street, San Jose, CA 95113	501 (C)		10,000
Bananas, Inc	5832 Claremont Ave, Oakland, CA 94618	501 (C)		5,000
Berryessa Education Foundation	1376 Piedmont road, San Jose, Ca 95132	501 (C)		5,000
Big Brothers Big sisters of Orange County	14131 Yorba St , Ste 200, Tustin, CA 92780	501 (C)		2,500
Boys & Girls Clubs Capo Valley	1 Via Positiva, San Juan Capistrano, CA 92675	501 (C)		2,000
Boys and Girls Club of Stanton	11060 Cedat Street, Stanton, CA 90680	501 (C)		5,000
Boys and Girls Club of the Harbor Area	2131 Tustin Avenue, Costa Mesa, CA 92627	501 (C)		23,240
Boys Town California	2740 N Grand Ave, 2nd Floor, Santa Ana, CA 92705	501 (C)		4,000
Breakthrough Silicon Valley	1636 Park Ave, San Jose, CA 95126	501 (C)		10,000
Catholic Charities of Santa Clara County	545 Wool Creek Drive, San Jose, CA 95112	501 (C)		10,000
Center for Jewish Campus Life	PO Box 20526, Stanford, CA 95309	501 (C)		5,000
Chaboya Middle School	3276 Carlona Drive, San Jose, CA 95135	501 (C)		10,000
Child Advocates of Silicon Valley	509 Valley Way, Milpitas, CA 95035	501 (C)		10,000
Children's Maritime Foundation	4676 Lake View Ave , Suite 109-E, Yorba Linda, CA 92886-9933	501 (C)		5,000
Children's Vision First	1007 General Kennedy Ave , #210, San Francisco, CA 94129	501 (C)		10,000
Colette's Children's Home	17301 Beach Blvd, Suite 23, Huntington Beach, CA 92647	501 (C)		5,000
Colorado State University		501 (C)		500
	1301 Campus Delivery, Fort Collins, CO 80523-1301			
Community Actio Partnership of Orange Cou	11870 Monarch Street, Garden Grove, CA 92841	501 (C)		5,000
Community Resources for Independent Livin	439 A Street, Hayward, CA 94541	501 (C)		7,500
Concept 7	The Empowering Education Program, 3100 Harbor Blvd, #200, Santa Ana, CA 92704	501 (C)		5,000
Cupertino High School Robotics Team	10100 Finch Ave, Cupertino, CA 95014	501 (C)		2,500
Davis Magnet School	1050 Arlington Drive, Costa Mesa, CA 92626	501 (C)		5,000
Discovery Science Center	2500 North Main Street, Santa Ana, CA 92705	501 (C)		15,000
Downtown College Prep	1460 The Alameda, San Jose, CA 95126	501 (C)		5,000
Eaglebots Oak Grove High School After Clu	285 Blosson Hill Road, San Jose, CA 95123	501 (C)		5,000
Easter Seals Bay Area	180 W Grand, Suite 300, Oakland, CA 94612	501 (C)		5,000
Eden Information & Referral, Inc	2-1-1 Program, 570 B Street, Hayward, CA 94541	501 (C)		5,000
Evergreen Valley High School Robotics Tea	3300 Quimby Road, San Jose, CA 96148	501 (C)		2,500
Families Forward	Transitional Housing Program, 9221 Irvine, Blvd , Irvine, CA 92618	501 (C)		5,000

STATEMENT 4

WDC Foundation
FEIN 33-0769372
As of July 1, 2011

STATEMENT 3

Part XV Line 3a - Grants and Contributions Paid During the Year

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Family Giving Tree	608 Valley Way, Milpitas, CA 95035	501 (C)		1,102
First Robotics Competition Team	42668 Larwick Street, Fremont, CA 94539	501 (C)		2,500
Foothill High School Robotics Club	4375 Foothill Road, Pleasanton, CA 94588	501 (C)		3,500
Friends for Youth, Inc		501 (C)		4,000
	1741 Broadway, First Floor, Redwood City, CA 94063			
Friends of Children's Museum La Habra	301 S Euclid Street, La Habra, CA 90631	501 (C)		6,000
Friends of Guadalupe River Park & Gardens	428 Coleman Ave, San Jose, CA 96110	501 (C)		7,500
Girls, Inc	1815 Anaheim Ave, Costa Mesa, CA 92627	501 (C)		5,000
Giving Children Hope	We've Got Your Back, 8332 Commonwealth Ave , Buena Park, CA 90621	501 (C)		5,000
Goodwill of Orange county	410 North Fairview, Santa Ana, CA 92703	501 (C)		5,000
Habitat for Humanity		501 (C)		8,000
	Orange County, 2200 S Ritchey, Santa Ana, CA 92705			
Homestead High School Robotics Team	21370 Homestead Road, Cupertino, CA 96014	501 (C)		5,000
Homework House	161 South Orange Street, Orange, CA 92868	501 (C)		5,000
IEEE OC Section / Savant Company Inc	PO Box 51330, Irvine, CA 92619	501 (C)		1,000
Imagine Developmental Disabilities Center	1400 Dixon Street, Lafayette, CO 80028	501 (C)		10,000
InnVision the Way Home	974 Willow Street, San Jose, CA 95125	501 (C)		10,000
Inside the Outdoors	200 Kelms Drive, Costa Mesa, CA 92626	501 (C)		10,000
Intercambio	4735 Walnut Street, Suite B, Boulder, CO 80301	501 (C)		10,000
Irvine Public Schools Foundation	18522 Macarthur Blvd, #200, Irvine, CA 92612	501 (C)		2,500
Irvine Valley College Foundation	Astounding Inventions 2008, 5500 Irvine Center Dr , Irvine, CA 92618	501 (C)		1,000
JW House	3850 Homestead Road, Santa Clara, CA 95050	501 (C)		10,000
Kidpower Teenpower Fullpower	PO Box 2163, Castro Valley, CA 94546	501 (C)		10,000
Laura's House		501 (C)		5,000
	999 Corporate Dr , Suite 225, Ladera Ranch, CA 92694			
Lawrence Hall of Science	University of California, Berkely, CA 94720-5200	501 (C)		5,000
Leland High School Robotics Team	Leland High School, 6677 Amden Ave , San Jose, CA 95120	501 (C)		5,000
Level Playing Field Institute		501 (C)		10,000
	543 Howard Street, 8th Floor, San Francisco, CA 94106			
Longmont Emergency Unit	1737 Little Bear Drive, Longmont, CO 80604	501 (C)		10,000
Lynbrook Robotics	Team 846, 1280 Johnson Ave , San Jose, CA 95129	501 (C)		5,000
Mariposa Women & Family Center	812 W Town Country Road, Orange, CA 92868	501 (C)		10,000
Meadow Park Foundation	17 Bayview, Irvine, CA 92614	501 (C)		3,000
Mercy House	P O Box 1905, Santa Ana, CA. 92702	501 (C)		7,500
Monta Vista High School Robotics Team	21640 McClellan Road, Cupertino, CA 96014	501 (C)		2,500
National University	9181 Towne Centre Drive, Suite 101, San Diego, CA 92122	501 (C)		5,000
New Directions for Women	2607 Willo Lane, Costa Mesa, CA 92627	501 (C)		2,500
NOVA Academy	2609 W 6th Street, Santa Ana, CA 92703	501 (C)		5,000
Oakland Digital Arts & Literacy Center	1224 Harrison Street, Oakland, CA 94612	501 (C)		5,000
OC Community Housing Corp	1833 E 17th, Ste 207, Santa Ana, CA 92705-8629	501 (C)		5,000
One OC / OCCRC Fund	1901 E 4th Street, Suite 100, Santa Ana, CA 92705	501 (C)		650
Orange County Child Abuse Prevention Cent	500 S Main Street, Suite 1100, Orange, CA 92666	501 (C)		15,000
Orange County Coast Keeper		501 (C)		5,000
	3151 Airway Ave, Suite F-110, Costa Mesa, CA 92626			
Orange County Ronald McDonald House	383 South Batavia Street, Orange, CA 92868	501 (C)		15,000
Orange County United Way	File 51041, Los Angeles, CA 90074-1041	501 (C)		1,200
Outreach United Resource Ctr	303 Atwood Street, Longmont, CO 80501	501 (C)		5,000
Palm Desert High School Band Boosters	93570 Phylis Jackson Lane, Palm Desert, CA 92260	501 (C)		750
Parker ElementarySchool	7929 New Avenue, Oakland, CA 94605	501 (C)		5,000
Project Access		501 (C)		3,500
	4029 Westerly Pl, Suite 113, Newport Beach, CA 92660			
Project Dignity	12020 Chapman Ave, PMB #257, Garden Grove, CA 92840	501 (C)		7,000
Project Hope School Foundation	343 E Grove Avenue, Orange CA, 92865	501 (C)		5,000

STATEMENT 4

WDC Foundation
FEIN 33-0769372
As of July 1, 2011

STATEMENT 3

Part XV Line 3a - Grants and Contributions Paid During the Year

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Project Tomorrow	Science Docent Program, 15707 Rockfield Blvd , Suite 330, Irvine, CA 92618	501 (C)		5,000
Prospect High School Robotics Team	1426 Vallejo Dr , San Jose, CA 95130	501 (C)		2,500
Rebuilding Together Silicon Valley	April Project San Jose, P O Box 21990, San Jose, CA 95151-1996	501 (C)		10,000
Ronald McDonald House	520 Sand Hill Road, Palo Alto, CA 94304-2001	501 (C)		5,000
Safe Shelter of St. Vrain Valley	Po Box 231, Longmont, CO 80502	501 (C)		8,000
San Jose State Tower Foundation	One Washington Square, San Jose, CA 95192-0257	501 (C)		10,000
Science Buddies	59 Silver Birch Lane, Danville, CA 94506	501 (C)		10,000
Second Harvest Food Bank	750 Curtner Avenue, San Jose, CA 95125	501 (C)		450
Serve the People	1206 East 17th St., Suite 204, Santa Ana, CA 92701	501 (C)		17,500
Shea Center	26284 Oso Road, San Juan Capistrano, CA 92675	501 (C)		5,000
Society of Women Engineers	Orange County Section, P O Box 53746, Irvine, CA 92619-3746	501 (C)		2,500
St Anselm's Cross-Cultural Community Cen	11277 Garden Grove Blvd, 2nd Floor, Garden Grove, CA 92843	501 (C)		3,500
St Elizabeth's Day Home	950 St Elizabeth Drive, San Jose, CA 95126	501 (C)		12,500
Stand Up for Kids	PO Box 14395, Irvine, CA 92623-4398	501 (C)		5,000
Stanford University OSO	Stanford University, Bldg 60, Room 214, MC 2063, Stanford, CA 94305	501 (C)		4,000
Susan G Komen for the Cure	Passionately Park Day 2008, 5005 LBJ Freeway, Suite 250, Dallas, TX 75244	501 (C)		17,186
Symphony Silicon Valley	PO Box 790, San Jose, CA 95108	501 (C)		2,500
The Bay Area After-School All Stars	514 Valley Way, Milpitas, CA 95035	501 (C)		5,000
The Carriage House Community Table	1120 1/2 Pine Street, Boulder, CO 80302	501 (C)		5,000
The Inn Between of Longmont, Inc	250 Kimbark Street, Longmont, CO 80501	501 (C)		8,000
The Wooden Floor	1610 N Main Street, Santa Ana, CA 92705	501 (C)		5,000
THINK Together	2100 E Forth Street, Suite 200, Santa Ana, CA 92705	501 (C)		10,000
Thomas House Temporary Shelter	PO Box 2737, Garden Grove, CA 92842	501 (C)		10,000
Tucker Wildfire Sanctuary	39322 Modjeska Canyon Rd , Silverado, CA 92626	501 (C)		5,500
United Way of the Bay Area	1970 Broadway, Suite 600, Oakland, CA 94612	501 (C)		10,000
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		51,075
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		15,000
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		250
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		13,808
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		221,460
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		13,809
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		132,173
United Way Silicon Valley	1400 Parkmoor Avenue #250, San Jose, CA 95126	501 (C)		137,728
Us Too Gymnastics	25 Spectrum Pointe, Suite 405, Lake Forest, CA 92630	501 (C)		5,000
Valley Christian School	100 Skyway Dr , San Jose, CA 95111	501 (C)		5,000
Vital Link Orange County	PO Box 12064, Costa Mesa, CA 92627	501 (C)		5,000
Washington Hospital Healthcare Foundation	2000 Mowry Ave, Fremont, CA 94538	501 (C)		5,000
WD Caring Foundation Malaysia	Lot 3 Jalan SS8/6, Sungei Way Free Industrial Zone, 47300 Petaling Jaya, Selangor, Malaysia MY			30,195
WD Caring Foundation Thailand	140 Moo 2 Bang PA-In Indust Estate, Klongjig Bang Pa-In, Ayutthaya Thailand, TH 13160			254,220
WHW	711 W 17th Street, Costa Mesa, CA 92627	501 (C)		7,500
Women's Initiative	519 17th Street, Suite 110, Oakland, CA 94612	501 (C)		10,000
				<u>1,769,113</u>

STATEMENT 4

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **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-file 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 WD FOUNDATION	Employer identification number 33-0769372
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. 3355 MICHELSON DRIVE, SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. IRVINE CA 92612	

Enter the Return code for the return that this application is for (file a separate application for each return). **04**

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

- The books are in the care of ► **ROBERTA SWANSON**

Telephone No. ► **(949) 672-9967**FAX No. ► **(949) 672-7873**

- 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 **2/15/2012**, 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 **7/3/2010**, and ending **7/1/2011**

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	\$
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	\$
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.

For Paperwork Reduction Act Notice, see Instructions.

(HTA)

Form **8868** (Rev. 1-2011)