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

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

**2011**

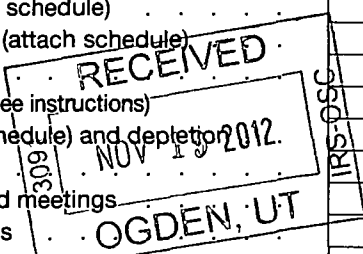
For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation <b>The William E. Connor Foundation</b>		A Employer identification number <b>32-0176090</b>
Number and street (or P O box number if mail is not delivered to street address) <b>990 So. Rock Blvd.</b>	Room/suite <b>F</b>	B Telephone number (see instructions) <b>775-856-2448</b>
City or town, state, and ZIP code <b>Reno, NV 89502</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 108,799</b>	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 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)	552,000			
	2	Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	3	Interest on savings and temporary cash investments	416	407	416	
	4	Dividends and interest from securities . . . . .	1,060	1,146	1,146	
	5a	Gross rents . . . . .				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	57			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2) . .		57		
	8	Net short-term capital gain . . . . .			57	
	9	Income modifications . . . . .				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold . . . . .				
	c	Gross profit or (loss) (attach schedule) . . . . .				
	11	Other income (attach schedule) . . . . .				
	12	<b>Total.</b> Add lines 1 through 11 . . . . .	553,533	1,610	1,619	
	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages . . . . .				
	15	Pension plans, employee benefits . . . . .				
	16a	Legal fees (attach schedule) . . . . .				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) . . . . .	176	176	176	176
	17	Interest . . . . .				
	18	Taxes (attach schedule) (see instructions)	28	84	84	84
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy . . . . .				
	21	Travel, conferences, and meetings . . . . .				
	22	Printing and publications . . . . .				
	23	Other expenses (attach schedule) . . . . .	74	74	74	74
	24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	276	334	334	334
25	Contributions, gifts, grants paid . . . . .	647,200			647,200	
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	647,476	334	334	647,534	
27	Subtract line 26 from line 12:					
a	<b>Excess of revenue over expenses and disbursements</b>	-93,943				
b	<b>Net investment income</b> (if negative, enter -0-) . .		1,276			
c	<b>Adjusted net income</b> (if negative, enter -0-) . .			1,285		



<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .				
	<b>2</b>	Savings and temporary cash investments . . . . .		214,389	20,853	20,853
	<b>3</b>	Accounts receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>4</b>	Pledges receivable ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>5</b>	Grants receivable . . . . .				
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .				
	<b>8</b>	Inventories for sale or use . . . . .				
	<b>9</b>	Prepaid expenses and deferred charges . . . . .				
	<b>10a</b>	Investments—U.S. and state government obligations (attach schedule) . . . . .				
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .				
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b>	Investments—land, buildings, and equipment: basis ▶ . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
<b>12</b>	Investments—mortgage loans . . . . .					
<b>13</b>	Investments—other (attach schedule) <i>See Huntington Bank Schedule</i> . . . . .		0	99,518	87,945	
<b>14</b>	Land, buildings, and equipment: basis ▶ . . . . .					
	Less: accumulated depreciation (attach schedule) ▶ . . . . .					
<b>15</b>	Other assets (describe ▶ . . . . .)					
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .		214,389	120,371	108,798	
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .				
	<b>18</b>	Grants payable . . . . .				
	<b>19</b>	Deferred revenue . . . . .				
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b>	Other liabilities (describe ▶ . . . . .)				
	<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>					
	<b>24</b>	Unrestricted . . . . .				
	<b>25</b>	Temporarily restricted . . . . .				
	<b>26</b>	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.</b>					
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .				
	<b>28</b>	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds . . . . .	214,389	120,371		
	<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .				
	<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	214,389	120,371		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	214,389
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-93,943
<b>3</b>	Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	120,446
<b>5</b>	Decreases not included in line 2 (itemize) ▶ <i>N/D penalty &amp; interest \$73.83 and rounding, \$1</i> . . . . .	<b>5</b>	75
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	120,371

**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.)
<b>1a</b>	LT Capital Gains Dividend - Franklin Templeton Global Bond Fd	P	7/25/11	n/a
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 57		0	57	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		<b>2</b>	57
<b>3</b>	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 instructions). If (loss), enter -0- in Part I, line 8 . . . . . }		<b>3</b>	57

**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.

(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))
2010	371,362	335,218	1.11
2009	484,301	395,880	1.22
2008	435,600	62,157	7.01
2007	199,972	893	223.93
2006			
<b>2</b>	Total of line 1, column (d) . . . . .		<b>2</b> 233.27
<b>3</b>	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 . . . . .		<b>3</b> 58.32
<b>4</b>	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .		<b>4</b> 134,281
<b>5</b>	Multiply line 4 by line 3 . . . . .		<b>5</b> 7,831,268
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		<b>6</b> 13
<b>7</b>	Add lines 5 and 6 . . . . .		<b>7</b> 7,831,281
<b>8</b>	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.		<b>8</b> 647,476

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		<b>13</b>
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		<b>0</b>
<b>3</b>	Add lines 1 and 2	<b>3</b>		<b>13</b>
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		<b>0</b>
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		<b>13</b>
<b>6</b>	Credits/Payments:			
<b>a</b>	2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>		
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		<b>0</b>
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		<b>0</b>
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		<b>13</b>
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <b>Refunded</b>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		✓
<b>b</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)? <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>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> 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>		✓
<b>3</b> 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>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> 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>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Nevada		
<b>b</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? <i>If "No," attach explanation</i>	✓	
<b>9</b> 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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

<b>11</b>	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)	<b>11</b>		✓
<b>12</b>	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<b>12</b>		✓
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<b>13</b>	✓	
Website address ► <b>N/A</b>				
<b>14</b>	The books are in care of ► <b>Global Executive Management Services</b>	Telephone no. ►	<b>775-856-2448</b>	
	Located at ► <b>990 So. Rock Blvd. Suite F, Reno, NV</b>	ZIP+4 ►	<b>89502-4149</b>	
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here. . . . .	►	<input type="checkbox"/>	
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	<b>15</b>		
<b>16</b>	At any time during calendar year 2011, 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? . . . . .	<b>16</b>	Yes	No
	See 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
<b>1a</b>	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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 instructions)? . . . . .	<b>1b</b>	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>		
<b>c</b>	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 2011? . . . . .	<b>1c</b>	✓
<b>2</b>	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)):		
<b>a</b>	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions.) . . . . .	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2011 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 <i>Schedule C, Form 4720</i> , to determine if the foundation had excess business holdings in 2011.) . . . . .	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	✓
<b>b</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 2011?	<b>4b</b>	✓

**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 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 instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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**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 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
William E. Connor II 65, 18-22 Tak Fung St. Hung Hom, Kowloon, H.K.	Director	-0-	-0-	-0-
James E. Gagnon 65, 18-22 Tak Fung St. Hung Hom, Kowloon, H.K.	Secretary	-0-	-0-	-0-
Susan L. Skidmore 990 So. Rock Blvd. Suite F, Reno, NV 89502	President	-0-	-0-	-0-
Terri L. Darling 990 So. Rock Blvd. Suite F, Reno, NV 89502	Treasurer	-0-	-0-	-0-

**2** Compensation of five highest-paid employees (other than those included on line 1—see 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
N/A - no employees				

**Total** number of other employees paid over \$50,000 ☐ **NONE**

**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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A - none		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>NONE</b>

**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
<b>1</b> TO OPERATE EXCLUSIVELY AND TO RECEIVE AND ADMINISTER FUNDS FOR CHARITABLE AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) AND RELATED REGULATIONS. AND TO:	
<b>2</b> DISTRIBUTE FUNDS TO SUCH CHARITIES AT SUCH TIMES AND IN SUCH AMOUNTS AS MAY BE DETERMINED BY THE FOUNDATION CONSISTENT WITHIN THE CODE.	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments** (see instructions)

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

	Amount
<b>1</b> NONE	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	45,639
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	90,687
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	-0-
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	136,326
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	136,326
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	2,045
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	134,281
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	6,714

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	6,714
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5 . . . . .	<b>2a</b>	13
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	13
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	6,701
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	6,701
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	6,701

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	647,476
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	647,476
<b>5</b>	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 instructions) . . . . .	<b>5</b>	13
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	647,461

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				<b>6,701</b>
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			<b>0</b>	
<b>b</b> Total for prior years: 20____, 20____, 20____		<b>0</b>		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .		<b>199,927</b>		
<b>c</b> From 2008 . . . . .		<b>432,515</b>		
<b>d</b> From 2009 . . . . .		<b>464,557</b>		
<b>e</b> From 2010 . . . . .		<b>354,629</b>		
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	<b>1,451,628</b>			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <b>647,476</b>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			<b>0</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		<b>0</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				<b>6,701</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>640,760</b>			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>0</b>			
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>2,092,388</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2012.</b> Subtract lines 7 and 8 from line 6a . . . . .	<b>2,092,388</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .		<b>199,927</b>		
<b>b</b> Excess from 2008 . . . . .		<b>432,515</b>		
<b>c</b> Excess from 2009 . . . . .		<b>464,557</b>		
<b>d</b> Excess from 2010 . . . . .		<b>354,629</b>		
<b>e</b> Excess from 2011 . . . . .		<b>640,760</b>		

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

**2a** 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	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>b</b> 85% of line 2a . . . . .				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b> "Assets" alternative test—enter:				
<b>(1)</b> Value of all assets . . . . .				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .				
<b>b</b> "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed . . . . .				
<b>c</b> "Support" alternative test—enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .				
<b>(3)</b> Largest amount of support from an exempt organization . . . . .				
<b>(4)</b> 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 instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

- 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.

N/A

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
Hillside School, 404 Robin Hill Road Marlborough, MA 01752		School	Fund operational shortfalls and student activities	100,000
Marshall School of Business, Univ of So California Los Angeles, CA 90089		School	Support education and research	5,000
Middlesex School, 1400 Lowell Road, Concord, MA 01742		School	Support operational shortfalls and student activities	100,000
The Harvard Scholarship Fund, 600 Atlantic Avenue, 13th Floor, Boston, MA 02210		School	Support education and research	25,000
The Marvelwood School, 476 Skiff Mountain Road, Kent, CT 06757		School	Fund operational shortfalls	200,000
The Stanford Fund		School	Support operations	5,000
UCLA Foundation, 10920 Wilshire Blvd Suite 1400, Los Angeles, CA 90024		501(c)(3)	Support cardiothoracic transplantation development	200,000
CHP 11-99 Foundation, 2244 No State College Blvd, Fullerton, CA 92831-1361		501(c)(3)	Provide benefits and scholarships to CHP family members	1,000
The Stanford Fund, Building 10, Main Quadrangle, Stanford, CA 94039		School	Support education and research	5,000
Rancho Cielo Youth Campus, P O Box 6948, Salinas, CA 93912		501(c)(3)	Support at risk youth programs	5,000
National Automobile Museum, 10 So Lake Street, Reno, NV 89501		501(c)(3)	Support museum operations	1,000
Hospice of the Western Reserve, 300 East 185th Street, Cleveland, OH 44119		501(c)(3)	Support operations to provide palliative end-of-life care, care-giver support	200
<b>Total</b>				<b>647,200</b>
<b>b Approved for future payment</b>				
<b>Total</b>				

**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		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions )
<b>1</b>	Program service revenue:					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments . . . . .					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities . . . . .					
<b>5</b>	Net rental income or (loss) from real estate:					
<b>a</b>	Debt-financed property . . . . .					
<b>b</b>	Not debt-financed property . . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income . . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory					
<b>9</b>	Net income or (loss) from special events . . . . .					
<b>10</b>	Gross profit or (loss) from sales of inventory . . . . .					
<b>11</b>	Other revenue: <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e) . . . . .					
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e) . . . . .					

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

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

[illegible]

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

[illegible]

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

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

11/15/12  
Date

**Treasurer/Controller**  
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐ if self-employed

PTIN
------

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

**The William E. Connor Foundation, Inc.**  
**32-0176090**  
**2011 Form 990-PF**

**Supplemental Schedule: Part I**

Line 16c:	Investment Management Fees	<u>\$176</u>
Line 18:		
column a:	Federal excise tax on 2010 investment income	<u>\$28</u>
columns b - d:	Federal excise tax on 2010 investment income	\$28
	Foreign taxes on investment income	<u>56</u>
	Total line 18 - Taxes	<u>\$84</u>
Line 23:	Bank service charges	\$49
	Business registration fee	<u>25</u>
	Total line 23 - Other Expenses	<u>\$74</u>

HUNTINGTON NATIONAL BANK  
200 PUBLIC SQUARE  
CLEVELAND, OH 44114

## Huntington Wealth Advisors

DECEMBER 01, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: WEC FDN  
ACCOUNT NUMBER: 1540001272

|||||

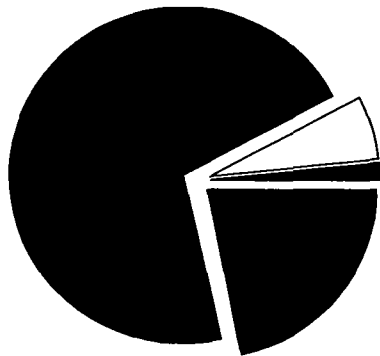
WILLIAM E CONNOR II  
990 SO. ROCK BLVD, SUITE F  
RENO, NV 89502

ACCOUNT NAME.	THE WILLIAM E CONNOR FOUNDATION INC CHAPMAN & CHAPMAN ADVISORS LLC GEORGE B CHAPMAN III 440/287-7603
RELATIONSHIP MANAGER.	GREGORY KLUCHER 216-515-6532 GREG.KLUCHER@HUNTINGTON.COM
INVESTMENT OFFICER.	NO INV AUTHORITY

### ACCOUNT SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	91,985.08	0.00
INTEREST/DIVIDENDS	768.05	1,074.44
OTHER CASH RECEIPTS	0.00	100,000.00
DISBURSEMENTS AND FEES	7.71	176.25
REALIZED GAIN/LOSS	57.47	57.47
CHANGE IN MARKET VALUE	3,419.33	11,572.10
ENDING MARKET VALUE	89,383.56	89,383.56

### ASSET ALLOCATION SUMMARY



	MARKET VALUE	PERCENT
CASH AND EQUIVALENTS	1,438.07	1.6%
EQUITIES	5,480.00	6.1%
MUTUAL FUNDS-EQUITIES	63,222.78	70.8%
MUTUAL FUNDS-FIXED TAXABLE	19,242.71	21.5%
Total	89,383.56	100.0%

*89,383.56*



DECEMBER 01, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: WEC FDN  
ACCOUNT NUMBER: 1540001272**PORTFOLIO DETAIL**

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
<b>CASH AND EQUIVALENTS</b>				
1,438.070	608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	1,438.07	0.10	1,438.07
<b>TOTAL</b>	<b>CASH AND EQUIVALENTS</b>	1,438.07	0.10	1,438.07
<b>EQUITIES</b>				
<b>MISCELLANEOUS</b>				
250.000	78463X798 SPDR S&P BRIC 40 ETF	5,480.00	2.86	6,909.90
<b>TOTAL</b>	<b>MISCELLANEOUS</b>	5,480.00	2.86	6,909.90
<b>TOTAL</b>	<b>EQUITIES</b>	5,480.00	2.86	6,909.90
<b>MUTUAL FUNDS-EQUITIES</b>				
<b>MISCELLANEOUS</b>				
200.000	06738C778 IPATH DOW JONES UBS COMMODITY INDEX TOTAL RETURN ETN	8,448.00	0.00	9,955.40
625.000	464285105 ISHARES GOLD TRUST	9,518.75	0.00	9,806.19
145.000	464286657 ISHARES MSCI BRIC INDEX FUND	5,259.15	2.25	6,875.86
145.000	464286665 ISHARES MSCI PACIFIC EXCLUDING JAPAN INDEX FUND	5,644.85	4.41	6,926.64
145.000	464287234 ISHARES MSCI EMERGING MARKETS INDEX FUND	5,501.30	2.13	6,914.95
78.000	464287291 ISHARES S&P GLBL TECH SECTOR	4,579.38	0.99	4,918.68
50.000	464287507 ISHARES S&P MIDCAP 400 INDEX FUND	4,380.50	1.27	4,948.00
92.000	464287523 ISHARES PHLX SOX SEMICONDUCTOR SECTOR INDEX FUND	4,544.80	0.84	5,041.60
66.000	464287804 ISHARES S&P SMALLCAP 600 INDEX FUND	4,507.80	1.02	4,922.94
145.000	464288430 ISHARES S&P ASIA 50 INDEX ETF	5,676.75	2.98	6,833.85
93.000	46429B663 ISHARES TRUST HIGH DIVIDEND EQUITY FUND	5,161.50	1.65	4,900.17
<b>TOTAL</b>	<b>MISCELLANEOUS</b>	63,222.78	1.46	72,044.28
<b>TOTAL</b>	<b>MUTUAL FUNDS-EQUITIES</b>	63,222.78	1.46	72,044.28



DECEMBER 01, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: WEC FDN  
ACCOUNT NUMBER: 1540001272**PORTFOLIO DETAIL ( CONTINUED )**

QUANTITY	DESCRIPTION	MARKET VALUE	YIELD TO MKT	COST BASIS
<b>MUTUAL FUNDS-FIXED TAXABLE</b>				
920.258	693390700 PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	10,003.20	3.30	10,172.15
746.929	880208400 FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS	9,239.51	5.13	10,391.26
<b>TOTAL</b>	<b>MUTUAL FUNDS-FIXED TAXABLE</b>	19,242.71	4.18	20,563.41
<b>GRAND TOTAL ASSETS</b>		89,383.56	2.11	100,955.66

CASH/EQWY 1,438.07  
Part II 99,517.59

**TRANSACTION DETAIL**

DATE	QUANTITY	DESCRIPTION	TRANSACTION TYPE	CASH	COST BASIS
12/01/11		<b>BEGINNING BALANCE</b>		0.00	100,137.85
12/01/11		608993853 DIVIDEND ON HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT PAYABLE 12/01/2011	DIVIDEND	0.08	
12/05/11		693390700 DIVIDEND ON PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS PAYABLE 12/01/2011 EFFECTIVE 12/01/2011 DIVIDEND REINVEST DATE 11/30/2011	DIVIDEND	29.37	
12/05/11	2.724	693390700 PURCHASED 2.724 SHS PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS ON 12/01/2011 AT 10.78 FOR REINVESTMENT	BUY	29.37-	29.37
12/19/11		880208400 LONG TERM CAPITAL GAINS DIVIDEND ON 727.414 SHS FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS AT 0.79 PER SHARE PAYABLE 12/19/2011 EX DATE 12/15/2011	DIVIDEND	57.47	
12/19/11	4.688	880208400 PURCHASED 4.688 SHS FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS ON 12/19/2011 AT 12.26 FOR REINVESTMENT	BUY	57.47-	57.47
12/19/11		880208400 DIVIDEND ON 727.414 SHS FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS AT 2.499 PER SHARE PAYABLE 12/19/2011 EX DATE 12/15/2011	DIVIDEND	181.78	

DECEMBER 01, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: WEC FDN  
ACCOUNT NUMBER: 1540001272

## TRANSACTION DETAIL ( CONTINUED )

DATE	QUANTITY	DESCRIPTION	TRANSACTION TYPE	CASH	COST BASIS
12/19/11	14 827	880208400 PURCHASED 14 827 SHS FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS ON 12/19/2011 AT 12 26 FOR REINVESTMENT	BUY	181 78-	181 78
12/29/11		78463X798 DIVIDEND ON 250 SHS SPDR S&P BRIC 40 ETF AT 23768 PER SHARE PAYABLE 12/29/2011 EX DATE 12/16/2011	DIVIDEND	59 42	
12/29/11		464287291 DIVIDEND ON 78 UNITS ISHARES S&P GLBL TECH SECTOR AT 33422 PER SHARE PAYABLE 12/29/2011 EX DATE 12/19/2011	DIVIDEND	26 07	
12/29/11		464288430 DIVIDEND ON 145 UNITS ISHARES S&P ASIA 50 INDEX ETF AT 715076 PER SHARE PAYABLE 12/29/2011 EX DATE 12/19/2011	DIVIDEND	103 69	
12/29/11		464286657 DIVIDEND ON 145 UNITS ISHARES MSCI BRIC INDEX FUND AT 27275 PER SHARE PAYABLE 12/29/2011 EX DATE 12/20/2011	DIVIDEND	39 55	
12/29/11		464286665 DIVIDEND ON 145 UNITS ISHARES MSCI PACIFIC EXCLUDING JAPAN INDEX FUND AT 973497 PER SHARE PAYABLE 12/29/2011 EX DATE 12/20/2011	DIVIDEND	141 16	
12/29/11		464287234 DIVIDEND ON 145 UNITS ISHARES MSCI EMERGING MARKETS INDEX FUND AT 346963 PER SHARE PAYABLE 12/29/2011 EX DATE 12/20/2011	DIVIDEND	50 31	
12/29/11		464287507 DIVIDEND ON 50 UNITS ISHARES S&P MIDCAP 400 INDEX FUND AT 360669 PER SHARE PAYABLE 12/29/2011 EX DATE 12/22/2011	DIVIDEND	18 03	
12/29/11		464287523 DIVIDEND ON 92 UNITS ISHARES PHLX SOX SEMICONDUCTOR SECTOR INDEX FUND AT 094205 PER SHARE PAYABLE 12/29/2011 EX DATE 12/22/2011	DIVIDEND	8 67	
12/29/11		464287804 DIVIDEND ON 66 UNITS ISHARES S&P SMALLCAP 600 INDEX FUND AT 243513 PER SHARE PAYABLE 12/29/2011 EX DATE 12/22/2011	DIVIDEND	16 07	

DECEMBER 01, 2011 TO DECEMBER 31, 2011

ACCOUNT NAME: WEC FDN  
ACCOUNT NUMBER: 1540001272

## TRANSACTION DETAIL ( CONTINUED )

DATE	QUANTITY	DESCRIPTION	TRANSACTION TYPE	CASH	COST BASIS
12/29/11		46429B663 DIVIDEND ON 93 UNITS ISHARES TRUST HIGH DIVIDEND EQUITY FUND AT 369194 PER SHARE PAYABLE 12/29/2011 EX DATE 12/22/2011	DIVIDEND	34 34	
12/29/11		693390700 DIVIDEND ON 914 763 SHS PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS AT 06506 PER SHARE PAYABLE 12/28/2011 EX DATE 12/28/2011 EFFECTIVE 12/28/2011	DIVIDEND	59 51	
12/29/11	5 495	693390700 PURCHASED 5 495 SHS PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS ON 12/28/2011 AT 10 83 FOR REINVESTMENT	BUY	59 51-	59 51
12/31/11	489 680	608993853 NET DEPOSIT HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	NET CASH MGMT	489 68-	489 68
12/31/11		NET FEES FOR THE PERIOD	NET FEE DISB	7 71-	
12/31/11		ENDING BALANCE		0.00	100,955.66

**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](http://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.*

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>The William E. Connor Foundation</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>32-0176090</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>990 So. Rock Blvd. Suite F</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Reno, NV 89502</b>	

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

0	4
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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	01	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 ▶ **Global Executive Management Services**

Telephone No. ▶ **775-856-2448**FAX No. ▶ **775-856-3099**

- 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 **August 15**, 20 **12**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶ ☒ calendar year 20 **11** or

▶ ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

**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

<b>3a</b> 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.	<b>3a</b>	\$	<b>0</b>
<b>b</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.	<b>3b</b>	\$	<b>0</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>0</b>

**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.

**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](http://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.*

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or <input type="checkbox"/>
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

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	01	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 ▶ \_\_\_\_\_

Telephone No. ▶ \_\_\_\_\_ 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 \_\_\_\_\_, 20\_\_\_\_, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶ ☐ calendar year 20\_\_\_\_ or

▶ ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

**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

<b>3a</b> 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.	<b>3a</b>	\$
<b>b</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.	<b>3b</b>	\$
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$

**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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Cat No 27916D

Form **8868** (Rev. 1-2012)

• 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).

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>The William E. Connor Foundation</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>32-0176090</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>990 So. Rock Blvd. Suite F</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>RENO, NV 89502</b>	

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	01	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

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

• The books are in the care of **Global Executive Management Services**

Telephone No. **(775) 856-2448** FAX No. **(775) 856-3099**

• 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 **November 15**, 20 **12**.
- 5 For calendar year **2011**, or other tax year beginning , 20 , and ending , 20 .
- 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 **Due to staffing shortages time has not permitted preparation of a complete and accurate return.**

<b>8a</b>	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.	<b>8a</b>	\$	<b>0</b>
<b>b</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 and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>0</b>
<b>c</b>	<b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>0</b>

**Signature and Verification must be completed for Part II only.**

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 ▶

*Jessie Kasey*

Title ▶ **Controller/Treasurer**

Date ▶

**7/30/12**