Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: W.W.W. FOUNDATION

A Employer identification number: 95-3694741

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

B Telephone number: (626)441-5188

City or town, state, and ZIP code: SOUTH PASADENA, CA 91030-2630

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 52,431,813.

J Accounting method: ☐ Cash ☒ Accrual ☐ 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 ▶ ☐

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	221,261.	221,261.		STATEMENT 1
	4	Dividends and interest from securities	741,756.	741,756.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	801,667.			
	b	Gross sales price for all assets on line 6a 11,729,703.				
	7	Capital gain net income (from Part IV, line 2)		801,667.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	73,422.	0.		STATEMENT 3
	12	**Total** Add lines 1 through 11	1,838,106.	1,764,684.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	7,006.	0.		7,006.
	b	Accounting fees STMT 5	30,000.	0.		30,000.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 6	624.	624.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	135.	0.		135.
	22	Printing and publications				
	23	Other expenses STMT 7	447,547.	89,185.		358,092.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	485,312.	89,809.		395,233.
	25	Contributions, gifts, grants paid	1,074,749.			1,523,530.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,560,061.	89,809.		1,918,763.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	278,045.			
	b	**Net investment income** (if negative, enter -0-)		1,674,875.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

123501 12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions** Form **990-PF** (2011)

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	8,911.	17,635.	17,635.
	2 Savings and temporary cash investments	1,256,783.	1,719,009.	1,719,009.
	3 Accounts receivable ▶ 119,638.			
	Less: allowance for doubtful accounts ▶		119,638.	119,638.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 10	3,075,288.	2,038,887.	2,038,887.
	b Investments - corporate stock STMT 11	26,628,402.	22,137,348.	22,137,348.
	c Investments - corporate bonds STMT 12	1,094,233.	7,425,436.	7,425,436.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	21,850,522.	18,953,056.	18,953,056.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 14)	2,832.	20,804.	20,804.
	16 **Total assets** (to be completed by all filers)	53,916,971.	52,431,813.	52,431,813.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	1,430,000.	985,906.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 15)	80,204.	93,961.	
	23 **Total liabilities** (add lines 17 through 22)	1,510,204.	1,079,867.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	47,960,912.	47,171,971.	
	25 Temporarily restricted	4,445,855.	4,179,975.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	52,406,767.	51,351,946.	
	31 **Total liabilities and net assets/fund balances**	53,916,971.	52,431,813.	

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	52,406,767.
2 Enter amount from Part I, line 27a	2	278,045.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	66,290.
4 Add lines 1, 2, and 3	4	52,751,102.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,399,156.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,351,946.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	11,729,703.		10,928,036.	801,667.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				801,667.

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 | 801,667.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } | 3 | N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,996,259.	48,831,707.	.040880
2009	2,752,998.	43,049,990.	.063949
2008	3,175,079.	52,889,219.	.060033
2007	3,221,598.	63,193,550.	.050980
2006	2,057,074.	58,280,279.	.035296

2	**Total** of line 1, column (d)	2	.251138
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	.050228
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	52,960,832.
5	Multiply line 4 by line 3	5	2,660,117.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,749.
7	Add lines 5 and 6	7	2,676,866.
8	Enter qualifying distributions from Part XII, line 4	8	1,918,763.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	33,498.
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	33,498.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income**. Subtract line 4 from line 3. If zero or less, enter -0-			5	33,498.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	50,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	50,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due**. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment**. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	16,502.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 16,502. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PEGINE GRAYSON Telephone no. ▶626-441-5188

Located at ▶625 SOUTH FAIR OAKS AVE, STE 360, SOUTH PASADENA, ZIP+4 ▶91030

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	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
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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 Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	X	
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? SEE STATEMENT 17	☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions. 3 NOT APPLICABLE	0.
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	31,621,659.
b	Average of monthly cash balances	1b	2,077,898.
c	Fair market value of all other assets	1c	20,067,785.
d	**Total** (add lines 1a, b, and c)	1d	53,767,342.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	53,767,342.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	806,510.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,960,832.
6	**Minimum investment return**. Enter 5% of line 5	6	2,648,042.

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

1	Minimum investment return from Part X, line 6			1	2,648,042.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	33,498.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	33,498.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,614,544.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,614,544.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,614,544.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,918,763.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,918,763.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	1,918,763.

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
1 Distributable amount for 2011 from Part XI, line 7				2,614,544.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			1,569,774.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,918,763.				
a Applied to 2010, but not more than line 2a			1,569,774.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				348,989.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,265,555.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED 00 5075				1,269,700.
SEE SCHEDULE ATTACHED 00 5111				253,830.
Total			▶ 3a	1,523,530.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	221,261.	
4 Dividends and interest from securities			14	741,756.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	73,422.	
8 Gain or (loss) from sales of assets other than inventory			14	801,667.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,838,106.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,838,106.

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

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

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Ryan Grayson | 8/1/12 | ▶ Secretary

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KYLE WEBSTER, CPA	Kyle Webster	7/31/12		P00148175
Firm's name ▶ WHITTIER TRUST COMPANY			Firm's EIN ▶ 95-4195174	
Firm's address ▶ 1810 S FAIR OAKS, STE 200 SOUTH PASADENA, CA 91030			Phone no. 626-441-5111	

Form **990-PF** (2011)

123622
12-02-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1929 SHS AMER FINL GROUP	P	09/22/10	01/26/11
b	1145 SHS AMER FINL GROUP	P	09/22/10	01/28/11
c	209 SHS AMER FINL GROUP	P	09/22/10	02/07/11
d	75 SHS AMER FINL GROUP	P	09/22/10	02/08/11
e	1642 SHS AMER FINL GROUP	P	09/22/10	03/28/11
f	1000000 SHS FHLB 5.75 8/15/11	P	08/15/01	08/15/11
g	10000 SHS GOLD 6.125	P	10/26/10	07/20/11
h	3710 SHS ISHARES S&P 500	P	09/07/05	05/12/11
i	395 SHS KIMCO REALTY	P	08/23/10	04/27/11
j	1184 SHS KIMCO REALTY	P	08/23/10	05/04/11
k	2605 SHS KIMCO REALTY	P	08/23/10	05/05/11
l	816 SHS KIMCO REALTY	P	08/23/10	05/06/11
m	6250 SHS PUBLIC STORAGE 6.35	P	07/19/11	09/28/11
n	2500 SHS PUBLIC STORAGE 6.5	P	04/05/11	06/06/11
o	1500 SHS PUBLIC STORAGE 6.5	P	04/05/11	06/07/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	48,246.		48,224.	22.
b	28,625.		28,624.	1.
c	5,225.		5,224.	1.
d	1,875.		1,874.	1.
e	40,944.		41,050.	-106.
f	1,000,000.		1,000,000.	0.
g	249,701.		250,000.	-299.
h	499,913.		459,780.	40,133.
i	9,877.		9,875.	2.
j	29,632.		29,600.	32.
k	65,206.		65,125.	81.
l	20,461.		20,400.	61.
m	157,144.		156,250.	894.
n	64,525.		62,500.	2,025.
o	38,624.		37,500.	1,124.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				22.
b				1.
c				1.
d				1.
e				-106.
f				0.
g				-299.
h				40,133.
i				2.
j				32.
k				81.
l				61.
m				894.
n				2,025.
o				1,124.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1000 SHS PUBLIC STORAGE 6.5	P	04/05/11	06/08/11
b	2000 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/12/11
c	1500 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/13/11
d	1485 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/14/11
e	1392 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/18/11
f	3623 SHS PUBLIC STORAGE 6.5	P	10/04/10	01/19/11
g	15000 SHS QWEST 7.375 6/1/51	P	06/01/11	06/27/11
h	4935 SHS QWEST 7.5 09/15/2051	P	09/14/11	11/02/11
i	2565 SHS QWEST 7.5 09/15/2051	P	09/14/11	11/03/11
j	10902.36 SHS RES 5.5 12/25/17	P	03/12/09	11/28/11
k	10920.44 SHS RES 5.5 12/25/17	P	03/12/09	12/30/11
l	11700.27 SHS RES 5.5 12/25/17	P	03/12/09	08/25/11
m	8362.87 SHS RES 5.5 12/25/17	P	03/12/09	09/26/11
n	7385.38 SHS RES 5.5 12/25/17	P	03/12/09	10/25/11
o	19237.32 SHS RES 5.5 12/25/17	P	03/12/09	05/25/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	25,564.		25,000.	564.
b	49,752.		50,000.	-248.
c	37,274.		37,500.	-226.
d	36,902.		37,125.	-223.
e	34,591.		34,800.	-209.
f	90,030.		90,575.	-545.
g	378,008.		375,000.	3,008.
h	124,900.		123,375.	1,525.
i	64,893.		64,125.	768.
j	10,902.		10,900.	2.
k	10,920.		10,917.	3.
l	11,700.		11,696.	4.
m	8,363.		8,360.	3.
n	7,385.		7,383.	2.
o	19,237.		19,232.	5.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				564.
b				-248.
c				-226.
d				-223.
e				-209.
f				-545.
g				3,008.
h				1,525.
i				768.
j				2.
k				3.
l				4.
m				3.
n				2.
o				5.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

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05-01-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	7810.42 SHS RES 5.5 12/25/17	P	03/12/09	07/25/11
b	10967.27 SHS RES 5.5 12/25/17	P	03/12/09	06/27/11
c	13177.44 SHS RES 5.5 12/25/17	P	03/12/09	01/25/11
d	9791.27 SHS RES 5.5 12/25/17	P	03/12/09	04/25/11
e	13249.22 SHS RES 5.5 12/25/17	P	03/12/09	02/25/11
f	12868.07 SHS RES 5.5 12/25/17	P	03/12/09	03/25/11
g	730 SHS SPDR S&P 500	P	07/13/10	02/11/11
h	2900 SHS SPDR S&P 500	P	10/22/03	02/11/11
i	4900 SHS SPDR S&P 500	P	05/07/03	02/11/11
j	3475 SHS SPDR S&P 500	P	01/11/05	02/11/11
k	5000 SHS SPDR S&P 500	P	11/01/07	02/11/11
l	4035 SHS SPDR S&P 500	P	09/07/05	02/11/11
m	6500 SHS SPDR S&P 500	P	12/09/10	02/11/11
n	5000 SHS TELEPHONE 7 3/15/16	P	03/21/11	05/03/11
o	2525 SHS TELE 6.875 11/15/59	P	11/16/10	07/06/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,810.		7,808.	2.
b	10,967.		10,964.	3.
c	13,177.		13,173.	4.
d	9,791.		9,789.	2.
e	13,249.		13,246.	3.
f	12,868.		12,865.	3.
g	96,964.		80,256.	16,708.
h	385,200.		300,664.	84,536.
i	650,855.		457,303.	193,552.
j	461,576.		411,162.	50,414.
k	664,138.		764,297.	-100,159.
l	535,959.		499,977.	35,982.
m	863,379.		804,505.	58,874.
n	125,952.		125,000.	952.
o	63,723.		63,125.	598.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				2.
b				3.
c				4.
d				2.
e				3.
f				3.
g				16,708.
h				84,536.
i				193,552.
j				50,414.
k				-100,159.
l				35,982.
m				58,874.
n				952.
o				598.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	728 SHS TELE 6.875 11/15/59	P	11/16/10	07/07/11
b	1747 SHS TELE 6.875 11/15/59	P	11/16/10	07/08/11
c	2075 SHS UNITED STATES CELL	P	05/09/11	08/31/11
d	3424 SHS UNITED STATES CELL	P	05/09/11	09/01/11
e	2001 SHS UNITED STATES CELL	P	05/09/11	09/02/11
f	100000 SHS UST 6.5 11/15/26	P	12/05/96	09/26/11
g	3762 SHS PARTNERRE LTD	P	06/08/11	08/24/11
h	11238 SHS PARTNERRE LTD	P	06/08/11	08/25/11
i	400 SHS PROCTER & GAMBLE	P	01/30/04	02/11/11
j	520 SHS AMERICAN EXPRESS	P	06/09/11	08/15/11
k	2510 SHS JUNIPER NETWORKS	P	08/30/10	07/11/11
l	1005 SHS JUNIPER NETWORKS	P	12/09/10	07/11/11
m	6690 SHS NATL SEMICONDUCTOR	P	02/02/11	05/05/11
n	875 SHS TJX COMPANIES	P	11/25/08	05/13/11
o	350 SHS TJX COMPANIES	P	12/09/10	05/13/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	18,345.		18,200.	145.
b	44,060.		43,675.	385.
c	52,823.		51,875.	948.
d	86,979.		85,600.	1,379.
e	50,746.		50,025.	721.
f	151,125.		100,833.	50,292.
g	94,612.		94,050.	562.
h	281,510.		280,950.	560.
i	25,924.		20,240.	5,684.
j	23,780.		25,331.	-1,551.
k	78,460.		67,838.	10,622.
l	31,415.		36,019.	-4,604.
m	161,694.		103,027.	58,667.
n	47,705.		18,233.	29,472.
o	19,082.		15,729.	3,353.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				145.
b				385.
c				948.
d				1,379.
e				721.
f				50,292.
g				562.
h				560.
i				5,684.
j				-1,551.
k				10,622.
l				-4,604.
m				58,667.
n				29,472.
o				3,353.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1355 SHS TEXAS INSTRUMENTS	P	02/02/10	04/05/11
b	540 SHS TEXAS INSTRUMENTS	P	12/09/10	04/05/11
c	100 SHS THERMO ELECT CORP	P	04/09/09	10/21/11
d	250 SHS THERMO ELECT CORP	P	12/31/08	10/21/11
e	55 SHS THERMO ELECT CORP	P	12/09/10	10/21/11
f	335 SHS THERMO ELECT CORP	P	06/30/05	10/21/11
g	595 SHS THERMO ELECT CORP	P	06/30/05	10/27/11
h	455 SHS THERMO ELECT CORP	P	12/09/10	01/14/11
i	1775 SHS ACCENTURE PLC	P	07/11/11	11/09/11
j	400 SHS UNION PACIFIC	P	03/31/09	08/08/11
k	485 SHS UNION PACIFIC	P	01/13/09	08/08/11
l	250 SHS UNION PACIFIC	P	01/13/09	06/22/11
m	2295 SHS UNITED PARCEL	P	01/04/11	06/22/11
n	940 SHS WAL MART STORES	P	12/09/10	01/11/11
o	800 SHS UTILITIES HOLDERS	P	08/08/11	12/15/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	47,145.		31,653.	15,492.
b	18,789.		18,225.	564.
c	5,286.		3,719.	1,567.
d	13,214.		8,539.	4,675.
e	2,907.		2,854.	53.
f	17,707.		10,892.	6,815.
g	30,242.		19,346.	10,896.
h	25,648.		23,614.	2,034.
i	100,821.		109,301.	-8,480.
j	35,251.		16,552.	18,699.
k	42,742.		21,221.	21,521.
l	25,613.		10,939.	14,674.
m	163,606.		166,835.	-3,229.
n	51,141.		51,142.	-1.
o	87,268.		76,896.	10,372.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				15,492.
b				564.
c				1,567.
d				4,675.
e				53.
f				6,815.
g				10,896.
h				2,034.
i				-8,480.
j				18,699.
k				21,521.
l				14,674.
m				-3,229.
n				-1.
o				10,372.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	165 SHS UTILITIES HOLDERS	P	11/09/11	12/15/11
b	1745 SHS COMPANHIA VALE	P	08/21/09	04/18/11
c	680 SHS COMPANHIA VALE	P	02/02/10	04/18/11
d	970 SHS COMPANHIA VALE	P	12/09/10	04/18/11
e	110 SHS VERIZON COMM	P	07/27/10	05/05/11
f	1170 SHS VERIZON COMM	P	12/09/10	05/05/11
g	1730 SHS VERIZON COMM	P	01/05/10	05/05/11
h	1085 SHS VERIZON COMM	P	08/04/10	05/05/11
i	180 SHS MCKESSON HBOC INC	P	12/09/10	01/14/11
j	365 SHS MEDCO HEALTH	P	12/09/10	01/14/11
k	1090 SHS MEDCO HEALTH	P	06/30/05	06/08/11
l	210 SHS MEDCO HEALTH	P	12/09/10	06/08/11
m	350 SHS MEDCO HEALTH	P	08/21/08	06/08/11
n	270 SHS MACY'S INC	P	03/19/08	08/08/11
o	1170 SHS MACY'S INC	P	12/09/10	08/08/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	17,999.		17,983.	16.
b	55,780.		35,703.	20,077.
c	21,737.		18,829.	2,908.
d	31,007.		32,359.	-1,352.
e	4,068.		3,156.	912.
f	43,266.		39,285.	3,981.
g	63,974.		54,019.	9,955.
h	40,123.		31,932.	8,191.
i	13,350.		12,118.	1,232.
j	23,613.		23,229.	384.
k	62,615.		29,273.	33,342.
l	12,063.		13,364.	-1,301.
m	20,106.		16,961.	3,145.
n	6,388.		6,295.	93.
o	27,682.		29,800.	-2,118.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				16.
b				20,077.
c				2,908.
d				-1,352.
e				912.
f				3,981.
g				9,955.
h				8,191.
i				1,232.
j				384.
k				33,342.
l				-1,301.
m				3,145.
n				93.
o				-2,118.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	697 SHS MICROSOFT CORP	P	09/11/07	05/05/11
b	1403 SHS MICROSOFT CORP	P	12/09/10	05/05/11
c	58 SHS MICROSOFT CORP	P	10/01/98	09/08/11
d	1027 SHS MICROSOFT CORP	P	12/09/10	09/08/11
e	800 SHS PG & E CORP	P	04/27/10	01/14/11
f	505 SHS PNC FINANCIAL	P	05/27/10	08/15/11
g	665 SHS PETROLEO BRASI	P	12/09/10	05/05/11
h	1030 SHS PETROLEO BRASI	P	07/15/09	05/05/11
i	635 SHS PETROLEO BRASI	P	08/04/10	05/05/11
j	450 SHS PHILIP MORRIS INTL	P	12/09/10	01/11/11
k	10 SHS LIFE TECH	P	08/07/08	01/14/11
l	540 SHS LIFE TECH	P	12/09/10	01/14/11
m	365 SHS LIFE TECH	P	04/09/09	08/08/11
n	975 SHS LIFE TECH	P	08/07/08	08/08/11
o	660 SHS JP MORGAN CHASE	P	06/04/07	08/24/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	17,906.		20,143.	-2,237.
b	36,044.		37,979.	-1,935.
c	1,521.		1,540.	-19.
d	26,927.		27,801.	-874.
e	37,747.		34,884.	2,863.
f	24,048.		32,471.	-8,423.
g	22,751.		22,098.	653.
h	35,238.		40,095.	-4,857.
i	21,725.		24,585.	-2,860.
j	25,164.		26,699.	-1,535.
k	551.		435.	116.
l	29,754.		28,204.	1,550.
m	14,074.		12,187.	1,887.
n	37,595.		42,377.	-4,782.
o	23,399.		34,118.	-10,719.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-2,237.
b				-1,935.
c				-19.
d				-874.
e				2,863.
f				-8,423.
g				653.
h				-4,857.
i				-2,860.
j				-1,535.
k				116.
l				1,550.
m				1,887.
n				-4,782.
o				-10,719.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	615 SHS JP MORGAN CHASE	P	06/04/07	06/16/11
b	1650 SHS INTEL CORP	P	06/30/06	02/02/11
c	675 SHS INTEL CORP	P	08/04/06	02/02/11
d	1370 SHS INTEL CORP	P	12/09/10	02/02/11
e	1100 SHS INTEL CORP	P	03/29/06	02/02/11
f	705 SHS FLUOR CORP	P	12/09/10	01/04/11
g	1765 SHS FLUOR CORP	P	02/02/10	01/04/11
h	125 SHS GENERAL ELECTRIC	P	08/04/06	10/21/11
i	75 SHS GENERAL ELECTRIC	P	06/30/06	10/21/11
j	240 SHS GENERAL ELECTRIC	P	09/17/01	10/21/11
k	1160 SHS GENERAL ELECTRIC	P	02/01/06	10/21/11
l	1275 SHS GENERAL ELECTRIC	P	03/18/04	10/21/11
m	435 SHS GOLDMAN SACHS	P	03/17/09	08/08/11
n	15 SHS GOLDMAN SACHS	P	03/17/09	05/19/11
o	210 SHS GOLDMAN SACHS	P	08/04/10	05/19/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	24,661.		31,792.	-7,131.
b	35,634.		31,482.	4,152.
c	14,578.		11,921.	2,657.
d	29,587.		29,932.	-345.
e	23,756.		21,890.	1,866.
f	45,108.		43,753.	1,355.
g	112,929.		83,960.	28,969.
h	2,029.		4,124.	-2,095.
i	1,217.		2,483.	-1,266.
j	3,895.		8,438.	-4,543.
k	18,826.		38,175.	-19,349.
l	20,693.		39,066.	-18,373.
m	49,225.		42,485.	6,740.
n	2,095.		1,465.	630.
o	29,327.		32,959.	-3,632.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-7,131.
b				4,152.
c				2,657.
d				-345.
e				1,866.
f				1,355.
g				28,969.
h				-2,095.
i				-1,266.
j				-4,543.
k				-19,349.
l				-18,373.
m				6,740.
n				630.
o				-3,632.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	265 SHS GOLDMAN SACHS	P	12/09/10	05/19/11
b	110 SHS HEALTH CARE	P	12/09/10	08/08/11
c	50 SHS ILLINOIS TOOL WKS	P	11/15/10	08/08/11
d	1015 SHS ILLINOIS TOOL WKS	P	12/09/10	08/08/11
e	1460 SHS AMERICAN WTR WORKS	P	04/19/11	11/09/11
f	584 SHS BANK OF AMERICA	P	06/16/08	06/09/11
g	1710 SHS BANK OF AMERICA	P	01/14/11	06/09/11
h	106 SHS BANK OF AMERICA	P	08/04/10	06/09/11
i	744 SHS BANK OF AMERICA	P	08/04/10	06/16/11
j	1626 SHS BANK OF AMERICA	P	12/09/10	06/16/11
k	874 SHS BANK OF AMERICA	P	12/09/10	06/23/11
l	4815 SHS BANK OF AMERICA	P	03/17/09	06/23/11
m	210 SHS BECTON DICKINSON	P	12/09/10	01/14/11
n	250 SHS BHP LTD ADR	P	12/09/10	08/08/11
o	2835 SHS CA INC.	P	02/02/10	08/08/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	37,008.		44,128.	-7,120.
b	4,623.		4,991.	-368.
c	2,162.		2,405.	-243.
d	43,898.		51,176.	-7,278.
e	44,942.		41,365.	3,577.
f	6,202.		16,288.	-10,086.
g	18,160.		26,163.	-8,003.
h	1,126.		1,508.	-382.
i	7,812.		10,587.	-2,775.
j	17,073.		20,601.	-3,528.
k	9,267.		11,074.	-1,807.
l	51,052.		29,385.	21,667.
m	17,360.		17,098.	262.
n	18,095.		22,309.	-4,214.
o	55,026.		62,852.	-7,826.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-7,120.
b				-368.
c				-243.
d				-7,278.
e				3,577.
f				-10,086.
g				-8,003.
h				-382.
i				-2,775.
j				-3,528.
k				-1,807.
l				21,667.
m				262.
n				-4,214.
o				-7,826.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

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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	1135 SHS CA INC.	P	12/09/10	08/08/11
b	90 SHS CELGENE CORP	P	09/11/07	01/14/11
c	1555 SHS CITIGROUP INC	P	06/23/11	08/24/11
d	415 SHS CITRIX SYSTEMS	P	12/09/10	07/27/11
e	1040 SHS CITRIX SYSTEMS	P	08/30/10	07/27/11
f	920 SHS CEMIG SA - SPONS ADR	P	12/09/10	01/14/11
g	525 SHS DEERE & CO	P	12/09/10	05/05/11
h	55 SHS DEERE & CO	P	09/21/09	05/05/11
i	260 SHS DIAGEO PLC	P	12/03/08	03/15/11
j	340 SHS DIAGEO PLC	P	12/09/10	03/15/11
k	320 SHS ENTERGY CORP	P	12/09/10	02/02/11
l	800 SHS ENTERGY CORP	P	02/02/10	02/02/11
m	75 SHS EXXON-MOBIL	P	07/16/09	02/11/11
n	25 SHS EXXON-MOBIL	P	03/11/08	02/11/11
o	75 SHS EXXON-MOBIL	P	07/17/07	02/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	22,030.		27,364.	-5,334.
b	5,168.		6,166.	-998.
c	43,279.		60,350.	-17,071.
d	29,428.		29,169.	259.
e	73,747.		60,661.	13,086.
f	16,399.		15,327.	1,072.
g	47,932.		42,383.	5,549.
h	5,021.		2,472.	2,549.
i	19,190.		13,848.	5,342.
j	25,095.		24,979.	116.
k	23,465.		22,331.	1,134.
l	58,662.		63,080.	-4,418.
m	6,217.		5,121.	1,096.
n	2,072.		2,156.	-84.
o	6,217.		6,699.	-482.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-5,334.
b				-998.
c				-17,071.
d				259.
e				13,086.
f				1,072.
g				5,549.
h				2,549.
i				5,342.
j				116.
k				1,134.
l				-4,418.
m				1,096.
n				-84.
o				-482.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	105 SHS DISNEY WALT CO	P	04/17/09	02/11/11
b	85 SHS DU PONT	P	07/21/10	02/11/11
c	55 SHS EMC CORP	P	01/30/04	02/11/11
d	100 SHS EMC CORP	P	02/12/07	02/11/11
e	200 SHS ENTERGY CORP	P	02/04/10	02/02/11
f	80 SHS DEERE & CO	P	09/21/09	05/11/11
g	75 SHS DEERE & CO	P	09/21/09	02/11/11
h	30 SHS DEVON ENERGY	P	12/15/05	02/11/11
i	50 SHS DEVON ENERGY	P	04/25/08	02/11/11
j	35 SHS DIAGEO PLC	P	03/11/09	02/11/11
k	80 SHS DIAGEO PLC	P	03/11/09	03/15/11
l	60 SHS CITRIX SYSTEMS	P	08/30/10	02/11/11
m	200 SHS CITRIX SYSTEMS	P	08/30/10	07/27/11
n	100 SHS COG TECH SOL	P	08/16/10	02/11/11
o	158 SHS COMCAST CL A	P	12/15/05	02/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,543.		2,165.	2,378.
b	4,621.		3,114.	1,507.
c	1,490.		777.	713.
d	2,710.		1,469.	1,241.
e	14,666.		15,430.	-764.
f	7,289.		3,596.	3,693.
g	7,126.		3,371.	3,755.
h	2,596.		1,984.	612.
i	4,327.		5,919.	-1,592.
j	2,699.		1,500.	1,199.
k	5,905.		3,429.	2,476.
l	4,193.		3,500.	693.
m	14,182.		11,666.	2,516.
n	7,491.		5,827.	1,664.
o	3,769.		2,829.	940.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,378.
b				1,507.
c				713.
d				1,241.
e				-764.
f				3,693.
g				3,755.
h				612.
i				-1,592.
j				1,199.
k				2,476.
l				693.
m				2,516.
n				1,664.
o				940.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	22 SHS COMCAST CL A	P	03/02/06	02/11/11
b	235 SHS CEMIG SA - SPONS ADR	P	07/28/09	02/11/11
c	155 SHS CEMIG SA - SPONS ADR	P	07/28/09	01/14/11
d	15 SHS CELGENE CORP	P	09/18/07	01/14/11
e	70 SHS CELGENE CORP	P	09/18/07	02/11/11
f	110 SHS CHEVRON	P	12/15/05	02/11/11
g	75 SHS CISCO SYS INC	P	07/06/06	02/11/11
h	15 SHS CISCO SYS INC	P	12/22/10	02/11/11
i	220 SHS CISCO SYS INC	P	07/25/08	02/11/11
j	125 SHS CISCO SYS INC	P	03/30/06	02/11/11
k	215 SHS CITIGROUP INC	P	06/23/11	08/24/11
l	100 SHS BOEING CO	P	11/15/10	02/11/11
m	5 SHS CVS CORP	P	01/22/10	02/11/11
n	175 SHS CVS CORP	P	01/07/10	02/11/11
o	165 SHS CA INC.	P	02/04/10	02/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	525.		402.	123.
b	3,762.		2,987.	775.
c	2,763.		1,970.	793.
d	861.		1,034.	-173.
e	3,629.		4,827.	-1,198.
f	10,624.		6,477.	4,147.
g	1,416.		1,469.	-53.
h	283.		294.	-11.
i	4,154.		4,959.	-805.
j	2,360.		2,754.	-394.
k	5,946.		8,344.	-2,398.
l	7,222.		6,387.	835.
m	164.		169.	-5.
n	5,743.		5,922.	-179.
o	4,080.		3,571.	509.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				123.
b				775.
c				793.
d				-173.
e				-1,198.
f				4,147.
g				-53.
h				-11.
i				-805.
j				-394.
k				-2,398.
l				835.
m				-5.
n				-179.
o				509.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

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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	545 SHS CA INC.	P	02/04/10	08/08/11
b	115 SHS AFLAC	P	11/17/09	02/11/11
c	55 SHS ABBOTT LABS	P	03/30/06	02/11/11
d	35 SHS ABBOTT LABS	P	01/07/10	02/11/11
e	95 SHS AMERICAN EXPRESS	P	04/28/10	02/11/11
f	70 SHS AMERICAN EXPRESS	P	06/09/11	08/15/11
g	40 SHS BECTON DICKINSON	P	04/13/09	01/14/11
h	30 SHS BECTON DICKINSON	P	12/15/05	02/11/11
i	20 SHS BECTON DICKINSON	P	04/13/09	02/11/11
j	65 SHS BERKSHIRE CLB	P	03/24/10	02/11/11
k	40 SHS BHP LTD ADR	P	05/05/10	02/11/11
l	20 SHS BHP LTD ADR	P	08/24/09	08/08/11
m	15 SHS BHP LTD ADR	P	05/05/10	08/08/11
n	195 SHS AMERICAN WTR WORKS	P	04/19/11	11/09/11
o	130 SHS AMERICAN WTR WORKS	P	02/02/11	02/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	10,508.		11,794.	-1,286.
b	6,531.		5,192.	1,339.
c	2,504.		2,352.	152.
d	1,593.		1,918.	-325.
e	4,438.		4,366.	72.
f	3,202.		3,410.	-208.
g	3,307.		2,700.	607.
h	2,432.		1,769.	663.
i	1,622.		1,350.	272.
j	5,478.		5,285.	193.
k	3,753.		2,757.	996.
l	1,436.		1,282.	154.
m	1,077.		1,034.	43.
n	6,003.		5,525.	478.
o	3,425.		3,402.	23.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-1,286.
b				1,339.
c				152.
d				-325.
e				72.
f				-208.
g				607.
h				663.
i				272.
j				193.
k				996.
l				154.
m				43.
n				478.
o				23.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	75 SHS APACHE CORP	P	03/02/06	02/11/11
b	30 SHS APPLE COMPUTER	P	02/04/10	02/11/11
c	25 SHS APPLE COMPUTER	P	04/28/10	02/11/11
d	280 SHS BANK OF AMERICA	P	01/14/11	02/11/11
e	160 SHS BANK OF AMERICA	P	06/23/08	02/11/11
f	40 SHS BANK OF AMERICA	P	01/14/11	06/09/11
g	90 SHS BANK OF AMERICA	P	03/18/09	06/09/11
h	195 SHS BANK OF AMERICA	P	08/05/10	06/09/11
i	325 SHS BANK OF AMERICA	P	03/18/09	06/16/11
j	785 SHS BANK OF AMERICA	P	03/18/09	06/23/11
k	150 SHS ILLINOIS TOOL WKS	P	11/15/10	08/08/11
l	135 SHS ILLINOIS TOOL WKS	P	11/15/10	02/11/11
m	225 SHS INTEL CORP	P	02/13/03	02/02/11
n	250 SHS INTEL CORP	P	01/13/03	02/02/11
o	165 SHS INTEL CORP	P	07/06/06	02/02/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,852.		5,214.	3,638.
b	10,680.		5,771.	4,909.
c	8,900.		6,537.	2,363.
d	4,110.		4,284.	-174.
e	2,349.		3,936.	-1,587.
f	425.		612.	-187.
g	956.		658.	298.
h	2,071.		2,750.	-679.
i	3,412.		2,376.	1,036.
j	8,323.		5,738.	2,585.
k	6,421.		7,216.	-795.
l	7,533.		6,494.	1,039.
m	4,859.		3,418.	1,441.
n	5,399.		4,360.	1,039.
o	3,563.		3,123.	440.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3,638.
b				4,909.
c				2,363.
d				-174.
e				-1,587.
f				-187.
g				298.
h				-679.
i				1,036.
j				2,585.
k				-795.
l				1,039.
m				1,441.
n				1,039.
o				440.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

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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	205 SHS INTEL CORP	P	11/13/02	02/02/11
b	25 SHS GILEAD SCIENCES	P	03/11/09	02/11/11
c	120 SHS GILEAD SCIENCES	P	01/07/10	02/11/11
d	40 SHS GOLDMAN SACHS	P	08/05/10	02/11/11
e	60 SHS GOLDMAN SACHS	P	03/18/09	08/08/11
f	55 SHS GOLDMAN SACHS	P	03/18/09	05/19/11
g	10 SHS GOLDMAN SACHS	P	08/05/10	05/19/11
h	445 SHS FLUOR CORP	P	02/04/10	01/04/11
i	70 SHS FREEPORT - MCMORAN	P	03/20/07	02/11/11
j	45 SHS GENERAL ELECTRIC	P	03/02/06	02/11/11
k	385 SHS GENERAL ELECTRIC	P	12/15/05	02/11/11
l	210 SHS GENERAL ELECTRIC	P	07/25/08	10/21/11
m	195 SHS GENERAL ELECTRIC	P	03/02/06	10/21/11
n	20 SHS GOOGLE INC.	P	04/25/08	02/11/11
o	110 SHS HEALTH CARE	P	07/16/10	02/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,427.		3,711.	716.
b	952.		1,105.	-153.
c	4,571.		5,399.	-828.
d	6,673.		6,226.	447.
e	7,063.		6,343.	720.
f	7,681.		5,814.	1,867.
g	1,397.		1,556.	-159.
h	28,472.		19,764.	8,708.
i	3,769.		2,155.	1,614.
j	956.		1,479.	-523.
k	8,178.		13,883.	-5,705.
l	3,408.		6,032.	-2,624.
m	3,165.		6,408.	-3,243.
n	12,361.		10,915.	1,446.
o	5,432.		4,763.	669.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				716.
b				-153.
c				-828.
d				447.
e				720.
f				1,867.
g				-159.
h				8,708.
i				1,614.
j				-523.
k				-5,705.
l				-2,624.
m				-3,243.
n				1,446.
o				669.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	15 SHS HEALTH CARE	P	07/16/10	08/08/11
b	85 SHS JP MORGAN CHASE	P	06/06/07	06/16/11
c	100 SHS JP MORGAN CHASE	P	06/06/07	08/24/11
d	235 SHS JP MORGAN CHASE	P	06/06/07	02/11/11
e	15 SHS JOHNSON & JOHNSON	P	01/30/04	02/11/11
f	50 SHS JOHNSON & JOHNSON	P	01/13/03	02/11/11
g	145 SHS JUNIPER NETWORKS	P	08/30/10	02/11/11
h	485 SHS JUNIPER NETWORKS	P	08/30/10	07/11/11
i	130 SHS LOWES COS	P	07/16/09	02/11/11
j	175 SHS MACY'S INC	P	04/25/08	02/11/11
k	135 SHS MACY'S INC	P	09/26/08	08/08/11
l	60 SHS MACY'S INC	P	04/25/08	08/08/11
m	65 SHS KRAFT FOODS	P	05/19/10	02/11/11
n	55 SHS LIFE TECH	P	08/08/08	02/11/11
o	85 SHS LIFE TECH	P	08/08/08	08/09/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	616.		649.	-33.
b	3,408.		4,298.	-890.
c	3,522.		5,056.	-1,534.
d	10,960.		11,881.	-921.
e	915.		802.	113.
f	3,050.		2,799.	251.
g	6,251.		3,919.	2,332.
h	15,161.		13,108.	2,053.
i	3,193.		2,598.	595.
j	4,273.		4,471.	-198.
k	3,252.		2,610.	642.
l	1,445.		1,533.	-88.
m	1,987.		1,973.	14.
n	2,962.		2,367.	595.
o	3,292.		3,659.	-367.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-33.
b				-890.
c				-1,534.
d				-921.
e				113.
f				251.
g				2,332.
h				2,053.
i				595.
j				-198.
k				642.
l				-88.
m				14.
n				595.
o				-367.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	100 SHS LIFE TECH	P	04/13/09	08/09/11
b	100 SHS LIFE TECH	P	08/08/08	01/14/11
c	65 SHS PHILIP MORRIS INTL	P	03/11/09	01/11/11
d	105 SHS PHILIP MORRIS INTL	P	03/11/09	02/11/11
e	85 SHS PRICE T ROWE GROUP	P	03/11/09	02/11/11
f	35 SHS PROCTER & GAMBLE	P	02/16/10	02/11/11
g	125 SHS PROCTER & GAMBLE	P	07/25/08	02/11/11
h	70 SHS PNC FINANCIAL	P	05/28/10	08/15/11
i	90 SHS PNC FINANCIAL	P	05/28/10	02/11/11
j	55 SHS PEPSICO INC	P	01/30/04	02/11/11
k	50 SHS PEPSICO INC	P	03/11/09	02/11/11
l	95 SHS PETROLEO BRASI	P	07/16/09	02/11/11
m	160 SHS PETROLEO BRASI	P	07/16/09	05/11/11
n	160 SHS PETROLEO BRASI	P	08/05/10	05/11/11
o	105 SHS MYLAN LABS	P	03/04/10	02/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,873.		3,354.	519.
b	5,510.		4,304.	1,206.
c	3,635.		2,195.	1,440.
d	6,233.		3,546.	2,687.
e	5,851.		2,144.	3,707.
f	2,268.		2,192.	76.
g	8,101.		8,046.	55.
h	3,334.		4,386.	-1,052.
i	5,817.		5,640.	177.
j	3,487.		2,604.	883.
k	3,170.		2,372.	798.
l	3,463.		3,764.	-301.
m	5,472.		6,340.	-868.
n	5,472.		6,184.	-712.
o	2,461.		2,241.	220.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				519.
b				1,206.
c				1,440.
d				2,687.
e				3,707.
f				76.
g				55.
h				-1,052.
i				177.
j				883.
k				798.
l				-301.
m				-868.
n				-712.
o				220.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } **3**

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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	260 SHS NATL SEMICONDUCTOR	P	02/02/11	02/11/11
b	920 SHS NATL SEMICONDUCTOR	P	02/02/11	05/11/11
c	25 SHS MCDONALDS CORP	P	12/15/05	02/11/11
d	70 SHS MCDONALDS CORP	P	01/11/11	02/11/11
e	10 SHS MCKESSON HBOC INC	P	03/11/09	02/11/11
f	65 SHS MCKESSON HBOC INC	P	04/01/09	02/11/11
g	25 SHS MCKESSON HBOC INC	P	04/01/09	01/14/11
h	60 SHS MEDCO HEALTH	P	08/29/08	01/14/11
i	180 SHS MEDCO HEALTH	P	12/15/05	06/08/11
j	48 SHS MEDCO HEALTH	P	11/12/02	06/08/11
k	40 SHS MEDCO HEALTH	P	12/15/05	02/11/11
l	30 SHS MEDCO HEALTH	P	08/29/08	02/11/11
m	35 SHS MICROSOFT CORP	P	11/13/02	02/11/11
n	265 SHS MICROSOFT CORP	P	01/30/04	02/11/11
o	290 SHS MICROSOFT CORP	P	11/13/02	05/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,999.		4,004.	-5.
b	22,409.		14,168.	8,241.
c	1,892.		876.	1,016.
d	5,298.		5,183.	115.
e	784.		347.	437.
f	5,099.		2,265.	2,834.
g	1,854.		871.	983.
h	3,882.		2,819.	1,063.
i	10,340.		5,093.	5,247.
j	2,757.		587.	2,170.
k	2,491.		1,132.	1,359.
l	1,868.		1,410.	458.
m	955.		965.	-10.
n	7,232.		7,327.	-95.
o	7,331.		7,998.	-667.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-5.
b				8,241.
c				1,016.
d				115.
e				437.
f				2,834.
g				983.
h				1,063.
i				5,247.
j				2,170.
k				1,359.
l				458.
m				-10.
n				-95.
o				-667.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	155 SHS MICROSOFT CORP	P	11/13/02	09/08/11
b	120 SHS SCHLUMBERGER LTD	P	12/15/05	02/11/11
c	35 SHS SIGMA ALDRICH	P	01/14/11	02/11/11
d	160 SHS SYSCO CORP	P	01/30/04	02/11/11
e	50 SHS TJX COMPANIES	P	03/11/09	02/11/11
f	170 SHS TJX COMPANIES	P	03/11/09	05/13/11
g	165 SHS VERIZON COMM	P	01/07/10	02/11/11
h	295 SHS VERIZON COMM	P	08/05/10	05/11/11
i	270 SHS VERIZON COMM	P	01/07/10	05/11/11
j	25 SHS UTILITIES HOLDERS	P	11/09/11	12/15/11
k	110 SHS UTILITIES HOLDERS	P	08/09/11	12/15/11
l	450 SHS COMPANHIA VALE	P	08/24/09	04/18/11
m	15 SHS COMPANHIA VALE	P	02/04/10	04/18/11
n	145 SHS COMPANHIA VALE	P	02/04/10	02/11/11
o	70 SHS WAL MART STORES	P	01/30/04	01/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,064.		4,275.	-211.
b	10,914.		6,044.	4,870.
c	2,182.		2,248.	-66.
d	4,491.		6,072.	-1,581.
e	2,510.		1,194.	1,316.
f	9,268.		4,060.	5,208.
g	5,996.		4,909.	1,087.
h	10,932.		8,722.	2,210.
i	10,006.		8,033.	1,973.
j	2,727.		2,725.	2.
k	11,999.		10,530.	1,469.
l	14,384.		9,319.	5,065.
m	479.		379.	100.
n	4,997.		3,660.	1,337.
o	3,808.		3,793.	15.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-211.
b				4,870.
c				-66.
d				-1,581.
e				1,316.
f				5,208.
g				1,087.
h				2,210.
i				1,973.
j				2.
k				1,469.
l				5,065.
m				100.
n				1,337.
o				15.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	105 SHS WAL MART STORES	P	11/13/02	01/11/11
b	100 SHS WAL MART STORES	P	01/13/03	02/11/11
c	25 SHS WAL MART STORES	P	12/15/05	02/11/11
d	5 SHS WAL MART STORES	P	01/30/04	02/11/11
e	35 SHS WELLPOINT INC.	P	01/14/11	02/11/11
f	135 SHS WELLS FARGO	P	01/14/11	02/11/11
g	125 SHS WELLS FARGO	P	12/15/05	02/11/11
h	245 SHS ACCENTURE PLC	P	07/11/11	11/09/11
i	315 SHS UNITED PARCEL	P	01/04/11	06/22/11
j	100 SHS UNITED PARCEL	P	01/04/11	02/11/11
k	80 SHS ACE LIMITED	P	10/27/10	02/11/11
l	35 SHS THERMO ELECT CORP	P	04/13/09	01/14/11
m	50 SHS THERMO ELECT CORP	P	03/11/09	01/14/11
n	80 SHS THERMO ELECT CORP	P	12/15/05	10/27/11
o	105 SHS THERMO ELECT CORP	P	12/15/05	10/21/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,713.		5,756.	-43.
b	5,559.		5,122.	437.
c	1,390.		1,233.	157.
d	278.		271.	7.
e	2,302.		2,231.	71.
f	4,506.		4,418.	88.
g	4,173.		3,986.	187.
h	13,916.		15,087.	-1,171.
i	22,456.		22,899.	-443.
j	7,516.		7,270.	246.
k	5,086.		4,840.	246.
l	1,973.		1,304.	669.
m	2,819.		1,678.	1,141.
n	4,066.		2,561.	1,505.
o	5,550.		3,362.	2,188.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-43.
b				437.
c				157.
d				7.
e				71.
f				88.
g				187.
h				-1,171.
i				-443.
j				246.
k				246.
l				669.
m				1,141.
n				1,505.
o				2,188.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

123591
05-01-11

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	55 SHS THERMO ELECT CORP	P	12/15/05	02/11/11
b	80 SHS 3M CO COM	P	08/05/10	02/11/11
c	7.6668 SHS TIME WARNER	P	02/12/07	02/11/11
d	107.3332 SHS TIME WARNER	P	01/30/04	02/11/11
e	85 SHS UNION PACIFIC	P	04/01/09	02/11/11
f	45 SHS UNION PACIFIC	P	03/11/09	02/11/11
g	120 SHS UNION PACIFIC	P	03/11/09	08/08/11
h	35 SHS UNION PACIFIC	P	03/11/09	06/22/11
i	70 SHS TARGET CORP	P	01/11/11	02/11/11
j	25 SHS TARGET CORP	P	02/12/07	02/11/11
k	20 SHS TARGET CORP	P	01/30/04	02/11/11
l	95 SHS TEVA PHARM	P	03/11/09	02/11/11
m	80 SHS TEXAS INSTRUMENTS	P	02/04/10	02/11/11
n	260 SHS TEXAS INSTRUMENTS	P	02/04/10	04/05/11
o	5 SHS NIKE	P	01/14/11	02/11/11

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,148.		1,761.	1,387.
b	7,273.		7,011.	262.
c	281.		344.	-63.
d	3,928.		3,965.	-37.
e	8,394.		3,541.	4,853.
f	4,444.		1,656.	2,788.
g	10,488.		4,417.	6,071.
h	3,586.		1,288.	2,298.
i	3,800.		3,869.	-69.
j	1,357.		1,553.	-196.
k	1,086.		762.	324.
l	4,870.		4,135.	735.
m	2,847.		1,813.	1,034.
n	9,046.		5,892.	3,154.
o	433.		421.	12.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,387.
b				262.
c				-63.
d				-37.
e				4,853.
f				2,788.
g				6,071.
h				2,298.
i				-69.
j				-196.
k				324.
l				735.
m				1,034.
n				3,154.
o				12.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	65 SHS NIKE	P	12/29/10	02/11/11
b	30 SHS ORACLE SYSTEMS	P	10/13/09	02/11/11
c	145 SHS PG & E CORP	P	04/28/10	01/14/11
d	0.999 SHS LEVEL 3 COMM INC.	P	10/05/07	11/17/11
e	64 SHS GENZYME	P	10/01/98	04/05/11
f	70 SHS GENZYME	P	11/23/99	04/05/11
g	66 SHS GENZYME	P	12/08/99	04/05/11
h	75 SHS GENZYME	P	02/29/00	04/05/11
i	35 SHS GENZYME	P	06/12/02	04/05/11
j	60 SHS CEPHALON INC	P	10/05/07	10/14/11
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,625.		5,579.	46.
b	1,000.		629.	371.
c	6,842.		6,308.	534.
d	20.		76.	-56.
e	4,890.		1,071.	3,819.
f	5,348.		1,275.	4,073.
g	5,042.		1,167.	3,875.
h	5,730.		2,154.	3,576.
i	2,674.		963.	1,711.
j	4,890.		4,623.	267.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				46.
b				371.
c				534.
d				-56.
e				3,819.
f				4,073.
g				3,875.
h				3,576.
i				1,711.
j				267.
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	801,667.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

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

SOURCE	AMOUNT
WHITTIER TRUST COMPANY	221,261.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	221,261.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WHITTIER TRUST COMPANY	741,756.	0.	741,756.
TOTAL TO FM 990-PF, PART I, LN 4	741,756.	0.	741,756.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	73,422.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	73,422.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,006.	0.		7,006.
TO FM 990-PF, PG 1, LN 16A	7,006.	0.		7,006.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	30,000.	0.		30,000.
TO FORM 990-PF, PG 1, LN 16B	30,000.	0.		30,000.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	624.	624.		0.
TO FORM 990-PF, PG 1, LN 18	624.	624.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION FEE	445,927.	89,185.		356,472.
FILING FEES	160.	0.		160.
INSURANCE	1,460.	0.		1,460.
TO FORM 990-PF, PG 1, LN 23	447,547.	89,185.		358,092.

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

DESCRIPTION	AMOUNT
CAPITAL GAIN PER BOOKS REPORTED ON 2010 FORM 990-PF	1,824.
CURRENT YEAR CHANGE IN DEFERRED TAX EXPENSE	64,466.
TOTAL TO FORM 990-PF, PART III, LINE 3	66,290.

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

DESCRIPTION	AMOUNT
ADJUSTMENT TO PARTNERSHIP INCOME REPORTED PER BOOKS	8,808.
UNREALIZED LOSSES	1,371,904.
CURRENT YEAR DEFERRED TAX EXPENSE	13,757.
ADJUSTMENT TO PRIOR YEAR GRANTS PAYABLE	4,687.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,399,156.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BONDS & NOTES-00 5075	X		1,626,171.	1,626,171.
US GOVT AGENCY OBLIGATIONS-00 5075	X		0.	0.
US TREASURY BONDS & NOTES-00 5111	X		205,266.	205,266.
US GOVT AGENCY OBLIGATIONS-00 5111	X		207,450.	207,450.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,038,887.	2,038,887.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,038,887.	2,038,887.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULES ATTACHED - CORP. STOCK	22,137,348.	22,137,348.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,137,348.	22,137,348.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - CORP. BONDS	2,721,492.	2,721,492.
FIXED INCOME TAXABLE	4,702,006.	4,702,006.
CORPORATE BONDS-ACCRUED INTEREST PURCHASED	1,938.	1,938.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,425,436.	7,425,436.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITTIER AGGRESSIVE	FMV	5,651,681.	5,651,681.
WHITTIER VALUE	FMV	9,035,865.	9,035,865.
WHTTIER INTERNATIONAL	FMV	3,175,556.	3,175,556.
WHITTIER AGGRESSIVE-LAYT	FMV	418,365.	418,365.
WHITTIER VALUE-LAYT	FMV	409,504.	409,504.
WHITTIER INTERNATIONAL-LAYT	FMV	262,085.	262,085.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,953,056.	18,953,056.

FORM 990-PF	OTHER ASSETS	STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAXES	2,832.	20,804.	20,804.
TO FORM 990-PF, PART II, LINE 15	2,832.	20,804.	20,804.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAXES PAYABLE	80,204.	93,961.
TOTAL TO FORM 990-PF, PART II, LINE 22	80,204.	93,961.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARCIA W. CONSTANCE 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 0.00	0.	0.	0.
WINIFRED W RHODES 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDE 0.00	0.	0.	0.
LINDA J. BLINKENBERG 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CFO/DIRECTOR 0.00	0.	0.	0.
ARLO G. SORENSEN 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 0.00	0.	0.	0.
BRYCE W. RHODES 625 S FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 17
PART VII-B, LINE 5C

GRANTEE'S NAME

VIOLENCE RESEARCH FOUNDATION

GRANTEE'S ADDRESS

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

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
10,000.	11/22/11	

PURPOSE OF GRANT

ALL FUNDS SHALL BE RESTRICTED TO PROGRAM SUPPORT.

RECEIVED
NOV 2 9 2011

WWW FOUNDATION

625 FAIR OAKS AVENUE
SUITE 360
SOUTH PASADENA, CALIFORNIA 91030
TEL (626) 441-5188
FAX (626) 441-3672

November 22, 2011

Mr. Ronald Steward
Executive Director
Red and Mary Hodges
Violence Research Foundation
27068 La Paz Road, #703
Aliso Viejo, CA 92656

Dear Mr. Steward:

The WWW Foundation is pleased to approve a grant in the amount of ***$10,000*** to the Red and Mary Hodges Violence Research Foundation for ***Program Support.***

Please return this agreement with the required signatures within seven days. The second agreement is for your records. An officer or the Executive Director must sign the Grant Agreement. The terms of the Grant Agreement shall be as follows:

1. All funds shall be restricted to ***Program Support.*** Any modification of the use of these funds must be approved in writing by the Foundation. In awarding this grant, the Foundation is not committing to any additional support of the Grantee in the future.

2. In compliance with Federal Tax Law, the Grantee agrees to acknowledge receipt of each grant check in writing within ten (10) days of receipt. This written acknowledgment shall contain the following information:

   a. date and amount of payment received
   b. name of the Grantee *(as it appears on the Grantee's Federal Exemption Letter)*
   c. name of the WWW Foundation.

3 Any portion of the Grant not expended for completion of the specific purpose or for an approved modification, shall be returned in full to the WWW Foundation.

4. Two written reports on the use of grant funds shall be submitted by July 31, 2012, and January 31, 2013. The reports shall include:

   a. Name and address of grantee
   b Date and amount of the grant
   c. Purpose of the grant
   d Description of the program *(goals, objectives, accomplishments, status, outcomes, challenges, future strategies)*
   e. Financial accounting *(expenditures, use of grant funds, any changes)*
   f. Confirmation that the Grantee has not diverted any portion of the grant funds from the purpose of the grant
   g. The dates of any interim reports provided by the Grantee during the grant period.

5. Violence Research Foundation may release information concerning the Grant in such ways as it deems appropriate. Should the Grantee wish to release any such information, copies of proposed releases and other material to be published shall be submitted to the Foundation for prior written approval.

6. The Grantee agrees that it will not expend any of the grant funds to :

   a. carry on propaganda or to otherwise attempt to influence legislation within the meaning of the Internal Revenue Code Section 4945(d)(1);

   b. influence the outcome of any specific public election, or carry on, directly or indirectly, any voter registration drive within the meaning of the Internal Revenue code Section 4945(d)(2);

   c. make a grant to an individual for study or travel;

   d. re-grant all or a portion of this grant; or

   e. undertake any activity for any purpose other than charitable, scientific or educational purposes.

7. Grantee will maintain records of receipts and expenditures associated with this grant and will make its books and records available to the Foundation at reasonable times upon request. These records shall be maintained by Grantee for at least four years after completion of the grant term.

We wish you every success in this shared endeavor.

As attested to by the following signatures, the terms of this grant are accepted by the Grantor and the Grantee.

Grantor
WWW Foundation
625 Fair Oaks Avenue, Suite 360
South Pasadena, CA 91030

By: ____________________
Signature

Name: Pegine Grayson

Title: Vice President
Whittier Trust Company
Philanthropic Services

Date: November 22, 2011

Grantee
Violence Research Foundation
27068 La Paz Road, #703
Aliso Viejo, CA 92656

By: ____________________
Signature

Name: RONALD E. STEWARD

Title: EXECUTIVE DIRECTOR
VIOLENCE RESEARCH
FOUNDATION

Date: NOVEMBER 28, 2011

WWW FOUNDATION

CONTRIBUTIONS PAID

AS OF DECEMBER 31, 2011

RECIPIENT/ADDRESS	TAX STATUS	PURPOSE	AMOUNT
The Arboretum Foundation 2300 Arboretum Drive East Seattle, WA 98112-2300	170(b)(1)(A)(vi)	Program Support	$10,000
Boys & Girls Club of Santa Barbara 632 East Canon Perdido Street Santa Barbara, CA 93101	170(b)(1)(A)(vi)	Program Support	$2,000
Californians for Population Stabilization 1129 State Street, Suite 3-D Santa Barbara, CA 93101	170(b)(1)(A)(vi)	General Operating Support	$10,000
Casa del Herrero Foundation 1387 E. Valley Road Santa Barbara, CA 93108	170(b)(1)(A)(vi)	General Operating Support	$15,000
Casa Esperanza Homeless Center PO Box 24116 Santa Barbara, CA 93103	170(b)(1)(A)(vi)	Project Healthy Neighbors	$10,000
Cate School 1960 Cate Mesa Road Carpinteria, CA 93015-5005	170(b)(1)(A)(vi)	Scholarship Support	$5,000
Cate School 1960 Cate Mesa Road Carpinteria, CA 93015-5005	170(b)(1)(A)(vi)	General Operating Support	$10,000
Charleston Symphony Orchestra 572 Savannah Hwy, Ste 100 Charleston, SC 29407	509(a)(2)	Subscription Concert Series in Memory of David and Karen Stahl	$50,000
Community Action Fund for Women in Africa 801 Cold Springs Road Santa Barbara, CA 93108	170(b)(1)(A)(vi)	Program Support	$10,000
The Community Environmental Council 26 Anapamu St. 2nd Foor Santa Barbara, CA 93109	170(b)(1)(A)(vi)	Program Support	$5,000
Conservation International 2011 Crystal Drive, Suite 500 Arlington, VA 22202	170(b)(1)(A)(vi)	General Operating Support	$15,000
Crane Country Day School 1795 San Leandro Lane Santa Barbara, CA 93108	170(b)(1)(A)(ii)	Program Support	$10,000

Crane Country Day School 1795 San Leandro Lane Santa Barbara, CA 93108	170(b)(1)(A)(ii)	Spring Auction - "Staffulty Attendance"	$2,000
Creative Visions Foundation 18820 Pacific Coast Highway, Suite 391 Malibu, CA 90265	170(b)(1)(A)(vi)	Village Beat Program Support	$75,000
Creative Visions Foundation 18820 Pacific Coast Highway, Suite 391 Malibu, CA 90265	170(b)(1)(A)(vi)	Program Support	$7,000
Elings Park 1298 Las Positas Rd. Santa Barbara, CA 93105	170(b)(1)(A)(vi)	Program Support	$10,000
Children's Discovery Foundation dba/ Funhouse Discovery Center 30 Pea Patch Lane Eastbound, WA 20195	170(b)(1)(A)(vi)	General Operating Support	$3,000
Future Leaders of America, Inc. 2140 Eastman Avenue Ventura, CA 93003	170(b)(1)(A)(vi)	Program Support	$5,000
Heal the Ocean PO Box 90106 Santa Barbara, CA 93109	170(b)(1)(A)(vi)	HTO Project - Santa Barbara;s Toxic Groundwater	$8,000
Heal the Ocean PO Box 90106 Santa Barbara, CA 93109	170(b)(1)(A)(vi)	General Operating Support	$1,400
Helen Woodward Animal Center PO Box 64 Rancho Santa Fe, CA 93109	170(b)(1)(A)(vi)	Install Solar Panels on the Equine Hospital and Club Pet Building	$20,000
Helen Woodward Animal Center PO Box 64 Rancho Santa Fe, CA 93109	170(b)(1)(A)(vi)	Spring Fling	$15,000
Helen Woodward Animal Center PO Box 64 Rancho Santa Fe, CA 93109	170(b)(1)(A)(vi)	General Operating Support	$450,000 X
Helen Woodward Animal Center PO Box 64 Rancho Santa Fe, CA 93109	170(b)(1)(A)(vi)	Hope Telethon	$5,000
Helen Woodward Animal Center PO Box 64 Rancho Santa Fe, CA 93109	170(b)(1)(A)(vi)	General Operating Support	$1,880
Historic Charleston Foundation PO Box 1120	170(b)(1)(A)(vi)	Program Support	$20,000

Charleston, SC 29402			
Hobart Shakespeareans 980 S. Hobart Blvd. Los Angeles, CA 90006	170(b)(1)(A)(vi)	General Operating Support	$5,000
Homeboy Industries 130 Bruno Street Los Angeles, CA 90012	170(b)(1)(A)(vi)	General Operating Support	$5,000
Institute for Justice 901 North Glebe Road, Suite 900 Arlington, VA 22203	170(b)(1)(A)(vi)	General Operating Support	$10,000
KWIAHT Centr for the Historical Ecology of the Salish Sea PO Box 415 Lopez Island, WA 98261	170(b)(1)(A)(vi)	General Operating Support	$2,000
Laguna Blanca School 4125 Paloma Drive Santa Barbara, CA 93110	170(b)(1)(A)(ii)	General Operating Support	$30,000
Laguna Blanca School 4125 Paloma Drive Santa Barbara, CA 93110	170(b)(1)(A)(ii)	Whittier Scholars	$50,000
Lakeside School 140501 1st Avenue NE Seattle, WA 98125	170(b)(1)(A)(ii)	General Operating Support	$5,000
The Land Trust for Santa Barbara County PO Box 91830 Santa Barbara, CA 93190-1830	170(b)(1)(A)(vi)	Franklin Trails Project	$20,000
The Land Trust for Santa Barbara County PO Box 91830 Santa Barbara, CA 93190-1830	170(b)(1)(A)(vi)	Franklin Trails Project	$5,000
Mendota Mdewakanton Dakota Community 1324 sibley Memorial Hwy Mendota, MN 55420	170(b)(1)(A)(vi)	Wodakota Foundation World Prayer and Peace Day	$5,000
Music Academy of the West 1070 Fairway Road Santa Barbara, CA 93108-2899	170(b)(1)(A)(vi)	Full Scholarship Program	$25,000
Newport Bay Naturalists and Friends PO Box 12403 Newport Beach, CA 92658	170(b)(1)(A)(vi)	General Operating Support	$5,000
A Noise Within 3352 E. Foothill Blvd. Pasadena, CA 91107	509(a)(2)	General Operating Support	$5,000
The Ocean Foundation 1990 M Street N.W.	170(b)(1)(A)(vi)	Program Support	$3,000

Washington, DC 20036			
The Ocean Foundation 1990 M Street N.W. Washington, DC 20036	170(b)(1)(A)(vi)	Surfers without Borders	$8,500
Ojain Foundation 9739 Ojai-Santa Paula Rd. Ojai, CA 93023	170(b)(1)(A)(vi)	Indigenous Cultures Film Project	$30,000
Opal Community Land Trust PO Box 1133 Eastsound, WA 98245	170(b)(1)(A)(vi)	General Operating Support	$15,000
Orcas Island Chamber Music Festival PO Box 646 Eastsound, WA 98245	509(a)(2)	General Operating Support	$10,000
Orcas Island Medical Center Association PO Box 515 Eastsound, WA 98245-0515	170(b)(1)(A)(vi)	General Operating Support	$5,000
Regents of the University of California, San Diego 9500 Gilman Drive, MC 0210 La Jolla, CA 92093-0210	170(b)(1)(A)(vi)	Scripps Institution of Oceanography SEABotix LBV 150 Project	$20,420
Regents of the University of California, San Diego 9500 Gilman Drive, MC 0210 La Jolla, CA 92093-0210	170(b)(1)(A)(vi)	Benthic Invertebrates Collecction Project	$10,000
Regents of the University of California, San Diego 9500 Gilman Drive, MC 0210 La Jolla, CA 92093-0210	170(b)(1)(A)(vi)	CNBC Program O/H Support	$5,000
Saint Francis Animal Center 900 Hyde Street 1208 San Francisco, CA 91109	170(b)(1)(A)(vi)	Public Awareness Campaign	$25,000
Saint Francis Animal Center 900 Hyde Street 1208 San Francisco, CA 91109	170(b)(1)(A)(vi)	Public Awareness Campaign	$5,000
San Diego Natural History Museum Po Box 121390 San Diego, CA 92112-1390	170(b)(1)(A)(vi)	General Operating Support	$10,000
San Juan Preservation Trust PO Box 327 Lopez, WA 98261	170(b)(1)(A)(vi)	General Operating Support	$9,500
Santa Barbara Botanic Garden 1212 Mission Canyon Road Santa Barbara, CA 93105	170(b)(1)(A)(vi)	350 Hours of Garden Staff Time	$10,000
Santa Barbara Maritime Museum	170(b)(1)(A)(vi)	Program Support	$5,000

113 Harbor Way Suite 190 Santa Barbara, CA 93109			
Santa Barbara Trails Council 3885 Cinco Amigos Santa Barbara, CA 93105	170(b)(1)(A)(vi)	General Operating Support	$15,000
Santa Barbara Zoological Foundation 500 Ninos Drive Santa Barbara, CA 93103-3798	170(b)(1)(A)(vi)	Program Support	$20,000
Seattle Academy of Arts and Sciences 1201 East Union Street Seattle, WA 98122	170(b)(1)(A)(ii)	General Operating Support	$10,000
Seatle Aquarium Society 1415 Western Avenue Seattle, WA 98101-2051	170(b)(1)(A)(vi)	General Operating Support	$10,000
Share Our Selves 1550 Superior Avenue Costa Mesa, CA 92627	170(b)(1)(A)(vi)	Program Support	$5,000
South Coast Rpertory Theatre, Inc. 100 Meeting Street Charleston, SC 29401-2299	170(b)(1)(A)(ii)	General Operating Support	$5,000
Stanford University Huang Engineering Center 475 Via Ortega Stanford, CA 94305-4121	170(b)(1)(A)(ii)	School of Engineering General Operating Support	$5,000
Teddy Bear Cancer Foundation 2320 Bath St. Ste 107 Santa Barbara, CA 93105	170(b)(1)(A)(vi)	Program Support	$3,000
Texas Hole Charities PO Box 3917 Farmington, NM 87499	170(b)(1)(A)(vi)	Wounded Warrior Project	$3,000
True Nature Society 35070 Highway 33 Maricopa, CA 93252	509(a)(2)	Quail Spring Center for Sustainability	$5,000
Regents of the University of California (Davis) One Shields Avenue Davis, CA 95616	170(b)(1)(A)(vi)	Sea Doc Society - General Operating Support	$5,000
Regents of the University of California (Davis) One Shields Avenue Davis, CA 95616	170(b)(1)(A)(vi)	Sea Doc Society - General Operating Support	$5,000
Regents of the University of California (Davis) One Shields Avenue Davis, CA 95616	170(b)(1)(A)(vi)	Sea Doc Society - General Operating Support	$15,000
Violence Research Foundation 27068 La Paz Road #703	501(c)(3)	Program Support	$10,000

Aliso Viejo, CA			
Whittier Institute for Diabetes 9894 Genessee Avenue, Suite 316 La Jolla, CA 92037	170(b)(1)(A)(iii)	General Operating Support	$5,000
Williams College 75 Park Street Williamstown, MA 01267	170(b)(1)(A)(ii)	General Operating Support	$10,000
Woodland Park Zoological Society 601 North 9th Street Seattle, WA 98103	170(b)(1)(A)(vi)	General Operating Support	$10,000
Yale University 157 Church Street New Haven, CT 06510-2100	170(b)(1)(A)(ii)	Medical School - General Operating Support	$10,000
Total Contributions Paid			**$1,269,700**

WWW FOUNDATION

FUTURE COMMITMENTS

AS OF January 1, 2012

RECIPIENT/ADDRESS	TAX STATUS	PURPOSE	AMOUNT	DATE APPROVED	PAYMENTS DUE	AMOUNT
Helen Woodward Animal Center	170(b)(1)(A)(vi)	General Operating Support	$ 2,250,000	4/13/2009	11/1/2009 pd	$ 450,000
PO Box 64					11/1/2010 pd	$ 450,000
Rancho Santa Fe, CA 92067					9/26/2011 pd	$ 450,000
					11/1/2012	$ 450,000
					11/1/2013	$ 450,000
Helen Woodward Animal Center	170(b)(1)(A)(vi)	Install Solar Panels on the Equine Hospital & Club Petting Building	$ 100,000	7/22/2011	7/22/2010 pd	$ 20,000
PO Box 64					2/23/2011 pd	$ 20,000
Rancho Santa Fe, CA 92067					7/23/2012	$ 20,000
					7/22/2013	$ 20,000
					7/22/2014	$ 20,000
Cate School	170(b)(1)(A)(iii)	General Operating Support	$ 50,000	11/22/2011	2/15/2012	$ 50,000
1960 Cate Mesa Road						
Carpinteria, CA 93015-5005						
The Santa Barbara Birth Center	170(b)(1)(A)(vi)	Subsidy Fund for those unable to pay full price	$ 5,000	11/22/2011	2/15/2012	$ 5,000
TOTAL FUTURE COMMITMENTS			$ 2,405,000		2012	$ 525,000
					2013	$ 470,000
					2014	$ 20,000

LAYT

Contributions Paid 2011

Payee Organization	Tax Status	Purpose	Amount
Challengers Boys and Girls Club 5029 South Vermont Avenue Los Angeles, CA 90037-0189 $253,830.00 2011	170 (b)(1)(A)(vi)	General Operating Support	$253,830
Grand Totals			$253,830

50,000 PY Accrual
203,830 CY Paid

Report Date:	*May 02, 2012*
Time Prepared:	*01:54:00 PM*
Requested By	*Myrna Dichosa*
Includes	*Account: 52 00 5075 0 0Z WWW FOUNDATION*

THE WHITTIER TRUST COMPANY

Account Holdings as of 12/31/2011

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	U.S. TREASURY BONDS & NOTES					
912810DW5	UST NTS 7 25 5-15-16	500,000 0000	512,977.01	128 242	641,210 00	12/30/2011
912810EP9	UST 7.125 2/15/23	250,000.0000	253,477 56	151.234	378,085 00	12/30/2011
912810EY0	UST 6.5 11/15/26	400,000 0000	403,313 33	151 719	606,876 00	12/30/2011
Total	**U.S. TREASURY BONDS & NOTES**	**1,150,000.0000**	**1,169,767.90**		**1,626,171.00**	
	CORPORATE BONDS & NOTES					
05565QBQ0	BP CAP 3 2 03/11/16	100,000 0000	101,628 16	104.802	104,802 00	12/30/2011
06406HBY4	BONY 3.55 9/23/2021	100,000.0000	100,416.00	101.444	101,444 00	12/30/2011
06739FFZ9	BAR 5.20% 7/10/14	100,000.0000	109,215 52	103 082	103,082.00	12/30/2011
079860AG7	BELL 5.20 9/15/14	100,000 0000	109,870.96	110 549	110,549.00	12/30/2011
084664BN0	BERKSH 2.45 12/15/15	100,000.0000	101,910.19	103 675	103,675.00	12/30/2011
14912L4V0	CATERP 1 375 5/20/14	100,000 0000	100,110.44	101 252	101,252.00	12/30/2011
24702RAP6	DELL 3.1 04/01/2016	100,000 0000	101,877.47	105 755	105,755.00	12/30/2011
263534CD9	DUPONT 1 95 01/15/16	100,000 0000	99,358.92	102.751	102,751 00	12/30/2011
36962GX41	GE 5 65 6/9/14	200,000 0000	201,846 68	108 362	216,724.00	12/30/2011
38143UAW1	GOLD 5 10/1/14	100,000 0000	107,497.98	101.367	101,367.00	12/30/2011
58155QAC7	MCKESSON 3 25 3/1/16	100,000 0000	102,813 79	105 832	105,832.00	12/30/2011
59022CAB9	MERRILL 6.22 9/15/26	125,000 0000	105,712 50	82 487	103,108.75	12/30/2011
637432MM4	NATL 1.125 11/1/13	100,000 0000	100,300.00	100 043	100,043.00	12/30/2011
724479AG5	PIT 5% 3/15/15	100,000.0000	107,431.02	105 774	105,774 00	12/30/2011
73755LAE7	POT 5.25 5/15/14	250,000 0000	253,754.51	109 75	274,375.00	12/30/2011
76110G2H3	RES 5.5 12/25/17	458,128 9200	458,023 92	102 063	467,580.12	12/30/2011
767201AJ5	RIO 1 875 11/02/15	100,000.0000	98,953.63	100 838	100,838 00	12/30/2011
89233P4H6	TOYOTA 1 375 8/12/13	100,000 0000	100,636 50	100 93	100,930.00	12/30/2011
902118BM9	TYCO 4.125 10/15/14	100,000.0000	106,135 92	106.579	106,579.00	12/30/2011
92344RAB8	VERIZON 4.75 10/1/13	100,000 0000	105,860.14	105 031	105,031 00	12/30/2011
Total	**CORPORATE BONDS & NOTES**	**2,633,128.9200**	**2,673,354.25**		**2,721,491.87**	
464287200	ISHARES S&P 500	11,595 0000	1,237,942.65	125 96	1,460,506 20	12/30/2011
464287226	ISHARES AGG BONDS	33,435 0000	3,498,007.42	110.25	3,686,208 75	12/30/2011
464287242	INV GRADE BOND ETF	4,520 0000	499,895 27	113 76	514,195 20	12/30/2011
464288638	ETF INTERMED CREDIT	4,680 0000	500 386 54	107 18	501,602 40	12/30/2011
	PREFERRED STOCK					
045488202	ASSOC BANC-CORP 8 0	6,250 0000	156,250 00	25 15	157,187.50	12/30/2011
05382A203	AVIVA 8 25 12/01/41	2,500 0000	62,500 00	25 12	62,800.00	12/30/2011
060505559	BANK AMER CORP	25,000 0000	625,000 00	21 96	549,000 00	12/30/2011
38144G184	GOLDMAN 6 5 11/01/61	7,500.0000	187,500 00	25 05	187,875.00	12/30/2011
48123A207	JPM CAPITAL XIX	5,000 0000	125,000 00	25 23	126,150 00	12/30/2011
48123W209	JPM CHASE	2,500 0000	62,500.00	25 42	63,550.00	12/30/2011
65339K506	NEXTERA 8.75 3/1/69	3,000.0000	75,000 00	28.95	86,850 00	12/30/2011
69352P889	PPL CAPITAL	9,000.0000	225,000 00	26 00	234,000 00	12/30/2011
929042869	VORNADO REALTY	1,250 0000	31,250.00	26.89	33,612.50	12/30/2011
929043602	VOR 7.875 9/30/39	10,000.0000	250,000 00	27.48	274,800.00	12/30/2011
		72,000.000	1,800,000.00		1,775,825.00	

Report Date	*May 02, 2012*		**THE WHITTIER TRUST COMPANY**
Time Prepared.	*01:54:00 PM*		
Requested By	*Myrna Dichosa*		
Includes	*Account: 34 73 5075 0 0Z*	*WWW FOUNDATION VALUE STRATEGY*	

Account Holdings as of 12/31/2011

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	US LARGE CAP EQUITIES					
00206R102	AT&T INC	2,650 0000	62,893 72	30 24	80,136 00	12/30/2011
013817101	ALCOA	2,650.0000	93,070 88	8.65	22,922 50	12/30/2011
025816109	AMERICAN EXPRESS	2,650.0000	109,306 15	47.17	125,000 50	12/30/2011
060505104	BANK OF AMERICA	2,650.0000	113,030 71	5 56	14,734 00	12/30/2011
097023105	BOEING CO	2,650 0000	117,408.87	73 35	194,377.50	12/30/2011
149123101	CATERPILLAR INC	2,650.0000	71,965.29	90 60	240,090 00	12/30/2011
166764100	CHEVRON	2,650.0000	221,538.14	106 40	281,960 00	12/30/2011
17275R102	CISCO SYS INC	2,650 0000	52,990.99	18 08	47,912 00	12/30/2011
191216100	COCA COLA CO	2,650.0000	149,984 21	69 97	185,420 50	12/30/2011
254687106	DISNEY WALT CO	2,650 0000	72,861 82	37 50	99,375.00	12/30/2011
263534109	DU PONT	2,650.0000	103,313 47	45 78	121,317 00	12/30/2011
30231G102	EXXON-MOBIL	2,650.0000	113,085 14	84 76	224,614.00	12/30/2011
369604103	GENERAL ELECTRIC	2,650.0000	111,916 58	17 91	47,461 50	12/30/2011
428236103	HEWLETT-PACKARD	2,650.0000	76,717 66	25 76	68,264.00	12/30/2011
437076102	HOME DEPOT	2,650.0000	126,412 12	42.04	111,406 00	12/30/2011
458140100	INTEL CORP	2,650.0000	105,687.45	24.25	64,262.50	12/30/2011
459200101	I B.M	2,650.0000	245,240 78	183.88	487,282 00	12/30/2011
46625H100	JP MORGAN CHASE	2,650.0000	85,590.22	33.25	88,112 50	12/30/2011
478160104	JOHNSON & JOHNSON	2,650 0000	118,645 52	65.58	173,787 00	12/30/2011
50075N104	KRAFT FOODS	2,650.0000	89,242.46	37 36	99,004 00	12/30/2011
580135101	MCDONALDS CORP	2,650 0000	88,686 25	100 33	265,874.50	12/30/2011
58933Y105	MERCK & CO	2,650.0000	91,892 91	37 70	99,905 00	12/30/2011
594918104	MICROSOFT CORP	2,650 0000	92,648 68	25 96	68,794.00	12/30/2011
717081103	PFIZER INC	2,650.0000	92,252 58	21 64	57,346.00	12/30/2011
742718109	PROCTER & GAMBLE	2,650.0000	113,210 14	66.71	176,781 50	12/30/2011
88579Y101	3M CO COM	2,650 0000	128,619 70	81.73	216,584.50	12/30/2011
89417E109	TRAVELERS	2,650 0000	118,318 79	59.17	156,800.50	12/30/2011
913017109	UTD TECHNOLOGIES	2,650 0000	75,442 17	73.09	193,688 50	12/30/2011
92343V104	VERIZON COMM	2,820 0000	94,020 33	40.12	113,138.40	12/30/2011
931142103	WAL MART STORES	2,650 0000	125,439 87	59 76	158,364.00	12/30/2011
Total	**US LARGE CAP EQUITIES**	**79,670.0000**	**3,261,433.60**		**4,284,715.40**	

Report Date	*May 02, 2012*		**THE WHITTIER TRUST COMPANY**
Time Prepared	*01:54:00 PM*		
Requested By.	*Myrna Dichosa*		
Includes	*Account: 42 82 5075 0 0Z*	*WWW FOUNDATION CORPORATE AMERICA*	

Account Holdings as of 12/31/2011

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	US LARGE CAP EQUITIES					
001055102	AFLAC	2,270 0000	107,827.29	43 26	98,200.20	12/30/2011
00130H105	AES CORP	9,075 0000	105,740 09	11 84	107,448 00	12/30/2011
00206R102	AT&T INC	5,715 0000	175,220.96	30.24	172,821 60	12/30/2011
002824100	ABBOTT LABS	4,895.0000	232,817.48	56 23	275,245.85	12/30/2011
021441100	ALTERA CORP	2,505 0000	103,768 37	37 10	92,935.50	12/30/2011
023135106	AMAZON.COM	275.0000	45,771 68	173 10	47,602.50	12/30/2011
025816109	AMERICAN EXPRESS	2,955 0000	134,519 89	47 17	139,387.35	12/30/2011
030420103	AMERICAN WTR WORKS	3,950.0000	104,928 70	31.86	125,847.00	12/30/2011
037411105	APACHE CORP	1,715.0000	146,875.34	90 58	155,344 70	12/30/2011
037833100	APPLE COMPUTER	1,315.0000	283,882.86	405 00	532,575 00	12/30/2011
060505104	BANK OF AMERICA	10,385.0000	72,279 60	5.56	57,740 60	12/30/2011
075887109	BECTON DICKINSON	1,205.0000	71,771 51	74 72	90,037.60	12/30/2011
084670702	BERKSHIRE CLB	1,490.0000	120,504 55	76.30	113,687.00	12/30/2011
097023105	BOEING CO	3,090 0000	207,530 32	73.35	226,651.50	12/30/2011
126650100	CVS CORP	5,090 0000	166,825 61	40 78	207,570 20	12/30/2011
14040H105	CAPITAL ONE	1,075.0000	48,873 25	42 29	45,461 75	12/30/2011
151020104	CELGENE CORP	1,700.0000	102,889.27	67 60	114,920.00	12/30/2011
166764100	CHEVRON	3,145 0000	212,879 68	106.40	334,628 00	12/30/2011
17275R102	CISCO SYS INC	11,515.0000	214,600.75	18 08	208,191.20	12/30/2011
192446102	COG TECH SOL	1,910.0000	108,706 19	64.31	122,832.10	12/30/2011
20030N101	COMCAST CL A	4,640 0000	93,879.48	23 71	110,014 40	12/30/2011
244199105	DEERE & CO	1,875 0000	107,201 36	77.35	145,031 25	12/30/2011
25179M103	DEVON ENERGY	1,990.0000	130,589 47	62 00	123,380.00	12/30/2011
254687106	DISNEY WALT CO	2,325 0000	57,690 18	37.50	87,187.50	12/30/2011
263534109	DU PONT	2,140 0000	84,878.84	45.78	97,969 20	12/30/2011
268648102	EMC CORP	7,880 0000	168,362 49	21.54	169,735.20	12/30/2011
278058102	EATON CORP	3,975.0000	185,403 88	43 53	173,031 75	12/30/2011
291011104	EMERSON ELECTRIC	2,590 0000	114,626.42	46 59	120,668.10	12/30/2011
30231G102	EXXON-MOBIL	5,290 0000	363,410 13	84 76	448,380.40	12/30/2011
35671D857	FREEPORT - MCMORAN	1,750 0000	51,139 70	36 79	64,382.50	12/30/2011
369604103	GENERAL ELECTRIC	8,115 0000	197,545 80	17.91	145,339 65	12/30/2011
375558103	GILEAD SCIENCES	3,810.0000	150,185 76	40 93	155,943.30	12/30/2011
38259P508	GOOGLE INC.	215 0000	113,086 56	645 90	138,868 50	12/30/2011
42217K106	HEALTH CARE	2,795.0000	121,191 31	54 53	152,411.35	12/30/2011
452308109	ILLINOIS TOOL WKS	2,484 0000	119,497 54	46.71	116,027 64	12/30/2011
46625H100	JP MORGAN CHASE	5,870.0000	261,750.49	33 25	195,177.50	12/30/2011
478160104	JOHNSON & JOHNSON	2,645 0000	145,426.27	65.58	173,459 10	12/30/2011
478366107	JOHNSON CTLS	2,610 0000	95,926.96	31 26	81,588.60	12/30/2011
50075N104	KRAFT FOODS	1,500.0000	45,676 33	37.36	56,040.00	12/30/2011
548661107	LOWES COS	3,335 0000	71,710.39	25.38	84,642.30	12/30/2011
55616P104	MACY'S INC	2,650.0000	52,773 87	32.18	85,277 00	12/30/2011
580135101	MCDONALDS CORP	2,275.0000	106,638.02	100.33	228,250 75	12/30/2011
58155Q103	MCKESSON HBOC INC	1,749.0000	76,012 25	77 91	136,264 59	12/30/2011
594918104	MICROSOFT CORP	5,315 0000	134,138.74	25.96	137,977 40	12/30/2011
628530107	MYLAN LABS	4,485.0000	95,698 89	21.46	96,248.10	12/30/2011
654106103	NIKE	1,740.0000	141,793 35	96.37	167,683 80	12/30/2011
68389X105	ORACLE SYSTEMS	6,765 0000	132,641 45	25.65	173,522 25	12/30/2011
693475105	PNC FINANCIAL	2,155 0000	132,752 86	57.67	124,278 85	12/30/2011
713448108	PEPSICO INC	2,675 0000	139,367 32	66 35	177,486.25	12/30/2011
718172109	PHILIP MORRIS INTL	2,450.0000	75,498 46	78.48	192,276 00	12/30/2011
74144T108	PRICE T ROWE GROUP	2,085.0000	86,370.34	56.95	118,740.75	12/30/2011
742718109	PROCTER & GAMBLE	3,795.0000	226,034 36	66.71	253,164.45	12/30/2011
747525103	QUALCOMM INC	2,215.0000	120,768 54	54.70	121,160.50	12/30/2011

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THE WHITTIER TRUST COMPANY

Account Holdings as of 12/31/2011

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
806857108	SCHLUMBERGER LTD	2,975 0000	150,024.49	68 31	203,222 25	12/30/2011
826552101	SIGMA ALDRICH	1,570 0000	95,080.90	62.46	98,062.20	12/30/2011
871829107	SYSCO CORP	3,740.0000	120,325.69	29.33	109,694 20	12/30/2011
87612E106	TARGET CORP	2,775 0000	145,849 74	51 22	142,135 50	12/30/2011
882508104	TEXAS INSTRUMENTS	3,315.0000	101,142 97	29 11	96,499.65	12/30/2011
88579Y101	3M CO COM	2,060 0000	164,031 00	81 73	168,363 80	12/30/2011
887317303	TIME WARNER	2,938 0000	78,810 09	36 14	106,179 32	12/30/2011
931142103	WAL MART STORES	3,165 0000	142,784.63	59 76	189,140 40	12/30/2011
94973V107	WELLPOINT INC	1,160 0000	77,001 61	66.25	76,850.00	12/30/2011
949746101	WELLS FARGO	6,225.0000	169,931 49	27.56	171,561 00	12/30/2011
H0023R105	ACE LIMITED	1,925.0000	115,897 99	70 12	134,981 00	12/30/2011
Total	**US LARGE CAP EQUITIES**	**215,311.0000**	**8,328,761.80**		**9,617,425.90**	
	FOREIGN EQUITIES					
088606108	BHP LTD ADR	660.0000	43,185.17	70 63	46,615 80	12/30/2011
204409601	CEMIG SA - SPONS ADR	7,151.0000	99,448 93	17 79	127,216 29	12/30/2011
25243Q205	DIAGEO PLC	595 0000	31,691.54	87 42	52,014.90	12/30/2011
881624209	TEVA PHARM	2,570 0000	116,370.77	40 36	103,725.20	12/30/2011
Total	**FOREIGN EQUITIES**	**10,976.0000**	**290,696.41**		**329,572.19**	

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Account Holdings as of 12/31/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	US LARGE CAP EQUITIES					
00507V109	ACTIVISION	480.0000	5,450.26	12 32	5,913 60	12/30/2011
00724F101	ADOBE SYSTEMS	541.0000	6,774.96	28.27	15,294 07	12/30/2011
00971T101	AKAMAI TECHNOLOGIES	150.0000	4,683 00	32.28	4,842 00	12/30/2011
021441100	ALTERA CORP	456 0000	10,062.08	37.10	16,917.60	12/30/2011
023135106	AMAZON COM	258.0000	20,259.98	173.10	44,659 80	12/30/2011
031162100	AMGEN INC	479 0000	10,995.67	64 21	30,756 59	12/30/2011
032346108	AMYLIN PH	120 0000	6,104.40	11 38	1,365 60	12/30/2011
037604105	APOLLO GROUP	165 0000	1,813 07	53 87	8,888 55	12/30/2011
037833100	APPLE COMPUTER	1,143 0000	26,585.01	405.00	462,915.00	12/30/2011
038222105	APPLIED MATERIALS	669 0000	5,142 21	10.71	7,164 99	12/30/2011
043632108	ASCENT CAPITAL GRP	11.0000	513 44	50.72	557.92	12/30/2011
052769106	AUTODESK INC	225.0000	11,373 74	30.33	6,824 25	12/30/2011
075896100	BED BATH & BEYOND	345 0000	4,804.25	57 97	19,999 65	12/30/2011
09062X103	BIOGEN IDEC INC.	295 0000	19,897.73	110.05	32,464 75	12/30/2011
111320107	BROADCOM CORP	400.0000	9,452.60	29.36	11,744.00	12/30/2011
12541W209	CH ROBINSON	160.0000	8,675.18	69 78	11,164.80	12/30/2011
127387108	CADENCE DESIGN	275.0000	6,110.50	10.40	2,860.00	12/30/2011
151020104	CELGENE CORP	355 0000	25,787 20	67.60	23,998.00	12/30/2011
17275R102	CISCO SYS INC	2,044.0000	33,740 13	18 08	36,955 52	12/30/2011
172908105	CINTAS CORP	180.0000	5,202 81	34 81	6,265.80	12/30/2011
177376100	CITRIX SYSTEMS	199.0000	7,686 18	60 72	12,083 28	12/30/2011
192446102	COG TECH SOL	270 0000	11,562.73	64 31	17,363.70	12/30/2011
20030N101	COMCAST CL A	1,365.0000	27,718 60	23 71	32,364 15	12/30/2011
22160K105	COSTCO WHOLESALE	216.0000	7,496 39	83.32	17,997.12	12/30/2011
24702R101	DELL INC.	788 0000	23,708.93	14.63	11,528.44	12/30/2011
249030107	DENTSPLY INT'L	135 0000	2,371.95	34.99	4,723 65	12/30/2011
25470F104	DISCOVERY C L A	112 0000	3,180.36	40.97	4,588 64	12/30/2011
25470F302	DISCOVERY CL C	112 0000	2,855.58	37.70	4,222.40	12/30/2011
25470M109	DISH NETWORK CORP	205 0000	8,311.24	28 48	5,838.40	12/30/2011
278642103	EBAY INC	954.0000	17,938.82	30 33	28,934 82	12/30/2011
278768106	ECHOSTAR HLD	41 0000	1,754.66	20.94	858.54	12/30/2011
285512109	ELECTRONIC ARTS	295 0000	15,674.99	20.60	6,077.00	12/30/2011
30212P303	EXPEDIA INC	156.5000	4,082 50	29.02	4,541.63	12/30/2011
302130109	EXPEDITORS INT	195.0000	9,749 98	40.96	7,987.20	12/30/2011
302182100	EXPRESS SCRIPTS	430.0000	2,842 30	44.69	19,216.70	12/30/2011
311900104	FASTENAL CO	270 0000	2,246.40	43 61	11,774 70	12/30/2011
337738108	FISERV	195.0000	3,807.06	58.74	11,454.30	12/30/2011
375558103	GILEAD SCIENCES	860 0000	11,352 38	40.93	35,199 80	12/30/2011
38259P508	GOOGLE INC.	135.0000	80,171.09	645.90	87,196 50	12/30/2011
104303109	HSN INC	56 0000	1,052.71	36.26	2,030.56	12/30/2011
14919P508	IAC/INTERACTIVE	141 0000	3,231 37	42.60	6,006 60	12/30/2011
158140100	INTEL CORP	1,927 0000	44,426 91	24.25	46,729 75	12/30/2011
16113M108	INTERVAL LEISURE	56 0000	1,179 07	13.61	762 16	12/30/2011
61202103	INTUIT	397 0000	8,589 84	52 59	20,878 23	12/30/2011
6120E602	INTUITIVE SURGICAL	35.0000	8,601 60	463.01	16,205 35	12/30/2011
81165108	JOY GLOBAL	100.0000	5,166 99	74 97	7,497.00	12/30/2011
8203R104	JUNIPER NETWORKS	320.0000	5,791 40	20.41	6,531.20	12/30/2011
82480100	KLA INSTRUMENTS	220 0000	8,505.05	48.25	10,615.00	12/30/2011
12807108	LAM RESEARCH	120.0000	2,902 80	37 02	4,442.40	12/30/2011
12815101	LAMAR ADV	75 0000	2,569 50	27 50	2,062.50	12/30/2011
2729N308	LEVEL 3 COMM INC.	93.0000	6,203.85	16 99	1,580 07	12/30/2011
30555101	LIBERTY GLOBAL	185.0000	7,836 58	41.03	7,590 55	12/30/2011
3071M104	LIBERTY MEDIA A	545.0000	10,985 04	16 215	8,837.18	12/30/2011

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Account Holdings as of 12/31/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
535678106	LINEAR TECHNOLOGY	281.0000	8,647 30	30.03	8,438 43	12/30/2011
538034109	LIVE NATION INC	82 0000	1,792 80	8 31	681 42	12/30/2011
594918104	MICROSOFT CORP	3,038.0000	84,163 74	25.96	78,866 48	12/30/2011
595017104	MICROCHIP TECH	172.0000	2,826 07	36 63	6,300 36	12/30/2011
611742107	MONSTER WORLD	125 0000	4,481 24	7 93	991 25	12/30/2011
62913F201	NII HOLDINGS INC	160 0000	11,569 60	21 30	3,408 00	12/30/2011
64110D104	NETWORK APPLIANCE	350 0000	29,994 85	36 27	12,694.50	12/30/2011
67066G104	NVIDIA CORP	505 0000	4,452 72	13 86	6,999 30	12/30/2011
68389X105	ORACLE SYSTEMS	2,004.0000	21,587 87	25 65	51,402 60	12/30/2011
685691404	ORCHARD SUPPLY HRDW	6 3228	0.00		0 00	12/30/2011
693718108	PACCAR INC	390.0000	22,937 20	37.47	14,613 30	12/30/2011
703395103	PATTERSON COS INC	125 0000	2,515 00	29 52	3,690 00	12/30/2011
703481101	PATTERSON PHARM	150 0000	3,309 00	19 98	2,997 00	12/30/2011
704326107	PAYCHEX INC	341.0000	8,553.13	30.11	10,267 51	12/30/2011
716768106	PETS MART INC	125.0000	3,638 24	51 29	6,411 25	12/30/2011
73935A104	NASDAQ 100 ETF	9,211 0000	286,394 24	55 83	514,250.13	12/30/2011
747525103	QUALCOMM INC	1,902 0000	66,904 56	54 70	104,039 40	12/30/2011
778296103	ROSS STORES	260 0000	2,586 50	47 53	12,357.80	12/30/2011
80004C101	SANDISK CORP	195 0000	8,232 14	49 21	9,595.95	12/30/2011
806407102	HENRY SCHEIN INC	85 0000	2,027 25	64 43	5,476 55	12/30/2011
812350106	SEARS HOLDING CORP	140 0000	20,900 60	31 78	4,449 20	12/30/2011
826552101	SIGMA ALDRICH	120.0000	3,037 80	62.46	7,495 20	12/30/2011
82967N108	SIRIUS SATELITE	2,870 0000	9,519 88	1 82	5,223.40	12/30/2011
855030102	STAPLES INC	450 0000	6,167.03	13 89	6,250 50	12/30/2011
855244109	STARBUCKS CORP	975 0000	13,272.15	46 01	44,859 75	12/30/2011
871503108	SYMANTEC	871 0000	15,888 51	15 65	13,631.15	12/30/2011
879664100	TELLABS INC	236 0000	6,029 32	4.04	953.44	12/30/2011
894675107	TREE COM	9 0000	98.76	5 59	50.31	12/30/2011
896945201	TRIPADVISOR INC	156 5000	4,017 00	25 21	3,945.37	12/30/2011
910047109	UAL CORP	100 0000	4,838 00	18.87	1,887 00	12/30/2011
92343E102	VERISIGN INC	219 0000	6,017.22	35 72	7,822 68	12/30/2011
92532F100	VERTEX PHAR	130.0000	4,865 90	33.21	4,317 30	12/30/2011
92769L101	VIRGIN MEDIA INC	335 0000	8,247.70	21 38	7,162 30	12/30/2011
966837106	WHOLE FOODS	130 0000	5,573.24	69.58	9,045.40	12/30/2011
983134107	WYNN RESORTS LTD	115 0000	17,361.53	110.49	12,706.35	12/30/2011
983919101	XILINX INC	372.0000	13,372.90	32 06	11,926 32	12/30/2011
984332106	YAHOO INC	607.0000	16,782 18	16 13	9,790 91	12/30/2011
G5876H105	MARVELL TECH	530 0000	6,975 88	13 85	7,340 50	12/30/2011
H27178104	FOSTER WHEELER AG	140 0000	9,876 99	19 14	2,679.60	12/30/2011
H2906T109	GARMIN LTD.	190 0000	3,850 35	39.81	7,563 90	12/30/2011
Total	**US LARGE CAP EQUITIES**	**48,157.3228**	**1,338,289.46**		**2,239,853.82**	
	PREFERRED STOCK					
685691503	ORCHARD SUPPLY	6 3228	0 00		0 00	12/30/2011
Total	**PREFERRED STOCK**	**6.3228**	**0.00**			
	FOREIGN EQUITIES					
294821608	ERICSSON NEW	270 0000	5,575 50	10.13	2,735 10	12/30/2011
456788108	INFOSYS TECH	105 0000	5,502.00	51 38	5,394 90	12/30/2011
760975102	RESEARCH IN MOTION	525.0000	15,580 31	14 50	7,612 50	12/30/2011
783513104	RYANAIR HOLDINGS	110.0000	4,926 90	27 86	3,064 60	12/30/2011
80105N113	SANOFI-AVENTIS SA	310 0000	744 00	1 20	372 00	12/30/2011

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Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
881624209	TEVA PHARM	575 0000	18,287 87	40.36	23,207.00	12/30/2011
L6388F110	MILLICOM INTL LUXEM	90 0000	7,975.30	100 99	9,089.10	12/30/2011
M22465104	CHECK POINT SOFTWARE	205.0000	4,510 25	52 54	10,770 70	12/30/2011
Y2573F102	FLEXTRONICS	620.0000	6,453 40	5 66	3,509 20	12/30/2011
Total	**FOREIGN EQUITIES**	**2,810.0000**	**69,555.53**		**65,755.10**	

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Requested By *Myrna Dichosa*

ncludes *Account: 52 00 5111 0 0Z LOS ANGELES YOUTH TENNIS*

ccount Holdings as of 12/31/2011

ip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	U.S. TREASURY BONDS & NOTES					
828AJ9	UST 4.375 8-15-12	200,000.0000	205,375 00	102.633	205,266 00	12/30/2011
Total	**U.S. TREASURY BONDS & NOTES**	**200,000.0000**	**205,375.00**		**205,266.00**	
	U.S. GOVT AGENCY OBLIGATIONS					
31QGA9	FFCB 4 85 10-25-12	200,000 0000	200,723 89	103.725	207,450.00	12/30/2011
Total	**U.S. GOVT AGENCY OBLIGATIONS**	**200,000.0000**	**200,723.89**		**207,450.00**	
	US LARGE CAP EQUITIES					
06R102	AT&T INC	711 0000	18,170 18	30 24	21,500.64	12/30/2011
817101	ALCOA	400 0000	11,412 00	8.65	3,460.00	12/30/2011
09S103	ALTRIA GROUP	400.0000	4,242 49	29 65	11,860 00	12/30/2011
816109	AMERICAN EXPRESS	400.0000	15,279.23	47.17	18,868 00	12/30/2011
023105	BOEING CO	400 0000	14,688.00	73 35	29,340.00	12/30/2011
123101	CATERPILLAR INC	800 0000	24,216 00	90.60	72,480.00	12/30/2011
967424	CITIGROUP INC	40 0000	17,192.00	26.31	1,052.40	12/30/2011
216100	COCA COLA CO	400.0000	18,798 00	69 97	27,988 00	12/30/2011
687106	DISNEY WALT CO	400 0000	8,219.43	37.50	15,000.00	12/30/2011
534109	DU PONT	400.0000	17,288.00	45.78	18,312.00	12/30/2011
31G102	EXXON-MOBIL	400.0000	14,988 16	84 76	33,904.00	12/30/2011
604103	GENERAL ELECTRIC	400.0000	11,548 00	17 91	7,164.00	12/30/2011
236103	HEWLETT-PACKARD	400 0000	7,896.00	25 76	10,304 00	12/30/2011
076102	HOME DEPOT	400.0000	12,538.00	42 04	16,816 00	12/30/2011
516106	HONEYWELL INTL	400.0000	12,310.68	54.35	21,740 00	12/30/2011
140100	INTEL CORP	400 0000	9,736 00	24 25	9,700 00	12/30/2011
200101	I B M	400.0000	35,710 00	183 88	73,552 00	12/30/2011
25H100	JP MORGAN CHASE	400 0000	11,936 00	33 25	13,300.00	12/30/2011
160104	JOHNSON & JOHNSON	400 0000	22,730.00	65 58	26,232.00	12/30/2011
75N104	KRAFT FOODS	276 0000	4,613.98	37.36	10,311 36	12/30/2011
135101	MCDONALDS CORP	400 0000	8,586 00	100.33	40,132.00	12/30/2011
33Y105	MERCK & CO	400 0000	19,894.46	37 70	15,080.00	12/30/2011
918104	MICROSOFT CORP	400 0000	11,008.00	25 96	10,384.00	12/30/2011
172109	PHILIP MORRIS INTL	400.0000	9,667 30	78.48	31,392 00	12/30/2011
718109	PROCTER & GAMBLE	400 0000	17,160 00	66 71	26,684 00	12/30/2011
79Y101	3M CO COM	400.0000	25,678.00	81 73	32,692.00	12/30/2011
017109	UTD TECHNOLOGIES	440 0000	14,388 20	73 09	32,159 60	12/30/2011
142103	WAL MART STORES	400 0000	21,642.00	59 76	23,904 00	12/30/2011
Total	**US LARGE CAP EQUITIES**	**11,468.0000**	421,536.11		655,312.00	

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Account Holdings as of 12/31/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
	US LARGE CAP EQUITIES					
001055102	AFLAC	310.0000	13,995.80	43 26	13,410 60	12/30/2011
00130H105	AES CORP	1,270.0000	14,797 79	11 84	15,036 80	12/30/2011
00206R102	AT&T INC	785 0000	24,176.75	30 24	23,738 40	12/30/2011
002824100	ABBOTT LABS	675.0000	31,716 84	56 23	37,955 25	12/30/2011
021441100	ALTERA CORP	340.0000	14,084 33	37 10	12,614.00	12/30/2011
023135106	AMAZON COM	40 0000	6,845.99	173 10	6,924 00	12/30/2011
025816109	AMERICAN EXPRESS	410.0000	18,558.73	47.17	19,339 70	12/30/2011
030420103	AMERICAN WTR WORKS	545.0000	14,477.44	31.86	17,363.70	12/30/2011
037411105	APACHE CORP	235 0000	16,335 77	90 58	21,286.30	12/30/2011
037833100	APPLE COMPUTER	180 0000	28,430 63	405 00	72,900 00	12/30/2011
060505104	BANK OF AMERICA	1,415.0000	9,822 91	5 56	7,867.40	12/30/2011
075887109	BECTON DICKINSON	165.0000	9,728 40	74 72	12,328 80	12/30/2011
084670702	BERKSHIRE CLB	205 0000	16,426 56	76 30	15,641 50	12/30/2011
097023105	BOEING CO	425 0000	28,585.12	73 35	31,173.75	12/30/2011
126650100	CVS CORP	700.0000	22,830 79	40.78	28,546 00	12/30/2011
14040H105	CAPITAL ONE	145 0000	6,596.31	42 29	6,132.05	12/30/2011
151020104	CELGENE CORP	235.0000	13,454 56	67.60	15,886.00	12/30/2011
166764100	CHEVRON	435.0000	27,110.67	106.40	46,284.00	12/30/2011
17275R102	CISCO SYS INC	1,580 0000	26,087.31	18 08	28,566.40	12/30/2011
192446102	COG TECH SOL	260.0000	12,523 50	64 31	16,720.60	12/30/2011
20030N101	COMCAST CL A	637 0000	11,406.11	23 71	15,103 27	12/30/2011
244199105	DEERE & CO	260 0000	14,854 82	77.35	20,111 00	12/30/2011
25179M103	DEVON ENERGY	275.0000	17,504 25	62.00	17,050 00	12/30/2011
254687106	DISNEY WALT CO	320 0000	6,597 83	37.50	12,000 00	12/30/2011
263534109	DU PONT	295 0000	10,807.32	45 78	13,505 10	12/30/2011
268648102	EMC CORP	1,080 0000	22,317 82	21.54	23,263 20	12/30/2011
278058102	EATON CORP	540 0000	25,234.97	43 53	23,506.20	12/30/2011
291011104	EMERSON ELECTRIC	355 0000	15,609 14	46 59	16,539.45	12/30/2011
30231G102	EXXON-MOBIL	730.0000	34,269 62	84 76	61,874 80	12/30/2011
35671D857	FREEPORT - MCMORAN	240 0000	4,820.07	36.79	8,829 60	12/30/2011
369604103	GENERAL ELECTRIC	1,105 0000	26,350 98	17.91	19,790.55	12/30/2011
375558103	GILEAD SCIENCES	525 0000	20,308 05	40.93	21,488.25	12/30/2011
38259P508	GOOGLE INC	30.0000	14,998.32	645 90	19,377.00	12/30/2011
42217K106	HEALTH CARE	385 0000	16,669 69	54 53	20,994.05	12/30/2011
452308109	ILLINOIS TOOL WKS	340.0000	16,356.35	46.71	15,881 40	12/30/2011
46625H100	JP MORGAN CHASE	800.0000	35,795.50	33.25	26,600 00	12/30/2011
478160104	JOHNSON & JOHNSON	360.0000	20,315.71	65 58	23,608.80	12/30/2011
478366107	JOHNSON CTLS	355 0000	13,067 47	31 26	11,097 30	12/30/2011
50075N104	KRAFT FOODS	205 0000	6,223 27	37 36	7,658.80	12/30/2011
548661107	LOWES COS	460 0000	9,194 11	25.38	11,674.80	12/30/2011
55616P104	MACY'S INC	365 0000	7,055 57	32 18	11,745.70	12/30/2011
580135101	MCDONALDS CORP	315.0000	11,030 50	100.33	31,603.95	12/30/2011
58155Q103	MCKESSON HBOC INC	240 0000	8,330.24	77.91	18,698.40	12/30/2011
594918104	MICROSOFT CORP	725 0000	18,043 50	25 96	18,821 00	12/30/2011
628530107	MYLAN LABS	615 0000	13,464.87	21.46	13,197.90	12/30/2011
654106103	NIKE	240 0000	18,693.96	96 37	23,128 80	12/30/2011
68389X105	ORACLE SYSTEMS	930 0000	12,903.22	25.65	23,854 50	12/30/2011
693475105	PNC FINANCIAL	295 0000	17,984 94	57 67	17,012 65	12/30/2011
713448108	PEPSICO INC	370 0000	16,710 55	66 35	24,549.50	12/30/2011
718172109	PHILIP MORRIS INTL	335 0000	6,954 30	78.48	26,290.80	12/30/2011
74144T108	PRICE T ROWE GROUP	285.0000	7,187.01	56.95	16,230.75	12/30/2011
742718109	PROCTER & GAMBLE	520 0000	29,505.40	66 71	34,689 20	12/30/2011
747525103	QUALCOMM INC	305.0000	16,680.66	54 70	16,683.50	12/30/2011

Report Date	*May 02, 2012*	**THE WHITTIER TRUST COMPANY**
Time Prepared	*01:54:00 PM*	
Requested By	*Myrna Dichosa*	
Includes	*Account: 42 82 5111 0 0Z LAYT CORPORATE AMERICA*	

Account Holdings as of 12/31/2011

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
78462F103	SPDR S&P 500	2,715 0000	303,623.50	125 50	340,732 50	12/30/2011
806857108	SCHLUMBERGER LTD	410.0000	20,649 65	68.31	28,007.10	12/30/2011
826552101	SIGMA ALDRICH	215 0000	12,981 68	62 46	13,428.90	12/30/2011
871829107	SYSCO CORP	515.0000	16,506 76	29 33	15,104 95	12/30/2011
87612E106	TARGET CORP	380 0000	11,630.70	51 22	19,463 60	12/30/2011
882508104	TEXAS INSTRUMENTS	455.0000	13,882.37	29.11	13,245.05	12/30/2011
88579Y101	3M CO COM	285.0000	21,540 08	81.73	23,293.05	12/30/2011
887317303	TIME WARNER	406.0000	11,412 00	36 14	14,672 84	12/30/2011
931142103	WAL MART STORES	435.0000	21,154 70	59.76	25,995 60	12/30/2011
94973V107	WELLPOINT INC.	160 0000	10,642 38	66.25	10,600.00	12/30/2011
949746101	WELLS FARGO	855.0000	25,099.41	27 56	23,563 80	12/30/2011
H0023R105	ACE LIMITED	265 0000	16,031 92	70.12	18,581 80	12/30/2011
Total	**US LARGE CAP EQUITIES**	**32,288.0000**	**1,368,987.47**		**1,662,864.66**	
	FOREIGN EQUITIES					
088606108	BHP LTD ADR	90 0000	5,767.40	70 63	6,356.70	12/30/2011
204409601	CEMIG SA - SPONS ADR	985.0000	13,340.51	17 79	17,523.15	12/30/2011
25243Q205	DIAGEO PLC	85.0000	3,642.82	87.42	7,430.70	12/30/2011
881624209	TEVA PHARM	352.0000	15,096 30	40 36	14,206.72	12/30/2011
Total	**FOREIGN EQUITIES**	**1,512.0000**	**37,847.03**		**45,517.27**	

WWW FOUNDATION

Approved List of Directors and Officers

2011

Directors	*Date Appointed*	*Compensation*
Linda J. Blinkenberg	10/02/86	$0
Sharon H. Bradford	06/12/98	$0
Michael J. Casey	06/12/98	$0
Marcia W. Constance	10/02/86	$0
Brett E. Hodges	06/12/98	$0
Brian M. Hodges	09/05/95	$0
Adam J. Rhodes	06/12/98	$0
Bryce W. Rhodes	06/12/97	$0
Emery W. Rhodes	06/12/98	$0
Winifred W. Rhodes	10/02/86	$0
Arlo G. Sorensen	12/18/81	$0

Officers		
President	Sharon H. Bradford	$0
Vice President	Bryce W. Rhodes	$0
Vice President	Winifred W. Rhodes	$0
Secretary	Pegine E. Grayson	$0
Chief Financial Officer	David A. Dahl	$0

RESTATED
BYLAWS
OF
WWW FOUNDATION

Effective <u>September</u>, 2011

TABLE OF CONTENTS

WWW FOUNDATION
RESTATEMENT OF BYLAWS

RECITALS

1. WWW Foundation (hereinafter sometimes also referred to as the "Foundation") is a California Public Benefit Nonprofit Corporation. As a private foundation under Section 509 of the Internal Revenue Code ("IRC"), the Foundation's primary purpose is to select and make distributions to charitable and educational organizations exempt from taxation under Section 501(c)(3) of the IRC.

2. The Foundation is structured such that it has a board of directors (the "Board of Directors") that manages the activities and affairs of the Foundation and has the authority to exercise the corporate powers of the Foundation as required under the California Corporations Code.

3. It is the intention of the Foundation to adopt this Restatement of its Bylaws ("Restatement") in order to set forth certain best practices regarding its operations as well as a more efficient statement of its operations and governance. It is the intention of the Foundation that this Restatement (hereinafter also sometimes referred to as "Bylaws") shall be viewed in light of such intentions of the Foundation, and that the Foundation shall have the ability to make further amendments or restatements to these Bylaws to continually adjust its governance to reflect certain best practices as the Foundation deems fit.

4. The Foundation adopts these Bylaws pursuant to California Corporations Code (hereinafter also sometimes referred to as the "Code") Section 5150 and Article VI of the Foundation's current bylaws for the purpose of providing the governing terms and conditions of the Foundation's operations.

ARTICLE I - NAME AND OFFICES

Section 1. <u>Name</u>. The name of this Foundation shall be the WWW Foundation.

Section 2. <u>Principal Executive Office</u>. The principal office for the transaction of business of this Foundation shall be at: 625 Fair Oaks Avenue, Suite 360, South Pasadena, CA 91030. Such address may be changed from time to time by resolution of the Board of Directors in its discretion. Branch or subordinate offices of the Foundation may at any time be established by the Board of Directors in its discretion.

ARTICLE II - MISSION; PRIVATE FOUNDATION RESTRICTIONS, DISTRIBUTIONS

Section 1. <u>Mission</u>. The Foundation's mission is to select and make distributions to eligible organizations exempt from taxation under Section 501(c)(3) of the IRC.

Section 2. <u>Private Foundation Restrictions</u>. In accordance with Section 509 of the IRC, the Foundation shall make distributions at such times and in such manner as not to subject the Foundation to tax under Section 4942 of the IRC, and the Foundation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the IRC; (ii) retain any excess business holdings, as defined in Section 4943(c) of the IRC; (iii) make any investments in such manner as to subject the Foundation to tax under Section 4944 of the IRC; or (iv) make any taxable expenditures as defined in Section 4945(d) of the IRC. All sections of the IRC referred to in this Section 2 shall include any amendments thereto.

ARTICLE III - MEMBERSHIP OF THE FOUNDATION

Section 1. <u>Members Generally</u>. The Foundation shall have no "members" as defined in Section 5056 of the California Corporations Code.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. **Number and Voting Rights.** The Board of Directors of the Foundation shall consist of at least eight (8) Whittier family members and up to four (4) additional members who are not part of the Whittier family. Each member of the Board of Directors shall have one (1) vote. In the case of a tie, the President of the Board of Directors shall provide the tie-breaking vote. Pursuant to California Corporations Code Section 5211, no Director may vote at any meeting by proxy.

Section 2. **Qualification of Members of the Board of Directors.** Each member of the Board of Directors must believe in the mission and philosophy of the Foundation and its purposes as described in the Articles of Incorporation and Bylaws.

Section 3. **Vacancies on Board of Directors.** The Board of Directors may declare vacant the office of any Director who fails to meet any of the qualifications of membership on the Board of Directors in effect at the beginning of such Director's current term of office.

Section 4. **Election of Board of Directors.** The members of the Board of Directors shall be elected by a majority of the Board of Directors when necessary at the annual meeting of the Board of Directors or at any time when there is a vacancy on the Board of Directors for any reason.

a. **Disinterested Directors.** Not more than forty-nine percent (49%) of the persons serving on the Board of Directors of the Foundation may be "interested persons" as hereinafter defined. For purposes of these Bylaws, "interested person" shall mean: any person currently being compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation, if any, paid to a member of the Board of Directors in his or her capacity as a member of the Board of Directors; or any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

b. **New Members of the Board of Directors.** All newly elected members of the Board of Directors shall take their office at the first regular meeting of the Board of Directors after their election. Within ten (10) days of election and acceptance, each member of the Board of Directors shall execute, in a form the same as or similar to the attached Written Consent to Receive Electronic Transmission.

Section 5. **Term of Office of Members of the Board of Directors; Consecutive Terms.** Members of the Board of Directors shall serve for a term of four (4) years. There shall be no limit on the number of consecutive terms that a Director may serve, provided that such Director continues to meet the qualifications required for membership on the Board of Directors as set forth herein or as from time to time amended by the Board of Directors.

Section 6. **Termination of Membership on Board of Directors.** The Board of Directors, upon a majority vote of those Directors then in office and meeting the qualifications of membership, shall have the right, but not the obligation, to remove a member of the Board of Directors (i) after two (2) or more consecutive absences at Board of Directors' meetings without reasonable cause (to establish reasonable cause, the Director must communicate in writing to the President or Secretary of the Foundation before the date of the meeting and explain the reasoning for his or her absence; such reason shall be presented to the Board of Directors and entered into the Foundation's minutes by the Secretary); (ii) if the member of the Board of Directors has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty owed by said Director under California Corporations Code Sections 5230 et. seq.; (iii) if the

Director becomes incapacitated or his or her ability to serve as a Director has been reasonably established by the Board of Directors; (iv) if a conflict of interest is found to exist between the Director and the Foundation; (v) if the Director has been found to have engaged in activities that are directly contrary to the interests of the Foundation or the Director is found to be engaged in the misrepresentation of the Foundation and its policies to outside third parties, either willfully or on a repeated basis; (vi) if the Director ceases to be employed by Whittier Trust Company or ceases to be on the Board of Directors of Whittier Trust Company; or (vii) at the discretion of the Board of Directors in compliance with applicable law.

Section 7. **Powers and Duties of the Board of Directors.** Subject to applicable provisions of California law, the members of the Board of Directors shall have the powers and duties necessary to manage the affairs of the Foundation.

Section 8. **Compensation.** Directors shall not receive any compensation from the Foundation for services rendered to the Foundation as members of the Board of Directors. Notwithstanding the foregoing, Directors may receive reimbursement for reasonable and necessary expenses actually incurred in the performance of their duties, pursuant to a specific resolution passed by a majority vote at a regular or special meeting of the Board of Directors.

Section 9. **Meetings of the Board of Directors.**

a. **Quorum.** A majority of the Directors then in office shall constitute a quorum of the Board of Directors. Except as provided for in the Foundation's Articles of Incorporation, these Bylaws or the California Nonprofit Public Benefit Corporation Law, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors of the Foundation.

b. **Regular Meetings**. An annual meeting of the Board of Directors shall be held each year, such date to be determined by resolution of the Board of Directors. Such annual meeting shall be held for the purpose of electing directors and officers and transacting the Foundation's business. Regular meetings of the Board of Directors may be held without notice if the time and place of the meetings are fixed by the Bylaws or by the Board of Directors.

c. **Special Meetings.** Special meetings of the Board of Directors may be called by the President of the Board of Directors or any Vice President or the Secretary or any two (2) Directors with the approval of the President of the Board of Directors. Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Foundation, provided such Director has consented to receipt of electronic notice by completing in a form the same as or similar to the attached Exhibit A.

d. **Participation at Meetings.** Members of the Board of Directors may participate in all special meetings and all regular meetings through use of conference telephone. Participation in a meeting through use of conference telephone, pursuant to Section 5211 of the California Corporations Code, constitutes presence in person at the meeting so long as all members participating in the meeting are able to hear one another. Conference line or dial-in information shall be provided to the members of the Board of Directors in advance of any such meeting whereat participation by conference telephone is permissible.

e. **Rescheduled Meetings.** The President of the Board of Directors or any Vice President or the Secretary or any two (2) Directors with the approval of the President of the Board of Directors may reschedule a meeting for any reason. If a meeting is rescheduled, the officers of the Board of Directors shall provide notice of cancellation of such meeting as soon as practicable to the members of the Board of Directors. Further, the officers of the Board of Directors shall provide the date and time of the rescheduled meeting, if any, as soon as practicable, providing notice as set forth herein.

f. **Waiver of Notice**. Notice of a meeting need not be given to a Director who provides a waiver of notice or consents to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, before or at its commencement, the lack of notice to that Director. All of such waivers, consents and approvals shall be filed with the Foundation's records or shall be made a part of the minutes of meetings.

g. **Adjournment**. A majority of the Directors present at any meeting, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 10. **Action By Unanimous Written Consent.** Pursuant to Section 5211(b) of the California Corporations Code, any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to that action. The written consent(s) shall be filed with the minutes of the Board meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Further, such written consent may be by electronic writing, including email correspondence, wherein such Directors explicitly consent to such action.

Section 11. **Officers of the Board of Directors.** The Foundation shall have officers of the Board of Directors, who may also be members of the Board of Directors, who shall be elected by the Board of Directors as set forth below.

a. **President**. The President shall be the Chief Executive Officer of the Foundation and shall, subject to the control of the Board of Directors, have general supervision, direction and control over the activities and officers of the Foundation. The President shall have the general powers and duties of management usually vested in the office of a president of a Foundation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

b. **Vice President**. The Foundation may have one (1) or more Vice President(s), who shall perform the duties of the President during any absence, inability to serve, or refusal to act, subject to all the restrictions upon the President. The Vice President(s) shall also assist the President in the performance of duties incident to the office as well as perform such other duties as may be assigned to him or her by the Board of Directors.

c. **Secretary**. The Secretary of the Board of Directors shall keep complete and accurate records of all regular and special meetings of the Board of Directors and the Executive Board. He or she shall maintain proper signature authorizations with all banks and other investment agencies. The Secretary of the Board of Directors is the keeper of the seal. The Secretary of the Board of Directors shall perform such other duties that may be assigned by the Board of Directors.

d. **Chief Financial Officer/Treasurer**. Upon the approval of the Board of Directors, the

Treasurer shall facilitate the paying out of monies on such approvals and signatures as the Board of Directors may determine. The Treasurer shall also deposit all monies and other valuables in the name and to the credit of the Foundation with depositories designated by the Board of Directors. He or she shall present to the Board of Directors regular financial statements of receipts and expenditures and at the close of each fiscal year shall present to the Board of Directors a financial report for the year, accompanied by the balance sheet and an income and expense statement audited by a certified public accountant retained by the Board of Directors. The Treasurer shall be a member of any or all committees dealing with the Foundation's funds, except as otherwise prohibited by applicable law, and shall be the Chair of the Finance Committee, if any exists. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

e. **Other Officers**. The Board of Directors may appoint additional officers as it may determine from time to time, whose duties shall be as specified by the Board of Directors, including assistant Secretaries and assistant Treasurers.

f. **Concurrent Positions.** Any number of offices may be held by the same person unless the Articles or the Bylaws provide otherwise, except that the Secretary and Treasurer positions may not be held concurrently by the President.

g. **Term of Office for Officers of the Board of Directors**. Officers shall hold such office for a period of one (1) year and shall be elected annually at the annual meeting of the Board of Directors. All newly elected officers shall take office immediately following such election. An officer may be re-elected to the same office for consecutive terms provided such officer still meets the requirements of the position and is elected by the Board of Directors.

h. **Selection of Officers of the Board of Directors**. The officers of the Board of Directors shall be elected by a majority of the Board of Directors.

i. **Removal/Resignation of Officers**. Any officer may be removed, either with or without cause at any regular or special meeting of the Board of Directors. Any officer may resign at any time, without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party, by giving written notice to the Board of Directors or to the President or Secretary of the Foundation. Any resignation shall take effect as of the date of the receipt of such notice or at any later time specified in the notice and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

j. **Vacancies**. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws or applicable law for regular election or appointment to that office, provided, however, that the vacancies shall be filled as they occur and not on an annual basis.

Section 12. **Committees**. Pursuant to Sections 5210 and 5212 of the California Corporations Code, the Board of Directors may, by resolution adopted by a majority of the Board of Directors, create one (1) or more committees of the Board of Directors, to which, in accordance with applicable law, the Board of Directors may delegate the management of the activities and affairs of the Foundation. Any such committee shall have all the authority of the Board of Directors, except with respect to (i) the approval of any action for which the approval of members is also required under California law; (ii) the filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors; (iii) the amendment or repeal of the Bylaws or the adoption of new Bylaws; (iv) the amendment or repeal of any resolution of the Board of Directors, which by its express terms is not so amendable or repealable; or (v) the appointment of committees of the Board of Directors.

a. **Standing Committees.** The Board of Directors may divide its work into related groups of responsibilities as hereinafter defined. Such responsibilities may be delegated to standing committees for making broad plans, formulating and maintaining policies and standards. Each standing committee shall have the power to fix its own time and place of meetings. Each standing committee shall keep a record of its proceedings and such records shall be reported to the Board of Directors at the Board of Directors next meeting following such committee meeting. Further, each standing committee shall be organized and named to reflect their areas of responsibility. The following are the standing committees of the Board of Directors:

(1) **Audit Committee.**

In compliance with the California Nonprofit Integrity Act, which as of the date of the adoption of these Bylaws requires that charitable corporations with gross revenue of two million dollars ($2,000,000.00) or more establish an audit committee, the Foundation will establish an audit committee ("Audit Committee"). The member(s) of the Audit Committee shall not include any members of the staff, including the President or the Treasurer. If the Foundation has a Finance Committee, it must be separate from the Audit Committee. Members of the Finance Committee, if any, may serve on the Audit Committee; however, the Chairperson of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half (1/2) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the Foundation in excess of the compensation, if any, received by members of the Board of Directors for service on the Board of Directors and shall not have a material financial interest in any entity doing business with the Foundation. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board of Directors the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board of Directors. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the Foundation are in order, shall review and determine whether to accept the audit, shall assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence under applicable law, and shall approve performance of nonaudit services by the auditing firm. The Audit Committee shall also present and recommend the acceptance of the annual audit to the Board of Directors.

ARTICLE V - INDEMNIFICATION

Section 1. **Right to Indemnification**. The Foundation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an officer, Director, or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law. In determining whether indemnification is available to the Director, officer, or agent of the Foundation under California law, the determination as to whether the applicable standard of conduct set forth in Code Section 5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 2. **Insurance.** The Foundation shall purchase and maintain insurance on behalf of any Director or officer against any liability asserted against or incurred by the Director or officer in any such capacity or arising out of the Director's or officer's status as such, whether or not the Foundation would have the power to indemnify the agent against such liability under Section 2 of this Article VI; provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any Director or officer of the Foundation for any self-dealing transaction as described in Code Section 5233.

ACTICLE VI - FISCAL YEAR

The fiscal year of the Foundation shall be from January 1 to December 31. There shall be an annual audit of all books when required by applicable California or federal law.

ACTICLE VII - RULES

In instances where these Bylaws do not specifically govern the rules of procedure for all matters of business at hand, Robert's Rules of Order, Revised, shall be accepted as the governing force.

ARTICLE VIII - AMENDMENTS

Pursuant to the California Corporations Code, these Bylaws may be amended or repealed by the Board of Directors by a majority vote. Any and all amendments to the Bylaws shall be filed with the corporate records of the Foundation.

ARTICLE IX - MISCELLANEOUS

Section 1. **Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing or any assignment or endorsement thereof shall be considered executed or entered into between this Foundation and any other person or entity only when signed as set forth in this Section. Specifically, if such document concerns routine matters of the Corporation in the regular course of business (e.g., insurance documents, IRS filings), then it must be signed by the Secretary or other officer as authorized by the Board of Directors. If such document does not fall within the scope of the aforementioned routine documents, then it must be signed by the Secretary or other officer as authorized by the Board of Directors after being approved by the Board of Directors.

The Board of Directors, except as otherwise provided for herein, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Foundation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided for in these Bylaws, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract of agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 2. **Corporate Records and Reports.** The Foundation shall maintain adequate and correct accounts, books and records of its business and property. All these books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

ARTICLE X – DISSOLUTION

Upon the dissolution of this Foundation in accordance with the applicable provision of California law, the Board of Directors shall cause the assets of the Foundation to be distributed to another corporation with purposes similar to those identified in the Foundation's Articles of Incorporation, as well as set forth in these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of the WWW Foundation, hereby certify that the above Bylaws consisting of 10 pages were adopted as the Bylaws of this Foundation pursuant to the unanimous vote of the Directors in a regularly called meeting, effective this 16th day of September, 2011. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this Foundation.

IN WITNESS WHEREOF, I have set my hand this 16th day of September, 2011.

Pegine Grayson

Pegine Grayson, Secretary
WWW Foundation

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
W.W.W. FOUNDATION

Employer identification number (EIN) or
[X] 95-3694741

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

Social security number (SSN)
[ ]

City, town or post office, state, and ZIP code. For a foreign address, see instructions
SOUTH PASADENA, CA 91030-2630

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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 ▶ PEGINE GRAYSON - 625 SOUTH FAIR OAKS AVE, STE 360 - SOUTH PASADENA, CA 91030

Telephone No ▶ 626-441-5188 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 AUGUST 15, 2012 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ________________ , and ending ________________ .

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	$ 33,077.
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	$ 50,000.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

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01-04-12