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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**

OMB No 1545-0052

2011

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

For calendar year 2011, or tax year beginning 6/01 , 2011, and ending 5/31 , 2012WILBUR MAY FOUNDATION
C/O S FULSTONE - 6100 NEIL ROAD #555
RENO, NV 89511**A** Employer identification number
94-3126741**B** Telephone number (see the instructions)
775 688-3000**G** Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
Part I, column (d) must be on cash basis**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| REVENUE | 1 Contributions, gifts, grants, etc., received (att sch) | | | | |
| | 2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 670,376. | 670,376. | 670,376. | |
| | 4 Dividends and interest from securities | 508,320. | 508,320. | 508,320. | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | -640,085. | | | |
| | b Gross sales price for all assets on line 6a 968,878. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | 0. | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit/(loss) (att sch) | | | | | |
| 11 Other income (attach schedule) See Statement 1 | 185,358. | 185,358. | 185,358. | | |
| 12 Total. Add lines 1 through 11 | 723,969. | 1,364,054. | 1,364,054. | | |
| ADMINISTRATIVE EXPENSES | 13 Compensation of officers, directors, trustees, etc. | 0. | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) See St 2 | 1,898. | 1,898. | | |
| | b Accounting fees (attach sch) See St 3 | 23,000. | 23,000. | | |
| | c Other prof fees (attach sch) See St 4 | 301,700. | 301,700. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule)(see instrs) See Stm 5 | 46,643. | 46,643. | | |
| | 19 Depreciation (attach sch) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) See Statement 6 | 17,286. | 17,286. | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 390,527. | 390,527. | | |
| | 25 Contributions, gifts, grants paid Part XV | 2,152,015. | | | 2,152,015. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 2,542,542. | 390,527. | 0. | 2,152,015. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | -1,818,573. | | | | |
| b Net investment income (if negative, enter -0-) | | 973,527. | | | |
| c Adjusted net income (if negative, enter -0-) | | | 1,364,054. | | |

BAA For Paperwork Reduction Act Notice, see instructions.

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|------------------------|--|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 | Cash — non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 3,941,546. | 1,852,307. | 1,852,307. |
| | 3 | Accounts receivable | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 4 | Pledges receivable | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach sch) | | | |
| | | 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 (attach schedule) | | | |
| | b | Investments — corporate stock (attach schedule) | 21,532,136. | 22,208,209. | 27,258,792. |
| | c | Investments — corporate bonds (attach schedule) | | | |
| | 11 | Investments — land, buildings, and equipment basis | | | |
| | Less: accumulated depreciation (attach schedule) | | | | |
| 12 | Investments — mortgage loans | | | | |
| 13 | Investments — other (attach schedule) | 13,454,215. | 13,020,227. | 15,828,325. | |
| 14 | Land, buildings, and equipment, basis | | | | |
| | Less: accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe) | | | | |
| 16 | Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I) | 38,927,897. | 37,080,743. | 44,939,424. | |
| LIABILITIES | 17 | Accounts payable and accrued expenses | 28,724. | 1,974. | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 28,724. | 1,974. | |
| NET FUND ASSETS OR | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | 38,899,173. | 37,078,769. | |
| | 28 | Paid-in or capital surplus, or land, building, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | Total net assets or fund balances (see instructions) | 38,899,173. | 37,078,769. | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | 38,927,897. | 37,080,743. | |

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 | 38,899,173. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,818,573. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 37,080,600. |
| 5 | Decreases not included in line 2 (itemize) <u>See Statement 7</u> | 5 | 1,831. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 6 | 37,078,769. |

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 shares MLC Company) | | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|--|---|-------------------------------------|
| 1a See Statement 8 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|--|--|---|-----------|
| 2 Capital gain net income or (net capital loss) | <div><div>If gain, also enter in Part I, line 7</div><div>If (loss), enter -0- in Part I, line 7</div></div> | 2 | -640,085. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | | | |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | 3 | -41,423. |

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 the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (column (b) divided by column (c)) |
|---|--|---|---|
| 2010 | 1,988,094. | 43,567,246. | 0.045633 |
| 2009 | 2,110,688. | 39,657,381. | 0.053223 |
| 2008 | 2,354,911. | 42,989,038. | 0.054779 |
| 2007 | 2,360,134. | 48,670,009. | 0.048493 |
| 2006 | 2,300,224. | 47,848,178. | 0.048073 |

| | | |
|--|---|-------------|
| 2 Total of line 1, column (d) | 2 | 0.250201 |
| 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 | 0.050040 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 44,891,290. |
| 5 Multiply line 4 by line 3 | 5 | 2,246,360. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 9,735. |
| 7 Add lines 5 and 6 | 7 | 2,256,095. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 2,152,015. |

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)

| | | | |
|---|----|---------|---------|
| 1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 19,471. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 | 19,471. |
| 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 | 19,471. |
| 6 Credits/Payments: | | | |
| a 2011 estimated tax prmts and 2010 overpayment credited to 2011 | 6a | 24,000. | |
| 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 | 24,000. | |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached. | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0. | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. | 10 | 4,529. | |
| 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 4,529. Refunded | 11 | 0. | |

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|--|--|-----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation 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? Website address <u>N/A</u> | 13 | X | |
| 14 | The books are in care of <u>LEDERMAN, ZEIDLER, GRAY&CO CPAS</u> Telephone no. <u>310 273-2924</u> Located at <u>9107 WILSHIRE BLVD#260 BEVERLY HILLS CA</u> ZIP + 4 <u>90210-5531</u> | | | |
| 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 <u>15</u> | N/A | | |
| 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 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country | | | | X |

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

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

| | Yes | No |
|--|---|-----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | N/A |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u> | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) | 2b | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u> | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If 'Yes,' did it have excess business holdings in 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) | 3b | N/A |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? | 4b | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| See Statement 9 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| BROOKHILL CORPORATION 2716 OCEAN PARK BLVD., SANTA MONICA, CA 90405 | MANAGEMENT FEES | 168,097. |
| | | |
| | | |
| | | |
| | | |
| | | |

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 NONE | |
| 2 | |
| 3 | |
| 4 | |

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

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

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

| | | | |
|---|---|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 27,046,567. |
| b | Average of monthly cash balances | 1b | 2,896,926. |
| c | Fair market value of all other assets (see instructions) | 1c | 15,631,421. |
| d | Total (add lines 1a, b, and c) | 1d | 45,574,914. |
| 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 | 45,574,914. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 683,624. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 44,891,290. |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 2,244,565. |

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 | 2,244,565. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 19,471. |
| b | Income tax for 2011. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 19,471. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 2,225,094. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 2,225,094. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 2,225,094. |

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 | 2,152,015. |
| b | Program-related investments — total from Part IX-B | 1b | |
| 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 | 2,152,015. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 2,152,015. |

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 | | | | 2,225,094. |
| 2 Undistributed income, if any, as of the end of 2011. | | | | |
| a Enter amount for 2010 only | | | 2,139,451. | |
| b Total for prior years: 20____, 20____, 20____ | | 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: \$ 2,152,015. | | | | |
| a Applied to 2010, but not more than line 2a | | | 2,139,451. | |
| 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 | | | | 12,564. |
| 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 instructions | | | 0. | |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 | | | | 2,212,530. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | 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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------------------|
| <i>a Paid during the year</i> SEE STATEMENT D ATTACHED | | N/A | | 2,152,015. |
| Total | | | | 3a 2,152,015. |
| <i>b Approved for future payment</i> | | | | |
| Total | | | | 3b |

WILBUR MAY FOUNDATION

94-3126741

Statement 1
Form 990-PF, Part I, Line 11
Other Income

| | (a) Revenue per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| INVESTMENT PARTNERSHIPS | \$ 152,798. | | \$ 152,798. |
| INVESTMENT TRUSTS | 31,597. | | 31,597. |
| SETTLEMENT | 963. | | 963. |
| Total | <u>\$ 185,358.</u> | <u>\$ 0.</u> | <u>\$ 185,358.</u> |

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

| | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| LITTLER MENDELS | \$ 1,898. | \$ 1,898. | | |
| Total | <u>\$ 1,898.</u> | <u>\$ 1,898.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|------------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| LEDERMAN, ZEIDLER, GRAY & CO | \$ 23,000. | \$ 23,000. | | |
| Total | <u>\$ 23,000.</u> | <u>\$ 23,000.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|--|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| CONSULTING FEE - BRIAN ROSENSTEIN | \$ 7,200. | \$ 7,200. | | |
| INVT COUNSELORS FEE - AR ASSETS | 48,765. | 48,765. | | |
| INVT COUNSELORS FEE - FAYEZ SAROFIM & CO | 43,551. | 43,551. | | |
| INVT COUNSELORS FEE - GENE SULLIVAN | 7,200. | 7,200. | | |
| MGMT FEES - BROOKHILL CORPORATION | 168,097. | 168,097. | | |
| MGMT FEES - WELLS FARGO BANK | 26,887. | 26,887. | | |
| Total | <u>\$ 301,700.</u> | <u>\$ 301,700.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

WILBUR MAY FOUNDATION

94-3126741

Statement 5
Form 990-PF, Part I, Line 18
Taxes

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| FEDERAL TAX | \$ 33,799. | \$ 33,799. | | |
| FOREIGN TAX | 12,844. | 12,844. | | |
| Total | <u>\$ 46,643.</u> | <u>\$ 46,643.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

| | (a) Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|-----------------------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| INSURANCE | \$ 4,175. | \$ 4,175. | | |
| OFFICE AND MEETING EXPENSE. | 13,111. | 13,111. | | |
| Total | <u>\$ 17,286.</u> | <u>\$ 17,286.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

Statement 7
Form 990-PF, Part III, Line 5
Other Decreases

| | |
|---|------------------|
| DISTRIBUTION IN EXCESS OF INCOME WILBUR MAY | \$ 502. |
| NON DEDUCTIBLE EXPENSES | 1,127. |
| PENALTIES | 202. |
| Total | <u>\$ 1,831.</u> |

Statement 8
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

| Item | (a) Description | (b) How Acquired | (c) Date Acquired | (d) Date Sold |
|------|-------------------------------|---------------------|----------------------|------------------|
| 1 | 500000 BALL CORP 6.25% | Purchased | 5/17/2010 | 4/11/2012 |
| 2 | 3500 CISCO SYS | Purchased | 10/01/2007 | 8/30/2011 |
| 3 | 500 GENERAL DYNAMICS | Purchased | 4/28/2008 | 3/26/2012 |
| 4 | 550 GREEN MTN COFFEE ROASTERS | Purchased | 11/08/2011 | 3/05/2012 |
| 5 | 116000 HCA INC 6.95% | Purchased | 6/01/2006 | 5/01/2012 |
| 6 | 600 LORILLARD INC | Purchased | 5/14/1990 | 6/21/2011 |
| 7 | 1600 MICROSOFT | Purchased | 2/18/2003 | 8/30/2011 |
| 8 | 1000 PRUDENTIAL FINANCIAL | Purchased | 4/11/2007 | 8/30/2011 |
| 9 | 1500 SYSCO CORP | Purchased | 1/26/2005 | 8/30/2011 |
| 10 | MAPLE INCOME & GROWTH | Purchased | Various | Various |
| 11 | MAPLE INCOME & GROWTH | Purchased | Various | Various |
| 12 | EL CAMINO FUND | Purchased | Various | Various |
| 13 | EL CAMINO FUND | Purchased | Various | Various |
| 14 | ENTERPRISE | Purchased | Various | Various |

WILBUR MAY FOUNDATION

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Statement 8 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

| Item | (e) Gross Sales | (f) Deprec. Allowed | (g) Cost Basis | (h) Gain (Loss) | (i) FMV 12/31/69 | (j) Adj. Bas. 12/31/69 | (k) Excess (i) - (j) | (l) Gain (Loss) |
|-------|-----------------------|---------------------------|----------------------|-----------------------|------------------------|------------------------------|----------------------------|-----------------------|
| 1 | 511,040. | | 500,625. | 10,415. | | | | \$ 10,415. |
| 2 | 53,892. | | 114,905. | -61,013. | | | | -61,013. |
| 3 | 36,943. | | 45,325. | -8,382. | | | | -8,382. |
| 4 | 37,380. | | 38,763. | -1,383. | | | | -1,383. |
| 5 | 116,000. | | 114,920. | 1,080. | | | | 1,080. |
| 6 | 66,647. | | 7,667. | 58,980. | | | | 58,980. |
| 7 | 41,383. | | 52,869. | -11,486. | | | | -11,486. |
| 8 | 48,919. | | 91,890. | -42,971. | | | | -42,971. |
| 9 | 41,407. | | 51,952. | -10,545. | | | | -10,545. |
| 10 | 14,590. | | 0. | 14,590. | | | | 14,590. |
| 11 | 0. | | 441,852. | -441,852. | | | | -441,852. |
| 12 | 0. | | 54,630. | -54,630. | | | | -54,630. |
| 13 | 0. | | 93,565. | -93,565. | | | | -93,565. |
| 14 | 677. | | 0. | 677. | | | | 677. |
| Total | | | | | | | | \$ -640,085. |

Statement 9
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

| Name and Address | Title and Average Hours Per Week Devoted | Compen- sation | Contri- bution to EBP & DC | Expense Account/ Other |
|---|--|-------------------|----------------------------------|------------------------------|
| ANITA MAY ROSENSTEIN 2716 OCEAN PARK BLVD., #2011 SANTA MONICA, CA 90405-5209 | CHAIRMAN/PRES 0 | \$ 0. | \$ 0. | \$ 0. |
| AMANDA MAY STEFAN 2716 OCEAN PARK BLVD., #2011 SANTA MONICA, CA 90405-5209 | V-CHAIRMAN/VP 0 | 0. | 0. | 0. |
| BRIAN ROSENSTEIN 2716 OCEAN PARK BLVD #2011 SANTA MONICA, CA 90405-5209 | VP 0 | 0. | 0. | 0. |
| DOROTHY DUFFY MAY 2716 OCEAN PARK BLVD., #2011 SANTA MONICA, CA 90405-5209 | VP/SEC 0 | 0. | 0. | 0. |
| SUELLEN FULSTONE, ESQ 6100 NEIL ROAD, SUITE 555 RENO, NV 89511 | VP/LEGAL COUNS 0 | 0. | 0. | 0. |
| DIXIE MAY 2716 OCEAN PARK BLVD., #2011 SANTA MONICA, CA 90405-5209 | VP & TREASURER 0 | 0. | 0. | 0. |

WILBUR MAY FOUNDATION

94-3126741

Statement 9 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

| <u>Name and Address</u> | <u>Title and Average Hours Per Week Devoted</u> | <u>Compen- sation</u> | <u>Contri- bution to EBP & DC</u> | <u>Expense Account/ Other</u> |
|--|---|---------------------------|---|---------------------------------------|
| KATHY MAY FRITZ 2716 OCEAN PARK BLVD., #2011 SANTA MONICA, CA 90405-5209 | V/P 0 | \$ 0. | \$ 0. | \$ 0. |
| ALYSIA MAY 2716 OCEAN PARK BLVD., #2011 SANTA MONICA, CA 90405-5209 | VP 0 | 0. | 0. | 0. |
| Total | | <u>\$ 0.</u> | <u>\$ 0.</u> | <u>\$ 0.</u> |

WILBUR MAY FOUNDATION DISTRIBUTIONS

JUNE 1, 2011 – MAY 31, 2012

2011

| | | |
|-------------------|--|---------------|
| June 3, 2011 | Venice Family Clinic (Pledge-Immunizations) | \$ 50,000.00 |
| June 3, 2011 | Venice Family Clinic (Pledge-KP Program) | \$ 62,240.00 |
| June 23, 2011 | Renown Health Foundation (Pledge) | \$ 300,000.00 |
| July 22, 2011 | Nevada Diabetes Foundation | \$ 15,000.00 |
| August 2, 2011 | AIDS Services Foundation – Orange County | \$ 15,000.00 |
| August 31, 2011 | Washoe County Dept. of Regional Parks & Open Space | \$ 20,000.00 |
| October 1, 2011 | Crohn's & Colitis Foundation (Pledge) | \$ 50,000.00 |
| October 1, 2011 | LACER Afterschool Programs (Pledge) | \$ 30,000.00 |
| October 18, 2011 | Youth Tennis San Diego | \$ 20,000.00 |
| October 19, 2011 | Washoe County Dept. of Regional Parks & Open Space | \$ 5,700.00 |
| October 31, 2011 | H.A.W.C. Community Health Centers | \$ 10,000.00 |
| November 28, 2011 | Washoe County School District | \$ 10,000.00 |
| December 15, 2011 | American Cancer Society - Reno | \$ 5,000.00 |
| December 15, 2011 | Boy Scouts of America – Reno | \$ 5,000.00 |
| December 15, 2011 | The Children's Cabinet | \$ 50,000.00 |
| December 15, 2011 | Children's Bureau | \$ 10,000.00 |
| December 15, 2011 | Girl Scouts of the Sierra Nevada | \$ 5,000.00 |
| December 15, 2011 | The Heart Foundation | \$ 50,000.00 |
| December 15, 2011 | National Jewish Center | \$ 5,000.00 |
| December 15, 2011 | Nevada Children's Foundation | \$ 5,000.00 |
| December 15, 2011 | American Lung Assoc. of Nevada | \$ 5,000.00 |
| December 15, 2011 | Renown Health Foundation | \$ 5,000.00 |
| December 15, 2011 | St. Anne's Maternity Hospital | \$ 10,000.00 |
| December 15, 2011 | Vista Del Mar Child Care Center | \$ 5,000.00 |
| December 15, 2011 | Wilderness Camp | \$ 5,000.00 |
| December 19, 2011 | Tools for Peace | \$ 15,000.00 |

2012

| | | |
|------------------|---|---------------|
| February 2, 2012 | The Center for Early Education (Pledge) | \$ 100,000.00 |
| February 2, 2012 | Junior Seau Foundation | \$ 10,000.00 |
| February 3, 2012 | Washoe County Dept. of Regional Parks | \$ 2,500.00 |
| March 8, 2012 | Washoe County Dept. of Regional Parks | \$ 1,575.00 |
| April 1, 2012 | AIDS Services Foundation – Orange County (Pledge) | \$ 75,000.00 |

| | | |
|---------------|--|---------------|
| April 1, 2012 | The Children's Cabinet | \$ 15,000.00 |
| May 7, 2012 | Athletic Assoc. – University of Nevada Reno (Pledge) | \$ 100,000.00 |
| May 7, 2012 | The Betty Ford Center Foundation (Pledge) | \$ 50,000.00 |
| May 7, 2012 | Boys & Girls Clubs of Western Nevada (Pledge) | \$ 50,000.00 |
| May 7, 2012 | Crohn's & Colitis Foundation of America (Pledge) | \$ 50,000.00 |
| May 7, 2012 | Friends of the Center (Pledge) | \$ 200,000.00 |
| May 7, 2012 | Friends of the Center (Pledge) | \$ 75,000.00 |
| May 7, 2012 | Princeton Montessori (Pledge) | \$ 5,000.00 |
| May 7, 2012 | Renown Health Foundation (Pledge) | \$ 300,000.00 |
| May 7, 2012 | Washoe Legal Services | \$ 50,000.00 |
| May 7, 2012 | Washoe County Dept. of Regional Parks | \$ 50,000.00 |
| May 7, 2012 | Washoe County Dept. of Regional Parks | \$ 250,000.00 |

TOTAL

\$2,152,015.00

WILBUR D. MAY FOUNDATION
ID# 94-3126741
MAY 31 2010

STATEMENT E

| INVESTMENTS - SECURITIES | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|----------------------|
| 500,000 CENTRAL CONTRA COSTA | 495,255 | 517,480 |
| 500,000 MT DIABLO CALIF | 500,000 | 491,155 |
| 250,000 ORANGE CNTY CALIF | 250,000 | 268,950 |
| 250,000 SOUTHER CALIF PUB PWR | 250,000 | 249,793 |
| 500,000 BALL CORP | 500,625 | 516,250 |
| 500,000 BANK OF AMERICA CORP | 490,600 | 550,325 |
| 500,000 D R HORTON INC | 492,965 | 530,000 |
| 300,000 DARDEN RESTAURANTS INC | 275,913 | 317,490 |
| 500,000 DEVELOPERS DIVERS REALTY | 486,250 | 534,295 |
| 500,000 FORD MOTOR CREDIT CO | 500,000 | 509,830 |
| 600,000 GENERAL ELEC CAP CORP | 599,880 | 670,326 |
| 250,000 HARRAHS OPERATING CO INC | 243,540 | 231,250 |
| 554,000 HARTFORD FINL SVCS | 548,507 | 595,051 |
| 116,000 HCA | 114,920 | 120,350 |
| 500,000 HRPT PROPERTIES TRUST | 408,780 | 564,175 |
| 780,000 HSBC FINANCE CORP | 780,000 | 827,026 |
| 500,000 INTERNATIONAL LEASE FIN CORP | 490,950 | 500,000 |
| 500,000 KB HOME | 455,000 | 500,000 |
| 700,000 LIBERTY MEDIA CORP | 672,921 | 731,500 |
| 500,000 MAY DEPT STORES CO | 488,500 | 551,250 |
| 500,000 MGM MIRAGE INC | 495,700 | 495,000 |
| 146,000 SEARS ROEBUCK ACCEPTANCE TRANCHE | 149,317 | 149,650 |
| 500,000 TESORO CORP | 454,250 | 525,000 |
| 319,000 VIACOM INC | 314,563 | 334,851 |
| 9,344 MACY'S INC. | 324,377 | 269,855 |
| 6,070 TARGET CORP | 197,055 | 300,647 |
| 100 ALTRIA GROUP INC | 2,227 | 2,806 |
| 15,000 COCA COLA CO | 668,413 | 1,002,150 |
| 6,440 KIMBERLY CLARK CORP COM | 35,406 | 439,852 |
| 1,363 LORILLARD INC | 17,419 | 157,127 |
| 5,100 PHILIP MORRIS INTERNATIONAL IN | 210,410 | 365,925 |
| 150 PROCTER & GAMBLE | 9,758 | 10,050 |
| 7,788 CHEVRON CORP | 207,304 | 817,039 |
| 5,500 EXXON MOBIL CORPORATION | 373,387 | 459,085 |
| 5,000 BANK OF HAWAII | 240,678 | 237,000 |
| 2 BERKSHIRE HATHAWAY | 240,114 | 237,550 |
| 9,400 BANK OF AMERICA CORP | 388,749 | 110,450 |
| 370 CITIGROUP INC | 15,843 | 1,523 |
| 6,475 JPMORGAN CHASE & CO | 203,315 | 279,979 |
| 1,652 LOEWS CORP | 14,779 | 69,417 |
| 20,000 NEW YORK CMNTY BANCORP INC | 313,768 | 324,000 |
| 8,540 BRISTOL MYERS SQUIBB CO | 48,412 | 245,610 |

WILBUR D. MAY FOUNDATION**ID# 94-3126741****MAY 31 2010****STATEMENT E**

| INVESTMENTS - SECURITIES | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|----------------------|
| 4,960 JOHNSON & JOHNSON | 14,190 | 333,758 |
| 1,600 MERCK & CO INC NEW | 49,776 | 58,800 |
| 20,150 PFIZER INC | 357,879 | 432,218 |
| 394 ZIMMER HOLDINGS INC | 1,132 | 26,697 |
| 200 CATERPILLAR INC | 13,494 | 21,160 |
| 1,500 EMERSON ELECTRIC CO | 49,238 | 81,825 |
| 2,140 GENERAL ELECTRIC CO | 76,163 | 42,030 |
| 513 FRONTIER COMMUNICATIONS | 4,555 | 4,540 |
| 2,140 VERIZON COMMUNICATIONS | 69,597 | 79,030 |
| 20,000 BANCO SANTANDER | 195,918 | 237,800 |
| 4,000 DIAGEO PLC - ADR | 208,087 | 340,360 |
| 212 HSBC - ADR | 12,151 | 11,100 |
| 5,000 ROYAL DUTCH SHELL | 275,128 | 357,150 |
| 15,800 COMMONWEATH REIT | 643,281 | 412,380 |
| 2,500 ABBOTT LABORATORIES | 83,122 | 130,625 |
| 500 AIR PRODUCTS | 43,768 | 47,545 |
| 6,500 ALTRIA GROUP INC | 77,063 | 182,390 |
| 1,300 AMERICAN EXPRESS CO | 43,751 | 67,080 |
| 700 APPLE INC | 96,463 | 243,481 |
| 1,800 AUTOMATIC DATA PROCESSING INC | 78,912 | 99,198 |
| 3,261 BANK OF AMERICA CORP | 237,618 | 38,317 |
| 400 BECTON DICKINSON CO | 27,857 | 35,020 |
| 1,600 CATERPILLAR INC | 101,520 | 169,280 |
| 2,600 CHEVRON CORP | 99,171 | 272,766 |
| 3,500 CISCO CYS INC | 114,905 | 58,800 |
| 5,000 COCA COLA CO | 235,281 | 334,050 |
| 3,000 CONOCOPHILLIPS | 156,367 | 219,660 |
| 1,500 DISNEY | 64,711 | 62,445 |
| 5,784 EXXON MOBIL CORPORATION | 189,015 | 482,790 |
| 1,000 FOMENTO ECONOMICO EEXICANO | 41,804 | 61,930 |
| 600 FRANKLIN RES | 75,896 | 77,748 |
| 2,800 FREEPORT MCMORAN COPPER & GOLD INC | 156,806 | 144,592 |
| 500 GENERAL DYNAMICS CRP | 45,325 | 37,110 |
| 7,500 GENERAL ELECTRIC CO | 172,463 | 147,300 |
| 2,125 HSBC HLDGS PLC SPON ADR NEW | 138,196 | 111,265 |
| 1,200 HOME DEPOT | 48,002 | 43,536 |
| 45 IDEARC INC COM | 1,493 | 0 |
| 1,500 IMPERIAL OIL LTD COM | 80,578 | 74,370 |
| 6,000 INTEL CORP | 103,829 | 135,060 |
| 1,200 INTL BUSINESS MACH | 152,256 | 202,716 |
| 3,500 JPMORGAN CHASE & CO | 128,621 | 151,340 |
| 4,300 JOHNSON & JOHNSON | 176,378 | 289,347 |

WILBUR D. MAY FOUNDATION
ID# 94-3126741
MAY 31 2010

STATEMENT E

| INVESTMENTS - SECURITIES | BOOK VALUE | FAIR MARKET VALUE |
|--------------------------------|-------------------|----------------------|
| 2,500 KINDERMORGAN | 74,678 | 73,225 |
| 2,960 KRAFT FOODS INC | 52,409 | 103,511 |
| 600 ESTEE LAUDER COMPANIES | 27,414 | 61,506 |
| 2,000 LOWES COMPANIES | 65,707 | 48,280 |
| 2,500 MCDONALDS CORP | 91,926 | 203,850 |
| 3,000 MCGRAW-HILL COS INC | 103,936 | 127,410 |
| 1,200 MEDTRONIC INC | 61,148 | 48,840 |
| 3,000 MERCK & CO INC NEW | 105,773 | 110,250 |
| 1,600 MICROSOFT CORP | 52,869 | 40,016 |
| 3,562 NESTLE S A SPONSORED | 94,571 | 228,655 |
| 4,000 NEWS CORP | 71,795 | 73,360 |
| 1,200 NOVO NORDISK | 72,384 | 151,212 |
| 1,500 OCCIDENTAL PETROLEUM | 63,528 | 161,775 |
| 2,300 PEPSICO INC | 89,882 | 163,576 |
| 6,500 PHILIP MORRIS INTL INC | 177,482 | 466,375 |
| 1,200 PRAXAIR INC | 64,379 | 127,008 |
| 3,700 PROCTER & GAMBLE | 129,832 | 247,900 |
| 1,000 PRUDENTIAL FINL INC | 91,890 | 63,780 |
| 1,200 QUALCOMM INC | 45,608 | 70,308 |
| 1,000 RIO TINTO ADR | 73,998 | 70,120 |
| 3,000 ROCHE HOLDINGS AS SPN | 123,546 | 131,904 |
| 2,300 ROYAL DUTCH SHELL | 106,284 | 164,289 |
| 1,500 SYSCO CORP | 51,952 | 48,315 |
| 2,000 TARGET CORP | 120,690 | 99,060 |
| 3,500 TEXAS INSTRUMENTS INC | 101,850 | 123,550 |
| 2,700 TOTAL S A SPON | 155,084 | 155,493 |
| 1,600 UNITED TECHNOLOGIES CORP | 101,998 | 140,432 |
| 2,200 WAL-MART STORES INC | 108,864 | 121,484 |
| 3,800 WALGREEN COMPANY | 74,134 | 165,794 |
| 1,200 WHOLE FOODS MKT | 64,921 | 73,393 |
| | <u>21,532,136</u> | <u>26,834,341</u> |

WILBUR D. MAY FOUNDATION
ID# 94-3126741
May 31, 2011

STATEMENT F

| INVESTMENTS - OTHER | COST BASIS | FAIR MARKET VALUE |
|-----------------------|-------------------|----------------------|
| MAPLE INCOME & GROWTH | 6,161,197 | 6,786,510 |
| EL CAMINO FUND | 3,953,753 | 4,701,153 |
| FINE ART | 1,390,355 | 1,390,355 |
| ENTERPRISE PRODUCTS | 14,887 | 89,110 |
| KINDER MORGAN | (22,197) | 89,472 |
| EL CAMINO EUROPE FUND | <u>1,956,220</u> | <u>2,406,642</u> |
| | <u>13,454,215</u> | <u>15,463,242</u> |