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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUN 1, 2012, and ending MAY 31, 2013

Name of foundation WILLIAM & FLORENCE WHEELER FOUNDATION		A Employer identification number 88-0233486
Number and street (or P.O. box number if mail is not delivered to street address) 2012 E STREET	Room/suite	B Telephone number 661-836-2184
City or town, state, and ZIP code BAKERSFIELD, CA 93301		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,985,365. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		150,915.	150,915.		STATEMENT 1
4 Dividends and interest from securities		72,649.	56,477.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		151,298.			
b Gross sales price for all assets on line 6a 1,947,032.					
7 Capital gain net income (from Part IV, line 2)			151,298.		
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					
12 Total. Add lines 1 through 11		374,862.	358,690.		
13 Compensation of officers, directors, trustees, etc		49,000.	24,500.		0.
14 Other employee salaries and wages		26,583.	0.		0.
15 Pension plans, employee benefits		1,872.	0.		0.
16a Legal fees STMT 3		6,397.	3,199.		0.
b Accounting fees STMT 4		8,883.	4,442.		0.
c Other professional fees STMT 5		32,357.	32,357.		0.
17 Interest					
18 Taxes STMT 6		10,735.	2,926.		0.
19 Depreciation and depletion		549.	0.		
20 Occupancy		2,304.	0.		0.
21 Travel, conferences, and meetings		7,074.	0.		0.
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		145,754.	67,424.		0.
25 Contributions, gifts, grants paid		278,376.			278,376.
26 Total expenses and disbursements. Add lines 24 and 25		424,130.	67,424.		278,376.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<49,268.>			
b Net investment income (if negative, enter -0-)			291,266.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	<78,652.>	<56,897.>	<56,897.>	
	2 Savings and temporary cash investments	232,875.	122,578.	122,578.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations STMT 9	1,351.	1,154.	1,294.	
	b Investments - corporate stock STMT 10	2,342,131.	1,862,984.	2,960,776.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 11	2,281,348.	2,800,515.	2,955,693.	
	14 Land, buildings, and equipment basis ▶ 2,745.				
	Less: accumulated depreciation STMT 8 ▶ 824.	2,470.	1,921.	1,921.	
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	4,781,523.	4,732,255.	5,985,365.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	500,000.	500,000.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	4,281,523.	4,232,255.	STATEMENT 7	
30 Total net assets or fund balances	4,781,523.	4,732,255.			
31 Total liabilities and net assets/fund balances	4,781,523.	4,732,255.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,781,523.
2 Enter amount from Part I, line 27a	2	<49,268.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,732,255.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,732,255.

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 1,947,032.		1,795,734.	151,298.

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			151,298.

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	151,298.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	322,085.	5,787,653.	.055650
2010	252,125.	5,866,836.	.042975
2009	256,393.	5,521,790.	.046433
2008	312,157.	5,373,662.	.058090
2007	264,705.	6,611,487.	.040037

2 Total of line 1, column (d)	2	.243185
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	.048637
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,740,708.
5 Multiply line 4 by line 3	5	279,211.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,913.
7 Add lines 5 and 6	7	282,124.
8 Enter qualifying distributions from Part XII, line 4	8	278,376.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	5,825.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	5,825.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	5,825.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,728.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,300.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,028.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,203.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 2,203. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 ► N/A	13	X	
14	The books are in care of ► NANCY L. WHEELER SMITH Located at ► 2012 E STREET, BAKERSFIELD, CA	Telephone no. ► (661) 836-2184 ZIP+4 ► 93301		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		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 checked="" type="checkbox"/> Yes	<input 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	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<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.)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 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 2012)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		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)? ☐ 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)?

N/A

5b

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

6b

X

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

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NANCY L. WHEELER SMITH 2012 E STREET BAKERSFIELD, CA 93301	TRUSTEE 8.00	49,000.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
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	5,755,333.
b	Average of monthly cash balances	1b	72,797.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,828,130.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,828,130.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,422.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,740,708.
6	Minimum investment return. Enter 5% of line 5	6	287,035.

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	287,035.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,825.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,825.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	281,210.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	281,210.
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	281,210.

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	278,376.
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	278,376.
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	278,376.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				281,210.
2 Undistributed income, if any as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	18,461.			
f Total of lines 3a through e	18,461.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 278,376.				
a Applied to 2011, but not more than line 2a			0.	
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 2012 distributable amount				278,376.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,834.			2,834.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,627.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	15,627.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	15,627.			
e Excess from 2012				

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
ALLAN HANCOCK COLLEGE 800 S COLLEGE DR. SANTA MARIA, CA 93454	NO RELATION	COLLEGE	TO SUPPORT EDUCATIONAL CENTERS.	2,500.
AMERICAN CANCER SOCIETY P.O. BOX 22718 OKLAHOMA CITY, OK 73123	NO RELATION	PUBLIC CHARITY	TO SUPPORT CANCER PROGRAMS AND SERVICES.	2,500.
BAKERSFIELD COLLEGE ATHLETIC FOUNDATION 1801 PANORAMA DRIVE BAKERSFIELD, CA 93305	NO RELATION	COLLEGE	TO SUPPORT COLLEGE ATHLETICS.	4,000.
BASS LAKE CHAMBER OF COMMERCE P.O. BOX 126 BASS LAKE, CA 93604	NO RELATION	PUBLIC CHARITY	TO SUPPORT VARIOUS PROGRAMS PROVIDED BY THE CHAMBER.	500.
BOYS & GIRLS CLUB OF KERN COUNTY P.O. BIN 5J BAKERSFIELD, CA 93385	NO RELATION	PUBLIC CHARITY	TO PROMOTE THE DEVELOPMENT OF BOYS AND GIRLS THROUGH VARIOUS PROGRAMS.	6,500.
Total SEE CONTINUATION SHEET(S)				278,376.
b Approved for future payment				
NONE				
Total				0.

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

- | | | | |
|--|--------------|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

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

Signature of officer or trustee

Date/

Title

TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr 7)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MATTHEW N. DAVIS

Preparer's signature

Matthew N. Davis CPA

Date _____

4/8/14

Check ☐
self-employed

PTIN

P00192892

Firm's name ▶ CBIZ MHM, LLC

Firm's EIN ► 33-0737981

Firm's address ► 5060 CALIFORNIA AVE., SUITE 800
BAKERSFIELD, CA 93309

Phone no. (661) 325-7500

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	.8 SHS BROOKFIELD PROPERTY LP	P	04/15/13	04/15/13
b	2,000 SHS CHICAGO BRIDGE & IRON CO	P	02/21/13	04/11/13
c	3,000 SHS DIRECTV CL A	P	07/19/12	02/20/13
d	13,000 SHS DOUBLELINE BOND FUND	P	09/23/11	07/23/12
e	6,475 SHS HECKMANN CORP	P	07/29/11	06/25/12
f	500 SHS ROCKWELL AUTOMATION INC	P	07/29/11	06/25/12
g	2,000 SHS STAPLES INC	P	07/29/11	06/25/12
h	2,500 SHS US BANCORP	P	04/17/12	11/05/12
i	30,000 SHS VANGUARD CORP FUND	P	01/18/11	09/26/12
j	CAPITAL GAIN DISTRIBUTION - ST	P	VARIOUS	VARIOUS
k	4,800 SHS GOVERNMENT NATL MTG ASSN	P	02/27/12	06/15/12
l	10,500 SHS GOVERNMENTAL NATL MTG	P	02/27/12	06/15/12
m	40,000 SHS NY NY CITY HSG DEV CORP	P	07/15/10	01/11/12
n	300 SHS APPLE INC	P	09/18/09	06/25/12
o	2,000 SHS BROOKFIELD ASSET MTG	P	04/29/11	06/25/12

(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.		17.	0.
b 113,085.		105,500.	7,585.
c 145,631.		147,047.	<1,416.>
d 147,210.		146,900.	310.
e 19,684.		39,365.	<19,681.>
f 32,192.		36,018.	<3,826.>
g 24,670.		32,240.	<7,570.>
h 82,914.		78,769.	4,145.
i 181,649.		171,000.	10,649.
j 4,329.			4,329.
k 36.		37.	<1.>
l 154.		160.	<6.>
m 40,000.		40,000.	0.
n 139,716.		55,625.	84,091.
o 62,624.		64,516.	<1,892.>

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			0.
b			7,585.
c			<1,416.>
d			310.
e			<19,681.>
f			<3,826.>
g			<7,570.>
h			4,145.
i			10,649.
j			4,329.
k			<1.>
l			<6.>
m			0.
n			84,091.
o			<1,892.>

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	3,500 SHS CENTURYLINK INC	P	11/07/11	02/14/13
b	3,000 SHS CROWN CASTLE INTL	P	05/25/11	06/25/12
c	9,981.684 SHS DOUBLELINE CORE FIXED	P	12/02/11	02/21/13
d	10,000 SHS DOUBLELINE TOTAL RETURN	P	09/23/11	02/21/13
e	750 SHS IBM CORP	P	09/18/09	06/25/12
f	500 SHS KANSAS CITY SOUTHERN	P	05/25/11	06/25/12
g	11,099.356 SHS PIMCO FDS TOTAL	P	12/16/09	11/09/12
h	1,000 SHS ROCKWELL AUTOMATION INC	P	05/25/11	06/25/12
i	5,000 SHS STAPLES INC	P	05/23/11	06/25/12
j	CAPITAL GAIN DISTRIBUTION - LT	P	VARIOUS	VARIOUS
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 118,354.		127,562.	<9,208.>
b 175,893.		124,102.	51,791.
c 112,693.		109,000.	3,693.
d 113,600.		113,000.	600.
e 143,893.		91,559.	52,334.
f 32,696.		28,566.	4,130.
g 128,864.		120,650.	8,214.
h 64,383.		80,188.	<15,805.>
i 61,676.		83,913.	<22,237.>
j 1,069.			1,069.
k			
l			
m			
n			
o			

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			<9,208.>
b			51,791.
c			3,693.
d			600.
e			52,334.
f			4,130.
g			8,214.
h			<15,805.>
i			<22,237.>
j			1,069.
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	151,298.
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

WILLIAM & FLORENCE WHEELER FOUNDATION

88-0233486

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CERRO ALTO 4-H 9473 CARMEL ROAD ATASCADERO, CA 93422	NO RELATION	PUBLIC CHARITY	TO PROVIDE INSTRUCTION AND TRAINING TO THE YOUTH.	1,000.
COMMUNITY ACTION PARTNERSHIP OF KERN 300 19TH STREET BAKERSFIELD, CA 93301	NO RELATION	PUBLIC CHARITY	TO SUPPORT VARIOUS PROGRAMS HELPING FAMILIES BECOME SELF SUFFICIENT.	25,000.
COVENANT COMMUNITY SERVICES 1616 29TH STREET BAKERSFIELD, CA 93301	NO RELATION	PUBLIC CHARITY	TO SUPPORT FOSTER CHILDREN SERVICES.	62,091.
CSUB ATHLETICS 9001 STOCKDALE HWY BAKERSFIELD, CA 93311	NO RELATION	UNIVERSITY	TO SUPPORT COLLEGE ATHLETICS.	100.
FRIENDS OF KERN COUNTY FAIR 1142 SOUTH P STREET BAKERSFIELD, CA 93307	NO RELATION	PUBLIC CHARITY	TO SUPPORT THE 15TH DISTRICT AGRICULTURAL ASSOCIATION, 4-H, AND FFA PROGRAMS.	48,072.
FRIENDS OF MERCY FOUNDATION 551 SHANLEY COURT BAKERSFIELD, CA 93311	NO RELATION	PUBLIC CHARITY	TO PROMOTE PUBLIC HEALTH.	2,000.
GARCES MEMORIAL HIGH SCHOOL 2800 LOMA LINDA DRIVE BAKERSFIELD, CA 93305	NO RELATION	SCHOOL	TO SUPPORT EDUCATIONAL CENTERS.	38,300.
JIM BURKE EDUCATION FOUNDATION P.O. BOX 2686 BAKERSFIELD, CA 93303	NO RELATION	PRIVATE FOUNDATION	TO PROMOTE THE EDUCATION OF MINORS.	2,000.
KHSD EDUCATIONAL FOUNDATION 649 CHARITY COURT FRANKFORT, KY 40601	NO RELATION	PRIVATE FOUNDATION	TO SUPPORT YOUTH EDUCATIONAL CENTERS.	5,000.
M.A.R.E. 18200 JOHNSON ROAD BAKERSFIELD, CA 93314	NO RELATION	PUBLIC CHARITY	TO PROVIDE ASSISTANCE TO PEOPLE WITH PHYSICAL AND COGNITIVE CHALLENGES.	5,000.
Total from continuation sheets				262,376.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MENDIBURU MAGIC FOUNDATION P.O. BOX 6307 BAKERSFIELD, CA 93386	NO RELATION	PRIVATE FOUNDATION	TO SUPPORT CHILDREN AND FAMILIES FACING LIFE THREATENING ILLNESSES.	5,000.
MONTEREY ROAD ELEMENTARY 3355 MONTEREY ROAD ATASCADERO, CA 93422	NO RELATION	SCHOOL	TO SUPPORT PUBLIC EDUCATION.	6,000.
OUR LADY OF PERPETUAL HELP 124 COLUMBUS STREET BAKERSFIELD, CA 93305	NO RELATION	CHURCH	TO PROMOTE A DEEPER LIFE WITH JESUS THROUGH WORD AND SERVICE.	2,500.
ST. FRANCIS CHURCH 900 H STREET BAKERSFIELD, CA 93304	NO RELATION	CHURCH	TO PROVIDE SERVICES TO LOW INCOME FAMILIES.	37,500.
ATASCADERO GREYHOUND ATHLETIC FOUNDATION P.O. BOX 3120 ATASCADERO, CA 93423	NO RELATION	PRIVATE FOUNDATION	TO FUND FACILITIES AND PROGRAMS FOR STUDENTS.	1,000.
BAKERSFIELD SYMPHONY ORCHESTRA 1328 34TH STREET BAKERSFIELD, CA 93301	NO RELATION	PUBLIC CHARITY	TO SUPPORT MUSIC EDUCATION.	3,000.
THE PLANK FOUNDATION 1400 EASTON DRIVE BAKERSFIELD, CA 93309	NO RELATION	PRIVATE FOUNDATION	TO PROVIDE SUPPORT FOR THOSE LESS FORTUNATE.	2,500.
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110	NO RELATION	UNIVERSITY	TO SUPPORT EDUCATIONAL CENTERS.	1,500.
HOFFMAN HOSPICE 8501 BRIMHALL ROAD BAKERSFIELD, CA 93312	NO RELATION	PRIVATE FOUNDATION	TO SUPPORT END-OF-LIFE CARE FOR TERMINALLY-ILL PATIENTS.	12,000.
MIDSTATE FAIR 2198 RIVERSIDE AVENUE PASO ROBLES, CA 93446	NO RELATION	PUBLIC CHARITY	TO SUPPORT THE 15TH DISTRICT AGRICULTURAL ASSOCIATION, 4-H, AND FFA PROGRAMS.	1,813.
Total from continuation sheets				

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

SOURCE	AMOUNT
INTEREST FROM SECURITIES	150,915.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	150,915.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM GOV'T SECURITIES	4.	0.	4.
DIVIDENDS FROM SECURITIES	56,473.	0.	56,473.
NONDIVIDEND DISTRIBUTIONS	16,172.	0.	16,172.
TOTAL TO FM 990-PF, PART I, LN 4	72,649.	0.	72,649.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,397.	3,199.		0.
TO FM 990-PF, PG 1, LN 16A	6,397.	3,199.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	8,883.	4,442.		0.
TO FORM 990-PF, PG 1, LN 16B	8,883.	4,442.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO ADVISORY FEES	3,451.	3,451.		0.
PORTFOLIO MANAGEMENT FEES	28,906.	28,906.		0.
TO FORM 990-PF, PG 1, LN 16C	32,357.	32,357.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,990.	2,266.		0.
FILING FEES	75.	0.		0.
TAX WITHHOLDING	660.	660.		0.
STATE TAX	10.	0.		0.
FEDERAL TAX	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,735.	2,926.		0.

FORM 990-PF	OTHER FUNDS	STATEMENT	7
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RETAINED EARNINGS	4,281,523.	4,232,255.
TOTAL TO FORM 990-PF, PART II, LINE 29	4,281,523.	4,232,255.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LAPTOP	949.	285.	664.	664.
COMPUTERS	1,796.	539.	1,257.	1,257.
TO 990-PF, PART II, LN 14	2,745.	824.	1,921.	1,921.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOV. NATL. MTG. ASSN. #046	X		379.	423.
GOV. NATL. MTG. ASSN. #319	X		775.	871.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,154.	1,294.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,154.	1,294.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OCCIDENTAL PETROLEUM CORP	320,146.	920,700.
IBM	0.	0.
APPLE INC	0.	0.
ENTERPRISE PRODUCT PARTNERS LP	55,882.	166,292.
MOSAIC CO	131,879.	121,640.
ROCKWELL AUTOMATION INC	79,165.	88,020.
KANSAS CITY SOUTHERN	85,699.	166,050.
STAPLES INC	0.	0.
BROOKFIELD ASSET MANAGEMENT	63,396.	70,320.
QUALCOMM INC	134,697.	126,960.
CROWN CASTLE INTL CORP	0.	0.
PLAINS ALL AMERICAN PIPELINE	162,254.	224,720.
CANADIAN PACIFIC RAILWAY	112,905.	197,985.
COMCAST CORP CL A	166,246.	281,050.
JOHNSON & JOHNSON CO	98,050.	126,270.
US BANCORP	0.	0.
XEROX CORP	166,655.	147,013.

WILLIAM & FLORENCE WHEELER FOUNDATION

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CENTURYLINK INC	0.	0.
HECKMANN CORP	0.	0.
LYONDELLBASELL INDUSTRIES	114,415.	133,300.
EATON CORP	91,564.	99,090.
AMERICAN INTERNATIONAL GROUP	77,539.	88,920.
BROOKFIELD PROPERTY PARTNERS	2,492.	2,446.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,862,984.	2,960,776.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES BARCLAYS AGGREGATE	COST	151,357.	163,665.
ISHARES LEHMAN MBS BOND FUND	COST	130,130.	138,242.
PIMCO FDS TTL RETURN DTD	COST	0.	0.
PIMCO INCOME FUND DTD	COST	417,100.	475,682.
NY ST MUN BD RECOVERY ACT 6.636%	COST	250,000.	305,143.
NY NEW YORK CITY HSG DEV 6.42%	COST	35,000.	34,712.
DOUBLELINE TOTAL RETURN BOND FUND	COST	692,700.	698,513.
STAR GAS PARTNERS	COST	101,000.	104,750.
DOUBLELINE CORE FIXED INCOME	COST	0.	0.
VANGUARD HIGH YIELD CORPORATE FUND	COST	0.	0.
BLACKSTONE GSO SR FLTG	COST	145,211.	151,200.
WISDOMTREE EMERGING MARKETS	COST	240,767.	225,945.
PIMCO MORTGAGE OPPORTUNITES FUND	COST		
DTD		366,750.	375,535.
HECKMANN CORP 8.775%	COST	102,500.	107,000.
JP MORGAN CHASE & CO PERP	COST	168,000.	175,306.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,800,515.	2,955,693.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDNANCY L. WHEELER SMITH
2012 E STREET
BAKERSFIELD, CA 93301TELEPHONE NUMBERNAME OF GRANT PROGRAM

661-836-2184

NONE

FORM AND CONTENT OF APPLICATIONSSUBMIT IN WRITING, NAME OF ORGANIZATION, DESCRIPTION OF CHARITABLE PURPOSE,
USE OF FUNDS, RECIPIENT OF FUNDS.ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	LAPTOP	10/31/11	SL	5.00		HXL7	949.				949.	95.		190.	285.
12	COMPUTERS	01/20/12	SL	5.00		HXL7	1,796.				1,796.	180.		359.	539.
	* TOTAL 990-PF PG 1 DEPR						2,745.				2,745.	275.		549.	824.

228111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	WILLIAM & FLORENCE WHEELER FOUNDATION	88-0233486
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions.	2012 E STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BAKERSFIELD, CA 93301	

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

04

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

NANCY L. WHEELER SMITH

- The books are in the care of ► **2012 E STREET - BAKERSFIELD, CA 93301**

Telephone No. ► **(661) 836-2184**

FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JANUARY 15, 2014**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- ☐ calendar year _____ or
- ☒ tax year beginning **JUN 1, 2012**, and ending **MAY 31, 2013**

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	\$	8,028.
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	\$	3,728.
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	\$	4,300.

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.

2012 return - closed to audit

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions WILLIAM & FLORENCE WHEELER FOUNDATION	Employer identification number (EIN) or 88-0233486
	Number, street, and room or suite no. If a P.O. box, see instructions. 2012 E STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BAKERSFIELD, CA 93301	

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

04

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

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

- The books are in the care of **2012 E STREET - BAKERSFIELD, CA 93301**
Telephone No. **(661) 836-2184** FAX No.

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

4 I request an additional 3-month extension of time until **APRIL 15, 2014**5 For calendar year , or other tax year beginning **JUN 1, 2012**, and ending **MAY 31, 2013**6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a 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.	8a	\$	8,028.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	8,028.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Matthew N. Smith**Title **CPA**Date **1/10/14**