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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 6/01, 2012, and ending 5/31, 2013

WILBUR 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**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 ☐**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)
\$ 48,427,732.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)**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	Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	710,730.	710,730.	710,730.	
	4	Dividends and interest from securities	580,952.	580,952.	580,952.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	15,749.			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		15,749.		
	8	Net short-term capital gain			27,872.	
	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	169,967.	169,967.	169,967.		
12	Total. Add lines 1 through 11	1,477,398.	1,477,398.	1,489,521.		
ADMINISTRATIVE AND OPERATING 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	1,976.	1,976.		
	b	Accounting fees (attach sch) See St 3	23,000.	23,000.		
	c	Other prof fees (attach sch) See St 4	311,215.	311,215.		
	17	Interest				
	18	Taxes (attach schedule) (see instrs) See Stm 5	28,153.	28,153.		
	19	Depreciation (attach Sch) and depletion 2013				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
23	Other expenses (attach schedule)					
	See Statement 6	20,347.	20,347.			
24	Total operating and administrative expenses. Add lines 13 through 23	384,691.	384,691.			
25	Contributions, gifts, grants paid Part XV	2,214,550.			2,214,550.	
26	Total expenses and disbursements. Add lines 24 and 25	2,599,241.	384,691.	0.	2,214,550.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-1,121,843.				
b	Net investment income (if negative, enter -0-)		1,092,707.			
c	Adjusted net income (if negative, enter -0-)			1,489,521.		

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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		1,852,307.	2,221,523.	2,221,523.
	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)		22,208,209.	20,554,248.	28,952,184.
	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)		13,020,227.	13,180,426.	17,254,025.	
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)		37,080,743.	35,956,197.	48,427,732.	
LIABILITIES	17	Accounts payable and accrued expenses		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)		1,974.	0.	
NET FUND ASSETS OR BALANCES	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.			X		
	27	Capital stock, trust principal, or current funds		37,078,769.	35,956,197.	
	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)		37,078,769.	35,956,197.	
	31	Total liabilities and net assets/fund balances (see instructions)		37,080,743.	35,956,197.	

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	37,078,769.
2	Enter amount from Part I, line 27a	2	-1,121,843.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	35,956,926.
5	Decreases not included in line 2 (itemize) <u>See Statement 7</u>	5	729.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	35,956,197.

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)
1 a 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			(i) 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 style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	15,749.
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	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	27,872.

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))
2011	2,152,015.	44,891,290.	0.047938
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

2 Total of line 1, column (d)	2	0.250066
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	0.050013
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	45,983,324.
5 Multiply line 4 by line 3	5	2,299,764.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,927.
7 Add lines 5 and 6	7	2,310,691.
8 Enter qualifying distributions from Part XII, line 4	8	2,214,550.

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	21,854.
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	21,854.
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	21,854.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 20,000.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	20,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	38.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,892.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	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? 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

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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 <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		
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 <u></u>	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
1 a	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"/>	1 b	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 2012?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	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</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b 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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

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

N/A

7 b

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 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	1 a	28,105,488.
b	Average of monthly cash balances	1 b	2,036,915.
c	Fair market value of all other assets (see instructions)	1 c	16,541,175.
d	Total (add lines 1a, b, and c)	1 d	46,683,578.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	46,683,578.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	700,254.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,983,324.
6	Minimum investment return. Enter 5% of line 5	6	2,299,166.

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	2,299,166.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	21,854.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	21,854.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,277,312.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,277,312.
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	2,277,312.

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	1 a	2,214,550.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule) . .	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,214,550.
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	2,214,550.

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				2,277,312.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			2,212,530.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,214,550.				
a Applied to 2011, but not more than line 2a			2,212,530.	
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				2,020.
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))	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 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,275,292.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

3 Complete 3a, b, or c for the alternative test relied upon:

a 'Assets' alternative test – enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year SEE STATEMENT D ATTACHED		N/A		2,214,550.
Total			3 a	2,214,550.
<i>b</i> Approved for future payment				
Total			3 b	

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	\$ 129,740.		\$ 129,740.
INVESTMENT TRUSTS	40,129.		40,129.
SETTLEMENT	98.		98.
Total	\$ 169,967.	0.	\$ 169,967.

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	\$ 1,976.	\$ 1,976.		
Total	\$ 1,976.	\$ 1,976.	\$ 0.	\$ 0.

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	\$ 23,000.	\$ 23,000.	\$ 0.	\$ 0.

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	49,840.	49,840.		
INVT COUNSELORS FEE - FAYEZ SAROFIM & CO	49,230.	49,230.		
INVT COUNSELORS FEE - GENE SULLIVAN	7,200.	7,200.		
MGMT FEES - BROOKHILL CORPORATION	170,732.	170,732.		
MGMT FEES - WELLS FARGO BANK	27,013.	27,013.		
Total	\$ 311,215.	\$ 311,215.	\$ 0.	\$ 0.

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	\$ 15,472.	\$ 15,472.		
FOREIGN TAX	12,681.	12,681.		
Total	<u>\$ 28,153.</u>	<u>\$ 28,153.</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	\$ 3,739.	\$ 3,739.		
OFFICE AND MEETING EXPENSE	16,608.	16,608.		
Total	<u>\$ 20,347.</u>	<u>\$ 20,347.</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				\$ 729.
Total			\$	<u>729.</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	.62 BANCO SANTANDER SA	Purchased	5/15/2013	5/17/2013
2	400 BECTON DICKINSON	Purchased	6/18/2009	10/22/2012
3	250000 HARRAHS	Purchased	11/27/2006	9/07/2012
4	500000 KB HOME 5.75%	Purchased	5/17/2006	8/08/2012
5	.67 KRAFT FOODS	Purchased	10/02/2012	10/05/2012
6	700000 LIBERTY MEDIA 5.7%	Purchased	3/09/2005	5/15/2013
7	1000 LOWES COMPANIES	Purchased	1/12/2007	4/22/2013
8	1000 MERCK & CO	Purchased	12/18/1996	6/18/2012
9	146000 SEARS 7.5%	Purchased	6/07/2007	1/15/2013
10	500000 TESORO CORP 6.25%	Purchased	6/18/2008	9/25/2012
11	319000 VIACOM SR NTS 5.625%	Purchased	6/15/2009	7/11/2012
12	MAPLE INCOME & GROWTH	Purchased	Various	Various
13	MAPLE INCOME & GROWTH	Purchased	Various	Various
14	EL CAMINO FUND	Purchased	Various	Various
15	EL CAMINO FUND	Purchased	Various	Various
16	EL CAMINO EUROPE FUND	Purchased	Various	Various
17	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	4,145.		4,145.	0.				\$ 0.
2	30,278.		27,857.	2,421.				2,421.
3	163,750.		243,540.	-79,790.				-79,790.
4	520,000.		486,582.	33,418.				33,418.
5	32.		1.	31.				31.
6	700,000.		692,005.	7,995.				7,995.
7	37,568.		33,220.	4,348.				4,348.
8	38,954.		36,618.	2,336.				2,336.
9	146,000.		149,317.	-3,317.				-3,317.
10	503,129.		498,759.	4,370.				4,370.
11	320,605.		318,819.	1,786.				1,786.
12	19,104.		0.	19,104.				19,104.
13	7,905.		0.	7,905.				7,905.
14	8,188.		0.	8,188.				8,188.
15	4,577.		0.	4,577.				4,577.
16	549.		0.	549.				549.
17	1,828.		0.	1,828.				1,828.
Total								\$ 15,749.

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.

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>
DIXIE MAY 2716 OCEAN PARK BLVD., #2011 SANTA MONICA, CA 90405-5209	VP & TREASURER 0	\$ 0.	\$ 0.	\$ 0.
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		\$ 0.	\$ 0.	\$ 0.

WILBUR MAY FOUNDATION DISTRIBUTIONS

JUNE 1, 2012 – MAY 31, 2013

2012

June 4, 2012	Venice Family Clinic (Pledge – Immunizations)	\$ 50,000.00
June 4, 2012	Venice Family Clinic (Pledge – KP Program)	\$ 62,240.00
July 23, 2012	AIDS Services Foundation – Orange County	\$ 15,000.00
October 4, 2012	LACER Afterschool Programs	\$ 30,000.00
October 4, 2012	Nevada Diabetes Association	\$ 15,000.00
October 4, 2012	Youth Tennis San Diego	\$ 20,000.00
October 10, 2012	Crohn's & Colitis Foundation (Pledge)	\$ 50,000.00
November 5, 2012	Washoe County Dept. of Regional Parks & Open Space	\$ 4,350.00
November 26, 2012	Washoe County School District	\$ 10,000.00
December 15, 2012	The Children's Cabinet	\$ 50,000.00
December 15, 2012	Children's Bureau	\$ 10,000.00
December 15, 2012	The Heart Foundation	\$ 50,000.00
December 15, 2012	National Jewish Center	\$ 5,000.00
December 15, 2012	Nevada Children's Foundation	\$ 5,000.00
December 15, 2012	American Lung Association of Nevada	\$ 5,000.00
December 15, 2012	Renown Health Foundation	\$ 5,000.00
December 15, 2012	St. Anne's Maternity Hospital	\$ 10,000.00
December 15, 2012	Vista Del Mar Child Care Center	\$ 5,000.00
December 15, 2012	Wilderness Camp	\$ 5,000.00
December 18, 2012	Washoe County Dept. of Regional Parks & Open Space	\$ 860.00

2013

January 25, 2013	The Center for Early Education (Pledge)	\$ 100,000.00
January 25, 2013	Higher Ground Sun Valley	\$ 25,000.00
April 3, 2013	The Children's Cabinet	\$ 15,000.00
May 1, 2013	Athletic Assoc. – University of Nevada Reno (Pledge)	\$ 100,000.00
May 1, 2013	The Betty Ford Center Foundation (Pledge)	\$ 50,000.00
May 1, 2013	Boys & Girls Clubs of Western Nevada (Pledge)	\$ 50,000.00
May 1, 2013	Renown Health Foundation (Pledge)	\$ 300,000.00
May 1, 2013	Washoe Legal Services	\$ 50,000.00
May 1, 2013	Washoe County Dept. of Regional Parks & Open Space	\$ 50,000.00
May 1, 2013	Washoe County Dept. of Regional Parks & Open Space	\$ 250,000.00
May 1, 2013	Friends of the Center	\$ 75,000.00

May 15, 2013	AIDS Services Foundation – Orange County	\$ 75,000.00
May 15, 2013	Calif. State University Los Angeles (Pledge)	\$ 15,000.00
May 15, 2013	Friends of the Center (Youth Center)	\$ 200,000.00
May 15, 2013	Higher Ground Sun Valley (Pledge)	\$ 50,000.00
May 15, 2013	House Research Institute	\$ 5,000.00
May 15, 2013	LACER Afterschool Programs (Pledge)	\$ 30,000.00
May 15, 2013	Renown Health Foundation (Pledge)	\$ 300,000.00
May 15, 2013	The Center for the Partially Sighted	\$ 50,000.00
May 15, 2013	Washoe County Dept. of Regional Parks & Open Space	\$ 17,100.00

<u>TOTAL</u>	<u>\$ 2,214,550.00</u>
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WILBUR D. MAY FOUNDATION
ID# 94-3126741
May 31, 2013

STATEMENT F

INVESTMENTS - OTHER	COST BASIS	FAIR MARKET VALUE
MAPLE INCOME & GROWTH	5,933,509	7,493,331
EL CAMINO FUND	3,909,717	5,547,811
FINE ART	1,390,355	1,390,355
ENTERPRISE PRODUCTS	5,726	127,095
KINDER MORGAN	(34,081)	100,080
EL CAMINO EUROPE FUND	<u>1,975,200</u>	<u>2,595,353</u>
	<u><u>13,180,426</u></u>	<u><u>17,254,025</u></u>

WILBUR D. MAY FOUNDATION
ID# 94-3126741
MAY 31 2013

STATEMENT E

INVESTMENTS - SECURITIES	BOOK VALUE	FAIR MARKET VALUE
500,000 CENTRAL CONTRA COSTA	495,255	563,755
500,000 MT DIABLO CALIF	500,000	537,585
250,000 ORANGE CNTY CALIF	250,000	287,173
250,000 SOUTHER CALIF PUB PWR	250,000	281,538
500,000 ARCELORMITTAL	511,861	536,900
500,000 BANK OF AMERICA CORP	490,600	576,125
500,000 D R HORTON INC	492,965	511,250
500,000 DEVELOPERS DIVERS REALTY	486,250	539,885
500,000 FORD MOTOR CREDIT CO	496,024	550,795
600,000 GENERAL ELEC CAP CORP	599,880	693,906
554,000 HARTFORD FINL SVCS	548,507	623,499
500,000 HRPT PROPERTIES TRUST	410,251	554,020
500,000 MAY DEPT STORES CO	488,500	526,745
500,000 MGM MIRAGE INC	495,700	515,000
500,000 MORGAN STANLEY	486,355	566,340
500,000 SPRINT NEXTEL	509,750	540,000
250,000 TRANSOCEAN	247,953	286,663
12,000 CITY NATIONAL CORP	297,000	297,988
10,000 GENERAL ELEC CAP CORP	250,000	248,300
10,000 PUBLIC STORAGE	249,486	248,600
9,344 MACY'S INC.	324,377	451,689
6,070 TARGET CORP	197,055	421,865
100 ALTRIA GROUP INC	2,226	3,610
15,000 COCA COLA CO	668,413	1,199,700
6,440 KIMBERLY CLARK CORP COM	35,406	623,585
1,363 LORILLARD INC	9,751	97,145
5,100 PHILIP MORRIS INTERNATIONAL IN	210,410	463,641
150 PROCTER & GAMBLE	9,758	11,514
7,788 CHEVRON CORP	207,304	955,977
5,500 EXXON MOBIL CORPORATION	373,387	497,585
5,000 BANK OF HAWAII	240,678	251,900
2 BERKSHIRE HATHAWAY	240,114	342,600
9,400 BANK OF AMERICA CORP	388,749	128,404
370 CITIGROUP INC	15,843	1,924
6,475 JPMORGAN CHASE & CO	203,315	353,470
1,652 LOEWS CORP	14,779	75,695
20,000 NEW YORK CMNTY BANCORP INC	313,768	261,600
8,540 BRISTOL MYERS SQUIBB CO	48,412	392,925
4,960 JOHNSON & JOHNSON	14,190	417,533
1,600 MERCK & CO INC NEW	49,776	74,720
20,150 PFIZER INC	357,879	548,685
394 ZIMMER HOLDINGS INC	1,132	30,933

WILBUR D. MAY FOUNDATION
ID# 94-3126741
MAY 31 2013

STATEMENT E

INVESTMENTS - SECURITIES	BOOK VALUE	FAIR MARKET VALUE
200 CATERPILLAR INC	13,494	17,160
1,500 EMERSON ELECTRIC CO	49,238	86,190
2,140 GENERAL ELECTRIC CO	76,163	49,905
513 FRONTIER COMMUNICATIONS	4,047	2,126
2,140 VERIZON COMMUNICATIONS	69,597	103,747
20,000 BANCO SANTANDER	195,918	144,000
1,231 BANCO SANTANDER	7,746	8,863
4,000 DIAGEO PLC - ADR	208,087	473,040
212 HSBC - ADR	12,151	11,630
5,000 ROYAL DUTCH SHELL	275,128	331,850
2,000 TOTAL S A SPON	102,046	99,700
10,000 GENERAL MOTORS	473,383	488,100
15,800 COMMONWEATH REIT	621,243	322,952
3,000 ABBOTT LABORATORIES	55,660	110,010
3,000 ABBVIE INC COM	60,358	128,070
500 AIR PRODUCTS	43,768	47,205
6,500 ALTRIA GROUP INC	77,063	234,650
1,300 AMERICAN EXPRESS CO	43,751	98,423
700 APPLE INC	135,178	359,788
1,800 AUTOMATIC DATA PROCESSING INC	78,912	123,696
3,261 BANK OF AMERICA CORP	237,618	44,545
500 BLACKROCK	96,060	139,600
1,600 CATERPILLAR INC	101,520	137,280
3,200 CHEVRON CORP	158,761	392,800
5,000 COCA COLA CO	235,281	399,900
2,000 COMCAST CORP NEW	80,641	80,330
3,000 CONOCOPHILLIPS	121,228	184,020
800 DIAGEO ADR	96,188	94,608
2,000 DISNEY	81,217	126,160
5,784 EXXON MOBIL CORPORATION	189,015	523,278
1,000 FOMENTO ECONOMICO MEXICANO	41,804	108,590
600 FRANKLIN RES	75,896	92,886
3,200 FREEPORT MCMORAN COPPER & GOLD INC	174,869	99,360
7,500 GENERAL ELECTRIC CO	172,463	174,900
2,125 HSBC HLDGS PLC SPON ADR NEW	138,196	116,578
1,200 HOME DEPOT	48,002	94,392
45 IDEARC INC COM	1,493	0
1,500 IMPERIAL OIL LTD COM	80,578	58,410
6,000 INTEL CORP	103,829	145,680
1,200 INTL BUSINESS MACH	152,256	249,624
3,500 JPMORGAN CHASE & CO	148,948	218,360
4,300 JOHNSON & JOHNSON	176,378	361,974

WILBUR D. MAY FOUNDATION
ID# 94-3126741
MAY 31 2013

STATEMENT E

INVESTMENTS - SECURITIES	BOOK VALUE	FAIR MARKET VALUE
2,500 KINDERMORGAN	74,678	94,950
986 KRAFT FOODS INC	18,390	54,358
1,500 ESTEE LAUDER COMPANIES	43,885	101,670
1,000 LOWES COMPANIES	32,487	42,110
2,500 MCDONALDS CORP	91,926	241,425
3,000 MCGRAW-HILL COS INC	103,936	163,650
1,200 MEDTRONIC INC	61,148	61,212
2,000 MERCK & CO INC NEW	69,154	93,400
2,960 MONDELEZ INTL INC	34,019	87,246
3,562 NESTLE S A SPONSORED	94,571	235,523
4,000 NEWS CORP	71,795	128,440
1,200 NOVO NORDISK	72,384	193,320
2,500 OCCIDENTAL PETROLEUM	147,784	230,175
2,300 PEPSICO INC	89,882	185,771
6,500 PHILIP MORRIS INTL INC	177,482	590,915
1,500 PHILLIPS 66	35,139	99,855
1,200 PRAXAIR INC	64,379	137,196
3,700 PROCTER & GAMBLE	129,832	284,012
1,200 QUALCOMM INC	45,608	76,176
1,800 RIO TINTO ADR	121,357	76,896
3,000 ROCHE HOLDINGS AS SPN	123,546	186,876
2,800 ROYAL DUTCH SHELL	138,539	185,836
2,000 SAB MILLER	83,178	100,972
2,000 TARGET CORP	120,690	139,000
3,500 TEXAS INSTRUMENTS INC	101,850	125,685
800 TIME WARNER CABLE	79,640	76,408
3,200 TOTAL S A SPON	178,825	159,520
1,600 UNITED TECHNOLOGIES CORP	101,998	151,840
2,200 WAL-MART STORES INC	108,864	164,648
3,800 WALGREEN COMPANY	74,133	181,488
1,200 WHOLE FOODS MKT	64,921	124,464
	<u>20,554,248</u>	<u>28,952,184</u>