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

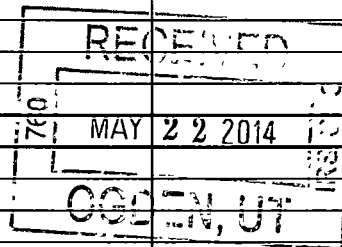
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning 06/30/2012

, 2012, and ending 06/28/2013, 20

Name of foundation WD FOUNDATION		A Employer identification number 33-0769372
Number and street (or P O box number if mail is not delivered to street address) 3355 MICHELSON DRIVE	Room/suite STE 100	B Telephone number (see instructions) (949) 672-7000
City or town, state, and ZIP code IRVINE, CA 92612		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 264,927.00	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,639,310.00			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)					
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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		2,639,310.00			
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		0.00	0.00	0.00	0.00
22 Printing and publications					
23 Other expenses (attach schedule)		6,890.00			6,890.00
24 Total operating and administrative expenses. Add lines 13 through 23		6,890.00			6,890.00
25 Contributions, gifts, grants paid		2,568,905.00			2,568,905.00
26 Total expenses and disbursements. Add lines 24 and 25		2,575,795.00			2,575,795.00
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		63,515.00			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					



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		201,412.00	264,927.00	264,927.00
	2	Savings and temporary cash investments				
	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 schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	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)				
	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)			201,412.00	264,927.00	264,927.00
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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. ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	201,412.00	264,927.00		
	30	Total net assets or fund balances (see instructions)	201,412.00	264,927.00		
31	Total liabilities and net assets/fund balances (see instructions)	201,412.00	264,927.00			

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	201,412.00
2	Enter amount from Part I, line 27a	2	63,515.00
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	264,927.00
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	264,927.00

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					
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) 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					
2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div> </div>		3		

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	1,766,200.00	306,627.00	5.7601
2010	1,623,105.00	303,985.00	5.3394
2009	1,412,275.00	189,539.00	7.4511
2008	1,124,349.00	254,893.00	4.4111
2007	283,562.00	168,422.00	1.6836
2 Total of line 1, column (d)			2 24.6453
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 4.9291
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 436,372.73
5 Multiply line 4 by line 3			5 2,150,924.82
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 2,150,924.82
8 Enter qualifying distributions from Part XII, line 4			8 2,575,795.00

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 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?	13	X	
Website address ► WWW.WDC.COM/EN/COMPANY/COMMUNITYRELATIONS/				
14	The books are in care of ► ROBERT STOCKTON Telephone no ► (949) 672-7000			
	Located at ► 3355 MICHELSON DRIVE, SUITE 100, IRVINE, CA ZIP+4 ► 92612			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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		1
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2
3 Add lines 1 and 2		3
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7
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
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
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 the 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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		X
If "Yes," attach the statement required by General Instruction T		
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"/>		
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	

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**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?☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 2				

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 ☐Form **990-PF** (2012)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

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	
2	
3	
4	

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

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

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	
b	Average of monthly cash balances	1b	443,018.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	443,018.00
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	443,018.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,645.27
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	436,372.73
6	Minimum investment return. Enter 5% of line 5	6	21,818.64

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	21,818.64
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,818.64
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	21,818.64
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	21,818.64

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,575,795.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,575,795.00
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	2,575,795.00

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				21,818.64
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 275,141.00				
b From 2008 1,111,604.00				
c From 2009 1,408,098.00				
d From 2010 1,759,064.00				
e From 2011 1,924,657.00				
f Total of lines 3a through e	6,478,564.00			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,575,795.00				
a Applied to 2011, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				21,522.15
e Remaining amount distributed out of corpus . .	2,554,272.85			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,032,836.85			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				296.49
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	275,141.00			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	8,757,695.85			
10 Analysis of line 9.				
a Excess from 2008 . . . 1,111,604.00				
b Excess from 2009 . . . 1,408,098.00				
c Excess from 2010 . . . 1,759,064.00				
d Excess from 2011 . . . 1,924,657.00				
e Excess from 2012 . . . 2,554,272.85				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ☐ 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.

ROSEMARY KRUPP 3355 MICHELSON DRIVE, SUITE 100, IRVINE, CA 92612 (949) 672-7000

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

SEE STATEMENT 3

c Any submission deadlines:

REQUESTS ARE REVIEWED QUARTERLY

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

SEE STATEMENT 3

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 SEE STATEMENT 4				2,568,905.00
Total			▶ 3a	2,568,905.00
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

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

JSA

WD Foundation
FEIN 33-0769372
Tax Year Ending June 28, 2013

Statement 1
Part I, Line 23: Other Expenses

	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dues & Subscriptions	500			500
Membership	6,150			6,150
Seminar	240			240
	<u>6,890</u>			<u>6,890</u>

WD Foundation
FEIN 33-0769372
Tax Year Ending June 28, 2013

Statement 2

Part VIII: Information About Officers and Directors

(a) Name and Address	(b) Title	(c) Compensation	(d) Contributions to employees benefit plans and deferred compensation	(e) Expense account, and other allowances
Stephen Milligan 3355 Michelson Drive, Suite 100, Irvine, CA 92612	President	0	0	0
Timothy M. Leyden 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Treasurer	0	0	0
Jacqueline M. DeMaria 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Vice President	0	0	0
Michael Ray 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Secretary	0	0	0



WD FOUNDATION COMMUNITY GRANTS PROGRAM GUIDELINES

I. STATEMENT OF POLICY

As a corporate citizen in the communities in which it operates, Western Digital (WD) recognizes a responsibility consistent with its business objectives to respond to the needs of the communities in which it operates and where its employees live. The quality of life and education, the well-being of our employees and their families, and the economic health of our society are of vital interest to our organization, its leadership, and staff. As such, WD has established charitable foundations to address global community needs on a regional basis.

The Western Digital Charitable Foundation, "WD Foundation", a California non-profit benefit corporation, was created in 1997 to support Western Digital's philanthropic activities that support economic, social, educational, and basic needs in our regional business communities within the United States. As such, WD Foundation grants are directed toward non-profit organizations in Orange, Santa Clara and Alameda Counties in California, and Boulder County, Colorado.

Western Digital Corporation (WDT) also supports global philanthropic programs through WD Foundations in Thailand and Malaysia. Each WD Foundation manages grant applications within its geographic region, based on local guidelines, legal requirements, and local customs.

II. BUDGETS

WD policy is that monetary contributions be consistent with both our corporate giving priorities and a defined target change of earnings. The budget is reallocated each fiscal year and will be reviewed quarterly against the Company's financial performance.

III. AREAS OF INTEREST

Western Digital supports organizations that operate in the following categories and allocates the specified percentage of the annual budget for charitable contributions:

Education	40%
Basic Needs	40%
Civic and Community	20%

Emphasis is placed on supporting established and successful organizations in the community as well as new programs that may prove to be models for effective ways of delivering needed services.

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Education

Western Digital supports public educational organizations that offer programs from primary through graduate levels. Of special interest are programs that focus on:

- STEM (Science, Technology, Engineering and Mathematics) Programs
- Innovation in engineering (electrical, mechanical, chemical and solid state physics)
- Personal computing literacy and science discovery

In addition to grants, Western Digital provides a matching gifts program, through a partnership with United Way, for employee donations made to educational institutions. Private educational institutions may qualify for WD funding through the Matching Gifts Program rather than through Foundation grants.

Basic Needs

Emphasis will be placed on requests received from agencies that are directed toward countering economic hardship, providing for economic progress and for programs leading to economic self-sufficiency. Organizations of particular interest focus their efforts on:

- Homeless prevention and crisis intervention
- Basic health care and basic needs services

Civic and Community

Western Digital supports organizations in Orange, Santa Clara and Alameda Counties in California, and Boulder County, Colorado, that promote the long-term betterment and permanent improvement of a community and are of benefit to all residents. Of particular interest are agencies supporting:

- Environmental protection and preservation
- Community volunteer projects benefiting low income families and/or veterans

IV. CRITERIA

Successful applicants will meet the following criteria to be considered for a financial grant:

- Be previously designated tax-exempt non-profit organization as defined under Sections 501(c)(3) and 170(b) of the IRS Code
- Show program capability, sound fiscal policies, responsible management, evidence of long-range planning and effective use of volunteers

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- Have a competent, active board of directors providing sound policies and guidance to the organization and its members
- Maintain a list of corporate contributors
- Produce a budget, financial statements and a plan for funding beyond the period covered by the proposed contribution
- Show a method of evaluating the results of the proposed project
- Submit a WD Grant Impact Report for any previous WD funded project at least two months PRIOR to applying for additional WD funds

V. LIMITATIONS AND EXCLUSIONS

- Western Digital does not provide repetitive annual grants or continuing support for organizations or programs. Applications from organizations receiving current or previous Western Digital support will be reviewed as a new request annually and evaluated in relation to other submitted proposals and budgetary considerations.
- Western Digital will not commit to multi-year donations.
- Western Digital does not provide funding for capital campaigns.
- No support will be extended to religious activities or programs that serve, or appear to serve, specific religious groups or denominations. However, if a proposal submitted by a church-based or similar organization falls clearly within program guidelines and is intended to serve as broad a segment of the population as the program of a comparable non-religious organization, we will consider the proposal on the same basis as others.
- Support for private educational institutions will be managed through WD's matching gifts program and/or in-kind donations.
- Exclusions to review for contributions due to Western Digital Foundation Laws or Policies, federal laws or budgetary considerations include:
 - Individuals
 - Sports Teams
 - Organizations that discriminate on the basis of race, color, creed, gender, sexual preference, disability, age, or national origin
 - Grant-making foundations
 - Fund raising events

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- Political organizations
- Organizations failing to meet Western Digital's Corporate standards for ethical operation and social value
- Agencies whose service area is not included in the geographic regions outlined above

VI. APPLICATION PROCEDURES

Proposals are reviewed by foundation staff for initial recommendation of denial or approval. The Contributions Committee, composed of senior management, makes the final recommendation.

Western Digital processes grant requests on a semi-annual basis. Please indicate which funding period you are requesting. Grants not meeting the postmark deadline will NOT be forwarded to the next cycle and must be resubmitted prior to the next deadline.

____ July 1 – December 31 (Grant submittal postmark deadline is July 15*)

____ January 1 – June 30 (Grant submittal postmark deadline is January 15*)

*Effective 2013

If an organization meets Western Digital's eligibility requirements referenced above and wishes to be considered for a charitable contribution they will need to submit the following:

- A formal request on the organization's letterhead which includes:
 - A description of the organization, its name, address, telephone number, email address, web site address, and Executive Director's contact name
 - A brief statement of purpose or objectives of the organization
 - Specific dollar amount of request with an explanation of how the funds will be used
- A completed "Grant Summary Request" form
- A copy of the organization's most recent tax-exempt ruling statement from the IRS (Does not pertain to educational institutions)
- A list of the board of directors, or board of trustees, and their affiliations
- A list of current corporate sponsors
- The most recent financial report showing the overall budget of the organization, including income and expenses for the last two years and the year in which the contribution is being sought. If the request pertains to a particular program, a budget specific to that program is ALSO required.

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WDC Foundation
FEIN 33-0769372
As of June 28, 2013

STATEMENT 4

Part XV Line 3a - Grants and Contributions Paid During the Year

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	AMOUNT
Able People Foundation	552 A Valley Way, Milpitas, CA 95035	501 (C)	(5,000)
Abode Services	40849 Fremont Blvd, Fremont, CA 94538	501 (C)	(10,000)
Access OC	1505 E 17th Street, Suite 209, Santa Ana, CA 92705	501 (C)	(5,000)
ACE Charter Schools	1100 Shasta Avenue, San Jose, CA 95126	501 (C)	(10,000)
ACT for Mental Health, Inc	441 Park Avenue, San Jose, CA 95110	501 (C)	(10,000)
Action Works	P.O. Box 1877, Berthoud, CO 80513	501 (C)	(5,000)
Adolescent Counseling Services	1717 Embarcadero Road, Ste 4000, Palo Alto, CA 94303	501 (C)	(5,000)
Alameda County Community Food Bank	7900 Edgewater Drive, Oakland, CA 94621	501 (C)	(5,000)
ALearn	3777 Stevens Creek Blvd, Ste 330, Santa Ana, CA 95051	501 (C)	(5,000)
Alzheimer's Family Services Center	9451 Indianapolis Avenue, Huntington Beach, CA 92646	501 (C)	(5,000)
American Cancer Society	101 Ygnacio Valley Road, Ste 100, Walnut Creek, CA 94596	501 (C)	(2,000)
American Red Cross	601 N. Golden Circle Drive, Santa Ana, CA 92705	501 (C)	(60,000)
Ariel Outreach Mission	2600 Ritchie Street, Oakland, CA 94605	501 (C)	(10,000)
Assistance League of Capistrano Valley	526 N El Camino Real, San Clemente, CA 95672	501 (C)	(2,000)
Assistance League of Santa Ana	1037 W. First Street, Santa Ana, CA 92703	501 (C)	(1,500)
Association of Fundraising Professionals	P.O. Box 12497, Costa Mesa, CA 92627	501 (C)	(5,000)
Attention Homes	1443 Spruce Street, Boulder, CO 80302	501 (C)	(5,000)
Bay Area After School All Stars	550 Valley Way, Milpitas, CA 95035	501 (C)	(12,000)
Bayrisches Rotes Kreuz	Landesgeschäftsstelle, Garmischer Straße 19-21, 81373 Munchen, Germany	501 (C)	(10,000)
BOOST! West Oakland	1700 Market Street, Oakland, CA 94607	501 (C)	(5,000)
Boys & Girls Club of Tustin	580 W. 6th Street, Tustin, CA 92780	501 (C)	(5,000)
Boys & Girls Clubs Anaheim	P O Box 350, Anaheim, CA 92815	501 (C)	(5,000)
Boys Hope Girls Hope of So CA	17701 Cowan Avenue, Suite 150, Irvine, CA 92614	501 (C)	(5,000)
Breakthrough Silicon Valley	1635 Park Avenue, San Jose, CA 95126	501 (C)	(10,000)
Build Futures	1395 Bancroft Avenue, San Leandro, CA 94577	501 (C)	(10,000)
Building Education Leaders for Life	60 Clayton Street, Dorchester, MA 02122	501 (C)	(5,000)
Building Skills Partnership	1010 Ruff Drive, San Jose, CA 95110	501 (C)	(9,000)
California School Education Foundation	3322 California Street, Costa Mesa, CA 92626	501 (C)	(5,000)
California Youth Connection	604 Mission Street, 9th Floor, San Francisco, CA 94105	501 (C)	(9,000)
Cal-Wood Education Center	P O. Box 347, Jamestown, CO 80455	501 (C)	(2,500)
Carmel Bach Festival	P.O. Box 575 Carmel, CA 93921	501 (C)	(5,000)
Casa Youth Shelter	10911 Reagan Street, Los Alamitos, CA 90720	501 (C)	(5,000)
Catholic Charities of the East Bay	433 Jefferson Street, Oakland, CA 94607	501 (C)	(7,000)
Child Advocates of Silicon Valley	509 Valley Way, Milpitas, CA 95035	501 (C)	(5,000)
Children's Maritime Foundation	4676 Lakeview Avenue, Suite 109E, Yorba Linda, CA 92886	501 (C)	(5,000)
City of Longmont	350 Kimbark Street, Longmont, CO 80501	501 (C)	(3,500)
Code Orange FRC3476	26841 Danafir, Dana Point, CA 92629	501 (C)	(1,500)
Community Health Awareness Council	711 Church Street, Mountain View, CA 94041	501 (C)	(5,000)
Discovery Science Center	2500 N. Main Street, Santa Ana, CA 92705	501 (C)	(1,000)
Downtown Streets Team	1671 The Alameda, Suite 301, San Jose, CA 95126	501 (C)	(10,000)
Eaglebots Oak Grove High School After Clu	303 Van Buren Avenue, Oakland, CA 94610	501 (C)	(2,000)
Eden Housing, Inc.	22645 Grand Street, Hayward, CA 94541	501 (C)	(10,000)
Eden Information and Referral	570 B Street, Hayward, CA 94541	501 (C)	(6,500)
Families Forward	9221 Irvine Blvd, Irvine, CA 92618	501 (C)	(5,000)
Family Supportive Housing	1590 Las Plumas Avenue, San Jose, CA 95133	501 (C)	(10,000)
First Robotics Competition Team	42668 Lerwick Street, Fremont, CA 94539	501 (C)	(3,000)
Food Allergy & Anaphylaxis Network	11781 Lee Jackson Hwy, Suite 160, Fairfax, VA 22033	501 (C)	(5,000)
Friends of the High Line	529 W. 20th Street, Suite 8W, New York, NY 10011	501 (C)	(1,500)
Friends of Weaver Elementary School	11972 Wembly Road, Los Alamitos, CA 90720	501 (C)	(5,000)
Girls, Inc.	150 Paularino Avenue, Suite D-290, Costa Mesa, CA 92627	501 (C)	(3,000)
Giving Children Hope	8332 Commonwealth Avenue, Buena Park, CA 90621	501 (C)	(15,000)
Good Karma Bikes	345 Sunol Street, San Jose, CA 95126	501 (C)	(5,000)

WDC Foundation
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As of June 28, 2013

STATEMENT 4

Part XV Line 3a - Grants and Contributions Paid During the Year

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	AMOUNT
Guadalupe River Park Conservancy	438 Coleman Avenue, San Jose, CA 95110	501 (C)	(5,000)
H.O.P.E.	P.O. Box 756 Longmont, CO 80502	501 (C)	(7,000)
Habitat Children's Musuem	PMB 326, 1563 Solano Avenue, Berkeley, CA 94707	501 (C)	(3,000)
Habitat for Humanity of the Silicon Valley	513 Valley Way, Milpitas, CA 95035	501 (C)	(10,000)
Habitat for Humanity of the St. Vrain Valley	P O. Box 333, Longmont, CO 80502	501 (C)	(5,000)
Hart Community Homes, Inc	208 N Lemon, Fullerton, CA 92832	501 (C)	(4,000)
Homework House	161 S Orange Street, Orange, CA 92688	501 (C)	(4,000)
Human Options	P.O. Box 53745, Irvine, CA 92619	501 (C)	(10,000)
IEEE Orange County Section	P O. Box 15264, Irvine, CA 92623-5264	501 (C)	(1,000)
Illumination Foundation	2691 Richter Avenue, Suite 107, Irvine, CA 92606	501 (C)	(5,000)
Imagine!	1400 Dixon Street, Lafayette, CO 80026	501 (C)	(6,000)
Impact on Education Opportunity Fund	728 Front Street, Suite A, Louisville, CO 80027	501 (C)	(5,000)
	5301 Stevens Creek Blvd, P O. Box 58059, M/S WO, Santa Clara, CA 95052	501 (C)	(5,000)
Industry Initiatives for Science & Math Edu	200 Kalmus Drive, Costa Mesa, CA 92628	501 (C)	(10,000)
Inside the Outdoors	4735 Walnut Street, Suite B, Boulder, CO, 80301	501 (C)	(2,000)
Intercambio Uniting Communities	P O Box 3356, Seal Beach, CA 90740	501 (C)	(5,000)
Internal House Crisis Shelters	27102 Foxborough, Aliso Viejo, CA 92656	501 (C)	(3,700)
Journey School	1671 The Alameda, Suite 205, San Jose, CA 95126	501 (C)	(5,000)
Junior Achievement of Northern CA	P O Box 2136, Castro Valley, CA 94546	501 (C)	(7,000)
KidPower, TeenPower, FullPower	13722 Fairmont Way, Tustin, CA 92780	501 (C)	(3,400)
Laurel House	MS5200, University of CA Berkeley, Berkeley, CA 94720	501 (C)	(5,000)
Lawrence Hall of Science	15559 Union Avenue, #123, Los Gatos, CA 95032	501 (C)	(100)
Leigh High School Home & School Club	1215 E Chapman Avenue, Orange, CA 92866	501 (C)	(5,000)
Lestonnac Free Medical Clinic	2201 Broadway, Suite 101, Oakland, CA 94612	501 (C)	(10,000)
Level Playing Field Institute	528 Main Street, Longmont, CO 80503	501 (C)	(2,000)
Longmont Area Economic Council	910 Longs Peak Avenue, Longmont, CO 80501	501 (C)	(6,000)
Longmont Meals on Wheels, Inc	201 Almond Avenue, Los Altos, CA 94022	501 (C)	(2,500)
Los Altos High School	4123 Broadway, Suite 815, Oakland, CA 94611	501 (C)	(2,000)
Loved Twice	1280 Johnson Avenue, San Jose, CA 95129	501 (C)	(2,500)
Lynnbrook High School Robotics Program	17 Bayview, Irvine, CA 92614	501 (C)	(2,000)
Meadow Park Foundation	P O Box 1905, Santa Ana, CA 92702	501 (C)	(10,000)
Mercy House Living Centers	P O Box 1032, Lukeville, AZ 85341	501 (C)	(500)
Mission Heartbeat	21840 McClellan Road, Cupertino, CA 95014	501 (C)	(2,500)
Monta Vista High School Robotics Team	1920 Seventh Street, Berkeley, CA 94710	501 (C)	(3,500)
Multicultural Institute	9191 Towne Centre Drive, Suite L101, San Diego, CA 92122	501 (C)	(5,000)
National University / Sally Ride Science	234 East Gish Road, Suite 200, San Jose, CA 95112	501 (C)	(12,000)
Next Door Solutions for Domestic Violence	1224 Harrison Street, Oakland, CA 94612	501 (C)	(5,000)
Oakland Digital Arts & Literacy Center	6962 Los Amigos Circle, Huntington Beach, CA 92647	501 (C)	(4,800)
OC AIAA	263 Shuman Blvd, Naperville, IL 60563	501 (C)	(5,000)
OfficeMax Charitable Foundation	2000 Mowry Avenue, Fremont, CA 94538	501 (C)	(5,000)
One Child	1901 E. 4th Street, Suite 100, Santa Ana, CA 92705	501 (C)	(23,250)
ONE OC	1505 E 17th Street, Suite 226, Santa Ana, CA 92705	501 (C)	(10,000)
One OC / Science @ OC	500 South Main Street, Suite 1100, Orange, CA 92868	501 (C)	(10,000)
Orange County Child Abuse Prevention Cent	383 S Batavia Street, Orange, CA 92868	501 (C)	(16,530)
Orange County Ronald McDonald House	1573 E 17th Street, Santa Ana, CA 92705	501 (C)	(5,000)
Orangewood Children's Foundation	303 Atwood Street, Longmont, CO 80501	501 (C)	(500)
OUR Center	585 North Mary Avenue, Sunnyvale, CA 94085	501 (C)	(5,000)
Pathways Home Health and Hospice	3900 Birch Street, Suite 113, Newport Beach, CA 92660	501 (C)	(2,500)
Project Access	12020 Chapman Avenue, PMB#257, Garden Grove, CA 92840	501 (C)	(5,000)
Project Dignity	343 E. Grove Avenue, Orange, CA 92865	501 (C)	(10,000)
Project Hope Alliance	2530 San Pablo Ave, Suite K, Berkeley, CA 94702	501 (C)	(12,000)
Project SEED, Inc	15707 Rockfield Blvd, Suite 250, Irvine, CA 92618	501 (C)	(10,000)
Project Tomorrow			

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STATEMENT 4

Part XV Line 3a - Grants and Contributions Paid During the Year

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	AMOUNT
Rebuilding Together / Orange County	P.O. Box 11570, Santa Ana, CA 92711	501 (C)	(10,000)
Rebuilding Together Silicon Valley	2827 Aiello Drive, San Jose, CA 95111	501 (C)	(1,500)
Resource Area for Teaching	1355 Ridder Park Drive, San Jose, CA 95131	501 (C)	(10,000)
Sacred Heart Community Service	1381 South First Street, San Jose, CA 95110	501 (C)	(5,000)
Safe Shelter of St. Vrain Valley	P O Box 231, Longmont, CO 80502	501 (C)	(5,000)
San Jose State University	One Washington Square, San Jose, CA 95192-0126	501 (C)	(100)
Santa Teresa Music & Arts Association	6150 Snell Avenue, San Jose, CA 95123	501 (C)	(100)
Save the Bay	1330 Broadway, Suite 1800, Oakland, CA 94612	501 (C)	(5,000)
Sea & Sage Audobon Society	5 Riparian View, Irvine, CA 92612	501 (C)	(3,000)
Second Harvest Food Bank	8014 Marine Way, Irvine, CA 92618	501 (C)	(22,500)
Serve the People, Inc	1206 East 17th Street, Suite 101, Santa Ana, CA 92701	501 (C)	(10,000)
Silicon Valley Children's Fund	1871 The Alameda, Suite 335, San Jose, CA 95126	501 (C)	(8,500)
Silicon Valley Education Foundation	1400 Parkmoor, #200, San Jose, CA 95126	501 (C)	(5,000)
Silicon Valley Independent Living Ctr.	2202 North First Street, San Jose, CA 95131	501 (C)	(5,000)
Society of Women Engineers	P O. Box 53746, Irvine, CA 92619-3746	501 (C)	(5,000)
Stand Up for Kids Orange County	P.O. Box 14398, Irvine, CA 92623	501 (C)	(5,000)
Sunday Friends	P O Box 24887, San Jose, CA 95154	501 (C)	(10,000)
	C/O Hughes Agency, 104 S Main Street, Ste 110, Greenville, SC 29601	501 (C)	(5,000)
Synnex Share the Magic			(5,000)
TeWinkle Middle School PTA	3224 California Street, Costa Mesa, CA 92626	501 (C)	(3,000)
The Center for Enriched Living	280 Saunders Road, Riverwoods, IL 60015-3835	501 (C)	(2,500)
The Health Trust	3180 Newberry Drive, Suite 200, San Jose, CA 95118	501 (C)	(3,500)
The Inn Between of Longmont, Inc	250 Kimbark Street, Longmont, CO 80501	501 (C)	(5,000)
The Office Depot Foundation	6600 Military Trail, C401J, Boca Raton, FL 33496	501 (C)	(7,500)
The Tower Foundation	One Washington Square, San Jose, CA 95192	501 (C)	(5,000)
The Wooden Floor	1810 N Main Street, Santa Ana, CA 92706	501 (C)	(5,000)
THINK Together	2100 E Fourth Street, Santa Ana, CA 92705	501 (C)	(15,000)
Thomas House	P O. Box 2737, Garden Grove, CA 92842	501 (C)	(10,000)
Tiger Woods Learning Center	One Tiger Woods Way, Anaheim, CA 92801	501 (C)	(5,000)
Tustin High School	1171 El Camino Real, Tustin, CA 92780	501 (C)	(1,079)
United Way of the Bay Area	221 Main Street, Suite 300, San Francisco, CA 94105	501 (C)	(9,000)
United Way Silicon Valley	1400 Parkmoor, Suite 250, San Jose, CA 95126	501 (C)	(1,045,147)
University of Evansville	1800 Lincoln Avenue, Evansville, IN 47722	501 (C)	(100)
University of Missouri	109 Reynolds Alumni Center, Columbia, MO 65211	501 (C)	(100)
US First	26841 Danafir, Dana Point, CA 92629	501 (C)	(5,000)
Veterans Helping Veterans Now	P O Box 17158, Boulder, CO 80308	501 (C)	(5,000)
Via Services, Inc	2851 Park Avenue, Santa Clara, CA 94063	501 (C)	(5,000)
Via Verde Nature Center	3540 La Honda Road, San Gregorio, CA 94074	501 (C)	(3,000)
Vineyard Christian Fellowship	5340 E. LaPalma Avenue, Anaheim, CA 92807	501 (C)	(10,000)
Wardrobe for Opportunity	570 14th Street, Suite 5, Oakland, CA 94612	501 (C)	(5,000)
	Lot 3 Jalan SS8/6, Sungai Way Free Industrial Zone, 47300 Petaling Jaya, Selangor, Malaysia MY	501 (C)	(300,000)
WD Caring Foundation Malaysia			(300,000)
	140 Moo 2 Bang PA-In Indust Estate, Klongjig Bang Pa-In, Ayutthaya Thailand, TH 13160	501 (C)	(300,000)
WD Caring Foundation Thailand			(300,000)
We Teach Science	405 Primrose Road, Suite 200, Burlingame, CA 94010	501 (C)	(5,000)
Women Helping Women	1800 E. McFadden, Suite 1A, Santa Ana, CA 92705	501 (C)	(7,500)
Women's Initiative for Self Employment	1814 Franklin Street, Suite 200, Oakland, CA 94612	501 (C)	(10,000)
Working Wardrobes	3030 Pullman Street, Suite A, Costa Mesa, CA 92626	501 (C)	(5,000)
YWCA of Boulder County	2222 14th Street, Boulder, CO 80302	501 (C)	(2,500)
YWCA Silicon Valley	375 S. Third Street, San Jose, CA 95112	501 (C)	(5,000)
			<u>(2,568,906)</u>

**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ ►
- 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.	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	WD FOUNDATION	33-0769372
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 3355 MICHELSON DRIVE, SUITE 100	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. IRVINE, CA 92612	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 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

- The books are in the care of ► **CECILIA LAMBERT**

Telephone No. ► (949) 672-7000 FAX No. ► (949) 672-7873

- 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 **FEBURARY 17**, 20 **14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 or

► ☒ tax year beginning **JUNE 30**, 20 **12**, and ending **JUNE 28**, 20 **13**.

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

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat No 27916D

Form **8868** (Rev. 1-2013)

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

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

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. WD FOUNDATION	Employer identification number (EIN) or 33-0769372
	Number, street, and room or suite no. If a P.O. box, see instructions. 3355 MICHELSON DRIVE, SUITE 100	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions IRVINE, CA 92612	

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

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

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

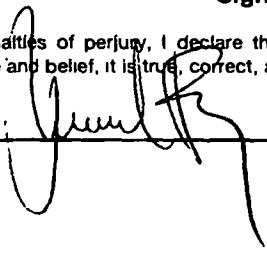
- The books are in the care of **▶ ROBERT STOCKTON**
Telephone No. **▶ (949) 672-7000** Fax No. **▶ (949) 672-7873**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption 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 **MAY 15**, 20 **14**.
- 5** For calendar year _____, or other tax year beginning **JUNE 30**, 20 **12**, and ending **JUNE 28**, 20 **13**.
- 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 TO GATHER INFORMATION IN ORDER TO FILE AN ACCURATE RETURN**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Forms 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	\$
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	\$

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 **▶**  Title **▶ SECRETARY** Date **▶ 2/7/2014**