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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Department of the Treasury
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation L.L.W.W. FOUNDATION		A Employer identification number 95-3464689
Number and street (or P O box number if mail is not delivered to street address) 625 SOUTH FAIR OAKS AVENUE	Room/suite 360	B Telephone number (626) 441-5188
City or town, state or province, country, and ZIP or foreign postal code SOUTH PASADENA, CA 91030		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) \$ 20,666,196.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		11,135.	11,135.		STATEMENT 1
4 Dividends and interest from securities		290,871.	290,871.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		575,787.			
b Gross sales price for all assets on line 6a 7,598,778.					
7 Capital gain net income (from Part IV, line 2)			575,787.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		37,074.	37,074.		STATEMENT 3
12 Total. Add lines 1 through 11		914,867.	914,867.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		3,000.	450.		2,250.
c Other professional fees		145,144.	43,543.		101,601.
17 Interest					
18 Taxes		45,172.	172.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		1,494.	263.		1,231.
24 Total operating and administrative expenses. Add lines 13 through 23		194,810.	44,428.		105,082.
25 Contributions, gifts, grants paid		716,598.			716,598.
26 Total expenses and disbursements. Add lines 24 and 25		911,408.	44,428.		821,680.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		3,459.			
b Net investment income (if negative, enter -0-)			870,439.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	768.	110,233.	110,233.
	2 Savings and temporary cash investments	222,727.	339,128.	339,128.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	102,095.	101,555.	115,781.
	b Investments - corporate stock STMT 9	8,396,898.	8,128,751.	12,567,995.
	c Investments - corporate bonds STMT 10	652,075.	550,290.	562,993.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	4,896,988.	5,045,053.	6,970,066.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	14,271,551.	14,275,010.	20,666,196.	
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	14,271,551.	14,275,010.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	14,271,551.	14,275,010.	
	31 Total liabilities and net assets/fund balances	14,271,551.	14,275,010.	

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	14,271,551.
2 Enter amount from Part I, line 27a	2	3,459.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,275,010.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,275,010.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 7,598,778.		7,022,991.	575,787.

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			575,787.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	575,787.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	571,762.	16,255,904.	.035173
2011	1,032,283.	16,184,843.	.063781
2010	336,157.	14,716,272.	.022843
2009	913,923.	12,915,202.	.070763
2008	1,601,431.	17,027,825.	.094048

2 Total of line 1, column (d)	2	.286608
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	.057322
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,566,135.
5 Multiply line 4 by line 3	5	1,064,248.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,704.
7 Add lines 5 and 6	7	1,072,952.
8 Enter qualifying distributions from Part XII, line 4	8	821,680.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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	17,409.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,409.
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	17,409.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	37,776.	
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	37,776.	
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	20,367.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	11	20,367.	Refunded

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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>WHITTIER TRUST COMPANY</u> Telephone no. ► <u>(626) 441-5188</u> Located at ► <u>625 SO. FAIR OAKS AVE., SUITE 360, SOUTH PASADENA</u> ZIP+4 ► <u>91030</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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

6b

X

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURA-LEE W. WOODS	PRESIDENT/DIR			
625 S. FAIR OAKS AVENUE STE. 360	1.00	0.	0.	0.
SO PASADENA, CA 91030				
JIM JEFFS	VICE PRES./DIR			
625 S. FAIR OAKS AVENUE STE. 360	1.00	0.	0.	0.
SO PASADENA, CA 91030				
LINDA J. BLINKENBERG	SECRETARY/DIR			
625 S. FAIR OAKS AVENUE STE. 360	1.00	0.	0.	0.
SO PASADENA, CA 91030				
GREG E. CUSTER	CFO/DIR			
625 S. FAIR OAKS AVENUE STE. 360	1.00	0.	0.	0.
SO PASADENA, CA 91030				

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

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

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

0

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Part 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	12,575,213.
b	Average of monthly cash balances	1b	276,343.
c	Fair market value of all other assets	1c	5,997,312.
d	Total (add lines 1a, b, and c)	1d	18,848,868.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,848,868.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	282,733.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,566,135.
6	Minimum investment return. Enter 5% of line 5	6	928,307.

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	928,307.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,409.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,409.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	910,898.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	910,898.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	910,898.

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	821,680.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	821,680.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	821,680.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				910,898.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	685,314.			
b From 2009	272,453.			
c From 2010				
d From 2011	231,845.			
e From 2012				
f Total of lines 3a through e	1,189,612.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	821,680.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				821,680.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	89,218.			89,218.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,100,394.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	596,096.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	504,298.			
10 Analysis of line 9:				
a Excess from 2009	272,453.			
b Excess from 2010				
c Excess from 2011	231,845.			
d Excess from 2012				
e Excess from 2013				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

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				
ARMAND HAMMER MUSEUM OF ART AND CULTURAL CENTER AT UCLA 10899 WILSHIRE BLVD LOS ANGELES, CA 90024-4201	NONE	509(A)(3)	RICHARD ARTSCHWAGER 2013 EXHIBITION	100,000.
ASPEN MUSIC FESTIVAL AND SCHOOL 225 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE	170 (B)(1)(A)(II)	SCHOLARSHIP SUPPORT	20,000.
BARD COLLEGE CENTER FOR CURATORIAL STUDIES P O BOX 5000 ANNANDALE-ON-HUDSON, NY 12504-5000	NONE	170 (B)(1)(A)(VI)	"NEXT DECADE" CAPITAL CAMPAIGN SUPPORT	50,000.
CALIFORNIA HERITAGE MUSEUM 2612 MAIN STREET SANTA MONICA, CA 90405	NONE	170 (B)(1)(A)(VI)	CHALLENGE GRANT 2013 EDUCATIONAL AND COMMUNITY PROGRAMMING	35,000.
CEDAR-SINAI MEDICAL CENTER SAMUEL OSCHIN COMPREHENSIVE CANCER INSTITUTE 8700 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	170 (B)(1)(A)(III)	CANCER GENERAL FUND	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				716,598.
b Approved for future payment				
BARD COLLEGE P O BOX 5000 ANNANDALE-ON-HUDSON, NY 12504-5000	NONE	170 (B)(1)(A)(VI)	"NEXT DECADE" CAPITAL CAMPAIGN SUPPORT (PAYABLE OVER 5 YEARS)	150,000.
Total ▶ 3b				150,000.

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |


[illegible]

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

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

**Sign
Here**

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


Signature of officer or trustee


Date 11/14/14

DIRECTOR
Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
KYLE WEBSTER, CPA		11/14/14		P00148175
Firm's name ▶ WHITTIER TRUST COMPANY			Firm's EIN ▶ 95-4195174	
Firm's address ▶ 1600 HUNTINGTON DRIVE SO PASADENA, CA 91030			Phone no. 626-441-5111	

L.L.W.W. FOUNDATION

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 DISPOSITION OF WHITTIER AGGRESSIVE GROWTH FUND		P	01/01/05	03/08/13
b 3,125 SHS ALLSTATE CORP		P	06/05/13	06/26/13
c 2,500 SHS BB&T CORP		P	10/24/12	02/20/13
d 3,125 SHS BERKLEY W R CORP		P	04/26/13	05/16/13
e 3,125 SHS CITIGROUP INC		P	09/12/13	10/02/13
f 2,185 SHS CITIGROUP INC		P	03/20/13	09/25/13
g 940 SHS CITIGROUP INC		P	03/20/13	09/26/13
h 555 SHS EVERBANK FINL CORP		P	11/05/12	02/25/13
i 1,529 SHS EVERBANK FINL CORP		P	11/05/12	02/27/13
j 416 SHS EVERBANK FINL CORP		P	11/05/12	02/28/13
k 2,500 SHS FIRST REP BK		P	11/15/12	01/07/13
l 1,559 SHS FIRST REP BK		P	04/16/13	12/24/13
m 1,566 SHS FIRST REP BK		P	04/16/13	12/26/13
n 3,125 SHS FIRSTMERIT CORP		P	01/28/13	04/16/13
o 3,125 SHS GENERAL ELECTRIC		P	05/09/13	12/24/13

(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 2,038,160.		2,170,095.	-131,935.
b 76,982.		78,125.	-1,143.
c 62,318.		62,500.	-182.
d 79,030.		78,125.	905.
e 79,272.		78,125.	1,147.
f 46,334.		54,625.	-8,291.
g 19,900.		23,500.	-3,600.
h 13,779.		13,875.	-96.
i 37,954.		38,225.	-271.
j 10,312.		10,400.	-88.
k 62,669.		62,500.	169.
l 29,653.		38,975.	-9,322.
m 29,715.		39,150.	-9,435.
n 78,973.		78,125.	848.
o 60,850.		78,125.	-17,275.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-131,935.
b			-1,143.
c			-182.
d			905.
e			1,147.
f			-8,291.
g			-3,600.
h			-96.
i			-271.
j			-88.
k			169.
l			-9,322.
m			-9,435.
n			848.
o			-17,275.

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

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

2

3

L.L.W.W. FOUNDATION

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	2,500 SHS GENERAL GROWTH	P	02/06/13	09/17/13
b	3,750 SHS GOLDMAN SACHS GROUP	P	10/17/12	01/10/13
c	21,180 SHS ISHARES RUSSELL 2000 INDEX	P	03/01/13	04/01/13
d	3,125 SHS NEXTERA ENERGY	P	01/15/13	05/07/13
e	3,125 SHS PS BUSINESS PKS INC	P	03/05/13	12/18/13
f	1,875 SHS PS BUSINESS PKS INC	P	09/05/12	01/03/13
g	625 SHS PS BUSINESS PKS INC	P	09/05/12	01/04/13
h	3,125 SHS PITNEY BOWES INC	P	02/26/13	04/08/13
i	3,125 SHS PRUDENTIAL FINL INC	P	03/07/13	04/12/13
j	3,125 SHS PUBLIC STORAGE	P	01/07/13	03/26/13
k	1,000 SHS QWEST CORP	P	05/14/13	12/27/13
l	869 SHS SUNTRUST BKS INC	P	12/13/12	03/05/13
m	1,506 SHS SUNTRUST BKS INC	P	12/13/12	03/12/13
n	750 SHS SUNTRUST BKS INC	P	12/13/12	03/13/13
o	1,075 SHS WELLS FARGO & CO	P	12/11/13	12/30/13

(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 53,665.		62,500.	-8,835.
b 95,624.		93,750.	1,874.
c 1,989,255.		1,902,034.	87,221.
d 77,800.		78,125.	-325.
e 58,360.		78,125.	-19,765.
f 46,839.		46,875.	-36.
g 15,631.		15,625.	6.
h 79,792.		78,125.	1,667.
i 78,758.		78,125.	633.
j 77,970.		78,125.	-155.
k 19,026.		25,000.	-5,974.
l 21,690.		21,725.	-35.
m 37,560.		37,650.	-90.
n 18,693.		18,750.	-57.
o 27,418.		26,875.	543.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-8,835.
b			1,874.
c			87,221.
d			-325.
e			-19,765.
f			-36.
g			6.
h			1,667.
i			633.
j			-155.
k			-5,974.
l			-35.
m			-90.
n			-57.
o			543.

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

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

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1,425 SHS WELLS FARGO & CO	P	12/11/13	12/31/13
b	2,500 SHS WELLS FARGO & CO	P	07/15/13	08/29/13
c	10,000 SHS BANK OF AMERICA CORP	P	04/23/08	05/28/13
d	100,000 SHS GENERAL ELECTRIC	P	06/07/10	02/01/13
e	2,500 SHS JP MORGAN CHASE	P	07/26/07	05/08/13
f	1,600 SHS SPDR TR S&P	P	07/07/11	09/05/13
g	419 SHS AMERICAN TOWER CORP	P	06/07/12	01/25/13
h	1,104 SHS ANALOG DEVICES INC	P	02/22/13	11/20/13
i	1,615 SHS BANK OF AMERICA CORP	P	12/04/12	07/05/13
j	229 SHS BERKSHIRE HATHAWAY INC	P	09/14/12	01/25/13
k	780 SHS FORD MOTOR COMPANY	P	06/14/12	05/01/13
l	3,480 SHS FORD MOTOR COMPANY	P	05/24/12	05/01/13
m	320 SHS KRAFT FOODS GROUP	P	10/12/12	07/05/13
n	19.34 SHS KRAFT FOODS GROUP	P	10/12/12	09/10/13
o	262.66 SHS KRAFT FOODS GROUP	P	11/06/12	09/10/13

(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 36,365.		35,625.	740.
b 60,371.		62,500.	-2,129.
c 250,000.		250,000.	0.
d 100,000.		100,000.	0.
e 62,500.		62,500.	0.
f 265,404.		216,736.	48,668.
g 33,416.		27,474.	5,942.
h 53,910.		50,269.	3,641.
i 20,954.		15,939.	5,015.
j 22,275.		20,266.	2,009.
k 10,625.		8,089.	2,536.
l 47,403.		36,933.	10,470.
m 17,697.		15,090.	2,607.
n 1,026.		912.	114.
o 13,939.		11,830.	2,109.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			740.
b			-2,129.
c			0.
d			0.
e			0.
f			48,668.
g			5,942.
h			3,641.
i			5,015.
j			2,009.
k			2,536.
l			10,470.
m			2,607.
n			114.
o			2,109.

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

2

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

3

L.L.W.W. FOUNDATION

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	422 SHS STARBUCKS CORP	P	08/30/12	08/23/13
b	605 SHS WELLS FARGO & CO	P	10/04/12	07/05/13
c	50 SHS AMERICAN EXPRESS	P	06/22/12	07/05/13
d	340 SHS AMERICAN EXPRESS	P	05/09/12	07/05/13
e	22 SHS APPLE COMPUTER	P	08/21/09	02/22/13
f	40 SHS APPLE COMPUTER	P	02/02/10	02/22/13
g	4,820 SHS BANK OF AMERICA CORP	P	08/24/11	07/05/13
h	1,785 SHS BANK OF AMERICA CORP	P	01/12/12	07/05/13
i	75 SHS BOEING CO	P	05/11/11	04/22/13
j	81 SHS BOEING CO	P	11/15/10	04/22/13
k	170 SHS BOEING CO	P	12/09/10	04/22/13
l	230 SHS BOEING CO	P	11/15/10	07/05/13
m	154 SHS BOEING CO	P	11/15/10	10/09/13
n	735 SHS BOEING CO	P	11/15/10	10/09/13
o	220 SHS CELGENE SYS INC	P	09/11/07	02/22/13

(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 30,318.		21,005.	9,313.
b 25,298.		21,744.	3,554.
c 3,801.		2,839.	962.
d 25,849.		20,316.	5,533.
e 9,916.		3,718.	6,198.
f 18,030.		7,829.	10,201.
g 62,539.		33,460.	29,079.
h 23,160.		12,120.	11,040.
i 6,511.		5,927.	584.
j 7,031.		5,174.	1,857.
k 14,757.		10,968.	3,789.
l 23,883.		14,690.	9,193.
m 17,678.		9,836.	7,842.
n 84,370.		46,946.	37,424.
o 22,357.		15,073.	7,284.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9,313.
b			3,554.
c			962.
d			5,533.
e			6,198.
f			10,201.
g			29,079.
h			11,040.
i			584.
j			1,857.
k			3,789.
l			9,193.
m			7,842.
n			37,424.
o			7,284.

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

L.L.W.W. FOUNDATION

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	89 SHS CELGENE SYS INC	P	09/11/07	11/12/13
b	798 SHS CISCO SYS INC	P	06/30/05	11/20/13
c	60 SHS COMCAST CORP	P	11/16/05	08/23/13
d	630 SHS COMCAST CORP	P	02/01/06	08/23/13
e	1,045 SHS COMCAST CORP	P	06/30/05	08/23/13
f	280 SHS DIAGEO P L C	P	12/03/08	01/25/13
g	20 SHS EMC CORP	P	02/01/06	02/22/13
h	50 SHS EMC CORP	P	11/16/05	02/22/13
i	125 SHS EMC CORP	P	08/04/06	02/22/13
j	165 SHS EMC CORP	P	12/09/10	02/22/13
k	200 SHS EMC CORP	P	06/30/06	02/22/13
l	1,545 SHS EMC CORP	P	06/30/05	02/22/13
m	44 SHS EXXON MOBIL CORP	P	08/08/11	01/25/13
n	257 SHS EXXON MOBIL CORP	P	12/09/10	01/25/13
o	108 SHS GENERAL ELECTRIC CO	P	08/07/03	07/05/13

(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 13,120.		6,098.	7,022.
b 16,941.		15,330.	1,611.
c 2,503.		1,046.	1,457.
d 26,278.		11,777.	14,501.
e 43,587.		21,501.	22,086.
f 33,010.		14,914.	18,096.
g 468.		271.	197.
h 1,169.		685.	484.
i 2,923.		1,245.	1,678.
j 3,858.		3,654.	204.
k 4,677.		2,204.	2,473.
l 36,126.		21,352.	14,774.
m 4,022.		3,089.	933.
n 23,493.		18,463.	5,030.
o 2,500.		3,013.	-513.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			7,022.
b			1,611.
c			1,457.
d			14,501.
e			22,086.
f			18,096.
g			197.
h			484.
i			1,678.
j			204.
k			2,473.
l			14,774.
m			933.
n			5,030.
o			-513.

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

2

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

3

L.L.W.W. FOUNDATION

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	630 SHS GENERAL ELECTRIC CO	P	07/22/08	07/05/13
b	294 SHS GILEAD SCIENCES INC	P	09/11/07	11/12/13
c	65 SHS INTERNATIONAL BUSINESS MACHINES	P	06/07/12	07/15/13
d	888 SHS MICROSOFT CORP	P	06/30/05	11/20/13
e	95 SHS PHILIP MORRIS INTL INC	P	11/14/08	09/10/13
f	760 SHS PHILIP MORRIS INTL INC	P	02/08/00	09/10/13
g	15 SHS PROCTER & GAMBLE CO	P	07/22/08	09/10/13
h	184 SHS PROCTER & GAMBLE CO	P	12/09/10	09/10/13
i	306 SHS QUALCOMM INC	P	05/11/11	07/15/13
j	50 SHS TARGET CORP	P	08/04/06	11/20/13
k	300 SHS TARGET CORP	P	01/14/09	11/20/13
l	595 SHS TARGET CORP	P	06/30/05	11/20/13
m	269.70 SHS TEVA PHARMACEUTICALS	P	06/30/05	10/30/13
n	288.51 SHS TEVA PHARMACEUTICALS	P	10/20/06	10/30/13
o	644.79 SHS TEVA PHARMACEUTICALS	P	01/14/09	10/30/13

(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 14,584.		17,886.	-3,302.
b 19,821.		5,579.	14,242.
c 12,609.		12,699.	-90.
d 32,920.		22,156.	10,764.
e 8,000.		3,709.	4,291.
f 64,004.		7,652.	56,352.
g 1,169.		961.	208.
h 14,335.		11,564.	2,771.
i 18,683.		17,249.	1,434.
j 3,329.		2,373.	956.
k 19,975.		10,201.	9,774.
l 39,618.		32,430.	7,188.
m 10,195.		11,431.	-1,236.
n 10,906.		12,229.	-1,323.
o 24,374.		27,415.	-3,041.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,302.
b			14,242.
c			-90.
d			10,764.
e			4,291.
f			56,352.
g			208.
h			2,771.
i			1,434.
j			956.
k			9,774.
l			7,188.
m			-1,236.
n			-1,323.
o			-3,041.

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

2

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

3

L.L.W.W. FOUNDATION

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	11 SHS WELLPOINT INC	P	01/14/11	02/22/13
b	80 SHS WELLPOINT INC	P	04/21/11	02/22/13
c	139 SHS WELLS FARGO & CO	P	03/14/12	07/05/13
d	WTC PARTNERSHIPS	P	01/01/13	12/31/13
e	WTC PARTNERSHIPS	P	01/01/12	12/31/13
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 680.		701.	-21.
b 4,946.		5,810.	-864.
c 5,812.		4,617.	1,195.
d 147,107.			147,107.
e 135,671.			135,671.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-21.
b			-864.
c			1,195.
d			147,107.
e			135,671.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	575,787.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EDITH WHARTON RESTORATION, INC 2 PLUNKETT STREET, P.O. BOX 974 LENOX, MA 01240-0974	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	1,500.
FRIENDS OF ALTA P.O. BOX 8126 ALTA, UT 84092-8040	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
GANNA WALSKA LOTUSLAND FOUNDATION 695 ASHLEY ROAD SANTA BARBARA, CA 93108	NONE	501 C (3)	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES OPERA COMPANY 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	958.
LOS ANGELES OPERA COMPANY 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	170 (B)(1)(A)(VI)	TO SUPPORT EINSTEIN ON THE BEACH OPERA	250,000.
MUSEUM ASSOCIATES/DBA LOS ANGELES COUNTY MUSEUM OF ART (LACMA) 5905 WILSHIRE BLVD LOS ANGELES, CA 90036-9938	NONE	509(A)(2)	PROGRAM SUPPORT	9,240.
MUSEUM OF CONTEMPORARY ART SAN DIEGO 709 PROSPECT STREET SAN DIEGO, CA 92101	NONE	170 (B)(1)(A)(VI)	2013-2014 EXHIBITION PROGRAM	10,000.
NEW MUSEUM OF CONTEMPORARY ART 235 BOWERY NEW YORK, NY 10002	NONE	170 (B)(1)(A)(VI)	CHRIS BURDEN: EXTREME MEASURES	25,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 N GRAND AVE LOS ANGELES, CA 90012	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	800.
SANTA BARBARA MUSEUM OF ART 1130 STATE STREET SANTA BARBARA, CA 93101-2746	NONE	170 (B)(1)(A)(VI)	LABOUR AND WAIT 2013 EXHIBITION	25,000.
Total from continuation sheets				510,598.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SANTA MONICA MUSEUM OF ART 2525 MICHIGAN AVENUE, BUILDING G1 SANTA MONICA, CA 90404	NONE	170 (B)(1)(A)(VI)	SNOW EXHIBITION CHALLENGE GRANT	50,000.
SANTA MONICA MUSEUM OF ART 2525 MICHIGAN AVENUE, BUILDING G1 SANTA MONICA, CA 90404	NONE	170 (B)(1)(A)(VI)	PRECOGNITO AND INCOGNITO 2013	25,000.
SANTA MONICA MUSEUM OF ART 2525 MICHIGAN AVENUE, BUILDING G1 SANTA MONICA, CA 90404	NONE	170 (B)(1)(A)(VI)	PRECOGNITO/INCOGNITO	1,100.
SCHOLARSHIP FOUNDATION OF SANTA BARBARA P O BOX 3620 SANTA BARBARA, CA 93130-3620	NONE	170 (B)(1)(A)(VI)	CASA DORINDA SCHOLARSHIP FUND	1,000.
SOLOMON R. GUGGENHEIM FOUNDATION 1071 FIFTH AVENUE NEW YORK, NY 10128-0173	NONE	170 (B)(1)(A)(VI)	TO SUPPORT ZARINA EXHIBITION	25,000.
THE CHINATI FOUNDATION P.O. BOX 1135, 1 CAVALRY ROAD MARFA, TX 79843	NONE	170 (B)(1)(A)(VI)	ANNUAL NEWSLETTER PUBLICATION	15,000.
THE COLLEAGUES 3312 PICO BLVD SANTA MONICA, CA 90405	NONE	170 (B)(1)(A)(VI)	IN MEMORY OF ONALEE DOHENY AND LOUISE GOOD	5,000.
THE FABRIC WORKSHOP AND MUSEUM 1214 ARCH STREET PHILADELPHIA, PA 19107	NONE	170 (B)(1)(A)(VI)	MUSEUM PROGRAM SUPPORT	50,000.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291	NONE	170 (B)(1)(A)(III)	PROGRAM SUPPORT	1,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TR CO.	11,135.	11,135.	
TOTAL TO PART I, LINE 3	11,135.	11,135.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TR CO.	290,871.	0.	290,871.	290,871.	
TO PART I, LINE 4	290,871.	0.	290,871.	290,871.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	35,382.	35,382.	
OTHER INCOME	1,683.	1,683.	
MISC INCOME	9.	9.	
TOTAL TO FORM 990-PF, PART I, LINE 11	37,074.	37,074.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,000.	450.		2,250.
TO FORM 990-PF, PG 1, LN 16B	3,000.	450.		2,250.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE EXPENSE	145,144.	43,543.		101,601.	
TO FORM 990-PF, PG 1, LN 16C	145,144.	43,543.		101,601.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX-CURRENT YEAR	45,000.	0.		0.	
FOREIGN TAX WITTHELD	172.	172.		0.	
TO FORM 990-PF, PG 1, LN 18	45,172.	172.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEE	180.	0.		180.	
INSURANCE EXPENSE	1,314.	263.		1,051.	
TO FORM 990-PF, PG 1, LN 23	1,494.	263.		1,231.	

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		101,555.	115,781.
TOTAL U.S. GOVERNMENT OBLIGATIONS			101,555.	115,781.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			101,555.	115,781.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS-SEE ATTACHED SCHEDULE-73 5010	820,297.	1,331,825.
COMMON STOCKS-SEE ATTACHED SCHEDULE-82-5010	6,218,084.	9,867,605.
COMMON STOCKS-SEE ATTACHED SCHEDULE-00 5010	1,088,163.	1,366,358.
STOCK WARRANTS & RIGHTS	2,207.	2,207.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,128,751.	12,567,995.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	550,290.	562,993.
TOTAL TO FORM 990-PF, PART II, LINE 10C	550,290.	562,993.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS	COST	5,045,053.	6,970,066.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,045,053.	6,970,066.

Includes Account: 52 00 5010 0 0Y LLWW FOUNDATION

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	275,430.1300	275,430.13		275,430.13	12/31/2013
Total	MISC CASH EQUIV-TAXABLE	275,430.1300	275,430.13		275,430.13	
Total	CASH EQUIVALENTS	275,430.1300	275,430.13		275,430.13	
FIXED INCOME SECURITIES						
U.S. TREASURY BONDS & NOTES						
912810DW5	UST NTS 7.25 5-15-16	100,000.0000	101,555.06	115.781	115,781.00	12/31/2013
Total	U.S. TREASURY BONDS & NOTES	100,000.0000	101,555.06		115,781.00	
CORPORATE BONDS & NOTES						
94974BEU0	WELLS 3.625 4/15/15	100,000.0000	100,472.61	104.013	104,013.00	12/31/2013
Total	CORPORATE BONDS & NOTES	100,000.0000	100,472.61		104,013.00	
US LARGE CAP EQUITIES						
464287226	ISHARES AGG BONDS	2,410.0000	249,888.56	106.43	256,496.30	12/31/2013
464288646	ISHARE 1-3 YR INV CR	1,920.0000	199,929.60	105.46	202,483.20	12/31/2013
Total	US LARGE CAP EQUITIES	4,330.0000	449,818.16		458,979.50	
PREFERRED STOCK						
04010L509	ARES CAP 7 02/15/22	625.0000	15,625.00	26.20	16,375.00	12/31/2013
172967341	CITIGROUP 6.875	3,125.0000	78,125.00	25.33	79,156.25	12/31/2013
48126E750	JPMORGAN 5.50	625.0000	15,625.00	20.57	12,856.25	12/31/2013
61763E207	MORGAN STANLEY 6.875	3,125.0000	78,125.00	25.03	78,218.75	12/31/2013
65339K506	NEXTERA 8.75 3/1/69	1,000.0000	25,000.00	25.47	25,470.00	12/31/2013
81721M208	SENIOR HOUSING 5.625	625.0000	15,625.00	20.27	12,668.75	12/31/2013
929042851	VORNADO 5.7	625.0000	15,625.00	19.76	12,350.00	12/31/2013
929042869	VORNADO REALTY	625.0000	15,625.00	24.06	15,037.50	12/31/2013
929043602	VOR 7.875 9/30/39	5,000.0000	125,000.00	25.99	129,950.00	12/31/2013
Total	PREFERRED STOCK	15,375.0000	384,375.00		382,082.50	
Total	FIXED INCOME SECURITIES	219,705.0000	1,036,220.83		1,060,856.00	
EQUITIES						
US LARGE CAP EQUITIES						
172967424	CITIGROUP INC	2,368.0000	81,010.63	52.11	123,396.48	12/31/2013
464287655	ISHARES RUSL 2000	1,715.0000	154,012.66	115.36	197,842.40	12/31/2013
78462F103	SPDR S&P 500	3,590.0000	468,766.19	184.69	663,037.10	12/31/2013
EM7350108	VALUE STRATEGY	1.0000	858,521.39	1,370,352.78	1,370,352.78	12/31/2013
EM8250109	CORPORATE AMERICA	1.0000	6,243,558.17	9,893,555.83999999	9,893,555.84	12/31/2013
Total	US LARGE CAP EQUITIES	7,675.0000	7,805,869.04		12,248,184.60	
WARRANTS & RIGHTS						

Includes

Account: 52 00 5010 0 0Y LLWW FOUNDATION

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
690742127	OWENS WTS EX SER B	7.9400	2,206.83		2,206.83	12/31/2013
Total	WARRANTS & RIGHTS	7.9400	2,206.83		2,206.83	
PARTNERSHIP/LLC						
CF0034995	WHITTIER VALUE	270,248.3122	1,607,146.87	10.5958788	2,863,518.36	12/31/2013
CF0035992	W INTERNATIONAL FD A	652,699.0796	1,278,926.84	2.46902381	1,611,529.57	12/31/2013
CF0090807	WHITTIER SMALL CAP	1,819,478.2295	2,000,000.00	1.37138888	2,495,212.21	12/31/2013
Total	PARTNERSHIP/LLC	2,742,425.6213	4,886,073.71		6,970,260.14	
Total	EQUITIES	2,750,108.5613	12,694,149.58		19,220,651.57	
Total Securities		3,245,243.6913	14,005,800.54		20,556,937.70	
Income Cash			0.00		0.00	
Principal Cash			82,809.68		82,809.68	
Account Total			14,088,610.22		20,639,747.38	

includes

Account: 34 13 3010 00Y LLWW FOUNDATION VALUE STRATEGY

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	38,225.1100	38,225.11		38,225.11	12/31/2013
Total	MISC CASH EQUIV-TAXABLE	38,225.1100	38,225.11		38,225.11	
Total	CASH EQUIVALENTS	38,225.1100	38,225.11		38,225.11	
EQUITIES						
US LARGE CAP EQUITIES						
00206R102	AT&T INC	605.0000	22,712.97	35.16	21,271.80	12/31/2013
013817101	ALCOA	605.0000	20,238.47	10.63	6,431.15	12/31/2013
025816109	AMERICAN EXPRESS	605.0000	29,006.16	90.73	54,891.65	12/31/2013
060505104	BANK OF AMERICA	605.0000	23,631.30	15.57	9,419.85	12/31/2013
097023105	BOEING CO	605.0000	23,518.31	136.49	82,576.45	12/31/2013
149123101	CATERPILLAR INC	605.0000	12,382.84	90.81	54,940.05	12/31/2013
166764100	CHEVRON	605.0000	53,137.15	124.91	75,570.55	12/31/2013
17275R102	CISCO SYS INC	605.0000	12,097.94	22.43	13,570.15	12/31/2013
191216100	COCA COLA CO	1,210.0000	32,803.33	41.31	49,985.10	12/31/2013
254687106	DISNEY WALT CO	605.0000	20,219.20	76.40	46,222.00	12/31/2013
263534109	DU PONT	605.0000	32,520.02	64.97	39,306.85	12/31/2013
30231G102	EXXON-MOBIL	605.0000	24,159.72	101.20	61,226.00	12/31/2013
369604103	GENERAL ELECTRIC	605.0000	27,489.99	28.03	16,958.15	12/31/2013
428236103	HEWLETT-PACKARD	605.0000	28,725.23	27.98	16,927.90	12/31/2013
437076102	HOME DEPOT	605.0000	32,480.15	82.34	49,815.70	12/31/2013
458140100	INTEL CORP	605.0000	32,430.37	25.955	15,702.78	12/31/2013
459200101	I.B.M.	605.0000	65,771.63	187.57	113,479.85	12/31/2013
46625H100	JP MORGAN CHASE	605.0000	19,857.50	58.48	35,380.40	12/31/2013
478160104	JOHNSON & JOHNSON	605.0000	24,905.24	91.59	55,411.95	12/31/2013
580135101	MCDONALDS CORP	605.0000	19,709.31	97.03	58,703.15	12/31/2013
58933Y105	MERCK & CO	605.0000	20,134.76	50.05	30,280.25	12/31/2013
594918104	MICROSOFT CORP	605.0000	32,726.23	37.41	22,633.05	12/31/2013
717081103	PFIZER INC	605.0000	21,695.30	30.63	18,531.15	12/31/2013
742718109	PROCTER & GAMBLE	605.0000	27,791.86	81.41	49,253.05	12/31/2013
88579Y101	3M CO COM	605.0000	26,600.34	140.25	84,851.25	12/31/2013
89417E109	TRAVELERS	605.0000	27,012.40	90.54	54,776.70	12/31/2013
913017109	UTD TECHNOLOGIES	605.0000	15,445.65	113.80	68,849.00	12/31/2013
91324P102	UNITED HEALTH	605.0000	33,995.56	75.30	45,556.50	12/31/2013
92343V104	VERIZON COMM	645.0000	21,615.55	49.14	31,695.30	12/31/2013
931142103	WAL MART STORES	605.0000	35,481.80	78.69	47,607.45	12/31/2013
Total	US LARGE CAP EQUITIES	18,795.0000	820,296.28		1,331,825.18	
Total	EQUITIES	18,795.0000	820,296.28		1,331,825.18	
Total Securities		57,020.1100	858,521.39		1,370,050.29	
Income Cash			302.50		302.50	
Principal Cash			0.00		0.00	
Account Total			858,823.89		1,370,352.79	

Includes

Account: 42 82 5010 0 0Y LLWW FOUNDATION CORPORATE AMERICA

Account Holdings as of 12/31/2013

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	25,471.9000	25,471.90		25,471.90	12/31/2013
Total	MISC CASH EQUIV-TAXABLE	25,471.9000	25,471.90		25,471.90	
Total	CASH EQUIVALENTS	25,471.9000	25,471.90		25,471.90	
EQUITIES						
US LARGE CAP EQUITIES						
00206R102	AT&T INC	3,440.0000	108,380.14	35.16	120,950.40	12/31/2013
002824100	ABBOTT LABS	1,915.0000	41,348.28	38.33	73,401.95	12/31/2013
00287Y109	ABBVIE INC	1,915.0000	44,838.68	52.81	101,131.15	12/31/2013
023135106	AMAZON.COM	445.0000	89,182.37	398.79	177,461.55	12/31/2013
025537101	AMERICAN ELECT POWER	1,655.0000	70,210.07	46.74	77,354.70	12/31/2013
025816109	AMERICAN EXPRESS	1,245.0000	62,280.46	90.73	112,958.85	12/31/2013
03027X100	AMER TOWER	946.0000	62,028.94	79.82	75,509.72	12/31/2013
030420103	AMERICAN WTR WORKS	2,220.0000	61,155.55	42.26	93,817.20	12/31/2013
037411105	APACHE CORP	967.0000	73,405.92	85.94	83,103.98	12/31/2013
037833100	APPLE COMPUTER	498.0000	77,821.19	561.02	279,387.96	12/31/2013
084670702	BERKSHIRE CLB	771.0000	62,904.57	118.56	91,409.76	12/31/2013
09247X101	BLACKROCK INC	235.0000	55,619.40	316.47	74,370.45	12/31/2013
126650100	CVS CORP	1,390.0000	44,009.14	71.57	99,482.30	12/31/2013
14040H105	CAPITAL ONE	1,210.0000	64,736.88	76.61	92,698.10	12/31/2013
149123101	CATERPILLAR INC	1,460.0000	122,172.12	90.81	132,582.60	12/31/2013
151020104	CELGENE CORP	486.0000	25,338.60	168.968	82,118.45	12/31/2013
166764100	CHEVRON	1,475.0000	88,234.64	124.91	184,242.25	12/31/2013
17275R102	CISCO SYS INC	2,097.0000	37,445.07	22.43	47,035.71	12/31/2013
172967424	CITIGROUP INC	2,216.0000	107,074.68	52.11	115,475.76	12/31/2013
23918K108	DAVITA HEALTHCARE	572.0000	33,051.59	63.37	36,247.64	12/31/2013
25179M103	DEVON ENERGY	930.0000	50,496.41	61.87	57,539.10	12/31/2013
254687106	DISNEY WALT CO	1,488.0000	91,727.02	76.40	113,683.20	12/31/2013
257651109	DONALDSON INC	1,525.0000	50,758.71	43.46	66,276.50	12/31/2013
263534109	DU PONT	1,710.0000	70,165.32	64.97	111,098.70	12/31/2013
291011104	EMERSON ELECTRIC	1,680.0000	77,661.90	70.18	117,902.40	12/31/2013
30231G102	EXXON-MOBIL	1,886.0000	113,412.51	101.20	190,863.20	12/31/2013
316773100	FIFTH THIRD BANCORP	1,663.0000	30,993.00	21.03	34,972.89	12/31/2013
345370860	FORD MOTOR COMPANY	5,040.0000	52,264.80	15.43	77,767.20	12/31/2013
369604103	GENERAL ELECTRIC	3,027.0000	74,689.00	28.03	84,846.81	12/31/2013
375558103	GILEAD SCIENCES	1,246.0000	23,368.88	75.10	93,574.60	12/31/2013
38141G104	GOLDMAN SACHS	345.0000	40,631.00	177.26	61,154.70	12/31/2013
38259P508	GOOGLE INC. CL A	158.0000	98,438.73	1,120.71	177,072.18	12/31/2013
438516106	HONEYWELL INTL	1,420.0000	81,755.36	91.37	129,745.40	12/31/2013
458140100	INTEL CORP	2,689.0000	66,029.20	25.955	69,793.00	12/31/2013
459200101	I.B.M	460.0000	89,276.23	187.57	86,282.20	12/31/2013
464287200	ISHARES S&P 500	7,965.0000	823,130.80	185.65	1,478,702.25	12/31/2013
46625H100	JP MORGAN CHASE	4,201.0000	175,890.51	58.48	245,674.48	12/31/2013
478160104	JOHNSON & JOHNSON	1,225.0000	64,355.71	91.59	112,197.75	12/31/2013
50076Q106	KRAFT FOODS GRP	794.0000	31,658.10	53.91	42,804.54	12/31/2013
544147101	LORILLARD INC	2,353.0000	103,948.95	50.68	119,250.04	12/31/2013
548661107	LOWES COS	1,560.0000	31,262.40	49.55	77,298.00	12/31/2013
58155Q103	MCKESSON HBOC INC	820.0000	30,734.14	161.40	132,348.00	12/31/2013

Includes.

Account: 42 82 5010 0 0Y LLWW FOUNDATION CORPORATE AMERICA

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
58933Y105	MERCK & CO	1,355.0000	60,386.26	50.05	67,817.75	12/31/2013
594918104	MICROSOFT CORP	1,577.0000	38,808.43	37.41	58,995.57	12/31/2013
609207105	MONDELEZ INTL	2,370.0000	56,960.79	35.30	83,661.00	12/31/2013
628530107	MYLAN LABS	2,100.0000	44,316.89	43.40	91,140.00	12/31/2013
654106103	NIKE	845.0000	36,417.13	78.64	66,450.80	12/31/2013
655844108	NORFOLK SOUTHN	1,341.0000	99,521.68	92.83	124,485.03	12/31/2013
674599105	OCCIDENTAL PETE	481.0000	40,545.05	95.10	45,743.10	12/31/2013
68389X105	ORACLE SYSTEMS	3,170.0000	49,354.15	38.26	121,284.20	12/31/2013
704326107	PAYCHEX INC	1,161.0000	47,056.09	45.53	52,860.33	12/31/2013
713448108	PEPSICO INC	1,255.0000	58,587.65	82.94	104,089.70	12/31/2013
717081103	PFIZER INC	3,185.0000	80,309.77	30.63	97,556.55	12/31/2013
742718109	PROCTER & GAMBLE	1,581.0000	90,508.47	81.41	128,709.21	12/31/2013
747525103	QUALCOMM INC	734.0000	39,234.00	74.25	54,499.50	12/31/2013
78462F103	SPDR S&P 500	8,195.0000	954,173.10	184.69	1,513,534.55	12/31/2013
806857108	SCHLUMBERGER LTD	1,395.0000	53,226.22	90.11	125,703.45	12/31/2013
826552101	SIGMA ALDRICH	475.0000	27,702.03	94.01	44,654.75	12/31/2013
855244109	STARBUCKS CORP	1,198.0000	57,558.13	78.39	93,911.22	12/31/2013
872540109	TJX COMPANIES	985.0000	62,380.44	63.73	62,774.05	12/31/2013
88579Y101	3M CO COM	965.0000	74,011.51	140.25	135,341.25	12/31/2013
887317303	TIME WARNER	1,726.0000	45,139.19	69.72	120,336.72	12/31/2013
91324P102	UNITED HEALTH	475.0000	25,617.79	75.30	35,767.50	12/31/2013
92826C839	VISA INC	715.0000	96,312.10	222.68	159,216.20	12/31/2013
928563402	VMWARE INC	546.0000	42,876.56	89.71	48,981.66	12/31/2013
931142103	WAL MART STORES	1,480.0000	69,679.61	78.69	116,461.20	12/31/2013
94973V107	WELLPOINT INC.	454.0000	28,935.81	92.39	41,945.06	12/31/2013
949746101	WELLS FARGO	3,341.0000	100,574.39	45.40	151,681.40	12/31/2013
983919101	XILINX INC	1,464.0000	55,578.42	45.92	67,226.88	12/31/2013
988498101	YUM! BRANDS	856.0000	58,356.52	75.61	64,722.16	12/31/2013
H0023R105	ACE LIMITED	900.0000	54,310.50	103.53	93,177.00	12/31/2013
Total	US LARGE CAP EQUITIES	117,668.0000	6,152,325.65		9,804,315.41	
NON-US EQUITIES						
088606108	BHP LTD ADR	928.0000	65,760.62	68.20	63,289.60	12/31/2013
Total	NON-US EQUITIES	928.0000	65,760.62		63,289.60	
Total	EQUITIES	118,596.0000	6,218,086.27		9,867,605.01	
Total Securities		144,067.9000	6,243,558.17		9,893,076.91	
Income Cash			478.94		478.94	
Principal Cash			0.00		0.00	
Account Total			6,244,037.11		9,893,555.85	

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

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	L.L.W.W. FOUNDATION	95-3464689
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	625 SOUTH FAIR OAKS AVENUE, NO. 360	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SOUTH PASADENA, CA 91030	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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.

WHITTIER TRUST COMPANY - 625 SO. FAIR OAKS AVE., SUITE

- The books are in the care of **360 - SOUTH PASADENA, CA 91030**
Telephone No. **(626) 441-5188** Fax No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.
- 5 For calendar year **2013**, or other tax year beginning _____, and ending _____.
- 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 OBTAIN INFORMATION IN ORDER TO PREPARE AND FILE A COMPLETE AND ACCURATE TAX 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	\$	17,926.
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	\$	37,776.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **_____** Title **DIRECTOR** Date **_____**

Form 8868 (Rev. 1-2014)