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Return of Private Foundation

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

OMB No 1545-0052

2013

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation W.W.W. FOUNDATION		A Employer identification number 95-3694741
Number and street (or P.O. box number if mail is not delivered to street address) 625 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 ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 67,932,642.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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					
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		911,683.	911,683.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		988,593.			
b Gross sales price for all assets on line 6a	988,593.				
7 Capital gain net income (from Part IV, line 2)			988,593.		
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		759,600.	785,417.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		2,659,876.	2,685,693.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	7,000.	0.	0.	7,000.
c Other professional fees	STMT 4	473,408.	307,715.	0.	165,693.
17 Interest					
18 Taxes	STMT 5	58,391.	630.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	2,801.	655.	0.	2,146.
24 Total operating and administrative expenses. Add lines 13 through 23		541,600.	309,000.	0.	174,839.
25 Contributions, gifts, grants paid		4,154,443.			2,325,830.
26 Total expenses and disbursements. Add lines 24 and 25		4,696,043.	309,000.	0.	2,500,669.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,036,167.>			
b Net investment income (if negative, enter -0-)			2,376,693.		
c Adjusted net income (if negative, enter -0-)				0.	

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	6,853.	201,215.	201,215.
	2	Savings and temporary cash investments	1,605,098.	980,145.	980,145.
	3	Accounts receivable ▶ 68,359.			
		Less: allowance for doubtful accounts ▶	65,917.	68,359.	68,359.
	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		89,377.	89,377.
	10a	Investments - U.S. and state government obligations STMT 7	1,298,976.	1,177,211.	1,177,211.
	b	Investments - corporate stock STMT 8	24,708,073.	31,058,028.	31,058,028.
	c	Investments - corporate bonds STMT 9	7,060,147.	5,909,681.	5,909,681.
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	21,918,171.	28,448,626.	28,448,626.
	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)	56,663,235.	67,932,642.	67,932,642.
	17	Accounts payable and accrued expenses			
	18	Grants payable	1,033,909.	2,862,522.	
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 11)	175,080.	353,046.	
	23	Total liabilities (add lines 17 through 22)	1,208,989.	3,215,568.	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	51,067,957.	59,404,872.	
	25	Temporarily restricted	4,386,289.	5,312,202.	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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	55,454,246.	64,717,074.	
	31	Total liabilities and net assets/fund balances	56,663,235.	67,932,642.	

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	55,454,246.
2	Enter amount from Part I, line 27a	2	<2,036,167.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED CAPITAL GAINS/(LOSSES)	3	11,472,397.
4	Add lines 1, 2, and 3	4	64,890,476.
5	Decreases not included in line 2 (itemize) ▶ DEFERRED TAX EXPENSE	5	173,402.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	64,717,074.

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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 WHITTIER TRUST COMPANY		P	VARIOUS	12/31/13
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 988,593.			988,593.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			988,593.
b			
c			
d			
e			

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	988,593.
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	2,387,399.	53,696,329.	.044461
2011	1,918,763.	52,960,832.	.036230
2010	1,996,259.	48,831,707.	.040880
2009	2,752,998.	43,049,990.	.063949
2008	3,175,079.	52,889,219.	.060033

2 Total of line 1, column (d)	2	.245553
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	.049111
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	60,859,536.
5 Multiply line 4 by line 3	5	2,988,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,767.
7 Add lines 5 and 6	7	3,012,640.
8 Enter qualifying distributions from Part XII, line 4 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.	8	2,500,669.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	47,534.
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	47,534.
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	47,534.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	101,660.	
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	101,660.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	54,126.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 54,126. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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?	X	
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) <u>CA</u>		
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

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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 FAIR OAKS AVENUE, SOUTH PASADENA, CA</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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ 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.) <u>N/A</u>	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? ☐ Yes ☒ 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) <u>N/A</u>	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 2013?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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

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

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(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 12		0.	0.	0.

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

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

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

0

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Part 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	37,260,404.
b	Average of monthly cash balances	1b	1,355,132.
c	Fair market value of all other assets	1c	23,170,795.
d	Total (add lines 1a, b, and c)	1d	61,786,331.
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	61,786,331.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	926,795.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,859,536.
6	Minimum investment return. Enter 5% of line 5	6	3,042,977.

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	3,042,977.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	47,534.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	47,534.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,995,443.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,995,443.
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	2,995,443.

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	2,500,669.
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	2,500,669.
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	2,500,669.

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				2,995,443.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,488,130.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,500,669.				
a Applied to 2012, but not more than line 2a			2,488,130.	
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				12,539.
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).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				2,982,904.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE CONTRIBUTIONS PAID 2013 STATEMENT ATTACHED 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,325,830.
Total			3a	2,325,830.
b Approved for future payment				
HELEN WOODWARD ANIMAL CENTER P.O. BOX 64 RANCHO SANTA FE, CA 92067	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,250,000.
THE CALIFORNIA ACADEMY FOUNDATION 905 NORTH NOPAL STREET SANTA BARBARA, CA 93103	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
SANTA BARBARA BOTANIC GARDEN 1212 MISSION CANYON RD SANTA BARBARA, CA 93105	NONE	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
Total			3b	2,493,200.

SEE CONTINUATION SHEET(S)

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 | | X |
| | (2) Other assets | | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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

X 10/13/14
Date

SECRETARY
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 ☐ self-employed

PTIN

RICHARD L. RUVELSON

Preparer's signature 

OCT 08 2014

P00234075

Firm's name ► **GREEN HASSON & JANKS LLP**

Firm's EIN ► 95-1777440

Firm's address ► 10990 WILSHIRE BLVD., 16TH FLOOR
LOS ANGELES, CA 90024-3929

Phone no. (310) 873-1600

Form **990-PF** (2013)

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (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
UNIVERSITY OF CALIFORNIA, BERKELEY FOUNDATION 2080 ADDISON ST #4200 BERKELEY, CA 94720	NONE	PUBLIC CHARITY	GENERAL SUPPORT	45,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN DIEGO 9500 GILMAN DR. LA JOLLA, CA 92093	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
THE FRIENDSHIP PADDLE 920 GARDEN ST. SUITE A SANTA BARBARA, CA 93101	NONE	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
THE SANTA BARBARA BIRTH CENTER 2958 STATE STREET SANTA BARBARA, CA 93105	NONE	PUBLIC CHARITY	GENERAL SUPPORT	3,200.
Total from continuation sheets				93,200.

7109

- 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	W.W.W. FOUNDATION	95-3694741
	Number, street, and room or suite no. If a P.O. box, see instructions. 625 FAIR OAKS AVENUE, NO. 360	Social security number (SSN)
	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)

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

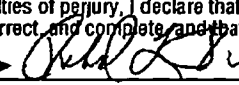
- The books are in the care of ☒ **625 FAIR OAKS AVENUE, NO. 360 - SOUTH PASADENA, CA 91030**
Telephone No. ☒ **(626) 441-5188** Fax No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's 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.

- I request an additional 3-month extension of time until **NOVEMBER 17, 2014**.
- For calendar year **2013**, or other tax year beginning , and ending .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension
TAXPAYER NEEDS ADDITIONAL TIME TO ACCUMULATE ALL OF THE INFORMATION NECESSARY TO FILE A COMPLETE AND 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	\$	47,534.
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	\$	101,660.
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 ☒ **AGENT** Date ☒ **8/7/14**

081514-NFP- 1

7109

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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
File by the due date for filing your return. See instructions.	W.W.W. FOUNDATION	Employer identification number (EIN) or 95-3694741
	Number, street, and room or suite no. If a P.O. box, see instructions. 625 FAIR OAKS AVENUE, NO. 360	Social security number (SSN)
	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)

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 (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

WHITTIER TRUST COMPANY

- The books are in the care of ► 625 FAIR OAKS AVENUE, NO. 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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2013 or
► ☐ tax year beginning , and ending

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	47,024.
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.	3b	\$	101,660.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

WWW/LAYT FOUNDATION Tax Id# 95-3694741

Contributions Paid 2013

Year End Report

20 January 2014

Payee Organization	Tax Status 1	Purpose	Amount
Angel Flight West Inc. 3161 Donald Douglas Loop South Santa Monica, CA 90405-3231	170 (b)(1)(A)(vi)	In honor of Ken Allebrand	\$10,000
Animal Humane Society 845 Meadow Lane North Golden Valley, MN 55422	170 (b)(1)(A)(vi)	program support	\$5,000
The Arboretum Foundation 2300 Arboretum Drive East Seattle, WA 98112-2300	509(a)(2)	Washington Park Arboretum - General Operating Support	\$10,000
The Arboretum Foundation 2300 Arboretum Drive East Seattle, WA 98112-2300	509(a)(2)	general operating support	\$20,000
Boys & Girls Club of Santa Barbara 632 East Canon Perdido Street Santa Barbara, CA 93103	170 (b)(1)(A)(vi)	Annual March Madness Basketball-A-Thon	\$5,000
Boys & Girls Club of Santa Barbara 632 East Canon Perdido Street Santa Barbara, CA 93103	170 (b)(1)(A)(vi)	After school academic support program	\$12,500
Boys & Girls Club of Santa Barbara 632 East Canon Perdido Street Santa Barbara, CA 93103	170 (b)(1)(A)(vi)	After school academic support program	\$12,500
The California Academy Foundation 905 North Nopal Street Santa Barbara, CA 93103	170 (b)(1)(A)(vi)	Mad Academy	\$2,500
The California Academy Foundation 905 North Nopal Street Santa Barbara, CA 93103	170 (b)(1)(A)(vi)	Completion of renovated building for Media Arts Department (MAD)	\$2,500
The California Academy Foundation 905 North Nopal Street Santa Barbara, CA 93103	170 (b)(1)(A)(vi)	Santa Barbara High School MAD Academy	\$25,000
Californians for Population Stabilization 1129 State Street, Suite 3-D Santa Barbara, CA 93101	170 (b)(1)(A)(vi)	General operating support	\$5,000
Cancer Center of Santa Barbara 300 W. Pueblo Street Santa Barbara, CA 93105	170 (b)(1)(A)(iii)	Program Support	\$10,000
Casa del Herrero Foundation 1387 E. Valley Road Santa Barbara, CA 93108	501c(3)	General Operating Support	\$40,000
Casa del Herrero Foundation 1387 E. Valley Road Santa Barbara, CA 93108	501c(3)	general operating support	\$2,500

Payee Organization	Tax Status 1	Purpose	Amount
Cate School 1960 Cate Mesa Rd. Carpenteria, CA 93013	170 (b)(1)(A)(ii)	Annual Fund	\$5,000
Cate School 1960 Cate Mesa Rd. Carpenteria, CA 93013	170 (b)(1)(A)(ii)	General Operating Support	\$10,000
Challengers Boys and Girls Club 5029 South Vermont Avenue Los Angeles, CA 90037-0189	170 (b)(1)(A)(vi)	Challengers Tennis Academy	\$126,915
Challengers Boys and Girls Club 5029 South Vermont Avenue Los Angeles, CA 90037-0189	170 (b)(1)(A)(vi)	Challengers Tennis Academy	\$126,915
Coastal Ranches Conservancy 1482 East Valley Road, Suite 135 Santa Barbara, CA 93108	170 (b)(1)(A)(vi)	outreach and visibility raising efforts	\$12,000
Colgate University Treasurer's Office James B. Colgate Hall 13 Oak Drive Hamilton, NY 13346	170(b)(1)(A)(ii)	General Operating Support	\$10,000
Colgate University Treasurer's Office James B. Colgate Hall 13 Oak Drive Hamilton, NY 13346	170(b)(1)(A)(ii)	Equestrian Team	\$10,000
Community Action Fund for Women in Africa 801 Cold Springs Road Santa Barbara, CA 93108	170 (b)(1)(A)(vi)	general operating support	\$15,000
The Community Environmental Council 26 W. Anapamu St., 2nd Floor Santa Barbara, CA 93109	509(a)(2)	General Operating Support	\$10,000
The Community Environmental Council 26 W. Anapamu St., 2nd Floor Santa Barbara, CA 93109	509(a)(2)	general operating support	\$15,000
Conservation International 2011 Crystal Drive, Suite 200 Arlington, VA 22202	170 (b)(1)(A)(vi)	General Operating Support	\$20,000
Crane School 1795 San Leandro Lane Santa Barbara, CA 93108	170 (b)(1)(A)(ii)	General Operating Support	\$5,000
Creative Visions Foundation 18820 Pacific Coast Highway Suite 201 Malibu, CA 90265	170 (b)(1)(A)(vi)	general operating support	\$10,000
Direct Relief International 27 South La Patera Lane Goleta, CA 93117	509(a)(2)	General Operating Support	\$10,000
Direct Relief International 27 South La Patera Lane Goleta, CA 93117	509(a)(2)	Support Maternal and Child Health Program	\$10,000

Payee Organization	Tax Status 1	Purpose	Amount
Doctors Without Borders USA, Inc. 333 7th Avenue, 2nd Floor New York, NY 10001-5004	170 (b)(1)(A)(vi)	general operating support	\$10,000
Elings Park Foundation 1298 Las Positas Road Santa Barbara, CA 93105	170 (b)(1)(A)(vi)	General Operating Support	\$10,000
Elings Park Foundation 1298 Las Positas Road Santa Barbara, CA 93105	170 (b)(1)(A)(vi)	Camp Elings Sponsorship	\$2,500
Foundation for Santa Barbara High School P.O. Box 158 Santa Barbara, CA 93102	170 (b)(1)(A)(vi)	Athletics department to help pay fitness equipment for the new work out room.	\$10,000
Friends of Lancaster University in America 1000 N. West Street Wilmington, DE 19801	170(b)(1)(A)(vi)	General Operating Support	\$5,000
The Friendship Paddle 920 Garden Street Santa Barbara, CA 93101	170 (b)(1)(A)(vi)	3-Year Endowment for general operating support	\$10,000
Children's Discovery Foundation dba/Funhouse Discovery Center 30 Pea Patch Lane Eastsound, WA 98245	170 (b)(1)(A)(vi)	General operating support	\$5,000
Ganna Walska Lotusland Foundation 695 Ashley Road Santa Barbara, CA 93108	501c(3)	general operating support	\$5,000
Gardens for Health International GlobeMed at Middlebury College 2 Atlantic Avenue, 4th Floor Boston, MA 02110	170 (b)(1)(A)(vi)	general operating support	\$1,800
Heal the Ocean P.O. Box 90106 Santa Barbara Santa Barbara, CA 93109	170 (b)(1)(A)(vi)	general operating support	\$15,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	509(a)(2)	General Operating Support	\$450,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	509(a)(2)	Install Solar Panels on the Equine Hospital and Club Pet Building	\$20,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	509(a)(2)	Install Solar Panels on the Equine Hospital and Club Pet Building	\$20,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	509(a)(2)	"Spring Fling"	\$20,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	509(a)(2)	"Spring Fling"	\$1,000

Payee Organization	Tax Status 1	Purpose	Amount
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	509(a)(2)	Hope Telethon	\$500
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	509(a)(2)	Hope Telethon	\$10,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	509(a)(2)	program support	\$5,000
Helen Woodward Animal Center P.O. Box 64 Rancho Santa Fe, CA 92067	509(a)(2)	general operating support	\$10,000
Hoffman Institute Foundation 1299 Fourth Street, 6th Floor San Rafael, CA 94901	170 (b)(1)(A)(vi)	general operating support	\$10,000
Institute for Justice 901 North Glebe Road Suite 900 Arlington, VA 22203	170 (b)(1)(A)(vi)	general operating support	\$10,000
Laguna Blanca School 4125 Paloma Drive Santa Barbara, CA 93110	170 (b)(1)(A)(ii)	General Operating Support	\$75,000
Laroe Artflow, Inc. 59 Marnel Dr. Severna Park, MD 21146	170(b)(1)(A)(vi)	General Operating Support	\$10,000
The Lighthouse Christian Academy 1424 Yale St. Santa Monica, CA 90404	170(b)(1)(A)(i)	General Operating Support	-\$6,000
The Lighthouse Christian Academy 1424 Yale St. Santa Monica, CA 90404	170(b)(1)(A)(i)	General Operating Support	\$6,000
Los Angeles Child Guidance Clinic 3031 S. Vermont Avenue Los Angeles, CA 90007	170 (b)(1)(A)(vi)	general operating support	\$5,000
The Montecito Trails Foundation P.O. Box 5481 Santa Barbara, CA 93105	170 (b)(1)(A)(vi)	Montecito Trails map production - Mapquest	\$8,200
New Village Charter School Inc. 147 No. Occidental Boulevard Los Angeles, CA 90026	170 (b)(1)(A)(ii)	General operating support	\$30,000
Newport Bay Naturalists and Friends Newport Bay Conservancy 2301 University Drive Newport Beach, CA 92660	170 (b)(1)(A)(vi)	General operating support	\$5,000
Newport Bay Naturalists and Friends Newport Bay Conservancy 2301 University Drive Newport Beach, CA 92660	170 (b)(1)(A)(vi)	additional general operating support	\$5,000

Payee Organization	Tax Status 1	Purpose	Amount
Ninos Del Sol, Inc. 85 Circle Loop Staten Island, NY 10304	170 (b)(1)(A)(vi)	scholarship support - Costa Verde International School	\$18,000
Ojai Foundation P.O. Box 999 Ojai, CA 93024	170 (b)(1)(A)(vi)	Indigenous Cultures film project	\$25,000
Ojai Foundation P.O. Box 999 Ojai, CA 93024	170 (b)(1)(A)(vi)	support indigenous Cultural Education	\$12,500
OPAL Community Land Trust P.O. Box 1133 Eastsound, WA 98245	170 (b)(1)(A)(vi)	General operating support	\$30,000
Orcas Center P.O. Box 567 Eastsound, WA 98245-0567	170 (b)(1)(A)(vi)	General operating support	\$10,000
Orcas Center P.O. Box 567 Eastsound, WA 98245-0567	170 (b)(1)(A)(vi)	Additional general operating support	\$5,000
Orcas Island Chamber Music Festival P.O. Box 646 Eastsound, WA 98245	509(a)(2)	General operating support	\$15,000
Orcas Island Community Foundation P.O. Box 1496 Eastsound, WA 98245	170 (b)(1)(A)(vi)	General Operating support	\$10,000
Orcas Medical Foundation P.O. Box 515 Eastsound, WA 98245-0515	170 (b)(1)(A)(vi)	General operating support	\$10,000
PEACE Animals 505 N. Tomahawk Is Dr Portland, OR 97217	170 (b)(1)(A)(vi)	Clinic Funding	\$10,000
President & Fellows of Middlebury Middlebury College 152 Maple Street, G-007 Middlebury, VT 05753	170 (b)(1)(A)(ii)	Hodges Family Scholarship Fund	\$25,000
President & Fellows of Middlebury Middlebury College 152 Maple Street, G-007 Middlebury, VT 05753	170 (b)(1)(A)(ii)	Parents' Fund Support	\$10,000
President & Fellows of Middlebury Middlebury College 152 Maple Street, G-007 Middlebury, VT 05753	170 (b)(1)(A)(ii)	General Operating Support	\$10,000
Regents of the University of California, San Diego Scripps Institute of Oceanography 9500 Gilman Drive La Jolla, CA 92093-0940	170 (b)(1)(A)(ii)	Coastal and Marine Environments Monitoring Program	\$12,500

Payee Organization	Tax Status 1	Purpose	Amount
Regents of the University of California, San Diego Scripps Institute of Oceanography 9500 Gilman Drive La Jolla, CA 92093-0940	170 (b)(1)(A)(ii)	to support educational video lecture series	\$10,000
Regents of the University of California, San Diego Scripps Institute of Oceanography 9500 Gilman Drive La Jolla, CA 92093-0940	170 (b)(1)(A)(ii)	to support educational video series	\$10,000
Regents of the University of California, San Diego Scripps Institute of Oceanography 9500 Gilman Drive La Jolla, CA 92093-0940	170 (b)(1)(A)(ii)	to support educational video lecture series	\$10,000
Regents of the University of California, San Diego Scripps Institute of Oceanography 9500 Gilman Drive La Jolla, CA 92093-0940	170 (b)(1)(A)(ii)	for collections	\$10,000
Saint Francis Animal Center 125 North Ridge Street Georgetown, SC 29440	170 (b)(1)(A)(vi)	general operating support	\$50,000
San Diego Natural History Museum P.O. Box 121390 San Diego, CA 92112-1390	170 (b)(1)(A)(vi)	general operating support	\$10,000
San Juan Preservation Trust P.O. Box 327 Lopez, WA 98261	170 (b)(1)(A)(vi)	General Operating Support	\$5,000
Santa Barbara Birth Center 2958 State Street Santa Barbara, CA 93105	170 (b)(1)(A)(vi)	in support of marketing and advertising	\$1,600
Santa Barbara Birth Center 2958 State Street Santa Barbara, CA 93105	170 (b)(1)(A)(vi)	general operating support	\$3,400
Santa Barbara Botanic Garden 1212 Mission Canyon Road Santa Barbara, CA 93105	509(a)(2)	Capital Campaign	\$25,000
Santa Barbara County Bowl Foundation 1122 North Milpas Street Santa Barbara, CA 93103	509a(2)	general operating support	\$10,000
Santa Barbara County Court Appointed Special Advocates (CASA) 2601 Skyway Drive, Suite A3 Santa Maria, CA 93455	170(b)(1)(A)(vi)	General Operating Support	\$16,000
Santa Barbara County Trails Council P.O. Box 22352 Santa Barbara, CA 93103	170 (b)(1)(A)(vi)	Trail maintenance	\$40,000
Santa Barbara Courthouse Legacy Foundation P.O. Box 91459 Santa Barbara, CA 93190	170 (b)(1)(A)(vi)	Restoration of Courthouse Mural room	\$40,000

Payee Organization	Tax Status 1	Purpose	Amount
Santa Barbara Courthouse Legacy Foundation P.O. Box 91459 Santa Barbara, CA 93190	170 (b)(1)(A)(vi)	General Operating Support	\$10,000
Santa Barbara Maritime Museum 113 Harbor Way Suite 190 Santa Barbara, CA 93109	170 (b)(1)(A)(vi)	overnight youth sailing adventures	\$10,000
Santa Barbara Middle School 1321 Alameda Padre Serra Santa Barbara, CA 93103	170 (b)(1)(A)(ii)	campus and landscaping project	\$40,000
Santa Barbara Public Library P.O. Box 1019 Santa Barbara, CA 93102	170(b)(1)(A)(vi)	support the construction of the children's reading area	\$5,000
Santa Barbara Volleyball Club P.O. Box 30772 Santa Barbara, CA 93130	170 (b)(1)(A)(vi)	Financial Aid Program Support	\$5,000
Santa Barbara Zoological Foundation 500 Ninos Drive Santa Barbara, CA 93103-3798	170 (b)(1)(A)(vi)	Capital Campaign	\$25,000
Santa Barbara Zoological Foundation 500 Ninos Drive Santa Barbara, CA 93103-3798	170 (b)(1)(A)(vi)	Discovery Pavilion Capital Campaign	\$100,000
Seattle Aquarium Society 1483 Alaskan Way Pier 59 Seattle, WA 98101-2015	170 (b)(1)(A)(vi)	General Operating Support	\$10,000
Seattle Aquarium Society 1483 Alaskan Way Pier 59 Seattle, WA 98101-2015	170 (b)(1)(A)(vi)	general operating support	\$20,000
Share Our Selves 1550 Superior Avenue Costa Mesa, CA 92627	170 (b)(1)(A)(vi)	General operating support	\$10,000
Sheriff's Youth Foundation of Los Angeles 4700 Ramona Blvd., 4th Floor Monterey Park, CA 91754-2169	170 (b)(1)(A)(vi)	general operating support	\$5,000
South Coast Repertory Theatre, Inc. P.O. Box 2197 Costa Mesa, CA 92628	170 (b)(1)(A)(ii)	General operating support	\$5,000
St. Michael Church 1016 W. Manchester Avenue Los Angeles, CA 90044	Religious Org no Charity Check	Trade Show Tech	\$21,000
Stanford University School of Earth Sciences 397 Panama Mall Mitchell Building 101 Stanford, CA 94305-2210	170 (b)(1)(A)(ii)	general operating support	\$10,000
Tara Hall P.O. Box 955 Georgetown, SC 29442	170 (b)(1)(A)(vi)	General Operating Support	\$16,500

Payee Organization	Tax Status 1	Purpose	Amount
True Nature Society/Quail Springs Center 35070 Highway 33 Maricopa, CA 93252	170 (b)(1)(A)(vi)	general operating support	\$20,000
True Nature Society/Quail Springs Center 35070 Highway 33 Maricopa, CA 93252	170 (b)(1)(A)(vi)	For PRI Kenya	\$12,000
Regents of the University of California (Davis) Wildlife Health Center School of Veterinary Medicine 1089 Veterinary Medicine Drive Davis, CA 95616	170 (b)(1)(A)(vi)	SeaDoc Society general operating support	\$10,000
Regents of the University of California (Davis) Wildlife Health Center School of Veterinary Medicine 1089 Veterinary Medicine Drive Davis, CA 95616	170 (b)(1)(A)(vi)	general operating support	\$15,000
Regents of the University of California (Davis) Wildlife Health Center School of Veterinary Medicine 1089 Veterinary Medicine Drive Davis, CA 95616	170 (b)(1)(A)(vi)	evaluation of the composition and status of San Juan Islands Coastal Cutthroat	\$12,500
Regents of the University of California (Davis) Wildlife Health Center School of Veterinary Medicine 1089 Veterinary Medicine Drive Davis, CA 95616	170 (b)(1)(A)(vi)	evaluation of the composition and status of San Juan Islands Coastal Cutthroat	\$12,500
Regents of the University of California (Davis) Wildlife Health Center School of Veterinary Medicine 1089 Veterinary Medicine Drive Davis, CA 95616	170 (b)(1)(A)(vi)	evaluation of the composition and statue of San Juan Islands Coastal Cutthroat	\$20,000
Regents of the University of California (Davis) Wildlife Health Center School of Veterinary Medicine 1089 Veterinary Medicine Drive Davis, CA 95616	170 (b)(1)(A)(vi)	general operating support	\$5,000
Regents of the University of California (Davis) Wildlife Health Center School of Veterinary Medicine 1089 Veterinary Medicine Drive Davis, CA 95616	170 (b)(1)(A)(vi)	SeaDoc society general operating support	\$20,000
University of California, Berkeley Foundation Men's Lacrosse Team 2080 Addison St. Berkeley, CA 94720	170(b)(1)(A)(iv)	California Men's Lacrosse Program Support	\$10,000
University of California, Berkeley Foundation Men's Lacrosse Team 2080 Addison St. Berkeley, CA 94720	170(b)(1)(A)(iv)	to help establish an endowment fund for Cal Men's Lacrosse Coaches Fund (FU1204000) for \$45,000 and Cal Men's lacrosse Club Annual Fund (FU0851000) for \$15,000 payable over 4 years.	\$15,000

Payee Organization	Tax Status 1	Purpose	Amount
Vietnamese American Nongovernmental Organization Network PO Box 9479 Fountain Valley, CA 92728-9479	170(b)(1)(A)(vi)	Rocket Stoves for Our 1 World	\$5,000
Violence Research Foundation 27068 La Paz Road, #703 Aliso Viejo, CA 92656	501c(3)	Behavioral Effects of a Mediterranean Diet on Children with ADHD Pilot Project	\$25,000
Wilderness Youth Project 5386 Hollister Ave. Suite D Santa Barbara, CA 93111	170 (b)(1)(A)(vi)	general operating support	\$10,000
Williams College Office of the President P.O. Box 687 Williamstown, MA 01267	170 (b)(1)(A)(ii)	Men's LaCrosse Program	\$10,000
Williams College Office of the President P.O. Box 687 Williamstown, MA 01267	170 (b)(1)(A)(ii)	General Operating Support	\$10,000
Woodland Park Zoological Society 601 North 59th Street Seattle, WA 98103	170 (b)(1)(A)(vi)	General Operating Support	\$10,000
Woodland Park Zoological Society 601 North 59th Street Seattle, WA 98103	170 (b)(1)(A)(vi)	general operating support	\$20,000
Yale School of Medicine Office of Development P.O. Box 7611 New Haven, CT 06519-0611	170 (b)(1)(A)(vi)	School of Medicine - Fr. Udelsman's Research Fund	\$10,000
YMCA of Coastal Carolina (Georgetown County Family YMCA) P.O.Box 1087 Georgetown, SC 29440	509(a)(2)	General Operating Support	\$10,000
Grand Totals			\$2,325,830

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
WHITTIER TRUST COMPANY	911,683.	0.	911,683.	911,683.	0.	
TO PART I, LINE 4	911,683.	0.	911,683.	911,683.	0.	

FORM 990-PF		OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME			
INCOME FROM PARTNERSHIPS	780,494.	780,494.	0.			
OTHER INCOME	4,923.	4,923.	0.			
INCOME FROM PARTNERSHIPS UBI	<25,817.>	0.	0.			
TOTAL TO FORM 990-PF, PART I, LINE 11	759,600.	785,417.	0.			

FORM 990-PF		ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	7,000.	0.	0.	7,000.		
TO FORM 990-PF, PG 1, LN 16B	7,000.	0.	0.	7,000.		

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATION AND INVESTMENT MANAGEMENT FEES	473,408.	307,715.	0.	165,693.	
TO FORM 990-PF, PG 1, LN 16C	473,408.	307,715.	0.	165,693.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	630.	630.	0.	0.	
FEDERAL EXCISE TAX	57,761.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	58,391.	630.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	180.	0.	0.	180.	
INSURANCE	2,621.	655.	0.	1,966.	
TO FORM 990-PF, PG 1, LN 23	2,801.	655.	0.	2,146.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
WHITTIER TRUST #00-5075	X		1,177,211.	1,177,211.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,177,211.	1,177,211.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,177,211.	1,177,211.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WHITTIER TRUST #82-5111 LAYT	2,502,060.	2,502,060.	
WHITTIER TRUST #00-5111 LAYT	978,423.	978,423.	
WHITTIER TRUST #83-5075	3,467,580.	3,467,580.	
WHITTIER TRUST #82-5075	14,565,073.	14,565,073.	
WHITTIER TRUST #73-5075	6,840,193.	6,840,193.	
WHITTIER TRUST #00-5075	2,704,699.	2,704,699.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	31,058,028.	31,058,028.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WHITTIER TRUST #00-5075 - CORPORATE BONDS	2,016,659.	2,016,659.	
WHITTIER TRUST #00-5075 - FIXED INCOME BONDS	3,893,022.	3,893,022.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,909,681.	5,909,681.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITTIER SMALL CAP FUND, LP	FMV	8,109,440.	8,109,440.
WHITTIER VALUE FUND A, LP	FMV	14,279,289.	14,279,289.
WHITTIER INTERNATIONAL FUND, LP	FMV	4,265,373.	4,265,373.
WHITTIER SMALL CAP FUND, LP - LAYT	FMV	561,423.	561,423.
WHITTIER VALUE FUND, LP - LAYT	FMV	641,777.	641,777.
WHITTIER INTERNATIONAL FUND, LP - LAYT	FMV	337,976.	337,976.
WHITTIER ALTERNATIVE INVESTMENTS	FMV	253,348.	253,348.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,448,626.	28,448,626.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED EXPENSES	36,159.	41,925.
DEFERRED EXCISE TAXES PAYABLE	138,921.	311,121.
TOTAL TO FORM 990-PF, PART II, LINE 22	175,080.	353,046.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 12
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SHARON H. BRADFORD 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT 1.00	0.	0.	0.
BRYCE W. RHODES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT 1.00	0.	0.	0.
WINIFRED W. RHODES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT 1.00	0.	0.	0.
PEGINE E. GRAYSON 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY 1.00	0.	0.	0.
DAVID A. DAHL 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	CHIEF FINANCIAL OFFICER 1.00	0.	0.	0.
LINDA J. BLINKENBERG 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
MICHAEL J. CASEY 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
MARCIA W. CONSTANCE 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
BRETT E. HODGES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
BRIAN M. HODGES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
ADAM J. RHODES 625 FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.

W.W.W. FOUNDATION

95-3694741

EMERY W. RHODES
625 FAIR OAKS AVENUE, SUITE 360
SOUTH PASADENA, CA 91030

DIRECTOR
1.00

0. 0. 0.

ARLO G. SORENSEN
625 FAIR OAKS AVENUE, SUITE 360
SOUTH PASADENA, CA 91030

DIRECTOR
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.