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## Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUN 1, 2013, and ending MAY 31, 2014

Name of foundation <b>WILLIAM &amp; FLORENCE WHEELER FOUNDATION</b>		A Employer identification number <b>88-0233486</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2012 E STREET</b>	Room/suite	B Telephone number <b>661-836-2184</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BAKERSFIELD, CA 93301</b>		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) <b>\$ 6,264,936.</b>	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		111,436.	111,436.		STATEMENT 1
4 Dividends and interest from securities		77,024.	66,439.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		104,406.			
b Gross sales price for all assets on line 6a <b>2,925,926.</b>					
7 Capital gain net income (from Part IV, line 2)			104,406.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		292,866.	282,281.		
13 Compensation of officers, directors, trustees, etc.		49,000.	24,500.		0.
14 Other employee salaries and wages		24,217.	0.		0.
15 Pension plans, employee benefits		1,203.	0.		0.
16a Legal fees					
b Accounting fees		14,321.	7,161.		0.
c Other professional fees		33,888.	33,888.		0.
17 Interest					
18 Taxes		14,235.	2,679.		0.
19 Depreciation and depletion		740.	0.		
20 Occupancy		2,094.	0.		0.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		139,698.	68,228.		0.
25 Contributions, gifts, grants paid		308,663.			308,663.
26 Total expenses and disbursements. Add lines 24 and 25		448,361.	68,228.		308,663.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<155,495.>			
b Net investment income (if negative, enter -0-)			214,053.		
c Adjusted net income (if negative, enter -0-)				N/A	

323501  
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

SCANNED APR 28 2015

Operating and Administrative Expenses

RECEIVED  
APR 24 2015  
STMT 3  
STMT 4

STMT 5

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	<56,897.>	<177,429.>	<177,429.>
	2 Savings and temporary cash investments	122,578.	75,457.	75,457.
	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	1,154.	978.	1,101.
	b Investments - corporate stock STMT 9	1,862,984.	2,804,723.	4,406,073.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	2,800,515.	1,870,996.	1,957,599.
	14 Land, buildings, and equipment basis ▶ 3,699.			
	Less: accumulated depreciation STMT 7 ▶ 1,564.	1,921.	2,135.	2,135.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,732,255.	4,576,860.	6,264,936.
	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 ▶ STATEMENT 11)	0.	100.	
	23 Total liabilities (add lines 17 through 22)	0.	100.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	500,000.	500,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,232,255.	4,076,760.	STATEMENT 6
	30 Total net assets or fund balances	4,732,255.	4,576,760.	
	31 Total liabilities and net assets/fund balances	4,732,255.	4,576,860.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,732,255.
2 Enter amount from Part I, line 27a	2	<155,495.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,576,760.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,576,760.

**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 2,925,926.		2,821,520.	104,406.

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			104,406.

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	104,406.
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	278,376.	5,740,708.	.048492
2011	322,085.	5,787,653.	.055650
2010	252,125.	5,866,836.	.042975
2009	256,393.	5,521,790.	.046433
2008	312,157.	5,373,662.	.058090

2 Total of line 1, column (d)	2	.251640
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	.050328
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,972,780.
5 Multiply line 4 by line 3	5	300,598.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,141.
7 Add lines 5 and 6	7	302,739.
8 Enter qualifying distributions from Part XII, line 4	8	308,663.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,141.
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	2,141.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	2,141.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,840.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,200.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,040.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	5,899.	
11 Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>		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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> <b>CA</b>		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 ► <b>N/A</b>	13	X	
14	The books are in care of ► <b>NANCY L. WHEELER SMITH</b> Telephone no. ► <b>(661) 836-2184</b> Located at ► <b>2012 E STREET, BAKERSFIELD, CA</b> ZIP+4 ► <b>93301</b>			
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 ► <b>15</b> <b>N/A</b>			
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?	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

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
NANCY L. WHEELER SMITH 2012 E STREET BAKERSFIELD, CA 93301	TRUSTEE 8.00	49,000.	0.	0.

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

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

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

0

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**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,992,516.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	71,220.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,063,736.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,063,736.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	90,956.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,972,780.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	298,639.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	298,639.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	2,141.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,141.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	296,498.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	296,498.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	296,498.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	308,663.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	308,663.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	2,141.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	306,522.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				296,498.
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				
b From 2009				
c From 2010				
d From 2011	15,627.			
e From 2012				
f Total of lines 3a through e	15,627.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 308,663.				
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				296,498.
e Remaining amount distributed out of corpus	12,165.			
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:	27,792.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	27,792.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	15,627.			
d Excess from 2012				
e Excess from 2013	12,165.			



**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
<b>a Paid during the year</b>				
ATASCADERO HIGH SCHOOL 1 HIGH SCHOOL HILL RD. ATASCADERO, CA 93422	NO RELATION	SCHOOL	TO FUND FACILITIES AND PROGRAMS FOR STUDENTS.	2,500.
BASS LAKE CHAMBER OF COMMERCE P.O. BOX 126 BASS LAKE, CA 93604	NO RELATION	PUBLIC CHARITY	TO SUPPORT VARIOUS PROGRAMS PROVIDED BY THE CHAMBER.	500.
BOYS & GIRLS CLUB OF KERN COUNTY P.O. BIN 5J BAKERSFIELD, CA 93385	NO RELATION	PUBLIC CHARITY	TO PROMOTE THE DEVELOPMENT OF BOYS AND GIRLS THROUGH VARIOUS PROGRAMS.	6,500.
COVENANT COMMUNITY SERVICES 1616 29TH STREET BAKERSFIELD, CA 93301	NO RELATION	PUBLIC CHARITY	TO SUPPORT FOSTER CHILDREN SERVICES.	43,500.
FRIENDS OF KERN COUNTY FAIR 1142 SOUTH P STREET BAKERSFIELD, CA 93307	NO RELATION	PUBLIC CHARITY	TO SUPPORT THE 15TH DISTRICT AGRICULTURAL ASSOCIATION, 4-H, AND FFA PROGRAMS.	115,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a</b> 308,663.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>3b</b> 0.



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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</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
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	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		

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.

**Sign Here**  **4/8/15** **TRUSTEE**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature <i>Matthew N. Davis CPA</i>	Date <i>2/5/15</i>	Check <input type="checkbox"/> if self-employed	PTIN
	<b>MATTHEW N. DAVIS</b>				<b>P00192892</b>
	Firm's name ▶ <b>CBIZ MHM, LLC</b>			Firm's EIN ▶ <b>33-0737981</b>	
	Firm's address ▶ <b>5060 CALIFORNIA AVE., SUITE 800 BAKERSFIELD, CA 93309</b>			Phone no. <b>(661) 325-7500</b>	

**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	114 SH BROOKFIELD PROPERTY PARTNERS LP	P	04/15/13	06/18/13
b	5000 SH CISCO SYSTEMS INC	P	06/07/13	10/24/13
c	2000 SH GENERAL MILLS INC	P	07/30/13	02/03/14
d	100000 SH HECKMANN CORP SR NT CALL DTD	P	11/27/12	08/26/13
e	5000 SH INTEL CORP	P	06/07/13	11/11/13
f	2000 SH LIBERTY GLOBAL PLC	P	09/27/13	04/09/14
g	CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
h	4800 SH GOVERNMENT NATL MTG	P	02/27/02	VARIOUS
i	8400 SH GOVERNMENT NATL MTG	P	02/27/02	VARIOUS
j	35000 SH NY NY CITY HSG	P	07/15/10	VARIOUS
k	7500 SH BLACKSTONE GSO SR	P	12/01/11	VARIOUS
l	500 SH CANADIAN PACIFIC RAILWAY	P	05/25/12	01/08/14
m	2000 SH COMCAST CORP	P	06/24/11	01/08/14
n	32958.69 SH DOUBLELINE	P	VARIOUS	VARIOUS
o	1300 SH ENTERPRISE PRODS PARTNERS LP COM UNIT	P	04/17/09	06/18/13

(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 2,378.		2,492.	<114.>
b 110,674.		122,928.	<12,254.>
c 93,987.		103,937.	<9,950.>
d 100,500.		102,500.	<2,000.>
e 120,473.		123,081.	<2,608.>
f 77,063.		78,747.	<1,684.>
g 552.			552.
h 36.		37.	<1.>
i 134.		138.	<4.>
j 35,000.		35,000.	0.
k 135,902.		145,211.	<9,309.>
l 72,777.		37,635.	35,142.
m 105,861.		47,499.	58,362.
n 361,999.		369,891.	<7,892.>
o 78,439.		25,945.	52,494.

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			<114.>
b			<12,254.>
c			<9,950.>
d			<2,000.>
e			<2,608.>
f			<1,684.>
g			552.
h			<1.>
i			<4.>
j			0.
k			<9,309.>
l			35,142.
m			58,362.
n			<7,892.>
o			52,494.

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

2

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

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	1500 SH ISHARES CORE U.S.	P	04/02/09	05/19/14
b	1300 SH ISHARES MBS ETF	P	10/31/08	05/19/14
c	150000 SH J P MORGAN CHASE	P	07/19/12	05/16/14
d	2000 SH MOSAIC CO	P	VARIOUS	07/31/13
e	24971.435 SH PIMCO INCOME FUND	P	06/26/12	VARIOUS
f	4985.224 SH PIMCO MORGAGE OPPORTUNITIES	P	02/22/13	05/21/14
g	4000 SH PLAINS ALL AMERN PIPELINE	P	05/10/12	VARIOUS
h	2000 SH QUALCOMM INC	P	04/05/12	06/28/13
i	4500 SH WISDOMTREE EMERGING MARKETS	P	VARIOUS	06/05/13
j	16725 SH XEROX CORP	P	06/24/11	07/30/13
k	CAPITAL GAIN DISTRIBUTION	P	VARIOUS	VARIOUS
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 163,879.		151,357.	12,522.
b 139,961.		130,130.	9,831.
c 169,125.		168,000.	1,125.
d 82,231.		131,879.	<49,648.>
e 305,800.		284,674.	21,126.
f 55,535.		55,236.	299.
g 206,058.		162,254.	43,804.
h 122,627.		135,527.	<12,900.>
i 223,650.		240,767.	<17,117.>
j 161,076.		166,655.	<5,579.>
k 209.			209.
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			12,522.
b			9,831.
c			1,125.
d			<49,648.>
e			21,126.
f			299.
g			43,804.
h			<12,900.>
i			<17,117.>
j			<5,579.>
k			209.
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	104,406.
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
GARCES MEMORIAL HIGH SCHOOL 2800 LOMA LINDA DRIVE BAKERSFIELD, CA 93305	NO RELATION	SCHOOL	TO SUPPORT EDUCATIONAL CENTERS.	39,263.
JIM BURKE EDUCATION FOUNDATION P.O. BOX 2686 BAKERSFIELD, CA 93303	NO RELATION	PRIVATE FOUNDATION	TO PROMOTE THE EDUCATION OF MINORS.	2,000.
KHSD EDUCATIONAL FOUNDATION 649 CHARITY COURT FRANKFORT, KY 40601	NO RELATION	PRIVATE FOUNDATION	TO SUPPORT YOUTH EDUCATIONAL CENTERS.	2,500.
M.A.R.E. 18200 JOHNSON ROAD BAKERSFIELD, CA 93314	NO RELATION	PUBLIC CHARITY	TO PROVIDE ASSISTANCE TO PEOPLE WITH PHYSICAL AND COGNITIVE CHALLENGES.	5,000.
MENDIBURU MAGIC FOUNDATION P.O. BOX 6307 BAKERSFIELD, CA 93386	NO RELATION	PRIVATE FOUNDATION	TO SUPPORT CHILDREN AND FAMILIES FACING LIFE THREATENING ILLNESSES.	5,000.
OUR LADY OF PERPETUAL HELP 124 COLUMBUS STREET BAKERSFIELD, CA 93305	NO RELATION	CHURCH	TO PROMOTE A DEEPER LIFE WITH JESUS THROUGH WORD AND SERVICE.	2,500.
ST. FRANCIS CHURCH 900 H STREET BAKERSFIELD, CA 93304	NO RELATION	CHURCH	TO PROVIDE SERVICES TO LOW INCOME FAMILIES.	45,000.
THE PLANK FOUNDATION 1400 EASTON DRIVE BAKERSFIELD, CA 93309	NO RELATION	PRIVATE FOUNDATION	TO PROVIDE SUPPORT FOR THOSE LESS FORTUNATE.	2,000.
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110	NO RELATION	UNIVERSITY	TO SUPPORT EDUCATIONAL CENTERS.	5,000.
TEAM GEORGIA SPORTS ACADEMY 5745 HOUSTON RD MACON, GA 31216	NO RELATION	PUBLIC CHARITY	TO SUPPORT YOUTH ATHLETICS.	1,500.
Total from continuation sheets				140,663.

**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
TRANSITIONS CHILDREN SERVICES 1945 N. HELM AVE SUITE 101 FRESNO , CA 93727	NO RELATION	PUBLIC CHARITY	TO SUPPORT THE SAFETY, PERMANENCE AND WELLBEING OF CHILDREN IN FOSTER CARE.	500.
UC REGENTS 1000 REGENT UNIVERSITY DRIVE VIRGINIA BEACH , VA 23464	NO RELATION	UNIVERSITY	TO SUPPORT ACADEMIC EXCELLENCE AND RESEARCH STUDIES.	12,500.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19104	NO RELATION	UNIVERSITY	TO SUPPORT EDUCATIONAL CENTERS.	2,500.
JUNIOR LEAGUE OF BAKERSFIELD 1928 19TH ST. BAKERSFIELD, CA 93301	NO RELATION	PUBLIC CHARITY	TO PROMOTE VOLUNTARISM, DEVELOP POTENTIAL IN WOMEN, AND IMPROVE THE COMMUNITY.	2,000.
CASA OF KERN COUNTY 2000 24TH ST STE #130 BAKERSFIELD, CA 93301	NO RELATION	PUBLIC CHARITY	TO SUPPORT ABUSED, NEGLECTED, AND ABANDONED CHILDREN LIVING IN PROTECTIVE CARE IN KERN COUNTY.	3,000.
MISSION COLLEGE PREPARTORY HIGH SCHOOL 682 PALM STREET SAN LUIS OBISPO, CA 93401	NO RELATION	SCHOOL	TO FUND FACILITIES AND PROGRAMS FOR STUDENTS.	10,000.
THE LINK 6500 MORRO RD. SUITE A ATASCADERO, CA 93422	NO RELATION	PUBLIC CHARITY	TO SUPPORT FAMILIES IN NEED AND THE DEVELOPMENT OF FAMILY LEADERSHIP.	400.
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
INTEREST FROM SECURITIES	111,436.	111,436.	
TOTAL TO PART I, LINE 3	111,436.	111,436.	

## 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
DIVIDENDS FROM GOV'T	6.	0.	6.	6.	
DIVIDENDS FROM SECURITIES	66,433.	0.	66,433.	66,433.	
NONDIVIDEND DISTRIBUTIONS	10,585.	0.	10,585.	0.	
TO PART I, LINE 4	77,024.	0.	77,024.	66,439.	

## 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	14,321.	7,161.		0.
TO FORM 990-PF, PG 1, LN 16B	14,321.	7,161.		0.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO ADVISORY FEES	3,519.	3,519.		0.
PORTFOLIO MANAGEMENT FEES	30,369.	30,369.		0.
TO FORM 990-PF, PG 1, LN 16C	33,888.	33,888.		0.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,311.	1,777.		0.
FILING FEES	75.	0.		0.
TAX WITHHOLDING	902.	902.		0.
STATE TAX	10.	0.		0.
FEDERAL TAX	7,937.	0.		0.
TO FORM 990-PF, PG 1, LN 18	14,235.	2,679.		0.

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FORM 990-PF	OTHER FUNDS	STATEMENT	6
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RETAINED EARNINGS	4,232,255.	4,076,760.
TOTAL TO FORM 990-PF, PART II, LINE 29	4,232,255.	4,076,760.

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## FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LAPTOP	949.	475.	474.	474.
COMPUTERS	1,796.	898.	898.	898.
HP COMPUTER	954.	191.	763.	763.
TO 990-PF, PART II, LN 14	3,699.	1,564.	2,135.	2,135.

## 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
GOV. NATL. MTG. ASSN. #046	X		341.	377.
GOV. NATL. MTG. ASSN. #319	X		637.	724.
TOTAL U.S. GOVERNMENT OBLIGATIONS			978.	1,101.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			978.	1,101.

## FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OCCIDENTAL PETROLEUM CORP	320,146.	996,900.
ENTERPRISE PRODUCT PARTNERS LP	29,937.	112,230.
MOSAIC CO	0.	0.
ROCKWELL AUTOMATION INC	79,165.	121,080.
KANSAS CITY SOUTHERN	85,699.	161,280.
BROOKFIELD ASSET MANAGEMENT	63,396.	86,080.
QUALCOMM INC	0.	0.
PLAINS ALL AMERICAN PIPELINE	0.	0.
CANADIAN PACIFIC RAILWAY	75,270.	167,520.
COMCAST CORP CL A	118,747.	261,000.
JOHNSON & JOHNSON CO	98,050.	152,190.
XEROX CORP	0.	0.
LYONDELLBASELL INDUSTRIES	114,415.	199,140.
EATON CORP	90,762.	110,535.
AMERICAN INTERNATIONAL GROUP	77,539.	108,140.
BROOKFIELD PROPERTY PARTNERS	0.	0.

WILLIAM & FLORENCE WHEELER FOUNDATION

88-0233486

MAGELLAN MIDSTREAM PARTNERS	44,285.	65,504.
EQT MIDSTREAM PARTNERS LP	43,270.	73,926.
DU PONT E I DE DEMOURS & CO	112,330.	128,224.
CHICAGO BRIDGE & IRON CO NV NEW YORK	124,574.	162,800.
FEDEX CORP	99,486.	144,160.
AMERICAN AIRLINES GROUP INC	96,764.	140,560.
HARLEY DAVIDSON INC	129,544.	142,480.
LIBERTY MEDIA CORP	139,916.	127,130.
WILLIAMS SONOMA INC	122,582.	148,897.
GILEAD SCIENCES INC	104,741.	101,513.
US BANCORP DEL COM NEW	113,717.	126,570.
BANK OF AMERICA CORP	116,716.	105,980.
GOOGLE INC SER A	66,794.	85,748.
GOOGLE INC CL C	66,969.	84,147.
LIBERTY GLOBAL PLC CL A	157,954.	177,244.
CROWN CASTLE INTL CORP	111,955.	115,095.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,804,723.	4,406,073.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES BARCLAYS AGGREGATE	COST	0.	0.
ISHARES LEHMAN MBS BOND FUND	COST	0.	0.
PIMCO INCOME FUND DTD	COST	228,635.	256,211.
NY ST MUN BD RECOVERY ACT 6.636%	COST	250,000.	294,863.
NY NEW YORK CITY HSG DEV 6.42%	COST	0.	0.
DOUBLELINE TOTAL RETURN BOND FUND	COST	322,809.	320,129.
STAR GAS PARTNERS	COST	101,000.	106,500.
BLACKSTONE GSO SR FLTG	COST	0.	0.
WISDOMTREE EMERGING MARKETS	COST	48,038.	48,519.
PIMCO MORTGAGE OPPORTUNITES FUND DTD	COST	311,514.	320,625.
HECKMANN CORP 8.775%	COST	0.	0.
JP MORGAN CHASE & CO PERP	COST	0.	0.
VANGUARD INFLATION-PROTECTION	COST	80,000.	80,540.
DOUBLELINE EMG MKTS INCOME FD	COST	129,000.	129,600.
FIDELITY FLOATING RATE HIGH INCOME	COST	160,000.	160,000.
LOOMIS SAYLES INVT TR	COST	240,000.	240,612.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,870,996.	1,957,599.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

AMOUNT DUE TO EMPLOYEE

0.

100.

TOTAL TO FORM 990-PF, PART II, LINE 22

0.

100.

FORM 990-PF

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

STATEMENT 12

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

661-836-2184

NONE

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

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE



2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	LAPTOP	10/31/11	SL	5.00		HY17	949.				949.	285.		190.	475.
12	COMPUTERS	01/20/12	SL	5.00		HY17	1,796.				1,796.	539.		359.	898.
23	HP COMPUTER	01/20/13	SL	5.00		HY17	954.				954.			191.	191.
* TOTAL 990-PF PG 1 DEPR							3,699.				3,699.	824.		740.	1,564.

328111  
05-01-13

(D) - Asset disposed

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

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

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

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

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-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

**NANCY L. WHEELER SMITH**

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

Telephone No. ► **(661) 836-2184**

Fax No. ► ☐

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JANUARY 15, 2015**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☐ calendar year ☐ or

► ☒ tax year beginning **JUN 1, 2013**, and ending **MAY 31, 2014**.

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

<b>3a</b> 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.	<b>3a</b>	\$	<b>8,040.</b>
<b>b</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.	<b>3b</b>	\$	<b>5,840.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>2,200.</b>

**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.

- 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
	<b>WILLIAM &amp; FLORENCE WHEELER FOUNDATION</b>	<b>88-0233486</b>
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	<b>2012 E STREET</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	<b>BAKERSFIELD, CA 93301</b>	

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.**

**NANCY L. WHEELER SMITH**

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

Telephone No. **(661)836-2184**

Fax No.

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **APRIL 15, 2015**

5 For calendar year , or other tax year beginning **JUN 1, 2013**, and ending **MAY 31, 2014**

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

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

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	8,040.
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	\$	8,040.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

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

Signature **Matthew N. Davis**

Title **CPA**

Date **1/12/15**

Form 8868 (Rev. 1-2014)