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

OMB No 1545-0052

2013Department 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 JUNE 29, 2013, and ending JUNE 27, 2014

Name of foundation WESTERN DIGITAL FOUNDATION (FKA WD FOUNDATION)		A Employer identification number 33-0769372
Number and street (or P O box number if mail is not delivered to street address) 3355 MICHELSON DRIVE	Room/suite STE 100	B Telephone number (see instructions) (949) 672-7000
City or town, state or province, country, and ZIP or foreign postal code IRVINE, CA 92612		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" 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) ▶ \$ 506437	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	3908244			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	3908244				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	229495			0
	14 Other employee salaries and wages	108126			0
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	0	0	0	0
	22 Printing and publications				
	23 Other expenses (attach schedule)	46150			1150
	24 Total operating and administrative expenses. Add lines 13 through 23	383771			1150
	25 Contributions, gifts, grants paid	3259929			3075946
26 Total expenses and disbursements. Add lines 24 and 25	3643700			3077096	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	264544				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	264927	506437	506437
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	264927	506437	506437
	17 Accounts payable and accrued expenses			
	18 Grants payable		174920	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	264927	331517	
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	264927	506437	
	31 Total liabilities and net assets/fund balances (see instructions)	264927	506437	

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	264927
2 Enter amount from Part I, line 27a	2	264544
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	529471
5 Decreases not included in line 2 (itemize) ▶ SECTION 481(a) CHANGE TO ASC 958 (SFAS 116)	5	197954
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	331517

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { 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) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2150925	436373	4.9291
2011	1766200	306627	5.7601
2010	1623105	303985	5.3394
2009	1412275	189539	7.4511
2008	1124349	254893	4.4111
2 Total of line 1, column (d)			27.8908
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			5.5782
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			627768
5 Multiply line 4 by line 3			3501815
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			3501815
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.			3643700

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	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be. Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b 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>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
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>		<input checked="" type="checkbox"/>
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. See Stmt 5</i>	<input checked="" type="checkbox"/>	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
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>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CALIFORNIA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<input checked="" type="checkbox"/>

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► WWW.WDC.COM/EN/COMPANY/COMMUNITYRELATIONS/				
14	The books are in care of ► ROBERT STOCKTON	Telephone no. ►	(949) 672-7000	
	Located at ► 3355 MICHELSON DRIVE, SUITE 100, IRVINE, CA	ZIP+4 ►	92612	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	►	<input type="checkbox"/>	
	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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			✓

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	✓
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)): NOT APPLICABLE		
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? <input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No

5b		
6b		✓
7b		

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

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROSEMARY KRUPP	FOUNDATION DIRECTOR	226185	3310	0
MILISSA BEDELL	FOUNDATION MANAGER	97120	1466	0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	637328
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	637328
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	637328
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9560
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	627768
6	Minimum investment return. Enter 5% of line 5	6	31388

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	31388
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	31388
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	31388
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	31388

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	3643700
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3643700
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3643700

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				31388
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 1111604				
b From 2009 1408098				
c From 2010 1759064				
d From 2011 1924657				
e From 2012 2553976				
f Total of lines 3a through e	8757399			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 3643700				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				31388
e Remaining amount distributed out of corpus	3612312			
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:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	12369711			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1111604			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	11258107			
10 Analysis of line 9:				
a Excess from 2009 1408098				
b Excess from 2010 1759064				
c Excess from 2011 1924657				
d Excess from 2012 2553976				
e Excess from 2013 3612312				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

NONE

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

NONE

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

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

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

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

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

SEE STATEMENT 3

- c** Any submission deadlines:

REQUESTS ARE REVIEWED QUARTERLY

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

SEE STATEMENT 3

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

Recipient 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 <i>Paid during the year</i> SEE STATEMENT 4				3075946
Total			3a	3075946
b <i>Approved for future payment</i> UNITED WAY SILICON VALLEY, 1499 Parkmoor, Suite 250, San Jose, CA 95126		501(c)		174920
Total			3b	174920

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | |
| | (2) Other assets | 1a(2) | | |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | |
| | (4) Reimbursement arrangements | 1b(4) | | |
| | (5) Loans or loan guarantees | 1b(5) | | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | |
| 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

**Sign
Here**

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

Signature of officer or trustee

Date _____

SECRETARY
Title

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

WESTERN DIGITAL FOUNDATION (FKA WD FOUNDATION)

Employer identification number

33-0769372

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WESTERN DIGITAL FOUNDATION (FKA WD FOUNDATION)	Employer identification number 33-0769372
---	---

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WESTERN DIGITAL TECHNOLOGIES, INC. 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612	\$ 3318606	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	WESTERN DIGITAL TECHNOLOGIES, INC. 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612	\$ 252017	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	WESTERN DIGITAL TECHNOLOGIES, INC. 3355 MICHELSON DRIVE, SUITE 100 IRVINE, CA 92612	\$ 337621	Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

33-0769372

Part II

[illegible]

Name of organization WESTERN DIGITAL FOUNDATION (FKA WD FOUNDATION)	Employer identification number 33-0769372
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Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

Western Digital Foundation
FEIN 33-0769372
Tax Year Ending June 27, 2014

Statement 1

Part I, Line 23: Other Expenses

	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Membership	1,150			1,150
Other General & Administration				
Expenses	45,000			45,000
	<u>46,150</u>			<u>46,150</u>

Western Digital Foundation
FEIN 33-0769372
Tax Year Ending June 27, 2014

Statement 2

Part VIII: Information About Officers and Directors

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



WESTERN DIGITAL FOUNDATION COMMUNITY GRANTS PROGRAM GUIDELINES

I. STATEMENT OF POLICY

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

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

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

II. BUDGETS

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

III. AREAS OF INTEREST

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

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

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



Education

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

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

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

Basic Needs

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

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

Civic and Community

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

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

IV. CRITERIA

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

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



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

V. LIMITATIONS AND EXCLUSIONS

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



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

VI. APPLICATION PROCEDURES

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

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

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

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

*Effective 2013

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

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

Western Digital Foundation
FEIN 33-0769372
As of June 27, 2014

STATEMENT 4

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

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	AMOUNT
Access OC, Southern California	1505 E 17th Street, Santa Ana, CA 92705	PC	(5,000)
ACE Charter Schools	1100 Shasta Avenue, San Jose, CA 95126	PC	(5,000)
Achievement Institute of Scientific Studies AISS Class of 2015	1621 Bullard Lane, Santa Ana, CA 92705	PC	(7,500)
ACT for Mental Health, Inc	441 Park Avenue, San Jose, CA 95110	PC	(15,000)
Adobe Services	40849 Fremont Blvd, Fremont, CA 94809	PC	(10,000)
Alameda County Community Food Bank	7900 Edgewater Drive, Oakland, CA 94621	PC	(8,000)
ALS Assoc Orange County	1232 Village Way, Suite A, Santa Ana, CA 92705	PC	(5,000)
Altona Middle School	4600 Clover Basin Drive, Longmont, CO 80503	PC	(2,500)
Alzheimer's Family Services Center	9451 Indianapolis Avenue, Huntington Beach, CA 92646	PC	(2,500)
American Cancer Society	747 Camdon Avenue, Suite B, Campbell, CA 95008	PC	(1,500)
American Heart Association	1710 Gilbreth Road, Burlingame, CA 94010	PC	(10,625)
American Red Cross	601 N. Golden Circle Drive, Santa Ana, CA 92705	PC	(20,000)
Ariel Outreach Mission	2600 Ritchie Street, Oakland, CA 94605	PC	(17,500)
Assistance League Los Gatos / Saratoga	P O Box 320455, Los Gatos, CA 95032	PC	(2,000)
Assistance League of San Jose	PO Box 20174, San Jose, CA 95160	PC	(7,500)
Attention Homes	3080 Broadway, Suite C, Boulder, CO 80302	PC	(4,000)
Bay Area Rescue Mission	2114 Macdonald Avenue, PO Box 1112, Richmond, CA 94801	PC	(5,000)
BELL - Building Educated Leaders for Life	1904 Franklin Avenue, Suite 909, Oakland, CA 94612	PC	(7,500)
Berkley Food and Housing Project	2362 Bancroft Way, 2nd Floor, Berkeley, CA 94704	PC	(5,000)
Big Brothers Big sisters of Orange County	14131 Yorba Street, Tustin, CA 92780	PC	(2,500)
B'nai B'rith	4605 Lankershim Blvd Ste 710, N Hollywood, CA 91602	PC	(25,000)
BOOST! West Oakland	1700 Market Street, Oakland, CA 94607	PC	(5,000)
Boulder Outreach for Homeless Overflow	PO Box 1393, Boulder, CO 80306	PC	(4,000)
Boys & Girls Clubs Capo Valley	1 Via Positiva, San Juan Capistrano, CA 92675	PC	(5,000)
Boys & Girls Clubs of Garden Grove	10540 Chapman Avenue, Garden Grove, CA 92840	PC	(5,000)
Boys & Girls Clubs of Santa Ana (BGCSA)	250 N Golden Circle, #104, Santa Ana, CA 92705	PC	(6,500)
Boys Hope Girls Hope of So CA	17701 Cowan Avenue, Suite 150, Irvine, CA 92614	PC	(5,000)
Breakthrough Silicon Valley	1635 Park Avenue, San Jose, CA 95126	PC	(10,000)
Bridge House	PO Box 626, Boulder, CO 80306	PC	(10,000)
Build Futures	19036 Stonehurst Lane, Huntington Beach, CA 92648	PC	(7,500)
Building Futures with Women and Children	1395 Bancroft Avenue, San Leandro, CA 94577	PC	(10,000)
Building Skills Partnership	1010 Ruff Drive, San Jose, CA 95110	PC	(7,500)
Cal Poly State University	1 Grand Avenue, San Luis Obispo, CA 93407	PC	(1,000)
Caltech Robotics Team	MSC 307, Pasadena, CA 91126	PC	(1,000)
Cal-Wood Education Center	P O Box 347, Jamestown, CO 80455	PC	(3,000)
Canine Companions for Independence	PO Box 4568, 124 Rancho Del Oro Drive, Oceanside, CA 92052	PC	(5,000)
Casa Teresa	PO Box 429, Orange, CA 92856	PC	(5,000)
Catholic Charities of the East Bay	433 Jefferson Street, Oakland, CA 94607	PC	(6,000)
Children's Maritime Foundation	4676 Lakeview Avenue, Suite 211, Yorba Linda, CA 92886	PC	(5,000)
Children's Musical Theatre San Jose	1401 Parkway Avenue, Suite 100, San Jose, CA 95126	PC	(10,000)
Colorado Friendship	1067 Hover Road, #116, Longmont, CO 80501	PC	(5,500)
Colorado Nonprofit Development Center DBA Veterans Helping Veterans Now	PO Box 17158, Boulder, CO 80308	PC	(8,500)
Community Initiatives	354 Pine Street, San Francisco, CA 94104	PC	(5,000)
CSUF Philanthropic Foundation	2600 Nutwood Avenue, Suite 850, Fullerton, CA 92831	PC	(15,000)
CTEp	2323 N Broadway, Suite 301, Santa Ana, CA 92706	PC	(5,000)
Dana Hills High School FRC Team	33333 Golden Lantern, Dana Point, CA 92629	PC	(2,000)
Discovery Science Center	2500 N Main Street, Santa Ana, CA 92705	PC	(10,000)
Downtown Streets, Inc	1671 The Alameda, Suite 306, San Jose, CA 95126	PC	(10,000)
East Bay Agency for Children	303 Van Buren Avenue, Oakland, CA 94610	PC	(2,500)
Educare of California	4000 Moorpark, San Jose, CA 95117	PC	(2,500)
Families Assistance Ministries (FAM)	1030 Calle Negocio, San Clemente, CA 92673	PC	(2,500)
Families Forward	8 Thomas, Irvine, CA 92653	PC	(7,500)
Family & Children Services of Silicon Valley	950 W Julian Street, San Jose, CA 95126	PC	(7,500)
Family Supportive Housing, Inc	692 N. King Road, San Jose, CA 95133	PC	(10,000)
Family Violence Project, dba Heroes and Healthy Families	1505 E 17th Street, Suite 101, Santa Ana, CA 92705	PC	(1,000)
Foothills United Way	1285 Cimarron Drive, Ste 101, Lafayette, CO 80026	PC	(30,000)
FRC Team 4322 - El Modena Clockwork Oranges	604 S. Grand Street, Orange, CA 92866	PC	(2,500)
Friends and Family Community Connection	12463 Rancho Bernardo Road, PMB#158, San Diego, CA 92128	PC	(700)
Friends for Youth, Inc	1741 Broadway, Redwood City, CA 94063	PC	(1,000)
Friends of Costco Guild	PO Box 19755, Seattle, WA 98109	PC	(15,000)
Friends of Weaver Elementary School	11872 Wembly Road, Los Alamitos, CA 90720	PC	(2,200)
Fullerton Interfaith Emergency Service	PO Box 6326, Fullerton, CA 92834	PC	(5,000)
Girls, Inc	150 Paularino Avenue, Suite D-290, Costa Mesa, CA 92627	PC	(5,000)

Western Digital Foundation
FEIN 33-0769372
As of June 27, 2014

STATEMENT 4

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

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	AMOUNT
Giving Children Hope	8332 Commonwealth Avenue, Buena Park, CA 90621	PC	(10,000)
Guadalupe River Park Conservancy	438 Coleman Avenue, San Jose, CA 95110	PC	(10,000)
Habitat for Humanity	242 Pratt Street, PO Box 333, Longmont, CO 80502	PC	(1,000)
Habitat for Humanity East Bay / Silicon V	513 Valley Way, Milpitas, CA 95035	PC	(10,000)
Habitat for Humanity of O C	2200 Ritchey, Santa Ana, CA 92705	PC	(10,000)
Hart Community Homes, Inc	301 E Amerige Avenue, Fullerton, CA 92832	PC	(5,000)
Homeless Outreach Providing Encouragement - H O.P E	PO Box 756, Longmont, CO 80502	PC	(10,000)
Honor Flight NorCal	17669 Warwick Place, Anderson, CA 96007	PC	(500)
Human Options	P.O Box 53745, Irvine, CA 92619	PC	(5,000)
iHOPE	PO Box 2277, Capistrano Beach, CA 92624	PC	(5,000)
Illumination Foundation	2691 Richter Avenue, Suite 107, Irvine, CA 92606	PC	(5,000)
Impact on Education Opportunity Fund	728 Front Street, Suite A, Louisville, CO 80027	PC	(5,500)
Industry Initiatives for Science & Math Education	5301 Stevens Creek Blvd MS WO, Santa Clara, CA 95052	PC	(7,500)
Injured Marine Semper Fi Fund	825 College Boulevard, Suite 102, PMB 609, Oceanside, CA 92057	PC	(3,000)
International School Assoc	10333 Diego Drive South, Boca Raton, FL 33428	PC	(10,000)
Interval House	PO Box 3356, Seal Beach, CA 90740	PC	(2,500)
Invent Now, Inc	3701 Highland Park NW, North Canton, OH 44720	PC	(15,000)
Junior Achievement of Northern CA	3003 Oak Road, Ste 109, Walnut Creek, CA 94597	PC	(10,000)
JW House	3850 Homestead Road, Santa Clara, CA 95051	PC	(5,000)
Kidpower Teenpower Fullpower	PO Box 2136, Castro Valley, CA 94546	PC	(5,000)
Laura's House	999 Corporate Drive, Suite 225, Ladera Ranch, CA 92694	PC	(10,000)
Laurel House	13722 Fairmont Way, Tustin, CA 92780	PC	(5,000)
Leadership Public Schools	344 Thomas L Berkeley Way, Suite 340, Oakland, CA 94612	PC	(7,500)
Leland High School Robotics Team	6677 Camden Avenue, San Jose, CA 95120	PC	(5,000)
Lestonnac Free Medical Clinic	1215 E Chapman Avenue, Orange, CA 92866	PC	(5,000)
Loaves & Fishes Family Kitchen	777 N First Street, Suite 420, San Jose, CA 95112	PC	(10,000)
Longmont Area Economic Council	528 Main Street, Longmont, CO 80501	PC	(1,000)
Longmont Meals on Wheels, Inc	910 Longs Peak Avenue, Longmont, CO 80501	PC	(6,500)
Lynnbrook High School Robotics Program	1280 Johnson Avenue, San Jose, CA 95129	PC	(500)
Make-A-Wish	2224 Walsh Tarlton Lane, Ste 200, Austin, TX 78746	PC	(500)
Make-A-Wish Foundation of Central & South Texas	2224 Walsh Tarlton Lane, Ste 200, Austin, TX 78746	PC	(500)
Mercy House	PO Box 1905, Santa Ana, CA 92702	PC	(12,400)
Milissa Bedell	223 S. Wheeler Pl. Orange, CA 92869	PC	(300)
MK Level Playing Field Institute	2201 Broadway, Ste 101, Oakland, CA 94612	PC	(10,000)
Mouse Squad of California	400 Oyster Point Blvd, #501, San Francisco, CA 94080	PC	(5,000)
New Directions for Women	2607 Willow Lane, Costa Mesa, CA 92627	PC	(3,000)
Next Door Solutions to Domestic Violence	234 E Gish Road, Suite 200, San Jose, CA 95112	PC	(10,000)
Niwot High School	8989 E Niwot Road, Niwot, CO 80503	PC	(5,000)
O.C Child Abuse Prevention Center	500 S Main Street, Suite 110, Orange, CA 92826	PC	(20,000)
ONE OC	1901 E. 4th Street, Suite 100, Santa Ana, CA 92705	PC	(22,500)
Operation Clean Slate	1578 Minorca Drive, Costa Mesa, CA 92626	PC	(2,500)
Orange Coast Interfaith Shelter	1963 Wallace Avenue, Costa Mesa, CA 92627	PC	(2,500)
Orange County Coast Keeper	3151 Airway Avenue, Suite F-110, Costa Mesa, CA 92626	PC	(5,000)
Orange County Rescue Mission	One Hope Drive, Tustin, CA 92782	PC	(5,000)
Orange County United Way	18012 Mitschelle Ave South, Irvine, CA 92614	PC	(1,000)
Orangewood Children's Foundation	1573 E 17th Street, Santa Ana, CA 92705	PC	(10,000)
OUR Center	303 Atwood Street, Longmont, CO 80501	PC	(4,000)
Parent Institute for Quality Education, Inc (PIQE)	902 N Grand Avenue, Suite 200, Santa Ana, CA 92701	PC	(5,000)
Philippine Red Cross	Bonifacio, Port Area, PO Box 280, Manila 1018	PC	(104,261)
Prescott-Joseph Center for Community Enhancement, Inc.	920 Peralta Street, Oakland, CA 94607	PC	(5,000)
Project Access	3900 Birch Street, Suite 113, Newport Beach, CA 92660	PC	(2,500)
Project Hope Alliance	1954 Placentia Ave, Suite 202, Costa Mesa, CA 92627	PC	(10,000)
Project SEED, Inc	2530 San Pablo Ave, Suite K, Berkeley, CA 94702	PC	(10,000)
Project Tomorrow	15707 Rockfield Blvd, Suite 250, Irvine, CA 92618	PC	(10,000)
Raising a Reader	470 3rd St, Ste 102, San Francisco, CA 94107	PC	(5,000)
Rebuilding Together Silicon Valley	2827 Aiello Drive, San Jose, CA 95111	PC	(5,000)
Resource Area for Teaching	1355 Ridder Park Drive, San Jose, CA 95131	PC	(10,000)
Sacred Heart Community Service	1381 South First Street, San Jose, CA 95110	PC	(5,000)
Safe Shelter of St Vrain Valley	P.O Box 231, Longmont, CO 80502	PC	(4,000)
Santa Clara Fire Safe Council, Inc	16174 Highland Drive, San Jose, CA 95127	PC	(3,000)
Santa Clara University	500 El Camino Real, Santa Clara, CA 95053-0566	PC	(1,000)
Save the Bay	1330 Broadway, Suite 1800, Oakland, CA 94612	PC	(6,000)
Science @OC	1505 E 17th Street, Suite 226, Santa Ana, CA 92705	PC	(6,900)
Science Buddies	P O. Box 5038, Carmel, CA 93921	PC	(7,500)

Western Digital Foundation
FEIN 33-0769372
As of June 27, 2014

STATEMENT 4

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

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	AMOUNT
Seattle Pacific University	3307 3rd Ave W, Seattle, WA 98119	PC	(2,500)
Second Harvest Food Bank of Orange County	8014 Marine Way, Irvine, CA 92618	PC	(25,500)
SEMI Foundation	3081 Zanker Road, MS 270, San Jose, CA 95134	PC	(12,500)
Sentinels of Freedom Scholarship Foundation	PO Box 1316, San Ramon, CA 94583	PC	(5,000)
Serve the People	1206 E 17th Street, Ste 101, Santa Ana, CA 92701	PC	(10,000)
Share Our Selves	1550 Superior Avenue, Costa Mesa, CA 92627	PC	(10,000)
Sharing & Caring of Benton County	P O Box 2668, Bentonville, AR 72712	PC	(2,000)
Silicon Valley Children's Fund	1871 The Alameda, Suite 335, San Jose, CA 95126	PC	(12,500)
Silicon Valley Education Foundation	1400 Parkmoor, #200, San Jose, CA 95126	PC	(5,000)
SJB Child Development Centers	1400 Parkmoor Ave, Suite 220, San Jose, CA 95126	PC	(5,000)
Someone Cares Soup Kitchen	720 W 19th Street, Costa Mesa, CA 92627	PC	(240)
South County Outreach	26776 Vista Terrace, Lake Forest, CA 92630	PC	(5,000)
Spark	251 Rhode Island Street, Suite 205, San Francisco, CA 94103	PC	(10,000)
Stop Hunger Now	615 Hillsborough Street, Suite 200, Raleigh, NC 27603	PC	(8,750)
Strength in Support	26938 Marbella, Mission Viejo, CA 92691	PC	(3,000)
Summit Middle Charter School	4655 Hanover Avenue, Boulder, CO 80305	PC	(5,000)
Sunday Friends	P O Box 24887, San Jose, CA 95154	PC	(10,000)
SVVSD	1200 S Sunset Street, Suite B, Longmont, CO 80501	PC	(1,000)
Sword to Plowshares	1060 Howard Street, San Francisco, CA 94103	PC	(7,500)
Synnex Share the Magic	104 S Main Street, Ste 110, Greenville, SC 29601	PC	(6,500)
The Gary Center	341 S Hillcrest Street, La Habra, CA 90631	PC	(2,500)
The Health Trust	3180 Newberry Drive, Suite 200, San Jose, CA 95118	PC	(5,000)
The Regents of the University of California	1 Centennial Drive, University of California, Berkeley, CA 94703	PC	(5,000)
The UCLA Foundation	Box 951375, Bradley Hall #205, 417 Charles E Young Dr West, Los Ang	PC	(5,000)
Tiger Woods Foundation	121 Innovation Drive, Suite 150, Irvine, CA 92617	PC	(5,000)
Together We Rise	4110 Edison Avenue, Suite 203, Chino, CA 91710	PC	(1,500)
Tucker Wildfire Sanctuary	29322 Modjeska Canyon Road, Silverado, CA 92676	PC	(3,550)
United Way of the Bay Area	221 Main Street, Suite 300, San Francisco, CA 94105	PC	(5,000)
United Way Orange County	18012 Mitschelle Ave South, Irvine, CA 92614	PC	(20,000)
United Way Silicon Valley	1400 Parkmoor, Suite 250, San Jose, CA 95126	PC	(1,542,417)
University of Maryland	8400 Baltimore Avenue, Suite 200, College Park, MD 20740	PC	(1,500)
US First	20 Ada, Irvine, CA 92618	PC	(2,500)
Valley Verde	1530 Meridian Ave #104, San Jose, CA 95125	PC	(2,000)
Via Services, Inc	2851 Park Avenue, Santa Clara, CA 95050	PC	(3,000)
Vida Verde Nature Education	3540 La Honda Road, San Georgio, CA 94074	PC	(5,000)
Vineyard Christian Fellowship	5340 E La Palma Avenue, Anaheim, CA 92807	PC	(10,000)
Wardrobe for Opportunity	570 14th Street, Suite 5, Oakland, CA 94612	PC	(6,500)
WD Caring Foundation Thailand	140 Moo 2 Bang PA-In Indust Estate, Klongjig Bang Pa-In, Ayutthaya Th	PC	(332,000)
We Teach Science	405 Primrose Road, Suite 200, Burlingame, CA 94010	PC	(10,000)
Women Helping Women	1800 E. McFadden, Suite 1A, Santa Ana, CA 92705	PC	(5,000)
Women's Wilderness Institute	1501 Lee Hill Road, #16, Boulder, CO 80304	PC	(5,000)
Working Wardrobes	3030 Pullman Street, Suite A, Costa Mesa, CA 92626	PC	(3,000)
World Wildlife Fund - Malaysia	Petaling Jaya Branch, 17-23 Jalan Soutlon 46200 Petaling, Selangor DE	PC	(4,603)
YWCA of Boulder County	2222 14th Street, Boulder, CO 80302	PC	(3,000)

Western Digital Foundation
FEIN 33-0769372
Tax Year Ending June 27, 2014

Statement 5

Part VII-A Line 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

Please see Statement 6 and Statement 7 for the two changes made during the period ended June 27, 2014.

**ACTION BY WRITTEN CONSENT
OF THE
SOLE MEMBER
OF
WD FOUNDATION**

Pursuant to Section 5516 of the California Nonprofit Public Benefit Corporation Law and the Bylaws of WD Foundation, a California nonprofit public benefit corporation (the "Corporation"), the undersigned, being the sole member (the "Sole Member") of the Corporation, by its signature below, hereby consents to and authorizes the following actions without a meeting (this "Written Consent");

Corporation Name Change

WHEREAS, the Sole Member has determined that it is in the best interests of the Corporation to change its corporate name from "WD Foundation" to "Western Digital Foundation" by amending its Articles of Incorporation,

NOW, THEREFORE, BE IT RESOLVED, that Article I of the Articles of Incorporation be amended to read in full as follows:

"ARTICLE I

The name of this corporation is Western Digital Foundation."

RESOLVED, FURTHER, that the directors of the Corporation be, and each of them hereby is, authorized, directed and empowered to take any and all actions, and to authorize the appropriate officers of the Corporation to take any and all actions, which may be necessary or appropriate to effect the foregoing amendment of the Articles of Incorporation

Ratification of Past Acts

WHEREAS, the directors of the Corporation have performed various acts in carrying out the purposes and objectives of the Corporation prior to the effective date of this Written Consent,

NOW, THEREFORE, BE IT RESOLVED, that all of the actions taken by the directors of the Corporation prior to the date of this Written Consent, in carrying out the purposes and objectives of the Corporation, are hereby confirmed, ratified and approved.

General Authority

RESOLVED, FURTHER, that the foregoing actions taken by the Sole Member by way of this Written Consent shall have the same force and effect as if taken by the Sole Member at a meeting of the Sole Member held for the purpose of changing the name of the Corporation

RECEIVED THE SECRETARY OF THE
DEPARTMENT OF THE INTERIOR
WASHINGTON, D.C. 20500
AUG 12 2013

AUG 12 2013

DATE: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

CORPORATION SERVICE COMPANY

www.cscglobal.com

CSC - Sacramento
Suite 100
2730 Gateway Oaks Drive
Sacramento, CA 95833
800-222-2122
916-563-2121 (Fax)

Matter# Not Provided**Project Id :****Order#**

746793-5

Order Date

07/31/2013

Entity Name :

WD FOUNDATION

Jurisdiction :

CA-Secretary of State

Request for :

Amendment Correction/Restated/Designation Filing

File# :

2054799

File date :

07/31/2013

Result :

Filed

Ordered by LINDA PARK at WESTERN DIGITAL CORPORATION

Thank you for using CSC. For real-time 24 hour access to the status of any order placed with CSC, access our website at www.cscglobal.com.

If you have any questions concerning this order or CSCGlobal, please feel free to contact us.

en Rose

krose@cscinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer. We accept no liability for errors or omissions.

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
WESTERN DIGITAL FOUNDATION**

The undersigned, constituting all of the director members of WESTERN DIGITAL FOUNDATION, a California nonprofit public benefit corporation (the "Foundation"), acting pursuant to the authority of Section 5211(b) of the California Nonprofit Corporation Law and the Foundation's Bylaws, hereby consent to the following actions and adopt the following resolutions by unanimous written consent without a meeting:

Acceptance of Resignation of Director and Election of New Director

WHEREAS, Wolfgang U. Nickl desires to resign as a Director of the Foundation, effective as of November 17, 2013;

WHEREAS, it is deemed to be in the best interests of the Foundation to elect Jim Murphy to fill the vacancy created by the resignation of Mr. Nickl as a Director and to serve in accordance with the Bylaws of the Foundation and until his successor has been duly appointed and qualified, effective as of November 18, 2013;

WHEREAS, Wolfgang U. Nickl desires to resign as a member of the Charity Grant Committee of the Board of Directors of the Foundation, effective as of November 17, 2013; and

WHEREAS, it is deemed to be in the best interests of the Foundation to elect Tim Leyden to fill the vacancy created by the resignation of Mr. Nickl as a member of the Charity Grant Committee of the Board of Directors and to serve in accordance with the Bylaws of the Foundation and until his successor has been duly appointed and qualified, effective as of November 18, 2013.

NOW, THEREFORE, BE IT RESOLVED, that the resignations of Mr. Nickl as a Director and a member of the Charity Grant Committee of the Board of Directors of the Foundation be, and it hereby is, accepted, effective as of November 17, 2013:

RESOLVED FURTHER, that Mr. Murphy be, and hereby is, elected to serve as a Director of the Foundation, to serve in accordance with the Bylaws of the Foundation and until his successor has been duly appointed and qualified, effective as of November 18, 2013; and

RESOLVED FURTHER, that Mr. Leyden be, and hereby is, elected to serve as a member of the Charity Grant Committee of the Board of Directors and to serve in accordance with the Bylaws of the Foundation and until his successor has been duly appointed and qualified, effective as of November 18, 2013.

Acceptance of Resignation of Officer and Appointment of New Officer

WHEREAS, Wolfgang U. Nickl desires to resign as Treasurer of the Foundation, effective as of November 17, 2013; and

WHEREAS, it is deemed to be in the best interests of the Foundation to appoint Timothy Leyden to replace Mr. Nickl as Treasurer of the Foundation and to serve in accordance with the Bylaws of the Foundation and until his successor has been duly appointed and qualified, effective as of November 18, 2013.

NOW, THEREFORE, BE IT RESOLVED, that the resignation of Mr. Nickl as Treasurer of the Foundation be, and it hereby is, accepted, effective as of November 17, 2013.

RESOLVED FURTHER, that Mr. Leyden be, and hereby is, appointed to serve as Treasurer of the Foundation, to serve in accordance with the Bylaws of the Foundation and until his successor has been duly appointed and qualified, effective as of November 18, 2013.

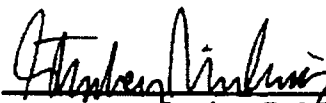
General Authority

RESOLVED, that any actions heretofore or hereafter taken by the officers of the Foundation in furtherance of the foregoing resolutions are hereby ratified and confirmed as the acts and deeds of the Company.

RESOLVED FURTHER, that the officers of the Foundation be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Foundation, to take any and all actions, to negotiate for and enter into agreements and amendments to agreements, to perform all such acts and things, to execute, file, deliver or record in the name and on behalf of the Foundation, all such certificates, instruments, agreements or other documents, and to make all such payments as they, in their judgment, or in the judgment of any one or more of them, may deem necessary, advisable or appropriate in order to carry out the purpose and intent of, or consummate the transactions contemplated by, the foregoing resolutions and/or all of the transactions contemplated therein or thereby, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements or documents.

IN WITNESS WHEREOF, the undersigned directors of this Foundation has hereunto signed their names and adopted the above recitals and resolutions as of the date below and hereby directs that a signed copy of this Action by Unanimous Written Consent of the Board of Directors of this Foundation be filed with the Minutes of the proceedings of the Board of Directors of this Foundation.

Date: _____



Stephen D. Milligan

Date: _____

Tim Leyden

Date: _____

Michael Cordano

Date: _____

Michael C. Ray

Date: _____

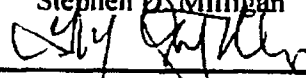
Jackie DeMaria

IN WITNESS WHEREOF, the undersigned directors of this Foundation has hereunto signed their names and adopted the above recitals and resolutions as of the date below and hereby directs that a signed copy of this Action by Unanimous Written Consent of the Board of Directors of this Foundation be filed with the Minutes of the proceedings of the Board of Directors of this Foundation.

Date: _____

Stephen D. Milligan

Date: _____


Tim Leyden

Date: _____

Michael Cordano

Date: _____

Michael C. Ray

Date: _____

Jackie DeMaria

IN WITNESS WHEREOF, the undersigned directors of this Foundation has hereunto signed their names and adopted the above recitals and resolutions as of the date below and hereby directs that a signed copy of this Action by Unanimous Written Consent of the Board of Directors of this Foundation be filed with the Minutes of the proceedings of the Board of Directors of this Foundation.

Date: _____

Stephen D. Milligan

Date: _____

Tim Leyden

Date: _____



Michael Cordano

Date: _____

Michael C. Ray

Date: _____

Jackie DeMaria

IN WITNESS WHEREOF, the undersigned directors of this Foundation has hereunto signed their names and adopted the above recitals and resolutions as of the date below and hereby directs that a signed copy of this Action by Unanimous Written Consent of the Board of Directors of this Foundation be filed with the Minutes of the proceedings of the Board of Directors of this Foundation.

Date: _____

Stephen D. Milligan

Date: _____

Tim Leyden

Date: _____

Michael Cordano

Date: 12-3-13

Michael C. Ray

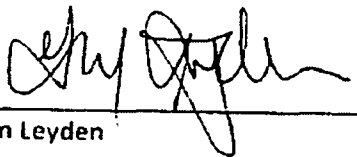
Date: 12/3/2013

Jackie DeMaria

INCUMBENCY CERTIFICATE

The undersigned hereby certifies that he is the Treasurer of Western Digital Foundation, a California Nonprofit Benefit Corporation ("Company"), that as such he is authorized to execute this Certificate on behalf of the Company, and that the following person whose name, title and signature appear below is now duly qualified to hold his office as of the date hereof.

Signature

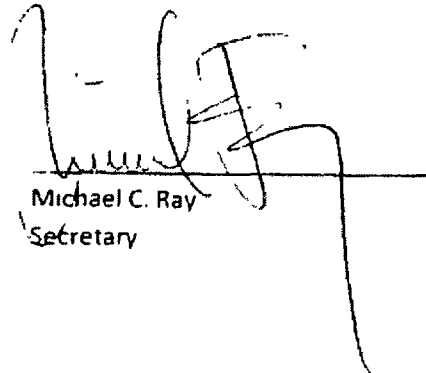


Tim Leyden

Office

Treasurer

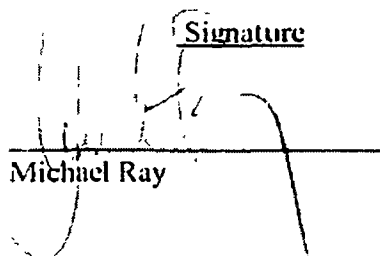
DATED as of December 3, 2013



Michael C. Ray
Secretary

INCUMBENCY CERTIFICATE

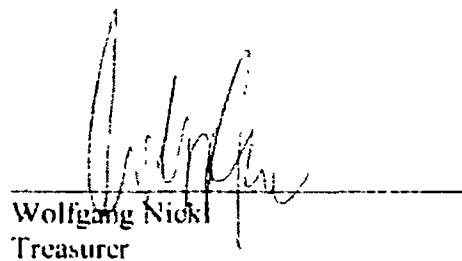
The undersigned hereby certifies that he is the Treasurer of WD Foundation, a California Nonprofit Benefit Corporation ("Company"), that as such he is authorized to execute this Certificate on behalf of the Company, and that the following person whose name, title, and signature appear below is now duly qualified to hold his office as of the date hereof:

Signature

Michael Ray

Office

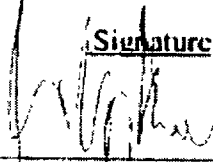
Secretary

DATED as of June 21, 2013


Wolfgang Nickl
Treasurer

INCUMBENCY CERTIFICATE

The undersigned hereby certifies that he is the Secretary of WD Foundation, a California Nonprofit Benefit Corporation ("Company"), that as such he is authorized to execute this Certificate on behalf of the Company, and that the following person whose name, title, and signature appear below is now duly qualified to hold his office as of the date hereof:

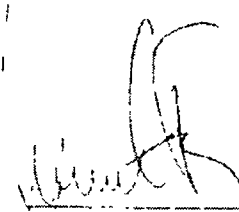
Signature


Wolfgang Nickl

Office

Treasurer

DATED as of June 21, 2013



Michael Ray
Secretary

Western Digital Foundation
FEIN 33-0769372
Tax Year Ending June 27, 2014

Statement 8

Part VII-A, Line 10 Did any persons become substantial contributors during the tax year?

If "Yes," attach a schedule listing their names and addresses

Name: Western Digital Technologies, Inc.
Address: 3355 Michelson Drive, Suite 100
Irvine, CA 92620

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	WESTERN DIGITAL FOUNDATION (FKA WD FOUNDATION)	33-0769372
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	3355 MICHELSON DRIVE, SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	IRVINE, CA 92612	

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

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

- The books are in the care of ► **ROBERT STOCKTON**

Telephone No. ► **(949) 672-7000** Fax No. ► **(949) 672-7873**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 16**, 20 **15**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 ____ or

► ☒ tax year beginning **JUNE 29**, 20 **13**, and ending **JUNE 27**, 20 **14**.

- 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	\$	NONE
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	\$	NONE
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	\$	NONE

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 ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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.

- The books are in the care of ☐ Telephone No. ☐ 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 _____, 20 ____.
- For calendar year _____, or other tax year beginning _____, 20 _____, and ending _____, 20 ____.
- 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 _____

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

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

Signature ☐Title ☐Date ☐

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

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

• The books are in the care of ► _____

Telephone No. ► _____

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 _____, 20____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year 20____ or

► ☐ tax year beginning _____, 20____, and ending _____, 20____.

- 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	\$
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	\$
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	\$

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

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

0 4

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

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

- The books are in the care of **▶ ROBERT STOCKTON**

Telephone No. **▶ 949-672-7000** Fax No. **▶ 949-672-7873**

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

- 4 I request an additional 3-month extension of time until _____, 20____.
- 5 For calendar year _____, or other tax year beginning **JUNE 29**, 20 **13**, and ending **JUNE 27**, 20 **14**.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION IN ORDER TO FILE AN ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

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

Signature **▶**Title **▶ SECRETARY**Date **▶ 2-13-2015**