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

OMB No 1545-0052

2015Department of the Treasury
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2015 or tax year beginning

JULY 4

, 2015, and ending

JULY 1

, 20 16

Name of foundation

WESTERN DIGITAL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

3355 MICHELSON DRIVE

STE 100

City or town, state or province, country, and ZIP or foreign postal code

IRVINE, CA 92612

A Employer identification number

33-0769372

B Telephone number (see instructions)

(949) 672-7000

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 566,092

J Accounting method: ☐ Cash ☒ Accrual
☐ 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 ☐

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)	3,273,798			
	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	3,273,798				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	148,544			
	14 Other employee salaries and wages	166,262			
	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				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STMT. 1	116,665			100,415
	24 Total operating and administrative expenses. Add lines 13 through 23	431,471			100,415
	25 Contributions, gifts, grants paid	2,707,734			3,002,716
26 Total expenses and disbursements. Add lines 24 and 25	3,139,205			3,103,131	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	134,593				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2015)

SCANNED MAY 25 2017

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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	647,116	566,092	566,092		
	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	40,000	NONE	NONE		
	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)					
	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 ▶ PREPAID EXPENSES)	16,250	NONE	NONE			
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	703,366	566,092	566,092			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable	371,829	96,014			
	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 ▶ ACCRUED EXPENSES)	NONE	3,948			
	23 Total liabilities (add lines 17 through 22)	371,829	99,962			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds	331,537	466,130			
	30 Total net assets or fund balances (see instructions)	331,537	466,130			
	31 Total liabilities and net assets/fund balances (see instructions)	703,366	566,092			

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	331,537
2 Enter amount from Part I, line 27a		2	134,593
3 Other increases not included in line 2 (itemize) ▶		3	
4 Add lines 1, 2, and 3		4	466,130
5 Decreases not included in line 2 (itemize) ▶		5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	466,130

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

(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))
2014	4,279,013	573,081	7.4667
2013	3,643,700	627,768	5.8042
2012	2,150,925	436,373	4.9291
2011	1,766,200	306,627	5.7601
2010	1,623,105	303,985	5.3394
2 Total of line 1, column (d)			2 29.2995
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 5.8599
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 652,511
5 Multiply line 4 by line 3			5 3,823,649
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 3,823,649
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 3,103,131

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		
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	2015 estimated tax payments and 2014 overpayment credited to 2015	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 2016 estimated tax Refunded	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?		✓
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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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>		✓
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?	✓	
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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		✓
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)		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	✓	
Website address ▶		
14 The books are in care of ▶ JAY RAMIREZ 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		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		✓
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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)?		
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 2015?		✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" 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.)		
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 2015 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		✓
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 2015?		✓

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 4945(d)(4)(A)? (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 ☒ NoOrganizations 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**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	145,843	2,701	0
MILISSA BEDELL	FOUNDATION MANAGER	106,702	618	0

Total number of other employees paid over \$50,000 ☐ 255,864

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

Part IX-A Summary of Direct Charitable Activities**Part IX-B Summary of Program-Related Investments** (see instructions)

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 662,448
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 662,448
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	3 662,448
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4 9,937
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 652,511
6	Minimum investment return. Enter 5% of line 5	6 32,626

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 32,626
2a	Tax on investment income for 2015 from Part VI, line 5	2a
b	Income tax for 2015. (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 32,626
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 32,626
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 32,626

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 3,103,131
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 3,103,131
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 3,103,131

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				32,626
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015:				
a From 2010	1,759,064			
b From 2011	1,924,657			
c From 2012	2,553,976			
d From 2013	3,612,312			
e From 2014	4,250,359			
f Total of lines 3a through e	14,100,368			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>3,103,131</u>				
a Applied to 2014, 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 2015 distributable amount				32,626
e Remaining amount distributed out of corpus	3,070,505			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	17,170,873			
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 2014. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	1,759,064			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	15,411,809			
10 Analysis of line 9:				
a Excess from 2011	1,924,657			
b Excess from 2012	2,553,976			
c Excess from 2013	3,612,312			
d Excess from 2014	4,250,359			
e Excess from 2015	3,070,505			

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

NONE

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

NONE

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

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

- a** The name, address, and telephone number or e-mail 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				2,883,072
Total			▶	3a 2,883,072
b <i>Approved for future payment</i> UNITED WAY SILICON VALLEY, 1400 PARKMOOR, SUITE 250, SAN JOSE, CA 95126		501(c)		96,014
Total			▶	3b 96,014

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)					

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[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.

 **5/15/17** **SECRETARY**

Signature of officer or trustee Date 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 <input type="checkbox"/> 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

2015

▶ 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

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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

Employer identification number

WESTERN DIGITAL FOUNDATION

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	\$ 2,839,347	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	\$ 119,645	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	\$ 314,806	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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

WESTERN DIGITAL FOUNDATION

33-0769372

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 July 1, 2016

Statement 1

Part I, Line 23: Other Expenses

	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Membership	250			250
Other General & Administration Expenses	<u>116,415</u>			<u>100,165</u>
	<u>116,665</u>			<u>100,415</u>

Western Digital Foundation
FEIN 33-0769372
Tax Year Ending July 1, 2016

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
Olivier Leonetti 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Treasurer	0	0	0
Jacqueline M DeMaria 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Vice President	0	0	0
Michael Ray 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Secretary	0	0	0
Jim Murphy 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Director	0	0	0
Michael Cordano 3355 Michelson Drive, Suite 100, Irvine, CA 92612	Director	0	0	0

Western Digital Foundation
FEIN 33-0769372
As of July 1, 2016

STATEMENT 4

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

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	AMOUNT
A Safe Place	PO Box 23006, Oakland, CA 94623	PC	5,000
Abode Services	40849 Fremont Blvd , Fremont, CA 94538	PC	1,000
ACE Charter Schools	1100 Shasta Avenue, Suite 250, San Jose, CA 95126	PC	5,000
Achievement Institute of Scientific Studies	1621 Bullard Lane, Santa Ana, CA 92705	PC	15,000
Across the Bridge Foundation dba Downtown College Prep	1400 Parkmoor Ave Ste 206, San Jose, CA 95126	PC	10,000
Alameda Emergency Food dba Alameda Food Bank	P O Box 2167, Alameda, California 94501	PC	5,000
American Cancer Society	P O Box 22478, Oklahoma City, OK 73123	PC	10,000
Anti-Defamation League	605 Third Avenue, 9th Floor, New York, NY 10158	PC	7,000
Ariel Outreach Mission	P O Box 5035, Oakland, CA 94605	PC	10,000
Aspire Education Project	1904 Franklin Street, Suite 515, Oakland, CA 94612	PC	5,000
Assistance League of Fullerton	233 W Amerige Ave, Fullerton, CA, 92835	PC	5,000
Assistance League of San Jose	P O Box 20174, San Jose, CA 95160	PC	7,500
ASUC / The Berkeley Project	2333 Channing Way, #7, Berkeley, CA 94704	PC	1,500
Bay Area Rescue Mission	2114 Macdonald Avenue, PO Box 1112, Richmond, CA 94801	PC	10,000
Berkeley Food and Housing Project	1901 Fairview Street, Berkeley, CA 94703	PC	5,000
Best Buy Foundation	7601 Penn Avenue South, Richfield, MN 55423	PC	40,000
Beyond Emancipation	675 Hegenberger Road, Suite 100, Oakland, CA 94621	PC	8,000
Big Brothers Big Sisters of Orange County	1801 E Edinger, Suite 101, Santa Ana, CA 92705	PC	2,500
Blue Mountain PTO	1260 Mountain Drive, Longmont, Colorado 80503	PC	1,500
Boulder Community Housing Corporation	PO Box 471, Boulder, CO 80306	PC	6,000
Boulder Emergency Squad	P O Box 18887, Boulder, CO 80308	PC	5,000
Boys & Girls Club of Capistrano Valley	1 Via Positiva, San Juan Capistrano, CA 92675	PC	5,000
Boys & Girls Club of Cypress	10161 Moody St, Cypress, CA 90630	PC	3,800
Boys & Girls Club of Garden Grove	10540 Chapman Ave, Garden Grove, CA 92840	PC	5,000
Boys & Girls Club of Rochester	1026 E Center St, Rochester, MN 55904	PC	5,000
Boys & Girls Club of Santa Ana	250 N Golden Circle, # 104, Santa Ana, CA 92705	PC	5,000
Breast Cancer Solutions	25422 Trabuco Road, #105-167, Lake Forest, CA 92630-2797	PC	10,000
Bridge House	P O Box 626, Boulder, CO 80306	PC	5,000
Cal Poly Roborodentia Club	California Polytechnic State University, San Luis Obispo, CA 93407	PC	1,000
Camp Ronald McDonald for Good Times	P O Box 22478, Oklahoma City, OK 73123	PC	500
Casa Teresa	P O Box 429, Orange, CA 92856	PC	5,000
Casa Youth Shelter	10911 Reagan St, Los Alamitos, CA 90720	PC	7,500
Channel One, Inc	131 35th Street SE, Rochester, MN 55904	PC	8,000
Chantable Ventures of Orange County	1505 E 17th Street, Suite 101, Santa Ana, CA 92705	PC	5,000
Children's Musical Theater San Jose	1401 Parkmoor Ave Suite 100, San Jose, CA 95126	PC	5,000
Colette's Children Home	7372 Prince Drive, Huntington Beach, CA 92647	PC	5,000
Colorado FriendShip	1067 Hoyer Road, #116, Longmont, CO 80501	PC	5,000
Community Foundation of Greenville c/o Synnex Share the Magic	104 South Main Street, Suite 110, Greenville, SC 29601	PC	10,000
Concern India Foundation	3rd Floor, Ador House, 6 K Dubash, Marg, Fort, Mumbai 400001	PC	6,700
CSU Fullerton Auxiliary Services Corporation	2600 Nutwood Avenue, Suite 275, Fullerton, California 92831	PC	10,000
Dana Hills High School FRC Team	33333 Golden Lantern, Dana Point, CA 92629	PC	1,000
DIRECTV	P O Box 100455, Pasadena, CA 91189	PC	20,000
Discovery Cube Orange County	2500 N Main Street, Santa Ana, CA 92705	PC	5,000
East Bay Children's Law Offices	7700 Edgewater Drive, Suite 210, Oakland, CA 94621	PC	5,000
Eco-Cycle	PO Box 19006, Boulder , CO 80308	PC	5,000
Eddie Nash Foundation	1717 W Orangewood Ave Suite I, Orange, CA 92868	PC	10,000
Eden I&R, Inc	570 B Street, Hayward, CA 94541	PC	5,000
Expandability	1150 South Bascom Avenue, Suite 7A, San Jose, CA 95128	PC	5,000
Family & Children Services of Silicon Valley	950 W Julian Street, San Jose, CA 95126	PC	5,000
Family Giving Tree	606 Valley Way, Milpitas, CA 95035	PC	5,000
Family Promise of Orange County	161 S Orange St , Orange, CA 92866	PC	5,000
Family Support Services of the Bay Area	401 Grand Avenue, Suite 500, Oakland, CA 94610	PC	5,000
Family Supportive Housing	692 N King Street, San Jose, CA 95133	PC	5,000
Flatirons Habitat for Humanity	1455 Dixon Ave, Suite 210, Lafayette, CO 80026	PC	3,000
Food Allergy & Anaphylaxis Connection Team	P O Box 511, West Chester, OH 45071	PC	7,000
Foothills United Way	1285 Cimarron Drive, Lafayette, CO 80026	PC	30,000
For and on Behalf of Bowel Cancer UK	Willcox House, 140-148 Borough High Street, London, SE1 1LB	PC	10,000
Foundation for Students Rising Above	P O Box 29174, San Francisco, CA 94129	PC	7,500
Friendly Center, Inc	PO Box 706, Orange, CA 92856	PC	5,000
Fullerton Interfaith Emergency Service	P O Box 6326, Fullerton, CA 92834	PC	5,000
Guadalupe River Park Conservancy	438 Coleman Ave, San Jose, CA 95110	PC	10,000
Habitat for Humanity of Orange County	2200 Ritchey, Santa Ana, CA 92705	PC	5,000
Habitat for Humanity of the St Vrain Valley	1833 Sunset Place, Suite A, Longmont, CO 80501	PC	12,000
Healthier Kids Foundation	4010 Moorpark Avenue Suite 118, San Jose, California 95117	PC	3,000
Hispanic Foundation of Silicon Valley	1922 The Alameda, Suite 217, San Jose, CA 95126	PC	30,000
HomeAid Orange County	24 Executive Park, Suite 100, Irvine, CA 92614	PC	5,000
Homeless Outreach Providing Encouragement - H O P E	PO Box 756, Longmont, CO 80502	PC	6,000
Housing and Economic Rights Advocates	1814 Franklin St Ste 1040, Oakland, California 94612	PC	2,000
Illumination Foundation	2691 Richter Avenue, Suite 107, Irvine, CA 92606	PC	5,000
Impact on Education	721 Front Street, Suite A, Louisville, CO 80027	PC	8,000
Injured Marine Semper Fi Fund	825 College Boulevard, Suite 102, PMB 609, Oceanside, CA 92057	PC	7,500
Inside the Outdoors Foundation	200 Kalmus Drive, P O Box 9050, Costa Mesa, CA 92628	PC	10,000
Intercambio Uniting Communities	4735 Walnut Street, Suite B, Boulder, CO 80301	PC	9,000
Invent Now, Inc	3701 Highland Park NW, North Canton, OH 44720	PC	10,000
Jewish Family Service of Silicon Valley	14855 Oka Road, Suite 202, Los Gatos, CA 95032	PC	6,000
Joe Sidek Productions SDN BHD	1st Floor, 86 Lebuah Armenian, 10200 George Town Penang	PC	5,000
KidWorks Community Development Corporation	1902 West Chestnut Avenue, Santa Ana, CA 92703	PC	8,000
Kipp Bay Area Schools	1404 Franklin Street, Oakland, CA 94612	PC	10,000
Laura's House	999 Corporate Drive, Suite 225, Ladera Ranch, CA 92694	PC	15,000
Laurel House	One Hope Drive, Tustin, CA 92782	PC	5,000
Leigh High School Robotics Club	5210 Leigh Ave, San Jose, CA 95124	PC	2,000
LifeMoves (formerly InnVision Shelter Network)	181 Constitution Drive, Menlo Park, CA 94025	PC	7,500
Loaves & Fishes Family Kitchen	1609 Regatta Lane, Suite D, San Jose, California 95112	PC	7,500
Loved Twice	4123 Broadway, Suite 815, Oakland, CA 94611	PC	3,000
Lynbrook ASB - Robotics	1280 Johnson Avenue, Attn Judy Boehm, San Jose, CA 95129	PC	2,000
Military Women In Need	2999 Overland Avenue, Suite #123, Los Angeles, CA 90064	PC	3,000

RECIPIENT NAME	RECIPIENT ADDRESS	FOUNDATION STATUS OF RECIPIENT	AMOUNT
Monta Vista Robotics Team	21840 McClellan Road, Cupertino, California 95014	PC	2,500
Magher House	PO Box 19589, Boulder, CO 80308	PC	2,000
MSCA c/o Aspiranet (MOUSE Squad of California)	400 Oyster Point Blvd Ste 501, South San Francisco, CA 94080	PC	5,000
My New Red Shoes	330 Twin Dolphin Drive, Suite 135, Redwood City, CA 94065	PC	7,500
NAMI Santa Clara County	1150 S Bascom Ave, #24, San Jose, CA 95128	PC	10,000
New Directions for Women	2607 Willo 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	5,000
Northern Trust Open	P O Box 206, Ponte Vedra Beach, FL 32004	PC	24,372
OCC Foundation	2701 Fairview Road, Costa Mesa, CA 92626	PC	500
Ocean Institute	24200 Dana Point Harbor Drive, Dana Point, CA 92629	PC	5,000
Olimpico Learning	5205 Prospect Road 135-244, San Jose, CA 95129	PC	7,000
Olive Crest	2130 E Fourth St , Ste 200, Santa Ana, CA 92705	PC	7,500
Olmsted Outreach	2928 20th St NE, Rochester, MN 55906	PC	10,000
ONE OC	1901 E 4th Street, Suite 100, Santa Ana, California 92705	PC	33,100
One Warm Coat	2443 Fillmore St, #380-5363, San Francisco, CA 94115	PC	5,000
Operation Clean Slate	1578 Minorca Dr, Costa Mesa, CA 92626	PC	3,500
Orange County United Way	18012 Mitchell South, Irvine, CA, 92614	PC	272,117
Orangewood Children's Foundation	1575 17th Street, Santa Ana, CA 92705	PC	10,000
Patnotic Service Dog Foundation	PO Box 2461, Orange, CA 92859	PC	5,000
PenFed Foundation	2930 Eisenhower Avenue, Alexandria, Virginia 22314	PC	10,000
Peninsula Open Space Trust	222 High Street, Palo Alto, CA 94301	PC	10,000
People for Irvine Community Health DBA 2-1-1 Orange County	1505 E 17th Street, Suite 108, Santa Ana, CA 92705	PC	5,000
Pink Ribbon Foundation	Crofton House, 5 Morley Close, Orpington, Kent BR6 8JR	PC	7,600
Point Reyes National Seashore Association	1 Bear Valley Road, Building #70, Pt Reyes Station, Ca 94956	PC	5,000
PossAbilities of Southern Minnesota, Inc	1808 3rd Avenue SE, Rochester, MN 55904	PC	4,000
Project Dignity	12020 Chapman Ave , PMB #257, Garden Grove, CA 92840	PC	7,500
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	5,000
Prospect Robotics Team	18900 Prospect Road, Saratoga, CA 95070	PC	2,000
RAFT (Resource Area for Teaching)	1355 Ridder Park Dr , San Jose, CA 95131	PC	10,000
RC Team 2530 Inconceivable Robotics	2525 Viola Road NE, Rochester, MN 55906	PC	2,500
Reality Changers	3910 University Ave, Suite 300-RC, San Diego, California 92105	PC	5,000
Reasoning Mind	PO Box 653, Mountain View, California 94042	PC	10,000
Rebuilding Together Silicon Valley	1701 S 7th St, Suite 10, San Jose, California 95112	PC	5,000
Resolve	7918 Jones Branch Drive, Suite 300, McLean, VA 22102	PC	500
Sacred Heart Community Service	1381 South First Street, San Jose, CA 95110	PC	5,000
Safe Alternatives to Violent Environments	1900 Mowry Ave #204, Fremont, CA 94538	PC	5,000
Santa Marganta Catholic High School Robotics Program	22062 Antonio Parkway, Rancho Santa Margarita, CA 92688	PC	1,500
Save the Bay	1330 Broadway, Suite 1800, Oakland, CA 94612	PC	5,000
Science Buddies	P O Box 5038, Carmel, CA 93921	PC	10,000
Second Harvest Food Bank of Santa Clara & San Mateo Counties	4001 N First Street, San Jose, CA 95134	PC	10,230
SEMI Foundation	3081 Zanker Road, San Jose, CA 95134	PC	10,000
Sentinels of Freedom	2303 Camino Ramon, Suite 270, San Ramon, CA 94583	PC	5,000
Sharing & Caring of Benton County	P O Box 2668, Bentonville, AR 72712	PC	2,220
Shepherd's Gate	1660 Portola Avenue, Livermore, CA 94551	PC	5,000
Silicon Valley Leadership Group Foundation	2001 Gateway Place, #101E, San Jose, CA 95110	PC	10,000
Silvercreek High School Education Foundation	4901 Nelson Road, Longmont, CO 80503	PC	13,000
SLED	PO Box 3820, San Leandro, California 94578	PC	4,000
Society of Women Engineers - Orange County Section	PO Box 53746, Irvine, CA 92619	PC	2,000
Society of Women Engineers Santa Clara Valley	PO Box 61333, Sunnyvale, California 94088	PC	7,500
South County Outreach	7 Whitney, Suite B, Irvine, CA 92618	PC	10,220
Spark Program, Inc	555 De Haro Street, Suite 330, San Francisco, CA 94107	PC	7,500
St Benedict Health and Healing Ministry	P O Box 325, Louisville, CO 80027	PC	3,000
Stand Up for Kids	P O Box 14398, Irvine, CA 92646	PC	10,000
Stop Hunger Now	615 Hillsborough Street, Suite 200, Raleigh, NC 27603	PC	4,385
Swords to Plowshares	1060 Howard Street, San Francisco, CA 94103	PC	8,000
Tandem, Partners in Early Learning (formerly Raising A Reader)	1275 Fairfax Avenue, Suite 201, San Francisco, CA 94124	PC	5,000
Team Kids, Inc	15375 Barranca Pkwy, Suite E-103, Irvine, CA 92618	PC	3,000
Teen Success, Inc	508 Valley Way, Milpitas, CA 95035	PC	5,000
TeenForce	760 Hillisdale Avenue, Room 13, San Jose, CA 95136	PC	4,000
The Eli Home	1175 N East Street, Anaheim, California 92805	PC	1,300
The Inn Between of Longmont, Inc	515 Kimbark Street, Suite 107, Longmont, CO 80501	PC	5,000
The Reading Center/Dyslexia Institute of Minnesota	847 5th Street NW, Rochester, Minnesota 55901	PC	3,000
The Salvation Army	17362 Beach Blvd, Huntington Beach, CA 92647	PC	250
The Tech Museum of Innovation	201 S Market St , San Jose, California 95113	PC	10,000
THINK Together	2101-A East Fourth Street, Santa Ana, CA 92705	PC	15,000
Thomas House Family Shelter	P O Box 2737, Garden Grove, CA 92842	PC	10,000
TLC Learning Center	611 Korte Parkway, Longmont, CO 80501	PC	4,000
Tucker Wildlife Sanctaury	26322 Modjeska Canyon Road, Silverado, CA 92676	PC	7,700
Tustin Public Schools Foundation	150 El Camino Real, Suite 140, Tustin, CA 92780	PC	1,000
United Way of the Bay Area	550 Kearny Street, Suite 1000, San Francisco, CA 94108	PC	5,000
United Way Olmsted County	903 W Center Street, #100, Rochester, MN 55902	PC	60,000
United Way Silicon Valley	1400 Parkmoor Avenue, Suite 250, San Jose, CA 95126	PC	1,104,428
University of Colorado Foundation	1800 Grant St, Suite 725, Denver, CO 80203	PC	11,000
US First	200 Bedford Street, Manchester, NH 03101	PC	5,000
Valiant Women/Mission Hospital Regional Medical Center	27800 Medical Center Road, Suite 330, Mission Viejo, CA 92691	PC	5,000
Via Services, Inc	2851 Park Avenue, Santa Clara, CA 95050	PC	5,000
WD Malaysia	Bandar Sunway, 22 Jalan PJS 11/28A, 46100 Pataling Jaya, Selangor	PC	150,000
WD Media (Singapore)	HSBC LTD Singapore, 21 Collyer Quay, #01-01 HSBC Building, Singapore 049320	PC	5,650
WD Thailand	140 Moo 2, BangPa-In Industrial Estate, Udomsorayuth Road, Klongjig, BangPa-In District, Ayutthaya, Thailand 13160	PC	150,000
We Teach Science Foundation	405 Primrose Road, Suite 200, Burlingame, CA 94010	PC	10,000
Westmont High School Robotics (Campbell Union High School District)	4805 Westmont Ave, Campbell, CA 95008	PC	2,000
Women's Transitional Living Shelter	PO Box 916, Fullerton, CA 92832	PC	7,500
Youth Employment Service of the Harbor Area	114 East 19th Street, Costa Mesa, California 92627	PC	2,000
YWCA of Boulder County	2222 14th St , Boulder, CO 80302	PC	8,000
YWCA Silicon Valley	375 S Third Street, San Jose, CA 95112	PC	5,000

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