

Form 990-PF

Return of Private Foundation

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

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2017

**Open to Public
Inspection**

For calendar year 2017, or tax year beginning 06-01-2017 , and ending 05-31-2018

Name of foundation WILLIAM & FLORENCE WHEELER FOUNDATION		A Employer identification number 88-0233486			
Number and street (or P O box number if mail is not delivered to street address) 5060 CALIFORNIA AVE NO 800		Room/suite			
City or town, state or province, country, and ZIP or foreign postal code BAKERSFIELD, CA 93309		B Telephone number (see instructions) (661) 836-2184			
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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here ► <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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,141,310	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> 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)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments	16,632	16,632			
4 Dividends and interest from securities	108,762	108,762			
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10	510,392				
b Gross sales price for all assets on line 6a	1,364,994				
7 Capital gain net income (from Part IV, line 2)		510,392			
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)	11,695	0			
12 Total. Add lines 1 through 11	647,481	635,786			
Operating and Administrative Expenses					
13 Compensation of officers, directors, trustees, etc	49,000	24,500			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	16,792	8,396			
c Other professional fees (attach schedule)	34,283	34,283			
17 Interest					
18 Taxes (attach schedule) (see instructions)	5,731	3,716			
19 Depreciation (attach schedule) and depletion	190	0			
20 Occupancy	2,072	0			
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	312	0			
24 Total operating and administrative expenses.					
Add lines 13 through 23	108,380	70,895			
25 Contributions, gifts, grants paid	334,755				334,755
26 Total expenses and disbursements. Add lines 24 and 25	443,135	70,895			334,755
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	204,346				
b Net investment income (if negative, enter -0-)		564,891			
c Adjusted net income (if negative, enter -0-)					

Assets	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
1	Cash—non-interest-bearing	49,263	1,154	1,154
2	Savings and temporary cash investments	553,945	473,027	473,027
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)	620	517	570
b	Investments—corporate stock (attach schedule)	3,008,113	2,685,366	3,774,905
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)	1,208,244	1,864,657	1,891,654
14	Land, buildings, and equipment basis ►	3,699		
	Less accumulated depreciation (attach schedule) ►	3,699		
15	Other assets (describe ►)	190	0	0
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,820,375	5,024,721	6,141,310
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	500,000	500,000	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	4,320,375	4,524,721	
30	Total net assets or fund balances (see instructions)	4,820,375	5,024,721	
31	Total liabilities and net assets/fund balances (see instructions)	4,820,375	5,024,721	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,820,375
2	Enter amount from Part I, line 27a	2	204,346
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	5,024,721
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,024,721

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 See Additional Data Table					
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 See Additional Data Table					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a See Additional Data Table					
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	510,392	
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?

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

 Yes No**1 Enter the appropriate amount in each column for each year, see 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))
2016	315,600	5,674,478	0 055617
2015	313,999	5,723,227	0 054864
2014	313,940	6,237,205	0 050333
2013	306,522	5,972,780	0 051320
2012	278,376	5,740,708	0 048492
2 Total of line 1, column (d)			0 260626
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			0 052125
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			6,117,870
5 Multiply line 4 by line 3			318,894
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,649
7 Add lines 5 and 6			324,543
8 Enter qualifying distributions from Part XIII, line 4			334,755

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	5,649
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		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	5,649
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	5,649
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,600
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	0
7	Total credits and payments Add lines 6a through 6d.	7	7,600
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	1,951
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ►	1,951	Refunded ►
			11

Part VII-A Statements Regarding Activities

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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<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?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ 0 (2) On foundation managers ► \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	Yes	No
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>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
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>	5	Yes	No
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?	6	Yes	No
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>	7	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	Yes	No
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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	No

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	No
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	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►N/A	13	Yes
14 The books are in care of ►NANCY L WHEELER Telephone no ►(661) 836-2184			

Located at ►5060 CALIFORNIA AVE SUITE 800 BAKERSFIELD CA

ZIP+4 ►93309

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15	<input type="checkbox"/>
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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.

1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	1b	No
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 2017?			1c	No
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	2a	
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	3a	
b	If "Yes," did it have excess business holdings in 2017 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 2017).			3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a	No
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 2017?			4b	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NANCY L WHEELER 5060 CALIFORNIA AVE SUITE 800 BAKERSFIELD, CA 93309	TRUSTEE 8 00	49,000	0	0

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. ► 0
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. ► 0
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 N/A	0
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 N/A	0
2	
3	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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	5,626,405
b	Average of monthly cash balances.	1b	584,631
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,211,036
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,211,036
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	93,166
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,117,870
6	Minimum investment return. Enter 5% of line 5.	6	305,894

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign**Part XI** organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	305,894
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	5,649
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,649
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	300,245
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	300,245
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	300,245

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	334,755
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	334,755
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	5,649
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	329,106
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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				300,245
2 Undistributed income, if any, as of the end of 2017			0	
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.	12,165			
c From 2014.	25,483			
d From 2015.	29,156			
e From 2016.	37,056			
f Total of lines 3a through e.	103,860			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 334,755			0	
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.			300,245	
e Remaining amount distributed out of corpus	34,510			
5 Excess distributions carryover applied to 2017 (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	138,370			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				0
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)	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a.	138,370			
10 Analysis of line 9				
a Excess from 2013.	12,165			
b Excess from 2014.	25,483			
c Excess from 2015.	29,156			
d Excess from 2016.	37,056			
e Excess from 2017.	34,510			

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 2017, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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 organization 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))
- 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

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
NANCY L WHEELER
5060 CALIFORNIA AVE SUITE 800
BAKERSFIELD, CA 93309
(661) 836-2184
- b The form in which applications should be submitted and information and materials they should include
SUBMIT IN WRITING, NAME OF ORGANIZATION, DESCRIPTION OF CHARITABLE PURPOSE, USE OF FUNDS, RECIPIENT OF FUNDS
- c Any submission deadlines
NONE
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NONE

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
<i>a Paid during the year</i> See Additional Data Table				
Total			► 3a	334,755
<i>b Approved for future payment</i>				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Line	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				14		16,632	
4 Dividends and interest from securities.				14		108,762	
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				18		510,392	
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue	a FEDERAL TAX REFUND			01		11,695	
	b						
	c						
	d						
	e						
12 Subtotal Add columns (b), (d), and (e).			0			647,481	
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)				13			647,481

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

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
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization of

b Other transactions

(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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

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.

* * * * *

2019-02-08

* * * * *

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

Signature of officer or trustee

Date

✓ Title

**Sign
Here**

**Paid
Preparer
Use Only**

					(see instr?) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Paid Preparer Use Only	Print/Type preparer's name MATTHEW N DAVIS	Preparer's Signature	Date	Check if self-employed ► <input type="checkbox"/>	PTIN P00192892
	Firm's name ► CBIZ MHM LLC				Firm's EIN ► 33-0737981
	Firm's address ► 5060 CALIFORNIA AVE SUITE 800 BAKERSFIELD, CA 93309				Phone no (661) 325-7500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
40 SH AMAZON COM INC	P	2017-02-03	2017-08-21
1025 SH WALT DISNEY CO	P	2017-05-10	2017-10-12
GOVERNMENT NATL MTG	P	2002-02-27	2017-12-15
50 SH ALPHABET INC CL A	P	2013-07-30	2017-08-21
150 SH ALPHABET INC CLASS C	P	2013-07-30	2018-03-20
8 SH AMAZON COM INC	P	2017-02-03	2018-03-20
8000 SH COMCAST CORP CL A	P	2011-06-24	2018-03-02
2500 SH DENTSPLY SIRONA INC	P	2016-04-28	2017-08-14
2000 SH FACEBOOK INC CL A	P	2015-05-14	2018-04-25
2000 SH SPLUNK INC	P	2016-02-05	2017-08-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis (g) plus expense of sale	(h) (e) plus (f) minus (g)
37,975		31,897	6,078
99,584		112,031	-12,447
99		102	-3
46,063		22,265	23,798
154,716		66,786	87,930
12,550		6,502	6,048
289,176		94,998	194,178
136,172		152,409	-16,237
329,839		162,227	167,612
121,216		76,572	44,644

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			6,078
			-12,447
			-3
			23,798
			87,930
			6,048
			194,178
			-16,237
			167,612
			44,644

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
17 6471 SH TRISURA GROUP LTD	P	2011-07-29	2017-11-30
4000 SH WEYERHAEUSER CO	P	2016-04-28	2018-02-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis (h) plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
358		156	202
137,246		128,657	8,589

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			202
			8,589

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALL IN ALL THE TIME 2820 KEOKIRK LN VIRGINIA BEACH, VA 23456	NO RELATION	PUBLIC CHARITY	TO PROVIDE IMMEDIATE AND ONGOING SUPPORT TO THE GOLD STAR FAMILY MEMBERS OF NAVAL SPECIAL WARFARE	1,000
BAKERSFIELD MUSEUM OF ART 1930 R ST BAKERSFIELD, CA 93301	NO RELATION	PUBLIC CHARITY	TO SUPPORT MUSEUMS THAT ENGAGES, INSPIRES, AND BUILDS COMMUNITY THROUGH VISUAL ART	2,500
BASS LAKE CHAMBER OF COMMERCE PO BOX 126 BASS LAKE, CA 93604	NO RELATION	PUBLIC CHARITY	TO SUPPORT VARIOUS PROGRAMS PROVIDED BY THE CHAMBER	500
Total	►			334,755
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
BOYS & GIRLS CLUB OF KERN COUNTY 801 NILES ST BAKERSFIELD, CA 93305	NO RELATION	PUBLIC CHARITY	TO FUND FACILITIES AND PROGRAMS FOR CHILDREN	122,000
CATHOLIC CHARITIESPO BOX 17066 BALTIMORE, MD 17066	NO RELATION	PUBLIC CHARITY	TO HELP END POVERTY	20,000
CHALLENGED ATHLETES FOUNDATION 9591 WAPLES ST SAN DIEGO, CA 92121	NO RELATION	PUBLIC CHARITY	TO PROVIDE SUPPORT TO INDIVIDUALS WITH PHYSICAL CHALLENGES THROUGH SPORTS	2,500
Total				334,755
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
FRONTIER AG BOOSTERS INC 6401 ALLEN RD BAKERSFIELD, CA 93312	NO RELATION	PUBLIC CHARITY	TO SUPPORT EDUCATIONAL CENTERS	1,000
GARCES MEMORIAL HIGH SCHOOL 2800 LOMA LINDA DRIVE BAKERSFIELD, CA 93305	NO RELATION	SCHOOL	TO SUPPORT EDUCATIONAL CENTERS	30,295
JIM BURKE EDUCATION FOUNDATION PO BOX 2686 BAKERSFIELD, CA 93303	NO RELATION	PUBLIC CHARITY	TO CONTRIBUTE TO THE EDUCATIONAL SUPPORT OF OTHERS	2,500
Total				334,755
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
MARE RIDING CENTER 18200 JOHNSON ROAD BAKERSFIELD, CA 93314	NO RELATION	PUBLIC CHARITY	TO PROVIDE EQUINE-ASSISTED SUPPORT FOR CHILDREN WITH SPECIAL NEEDS	3,500
MENDIBURU MAGIC FOUNDATION PO BOX 6307 BAKERSFIELD, CA 93386	NO RELATION	PUBLIC CHARITY	TO SUPPORT CHILDREN AND FAMILIES FACING LIFE THREATENING ILLNESSES	20,000
ST FRANCIS CHURCH 900 H STREET BAKERSFIELD, CA 93304	NO RELATION	CHURCH	TO HELP CONTINUE GOD'S WORK TO BRING CHANGE TO THE WORLD	67,000
Total				334,755
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE LINK - CENTRAL COAST 6500 MORRO RD SUITE A ATASCADERO, CA 93422	NO RELATION	PUBLIC CHARITY	TO SUPPORT FAMILIES IN NEED AND THE DEVELOPMENT OF FAMILY LEADERSHIP	460
UC REGENTS 1000 REGENT UNIVERSITY DRIVE VIRGINIA BEACH, VA 23464	NO RELATION	UNIVERSITY	TO SUPPORT ACADEMIC EXCELLENCE AND RESEARCH STUDIES	10,000
BOY SCOUTS OF AMERICA PO BOX 152079 IRVING, TX 75015	NO RELATION	PUBLIC CHARITY	TO PROVIDE TRAINING TO YOUTH IN CHARACTER DEVELOPMENT, SELF-RELIANCE, AND CITIZENSHIP	25,000
Total	►			334,755
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
KERN HIGH SCHOOL DISTRICT EDUCATIONAL F 5801 SUNDALE AVE BAKERSFIELD, CA 93309	NO RELATION	PUBLIC CHARITY	TO SUPPORT EDUCATIONAL CENTERS	1,000
Total			►	334,755
3a				

TY 2017 Accounting Fees Schedule

Name: WILLIAM & FLORENCE WHEELER FOUNDATION

EIN: 88-0233486

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	16,792	8,396		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: WILLIAM & FLORENCE WHEELER FOUNDATION

EIN: 88-0233486

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAPTOP	2011-10-31	949	949	SL	5 000000000000	0	0		
COMPUTERS	2012-01-20	1,796	1,796	SL	5 000000000000	0	0		
HP COMPUTER	2013-01-20	954	764	SL	5 000000000000	190	0		

TY 2017 Investments Corporate Stock Schedule**Name:** WILLIAM & FLORENCE WHEELER FOUNDATION**EIN:** 88-0233486

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC	243,892	311,480
ALLEGION PLC	162,737	212,093
ALPHABET INC CL A	44,529	110,000
AMAZON.COM INC	64,205	128,740
BROOKFIELD ASSET MANAGEMENT	63,239	119,520
CROWN CASTLE INTL CORP	111,442	156,225
DISNEY WALT CO	137,174	131,798
ECOLAB INC	84,584	96,262
FEDEX CORP	195,824	249,120
FORTIVE CORP	92,108	109,035
JOHNSON & JOHNSON CO	98,050	179,430
MICROSOFT CORP	102,759	163,086
RAYTHEON CO	118,207	162,363
ROCKWELL AUTOMATION INC	79,165	175,410
THERMO FISHER SCIENTIFIC INC	129,938	208,270
VISA INC CL A	277,498	437,912
DOWDUPOINT INC	325,756	326,961
ZOETIS INC	180,782	209,250
MICRON TECHNOLOGY INC	173,477	287,950

TY 2017 Investments Government Obligations Schedule

Name: WILLIAM & FLORENCE WHEELER FOUNDATION

EIN: 88-0233486

**US Government Securities - End
of Year Book Value:** 517

**US Government Securities - End
of Year Fair Market Value:** 570

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2017 Investments - Other Schedule

Name: WILLIAM & FLORENCE WHEELER FOUNDATION
EIN: 88-0233486

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DOUBLELINE TOTAL RETURN BOND FUND CL-I	AT COST	373,148	363,271
DOUBLELINE TOTAL RETURN BOND FUND CL-N	AT COST	252,834	237,977
NY ST MUN BD RECOVERY ACT 6.636%	AT COST	250,000	289,475
PIMCO INCOME FUND DTD	AT COST	306,404	318,351
PIMCO MORTGAGE OPPORTUNITES FUND DTD	AT COST	682,271	682,580

**TY 2017 Land, Etc.
Schedule****Name:** WILLIAM & FLORENCE WHEELER FOUNDATION**EIN:** 88-0233486

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAPTOP	949	949	0	0
COMPUTERS	1,796	1,796	0	0
HP COMPUTER	954	954	0	0

TY 2017 Other Expenses Schedule

Name: WILLIAM & FLORENCE WHEELER FOUNDATION
EIN: 88-0233486

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER EXPENSES	312	0		0

TY 2017 Other Income Schedule

Name: WILLIAM & FLORENCE WHEELER FOUNDATION**EIN:** 88-0233486

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	11,695		11,695

TY 2017 Other Professional Fees Schedule

Name: WILLIAM & FLORENCE WHEELER FOUNDATION

EIN: 88-0233486

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO ADVISORY FEES	30,744	30,744		0
PORTFOLIO MANAGEMENT FEES	3,539	3,539		0

TY 2017 Taxes Schedule

Name: WILLIAM & FLORENCE WHEELER FOUNDATION
EIN: 88-0233486

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	3,860	1,930		0
TAX WITHHOLDING	1,786	1,786		0
STATE TAX	10	0		0
FILING FEES	75	0		0