

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

2006

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2006, or tax year beginning DEC 1, 2006, and ending NOV 30, 2007

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE WUNDERKINDER FOUNDATION

C/O BRESLAUER RUTMAN & ANDERSON, LLC

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

11400 W. OLYMPIC BLVD.

Room/suite

550

City or town, state, and ZIP code

LOS ANGELES, CA 90064-1551

A Employer identification number

95-4016320

B Telephone number

(310) 481-3513

C If exemption application is pending, check here ☐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 ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)

\$ 73,280,226. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

5,146,875.

2 Check ☐ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

264,073.

264,073.

Statement 1

4 Dividends and interest from securities

534,494.

534,494.

Statement 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

45,919,498.

b Gross sales price for all
assets on line 8a 212,352,982.

7 Capital gain net income (from Part IV, line 2)

45,919,498.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

51,864,940.

46,718,065.

0.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees Stmt 3

5,048.

0.

0.

c Other professional fees

17 Interest

18 Taxes Stmt 4

510,000.

0.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses Stmt 5

805.

0.

0.

24 Total operating and administrative
expenses. Add lines 13 through 23

515,853.

0.

0.

25 Contributions, gifts, grants paid

8,624,506.

8,624,506.

26 Total expenses and disbursements
Add lines 24 and 25

9,140,359.

0.

0.

8,624,506.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

42,724,581.

b Net investment income (if negative, enter -0-)

46,718,065.

c Adjusted net income (if negative, enter -0-)

0.

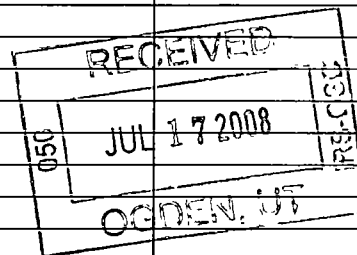
LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2006)

SCANNED JUL 18 2008

Revenue

Operating and Administrative Expenses



THE WUNDERKINDER FOUNDATION

C/O BRESLAUER RUTMAN & ANDERSON, LLC

95-4016320

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		684,630.	30,210,816.	30,210,816.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations Stmt 6		1,021,332.	24,118,960.	24,261,267.
	b	Investments - corporate stock Stmt 7		10,755,013.	758,714.	18,718,499.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other		-5,100.			
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ INTEREST RECEIVABLE)		628.	89,644.	89,644.	
16	Total assets (to be completed by all filers)		12,456,503.	55,178,134.	73,280,226.	
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				
	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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		12,456,503.	55,178,134.	
30	Total net assets or fund balances		12,456,503.	55,178,134.		
31	Total liabilities and net assets/fund balances		12,456,503.	55,178,134.		

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	12,456,503.
2	Enter amount from Part I, line 27a	2	42,724,581.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	55,181,084.
5	Decreases not included in line 2 (itemize) ▶ NON-DEDUCTIBLE CONTRIBUTIONS	5	2,950.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	55,178,134.

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 STATEMENT 8 ATTACHED	D		
b SEE STATEMENT 8 ATTACHED	P		
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 46,415,848.		1,637,110.	44,778,738.
b 165,937,134.		164,796,374.	1,140,760.
c			
d			
e			

(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			44,778,738.
b			1,140,760.
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	45,919,498.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2005	5,215,016.	13,481,156.	.386837
2004	10,700,123.	17,505,427.	.611246
2003	407,897.	14,455,072.	.028218
2002	150,000.	2,821,969.	.053154
2001	550,000.	2,376,974.	.231387

2 Total of line 1, column (d)	2	1.310842
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	.262168
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5	4	50,744,069.
5 Multiply line 4 by line 3	5	13,303,471.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	467,181.
7 Add lines 5 and 6	7	13,770,652.
8 Enter qualifying distributions from Part XII, line 4	8	8,624,506.

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.

THE WUNDERKINDER FOUNDATION

C/O BRESLAUER RUTMAN & ANDERSON, LLC

95-4016320

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 letter: _____ (attach copy of ruling 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	934,361.
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	934,361.
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	934,361.
6 Credits/Payments:			
a 2006 estimated tax payments and 2005 overpayment credited to 2006	6a 513,078.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 425,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	938,078.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	3,717.
11 Enter the amount of line 10 to be: Credited to 2007 estimated tax <input type="checkbox"/> 3,717. Refunded <input type="checkbox"/>		11	0.

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?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			X
c Did the foundation file Form 1120-POL for this year?			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2006 or the taxable year beginning in 2006 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form 990-PF (2006)

Part VII-A Statements Regarding Activities *Continued*

11a	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)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	N/A	11b	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?		12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X
Web site address N/A				
14	The books are in care of BRESLAUER RUTMAN & ANDERSON, LLC Telephone no. (310) 481-3513 Located at 11400 W. OLYMPIC BLVD., STE. 550, LOS ANGELES, CA ZIP+4 90064-1551			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			

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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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 2006?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2006 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 2006.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2006?	4b	X

Form 990-PF (2006)

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

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 **N/A**

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 6b **X**

If you answered "Yes" to 6b, also 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 **N/A** 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GERALD BRESLAUER 11400 W. OLYMPIC BLVD., STE. 550 LOS ANGELES, CA 90064	PRES, DIRECT. 0.50	0.	0.	0.
MICHAEL RUTMAN 11400 W. OLYMPIC BLVD., STE. 550 LOS ANGELES, CA 90064	SEC, TREAS, DIR 0.50	0.	0.	0.
BRUCE RAMER 132 SOUTH RODEO DR., BEVERLY HILLS, CA 90210	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Form 990-PF (2006)

Continued

(c) Compensation	
------------------	--

0

Expenses

4

Amount

2

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	44,919,669.
b	Average of monthly cash balances	1b	6,597,152.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	51,516,821.
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	51,516,821.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	772,752.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,744,069.
6	Minimum investment return. Enter 5% of line 5	6	2,537,203.

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	2,537,203.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	934,361.
b	Income tax for 2006. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	934,361.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,602,842.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,602,842.
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	1,602,842.

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	8,624,506.
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	8,624,506.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,624,506.

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.

Form 990-PF (2006)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				1,602,842.
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2006:				
a From 2001	435,393.			
b From 2002	28,127.			
c From 2003	11,790.			
d From 2004	9,876,708.			
e From 2005	4,581,385.			
f Total of lines 3a through e	14,933,403.			
4 Qualifying distributions for 2006 from Part XII, line 4: ► \$ 8,624,506.				
a Applied to 2005, 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 2006 distributable amount				1,602,842.
e Remaining amount distributed out of corpus	7,021,664.			
5 Excess distributions carryover applied to 2006 (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:	21,955,067.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2005. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2006. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2007				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2001 not applied on line 5 or line 7	435,393.			
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	21,519,674.			
10 Analysis of line 9:				
a Excess from 2002	28,127.			
b Excess from 2003	11,790.			
c Excess from 2004	9,876,708.			
d Excess from 2005	4,581,385.			
e Excess from 2006	7,021,664.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2006, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
2 a 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 foundation had \$5,000 or more in assets at any time during the year-see page 28 of the 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 of the person to whom applications should be addressed:

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)

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				
SEE STATEMENT 9 ATTACHED				8,624,506.
Total				▶ 3a 8,624,506.
b Approved for future payment				
SEE STATEMENT 10 ATTACHED				10651333.
Total				▶ 3b 10651333.

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

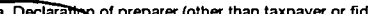
<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p>		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Paid Preparer's Use Only	Preparer's signature 	Date <u>7/8/08</u>	Title <u>PRES.</u>
	Firm's name (or yours if self-employed), address, and ZIP code BRESLAUER RUTMAN & ANDERSON, LLC 11400 W. OLYMPIC BLVD., STE 550 LOS ANGELES, CA 90064-1551	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN
		EIN	Phone no. (310) 481-3513

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2006

Name of organization

THE WUNDERKINDER FOUNDATION
C/O Breslauer Rutman & Anderson, LLC

Employer identification number

95-4016320

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 foundation

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

Special Rules—

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

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2006)

Name of organization

THE WUNDERKINDER FOUNDATION
C/O BRESLAUER RUTMAN & ANDERSON, LLC

Employer identification number

95-4016320

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	STEVEN SPIELBERG 11400 W. OLYMPIC BLVD., SUITE 550 LOS ANGELES, CA 90064-1551	\$ 2,720,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	AMBLIN ENTERTAINMENT, INC. 11400 W. OLYMPIC BLVD., SUITE 550 LOS ANGELES, CA 90064-1551	\$ 31,052.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	STEVEN SPIELBERG 11400 W. OLYMPIC BLVD., SUITE 550 LOS ANGELES, CA 90064-1551	\$ 1,637,110.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	STEVEN SPIELBERG 11400 W. OLYMPIC BLVD., SUITE 550 LOS ANGELES, CA 90064-1551	\$ 758,713.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE WUNDERKINDER FOUNDATION C/O BRESLAUER RUTMAN & ANDERSON, LLC	Employer identification number 95-4016320
---	---

Part II Noncash Property (See Specific Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	1,500,000 SHARES, DREAMWORKS ANIMATION SKG, COMMON STOCK	\$	12/20/06
4	711713 SHARES, DREAMWORKS ANIMATION SKG, COMMON STOCK	\$	11/01/07
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	



Department of the Treasury
Internal Revenue Service
OGDEN, UT 84201-0074

For assistance, call:
1-877-829-5500

Notice Number: CP211A
Date: May 26, 2008

Taxpayer Identification Number: 95-4016320
Tax Form: 990PF
Tax Period: November 30, 2007

029935.499642.0097.003 1 AT 0.346 530



WUNDERKINDER FOUNDATION
11400 W OLYMPIC BLVD STE 550
LOS ANGELES CA 90064-1585255

029935

APPLICATION FOR EXTENSION OF TIME TO FILE AN EXEMPT ORGANIZATION RETURN - APPROVED

We have received your Form 8868, Application for Extension of Time to File an Exempt Organization Return, for the return (form) and tax period identified above.

We have approved your request and have extended the due date to file your return to July 15, 2008.

Please attach a copy of this letter to your return when you file it. It is evidence that we granted an extension of time to file your return. A copy is provided for your records.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top left of this letter.

Reminder - You May Be Required to File Electronically

Exempt organizations may be required to file certain returns electronically. For tax years ending on or after December 31, 2006, the electronic filing requirement applies to exempt organizations with \$10 million or more in total assets if the organization files at least 250 returns in a calendar year, including income, excise, employment tax and information returns. Private foundations and charitable trusts will be required to file Forms 990-PF electronically regardless of their asset size, if they file at least 250 returns annually. For more information, go to www.irs.gov. Click "Charities and Non-Profits" and look for the "e-file for Charities and Non-Profits" tab.

For tax forms, instructions and information visit www.irs.gov. (Access to this site will not provide you with your specific taxpayer account information.)

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
DREYFUS GOV'T PRIME MMF	214,295.
GOLDMAN SACHS BNK	34,806.
MORGAN STANLEY - CREDIT INTEREST	1.
MORGAN STANLEY - INSTITUTIONAL	14,971.
Total to Form 990-PF, Part I, line 3, Column A	264,073.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
B. MADOFF INVESTMENT SECURITIES, LLC	126,093.	0.	126,093.
MORGAN STANLEY - MUNICIPAL INTEREST	729.	0.	729.
MORGAN STANLEY - US TREASURY BILLS	325,145.	0.	325,145.
TVA - GOLDMAN SACHS	18,998.	0.	18,998.
US TREASURY STRIPS	63,529.	0.	63,529.
Total to Fm 990-PF, Part I, ln 4	534,494.	0.	534,494.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CERTIFIED AUDIT	5,048.	0.	0.	0.
To Form 990-PF, Pg 1, ln 16b	5,048.	0.	0.	0.

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FEDERAL EXCISE TAX	510,000.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	510,000.	0.	0.	0.	

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
CA FILING FEE	35.	0.	0.	0.	
ANNUAL REGISTRATION FEE	150.	0.	0.	0.	
INSURANCE	620.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 23	805.	0.	0.	0.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	6
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
U.S. TREASURY STRIPS	X		688,066.	811,361.	
U.S. TREASURY BILLS	X		23,430,894.	23,449,906.	
Total U.S. Government Obligations			24,118,960.	24,261,267.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			24,118,960.	24,261,267.	

Form 990-PF	Corporate Stock	Statement	7
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
MARKETABLE SECURITIES	758,714.	18,718,499.
Total to Form 990-PF, Part II, line 10b	758,714.	18,718,499.

THE WUNDERKINDER FOUNDATION			11/30/2007	95-4016320			
FORM 990PF, PART IV							
LIST AND DESCRIBE PROPERTY SOLD	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED OR ALLOWABLE	COST OR BASIS	GAIN OR (LOSS)
DreamWorks Animation - 40000 shares	D	12/20/2006	5/4/2007	1,198,393 63		43,656 26	1,154,737 37
DreamWorks Animation - 30000 shares	D	12/20/2006	5/7/2007	908,035 08		32,742 20	875,292 88
DreamWorks Animation - 30000 shares	D	12/20/2006	5/8/2007	911,116 04		32,742 20	878,373 84
DreamWorks Animation - 15000 shares	D	12/20/2006	5/9/2007	449,715 61		16 371 10	433 344.51
DreamWorks Animation - 50000 shares	D	12/20/2006	8/13/2007	1,523,161 66		54,570 33	1,468,591 33
DreamWorks Animation - 50000 shares	D	12/20/2006	8/14/2007	1,466,427 53		54,570 33	1,411,857 20
DreamWorks Animation - 40000 shares	D	12/20/2006	8/15/2007	1,180,085 91		43,656 26	1,136,429 65
DreamWorks Animation - 20000 shares	D	12/20/2006	8/16/2007	579,191 12		21,828 13	557,362 99
DreamWorks Animation - 60000 shares	D	12/20/2006	8/20/2007	1,744,575 27		65,484 39	1,679,090 88
DreamWorks Animation - 58000 shares	D	12/20/2006	8/21/2007	1,716,936 09		63,301 58	1,653,634 51
DreamWorks Animation - 60000 shares	D	12/20/2006	8/22/2007	1,835,095 88		65,484 39	1,769,611 49
DreamWorks Animation - 60000 shares	D	12/20/2006	8/23/2007	1,810,766 25		65,484 39	1,745,281 86
DreamWorks Animation - 30000 shares	D	12/20/2006	8/24/2007	906,892 10		32,742 20	874,149 90
DreamWorks Animation - 30000 shares	D	12/20/2006	8/27/2007	917,025 95		32,742 20	884,283 75
DreamWorks Animation - 50000 shares	D	12/20/2006	8/28/2007	1,511,976 83		54,570 33	1,457,406 50
DreamWorks Animation - 55000 shares	D	12/20/2006	8/29/2007	1,678,673 28		60,027 36	1,618,645 92
DreamWorks Animation - 32500 shares	D	12/20/2006	8/30/2007	997,997 96		35,470 71	962,527 25
DreamWorks Animation - 20000 shares	D	12/20/2006	8/31/2007	617,376 54		21,828 13	595,548 41
DreamWorks Animation - 769500 shares	D	12/20/2006	11/1/2007	24,462,405 00		839,837 33	23,622,567 67
				46,415,847 73		1,637,109 82	44,778,737 91

THE WUNDERKINDER FOUNDATION			11/30/2007	95-4016320			
FORM 990PF, PART IV							
LIST AND DESCRIBE PROPERTY SOLD	HOW	DATE	DATE	GROSS	DEPRECIATION	COST OR BASIS	GAIN OR (LOSS)
	ACQUIRED	ACQUIRED	SOLD	SALES PRICE	ALLOWED OR ALLOWABLE		
At & T Inc	P	10/26/2006	12/18/2006	291,883 60		280,214 00	11,669 60
Abbott Laboratories	P	10/26/2006	12/18/2006	155,460 10		154,619 90	840 20
Altria Group Inc	P	10/26/2006	12/18/2006	379,546 20		302,174 00	17,372 20
American Express Co	P	10/26/2006	12/18/2006	158,686 50		145,197 00	13,489 50
American Intl Group	P	10/26/2006	12/18/2006	395,760 60		364,697 00	31,063 60
Amgen Inc	P	10/26/2006	12/18/2006	168,004 40		178,595 00	(10,590 60)
Bank of America	P	10/26/2006	12/18/2006	510,748 80		512,746 40	(1,997 60)
Chevron Corp	P	10/26/2006	12/18/2006	344,571 90		310,421 10	34,150 80
Cisco Systems Inc	P	10/26/2006	12/18/2006	357,755 60		312,017 20	45,738 40
Citi Group Inc	P	10/26/2006	12/18/2006	565,580 60		527,210 00	38,370 60
Coca Cola Co	P	10/26/2006	12/18/2006	208,037 50		199,750 00	8,287 50
Comcast Corp Cl A	P	10/26/2006	12/18/2006	183,175 00		170,425 00	12,750 00
Exxon Mobil Corp	P	10/26/2006	12/18/2006	952,592 00		884,832 60	67,759 40
General Electric Co	P	10/26/2006	12/18/2006	811,568 70		769,251 10	42,317 60
Goldman Sachs Group Inc	P	10/26/2006	12/18/2006	171,411 00		160,429 00	10,982 00
Hewlett Packard Co	P	10/26/2006	12/18/2006	231,084 60		226,171 20	4,913 40
Home Depot Inc	P	10/26/2006	12/18/2006	170,170 00		156,315 00	13,855 00
Intel Corp	P	10/26/2006	12/18/2006	254,195 00		262,642 40	(8,447 40)
International Business Machs	P	10/26/2006	12/18/2006	309,305 00		296,029 30	13,275 70
JP Morgan Chase	P	10/26/2006	12/18/2006	345,362 40		338,435 40	6,927 00
Johnson & Johnson	P	10/26/2006	12/18/2006	408,449 60		420,443 20	(11,993 60)
Merck & Co	P	10/26/2006	12/18/2006	201,777 00		211,185 30	(9,408 30)
Merrill Lynch & Co	P	10/26/2006	12/18/2006	171,891 20		160,800 50	11,090 70
Microsoft Corp	P	10/26/2006	12/18/2006	541,862 20		509,064 20	32,798 00
Morgan Stanley	P	10/26/2006	12/18/2006	178,082 20		170,876 80	7,205 40
Oracle Corp	P	10/26/2006	12/18/2006	153,085 00		158,355 00	(5,270 00)
Pepsico Inc	P	10/26/2006	12/18/2006	214,778 00		215,900 00	(1,122 00)
Pfizer Inc	P	10/26/2006	12/18/2006	395,199 00		416,313 00	(21,114 00)
Procter & Gamble	P	10/26/2006	12/18/2006	424,850 60		418,618 00	6,232 60
Schlumberger Ltd	P	10/26/2006	12/18/2006	159,365 00		152,962 40	6,402 60
Time Warner Inc	P	10/26/2006	12/18/2006	184,195 00		170,170 00	14,025 00
United Parcel Svc Inc	P	10/26/2006	12/18/2006	169,264 30		166,788 30	2,476 00
United Technologies Corp	P	10/26/2006	12/18/2006	127,235 40		132,762 60	(5,527 20)
Wachovia Corp New	P	10/26/2006	12/18/2006	234,151 40		226,929 40	7,222 00
Wal Mart Stores Inc	P	10/26/2006	12/18/2006	237,660 00		259,080 00	(21,420 00)
Wells Fargo & Co New	P	10/26/2006	12/18/2006	248,899 50		252,592 00	(3,692 50)
							0 00
AT& T Inc	P	2/13/2007	3/26/2007	469,189 20		443,602 68	25,586 52
Abbott Laboratories	P	2/13/2007	3/26/2007	164,090 12		153,966 08	10,124 04
Altria Group Inc	P	2/13/2007	3/26/2007	342,462 28		343,142 64	(680 36)
American Intl Group Inc	P	2/13/2007	3/26/2007	336,188 28		338,750 60	(2,562 32)
Amgen Inc	P	2/13/2007	3/26/2007	125,414 76		147,858 24	(22,443 48)
Bank of America	P	2/13/2007	3/26/2007	444,913 12		458,795 84	(13,882 72)
Chevron Corp	P	2/13/2007	3/26/2007	308,357 60		301,995 22	6,362 38
Cisco Systems Inc	P	2/13/2007	3/26/2007	302,494 50		318,202 50	(15,708 00)
Citi Group Inc	P	2/13/2007	3/26/2007	487,455 42		503,235 82	(15,780 40)
Coca Cola Co	P	2/13/2007	3/26/2007	184,569 00		185,416 00	(847 00)
Comcast Corp	P	2/13/2007	3/26/2007	158,558 64		160,079 76	(1,521 12)
Conocophillips	P	2/13/2007	3/26/2007	214,768 60		204,142 20	10,626 40
Exxon Mobil Corp	P	2/13/2007	3/26/2007	837,809 80		828,273 08	9,536 72
General Electric Co	P	2/13/2007	3/26/2007	704,507 36		704,506 40	0 96

THE WUNDERKINDER FOUNDATION			11/30/2007	95-4016320			
FORM 990PF, PART IV							
LIST AND DESCRIBE PROPERTY SOLD	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED OR ALLOWABLE	COST OR BASIS	GAIN OR (LOSS)
Goldman Sachs Group Inc	P	2/13/2007	3/26/2007	163,210 00		162,831 10	378 90
Google	P	2/13/2007	3/26/2007	212,871 60		211,881 96	989 64
Hewlett Packard Co	P	2/13/2007	3/26/2007	211,325 40		220,696 96	(9,371 56)
Home Depot Inc	P	2/13/2007	3/26/2007	146,916 00		158,851 00	(11,935 00)
Intel Corp	P	2/13/2007	3/26/2007	213,111 88		230,740 76	(17,628 88)
International Business Machs	P	2/13/2007	3/26/2007	278,321 16		288,386 52	(10,065 36)
JP Morgan Chase & Co	P	2/13/2007	3/26/2007	321,763 86		333,747 92	(11,984 06)
Johnson & Johnson	P	2/13/2007	3/26/2007	334,414 84		362,687 72	(28,272 88)
Merck & Co	P	2/13/2007	3/26/2007	184,366 04		182,785 36	1,580 68
Merrill Lynch & Co Inc	P	2/13/2007	3/26/2007	145,464 54		154,492 04	(9,027 50)
Microsoft Corp	P	2/13/2007	3/26/2007	459,406 76		478,521 00	(19,114 24)
Morgan Stanley	P	2/13/2007	3/26/2007	162,922 84		160,900 66	2,022 18
Pepsico Inc	P	2/13/2007	3/26/2007	196,781 40		196,288 20	493 20
Pfizer Inc	P	2/13/2007	3/26/2007	351,285 02		360,330 50	(9,045 48)
Procter & Gamble Co	P	2/13/2007	3/26/2007	381,861 72		385,224 60	(3,362 88)
Time Warner Inc	P	2/13/2007	3/26/2007	153,384 00		163,471 00	(10,087 00)
United Parcel Svc Inc	P	2/13/2007	3/26/2007	142,462 40		148,047 82	(5,585 42)
Verizon Communications	P	2/13/2007	3/26/2007	210,284 68		208,342 76	1,941 92
Wachovia Corp	P	2/13/2007	3/26/2007	209,490 12		212,777 88	(3,287 76)
Wal-Mart Stores	P	2/13/2007	3/26/2007	220,929 20		220,973 80	(44 60)
Wells Fargo & Co	P	2/13/2007	3/26/2007	225,927 96		230,583 48	(4,655 52)
							0 00
Time Warner Inc	P	4/19/2007	5/16/2007	158,993 40		154,528 20	4,465 20
United Parcel Svc	P	4/19/2007	5/16/2007	142,380 50		143,386 80	(1,006 30)
							0 00
AT & T Inc	P	4/19/2007	6/21/2007	486,494 65		477,676 65	8,818 00
Abbott Laboratories	P	4/19/2007	6/21/2007	167,772 00		177,041 00	(9,269 00)
Altria Group Inc	P	4/19/2007	6/21/2007	276,700 00		282,341 60	(5,641 60)
American Intl Group Inc	P	4/19/2007	6/21/2007	367,717 95		349,047 00	18,670 95
Bank of America	P	4/19/2007	6/21/2007	441,838 75		450,319 55	(8,480 80)
Chevron Corp	P	4/19/2007	6/21/2007	345,765 10		321,909 80	23,855 30
Cisco Systems Inc	P	4/19/2007	6/21/2007	324,632 40		317,112 55	7,519 85
Citi Group Inc	P	4/19/2007	6/21/2007	513,654 90		507,503 70	6,151 20
Coca Cola Co	P	4/19/2007	6/21/2007	201,693 75		199,213 75	2,480 00
Comcast Corp Cl A	P	4/19/2007	6/21/2007	175,708 00		170,624 00	5,084 00
Conocophlips	P	4/19/2007	6/21/2007	259,358 60		224,952 85	34,405 75
Exxon Mobil Corp	P	4/19/2007	6/21/2007	941,458 00		867,243 20	74,214.80
General Electric Co	P	4/19/2007	6/21/2007	782,827 50		705,048 50	77,779 00
Goldman Sachs Group Inc	P	4/19/2007	6/21/2007	175,010 50		166,679 25	8,331 25
Google	P	4/19/2007	6/21/2007	238,885 05		220,149 00	18,736 05
Hewlett Packard Co	P	4/19/2007	6/21/2007	239,206 10		216,174 60	23,031 50
Home Depot Inc	P	4/19/2007	6/21/2007	161,280 80		155,719 00	5,561 80
Intel Corp	P	4/19/2007	6/21/2007	273,484 15		240,103 70	33,380 45
International Business Machs	P	4/19/2007	6/21/2007	313,908 35		277,536 00	36,372 35
JP Morgan Chase & Co	P	4/19/2007	6/21/2007	338,682 00		351,161 00	(12,479 00)
Johnson & Johnson	P	4/19/2007	6/21/2007	346,295 00		359,351 80	(13,056 80)
Merck & Co	P	4/19/2007	6/21/2007	206,697 55		207,994.10	(1,296 55)
Merrill Lynch & Co Inc	P	4/19/2007	6/21/2007	149,290 00		153,756 70	(4,466 70)
Microsoft Corp	P	4/19/2007	6/21/2007	514,228 00		483,197 00	31,031 00
Morgan Stanley	P	4/19/2007	6/21/2007	190,092 80		176,116 40	13,976 40
Pepsico Inc	P	4/19/2007	6/21/2007	214,439 60		213,625 45	814 15
Pfizer Inc	P	4/19/2007	6/21/2007	359,352 00		372,325 50	(12,973 50)

THE WUNDERKINDER FOUNDATION			11/30/2007	95-4016320			
FORM 990PF, PART IV							
LIST AND DESCRIBE PROPERTY SOLD	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED OR ALLOWABLE	COST OR BASIS	GAIN OR (LOSS)
Procter & Gamble Co	P	4/19/2007	6/21/2007	385,392 00		394,320 00	(8,928 00)
Schlumberger Ltd	P	4/19/2007	6/21/2007	198,996 75		171,236 25	27,760 50
Verizon Communications	P	4/19/2007	6/21/2007	243,909 95		213,972 45	29,937 50
Wachovia Corp New	P	4/19/2007	6/21/2007	198,128 00		206,347 60	(8,219 60)
Wal-Mart Stores Inc	P	4/19/2007	6/21/2007	233,619 30		229,342 45	4,276 85
Wells Fargo & Co New	P	4/19/2007	6/21/2007	237,541 20		238,273 15	(731 95)
							0 00
AT & T Inc	P	9/13/2007	9/21/2007	518,028 92		487,977 62	30,051 30
Abbott Laboratories	P	9/13/2007	9/21/2007	162,648 44		156,704 32	5,944 12
Altria Group Inc	P	9/13/2007	9/21/2007	295,933 06		286,375 94	9,557 12
American Intl Group Inc	P	9/13/2007	9/21/2007	342,746 48		327,375 76	15,370 72
Apple Inc	P	9/13/2007	9/21/2007	245,910 14		238,001 20	7,908 94
Bank of America	P	9/13/2007	9/21/2007	445,102 40		432,240 00	12,862 40
Boeing Co	P	9/13/2007	9/21/2007	161,650 00		155,550 80	6,099 20
Chevron Corp	P	9/13/2007	9/21/2007	405,441 28		382,616 90	22,824 38
Cisco Systems Inc	P	9/13/2007	9/21/2007	394,544 02		385,418 24	9,125 78
Citi Group Inc	P	9/13/2007	9/21/2007	466,192 48		450,811 08	15,381 40
Coca Cola Co	P	9/13/2007	9/21/2007	223,807 00		220,212 50	3,594 50
Comcast Corp Cl A	P	9/13/2007	9/21/2007	146,902 56		155,590 02	(8,687 46)
Conocophillips	P	9/13/2007	9/21/2007	282,788 80		268,726 00	14,062 80
Exxon Mobil Corp	P	9/13/2007	9/21/2007	1,031,124 20		971,178 20	59,946 00
General Electric Co	P	9/13/2007	9/21/2007	835,348 22		803,642 66	31,705 56
Goldman Sachs Group Inc	P	9/13/2007	9/21/2007	163,151 40		145,248 80	17,902 60
Google	P	9/13/2007	9/21/2007	264,094 80		248,204 40	15,890 40
Hewlett Packard Co	P	9/13/2007	9/21/2007	271,501 76		260,594 84	10,906 92
Intel Corp	P	9/13/2007	9/21/2007	303,525 00		296,391 52	7,133 48
International Business Machs	P	9/13/2007	9/21/2007	316,572 40		311,683 00	4,889 40
JP Morgan Chase & Co	P	9/13/2007	9/21/2007	321,968 42		302,060 48	19,907 94
Johnson & Johnson	P	9/13/2007	9/21/2007	371,426 92		356,523 32	14,903 60
Merck & Co	P	9/13/2007	9/21/2007	221,150 08		212,702 12	8,447 96
Microsoft Corp	P	9/13/2007	9/21/2007	474,972 30		481,938 90	(6,966 60)
Oracle Corp	P	9/13/2007	9/21/2007	170,719 00		161,476 00	9,243 00
Pepsico Inc	P	9/13/2007	9/21/2007	226,382 80		220,378 00	6,004 80
Pfizer Inc	P	9/13/2007	9/21/2007	343,846 08		336,615 68	7,230 40
Procter & Gamble Co	P	9/13/2007	9/21/2007	429,491 88		414,332 40	15,159 48
Schlumberger Ltd	P	9/13/2007	9/21/2007	256,814 00		236,098 60	20,715 40
United Parcel Svc Inc Class B	P	9/13/2007	9/21/2007	156,227 40		152,468 26	3,759 14
United Technologies Corp	P	9/13/2007	9/21/2007	150,675 96		141,914 76	8,761 20
Verizon Communications	P	9/13/2007	9/21/2007	252,263 32		239,862 44	12,400 88
Wachovia Corp New	P	9/13/2007	9/21/2007	195,516 20		187,096 60	8,419 60
Wal-Mart Stores Inc	P	9/13/2007	9/21/2007	211,736 40		203,250 60	8,485 80
Wells Fargo & Co New	P	9/13/2007	9/21/2007	244,072 52		237,170 20	6,902 32
							0 00
AT & T Inc	P	10/26/2007	11/2/2007	228,384 36		230,973 00	(2,588 64)
Abbott Laboratories	P	10/26/2007	11/2/2007	73,235 32		72,709 64	525 68
Altria Group Inc	P	10/26/2007	11/2/2007	139,625 92		139,586 72	39 20
American Express Co	P	10/26/2007	11/2/2007	59,139 68		60,318 40	(1,178 72)
American Intl Group Inc	P	10/26/2007	11/2/2007	144,430 88		150,763 60	(6,332 72)
Amgen Inc	P	10/26/2007	11/2/2007	57,849 44		57,697 60	151 84
Apple Inc	P	10/26/2007	11/2/2007	142,854 00		138,529 20	4,324 80
Bank of America	P	10/26/2007	11/2/2007	188,348 80		194,315 72	(5,966 92)
Bank of New York Mell Corp	P	10/26/2007	11/2/2007	47,547 68		48,252 64	(704 96)

THE WUNDERKINDER FOUNDATION			11/30/2007	95-4016320			
FORM 990PF, PART IV							
LIST AND DESCRIBE PROPERTY SOLD	HOW	DATE	DATE	GROSS	DEPRECIATION	COST OR BASIS	GAIN OR (LOSS)
	ACQUIRED	ACQUIRED	SOLD	SALES PRICE	ALLOWED OR ALLOWABLE		
Boeing Co	P	10/26/2007	11/2/2007	64,976 56		64,464 08	512 48
Bristol Myers Squibb Co	P	10/26/2007	11/2/2007	51,738 68		52,302 04	(563 36)
CVS Carmark Corp	P	10/26/2007	11/2/2007	55,763 32		55,170 44	592 88
Chevron Corp	P	10/26/2007	11/2/2007	109,745 80		116,429 96	(6,684 16)
Cisco Systems Inc	P	10/26/2007	11/2/2007	180,291 64		174,690 68	5,600 96
Citi Group Inc	P	10/26/2007	11/2/2007	178,748 60		194,547 40	(15,798 80)
Coca Cola Co	P	10/26/2007	11/2/2007	107,040 08		108,132 64	(1,092 56)
Comcast Corp Cl A	P	10/26/2007	11/2/2007	65,979 32		67,829 32	(1,850 00)
Conocophillips	P	10/26/2007	11/2/2007	125,844 24		127,007 52	(1,163 28)
Dell Inc	P	10/26/2007	11/2/2007	60,480 64		57,656 96	2,823 68
The Walt Disney Co	P	10/26/2007	11/2/2007	59,764 88		60,769 24	(1,004 36)
Exxon Mobil Corp	P	10/26/2007	11/2/2007	446,947 80		462,268 20	(15,320 40)
General Electric Co	P	10/26/2007	11/2/2007	379,707 20		378,577 60	1,129 60
Goldman Sachs Group Inc	P	10/26/2007	11/2/2007	80,761 40		77,437 48	3,323 92
Google	P	10/26/2007	11/2/2007	119,391 60		112,465 20	6,926 40
Hewlett Packard Co	P	10/26/2007	11/2/2007	121,692 56		123,033 04	(1,340 48)
Home Depot Inc	P	10/26/2007	11/2/2007	46,706 16		46,811 04	(104 88)
Intel Corp	P	10/26/2007	11/2/2007	146,055 40		141,905 00	4,150 40
International Business Machs	P	10/26/2007	11/2/2007	144,270 40		142,152 80	2,117 60
JP Morgan Chase & Co	P	10/26/2007	11/2/2007	134,236 32		139,526 40	(5,290 08)
Johnson & Johnson	P	10/26/2007	11/2/2007	174,102 28		172,058 36	2,043 92
McDonalds Corp	P	10/26/2007	11/2/2007	64,745 36		63,313 48	1,431 88
Medtronic Inc	P	10/26/2007	11/2/2007	47,124 32		48,131 68	(1,007 36)
Merck & Co	P	10/26/2007	11/2/2007	110,993 68		110,336 24	657 44
Merrill Lynch & Co Inc	P	10/26/2007	11/2/2007	49,863 00		52,969 80	(3,106 80)
Microsoft Corp	P	10/26/2007	11/2/2007	240,545 64		227,284 80	13,260 84
Morgan Stanley	P	10/26/2007	11/2/2007	56,817 72		58,377 36	(1,559 64)
Oracle Corp	P	10/26/2007	11/2/2007	78,958 80		76,284 96	2,673 84
Pepsico Inc	P	10/26/2007	11/2/2007	103,744 32		102,773 04	971 28
Pfizer Inc	P	10/26/2007	11/2/2007	151,389 00		152,712 00	(1,323 00)
Procter & Gamble Co	P	10/26/2007	11/2/2007	197,835 36		203,975 28	(6,139 92)
Schlumberger Ltd	P	10/26/2007	11/2/2007	106,208 60		108,325 72	(2,117 12)
3M Company	P	10/26/2007	11/2/2007	56,939 44		57,838 16	(898 72)
Time Warner Inc	P	10/26/2007	11/2/2007	63,327 72		62,516 04	811 68
U S Bancorp	P	10/26/2007	11/2/2007	50,578 08		50,656 20	(78 12)
United Parcel Svc Inc Class B	P	10/26/2007	11/2/2007	68,229 12		69,225 12	(996 00)
United Technologies Corp	P	10/26/2007	11/2/2007	69,458 04		70,056 72	(598 68)
Verizon Communications	P	10/26/2007	11/2/2007	116,607 28		117,570 44	(963 16)
Wachovia Corp New	P	10/26/2007	11/2/2007	76,822 76		80,349 64	(3,526 88)
Wal-Mart Stores Inc	P	10/26/2007	11/2/2007	100,110 24		100,358 28	(248 04)
Wells Fargo & Co New	P	10/26/2007	11/2/2007	97,585 44		102,542 88	(4,957 44)
AT & T Inc	P	11/12/2007	11/27/2007			322,162 50	(31,851 10)
AT & T Inc	P	11/16/2007	11/27/2007	605,278 80		314,967 40	
Abbott Laboratories	P	11/12/2007	11/27/2007			115,451 25	2,319 36
Abbott Laboratories	P	11/16/2007	11/27/2007	230,103 10		112,332 49	
Altria Group Inc	P	11/16/2007	11/27/2007			208,782 50	143 75
Altria Group Inc	P	11/16/2007	11/27/2007	411,110 88		202,184 63	
American Express Co	P	11/16/2007	11/27/2007			91,325 00	(7,303 80)
American Express Co	P	11/16/2007	11/27/2007	175,505 96		91,484 76	
American Intl Group Inc	P	11/16/2007	11/27/2007			197,505 00	(23,415 00)
American Intl Group Inc	P	11/16/2007	11/27/2007	366,731.16		192,641 16	

THE WUNDERKINDER FOUNDATION FORM 990PF, PART IV			11/30/2007	95-4016320			
LIST AND DESCRIBE PROPERTY SOLD	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED OR ALLOWABLE	COST OR BASIS	GAIN OR (LOSS)
Amgen Inc	P	11/16/2007	11/27/2007			80,955 00	(2,723 46)
Amgen Inc	P	11/16/2007	11/27/2007	157,684 90		79,453 36	
Apple Inc	P	11/16/2007	11/27/2007			185,670 00	20,455 22
Apple Inc	P	11/16/2007	11/27/2007	384,350 40		178,225 18	
Bank of America	P	11/16/2007	11/27/2007			263,160 00	(15,333 60)
Bank of America	P	11/16/2007	11/27/2007	504,249 28		256,422 88	
Bank of New York Mell Corp	P	11/16/2007	11/27/2007			67,245 00	(1,329 06)
Bank of New York Mell Corp	P	11/16/2007	11/27/2007	132,344 86		66,428 92	
Boeing Co	P	11/16/2007	11/27/2007			94,130 00	(2,700 12)
Boeing Co	P	11/16/2007	11/27/2007	179,371 96		87,942 08	
Bristol Myers Squibb Co	P	11/16/2007	11/27/2007			74,103 75	(472 77)
Bristol Myers Squibb Co	P	11/16/2007	11/27/2007	144,143 09		70,512 11	
CVS Carmark Corp	P	11/16/2007	11/27/2007			83,240 00	(1,080 90)
CVS Carmark Corp	P	11/16/2007	11/27/2007	163,509 38		81,350 28	
Chevron Corp	P	11/16/2007	11/27/2007			247,623 75	(252 94)
Chevron Corp	P	11/16/2007	11/27/2007	483,508 04		236,137 23	
Cisco Systems Inc	P	11/16/2007	11/27/2007			234,812 50	(16,201 91)
Cisco Systems Inc	P	11/16/2007	11/27/2007	451,335 34		232,724 75	
Citi Group Inc	P	11/16/2007	11/27/2007			223,395 00	(39,613 70)
Citi Group Inc	P	11/16/2007	11/27/2007	408,877 24		225,095 94	
Coca Cola Co	P	11/16/2007	11/27/2007			166,457 50	4,795 64
Coca Cola Co	P	11/16/2007	11/27/2007	329,175 65		157,922 51	
Comcast Corp Cl A	P	11/16/2007	11/27/2007			82,025 00	(1,873 38)
Comcast Corp Cl A	P	11/16/2007	11/27/2007	158,613 35		78,461 73	
Conocophlips	P	11/16/2007	11/27/2007			183,397 50	(8,864 94)
Conocophlips	P	11/16/2007	11/27/2007	335,636 52		161,103 96	
Dell Inc	P	11/16/2007	11/27/2007			84,812 50	(4,666 40)
Dell Inc	P	11/16/2007	11/27/2007	161,155 60		81,009 50	
The Walt Disney Co	P	11/16/2007	11/27/2007			85,443 75	(4,232 25)
The Walt Disney Co	P	11/16/2007	11/27/2007	163,412 21		82,200 71	
Exelon Corp	P	11/16/2007	11/27/2007			71,820 00	481 19
Exelon Corp	P	11/16/2007	11/27/2007	139,365 77		67,064 58	
Exxon Mobil Corp	P	11/16/2007	11/27/2007			655,445 00	25,355 47
Exxon Mobil Corp	P	11/16/2007	11/27/2007	1,286,829 62		606,029 15	
General Electric Co	P	11/16/2007	11/27/2007			531,551 25	(22,991 87)
General Electric Co	P	11/16/2007	11/27/2007	1,021,354 72		512,795 34	
Goldman Sachs Group Inc	P	11/16/2007	11/27/2007			105,020 00	(5,017 96)
Goldman Sachs Group Inc	P	11/16/2007	11/27/2007	209,889 04		109,887 00	
Google	P	11/16/2007	11/27/2007			246,052 50	19,279 30
Google	P	11/16/2007	11/27/2007	417,510 40		152,178 60	
Hewlett Packard Co	P	11/16/2007	11/27/2007			167,825 00	2,430 03
Hewlett Packard Co	P	11/16/2007	11/27/2007	332,395 56		162,140 53	
Intel Corp	P	11/16/2007	11/27/2007			199,631 25	(7,517 78)
Intel Corp	P	11/16/2007	11/27/2007	386,117 90		194,004 43	
International Business Machs	P	11/16/2007	11/27/2007			189,262 50	3,889 89
International Business Machs	P	11/16/2007	11/27/2007	381,458 04		188,305 65	
JP Morgan Chase & Co	P	11/16/2007	11/27/2007			194,481 25	(12,095 55)
JP Morgan Chase & Co	P	11/16/2007	11/27/2007	372,568 42		190,182 72	
Johnson & Johnson	P	11/16/2007	11/27/2007			252,340 00	8,628 41
Johnson & Johnson	P	11/16/2007	11/27/2007	511,872 76		250,904 35	
Kraft Food Inc	P	11/16/2007	11/27/2007			69,572 50	3,278.77
Kraft Food Inc	P	11/16/2007	11/27/2007	139,353 80		66,502 53	

THE WUNDERKINDER FOUNDATION			11/30/2007	95-4016320			
FORM 990PF, PART IV							
LIST AND DESCRIBE PROPERTY SOLD	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED OR ALLOWABLE	COST OR BASIS	GAIN OR (LOSS)
McDonalds Corp	P	11/16/2007	11/27/2007			95,631 25	(2,994 71)
McDonalds Corp	P	11/16/2007	11/27/2007	183,303 34		90,666 80	
Medtronic Inc	P	11/16/2007	11/27/2007			68,895 00	8,515 51
Medtronic Inc	P	11/16/2007	11/27/2007	144,507 35		67,096 84	
Merck & Co	P	11/16/2007	11/27/2007			166,980 00	6,309 66
Merck & Co	P	11/16/2007	11/27/2007	341,169 74		167,880 08	
Microsoft Corp	P	11/16/2007	11/27/2007			365,750 00	5,433 80
Microsoft Corp	P	11/16/2007	11/27/2007	727,312 13		356,128 33	
Morgan Stanley	P	11/16/2007	11/27/2007			79,890 00	(11,016 92)
Morgan Stanley	P	11/16/2007	11/27/2007	139,721 97		70,848 89	
Oracle Corp	P	11/16/2007	11/27/2007			103,415 00	3,031 59
Oracle Corp	P	11/16/2007	11/27/2007	212,639 70		106,193 11	
Pepsico Inc	P	11/16/2007	11/27/2007			164,520 00	8,040 11
Pepsico Inc	P	11/16/2007	11/27/2007	324,016 74		151,456 63	
Pfizer Inc	P	11/16/2007	11/27/2007			214,781 25	(7,311 05)
Pfizer Inc	P	11/16/2007	11/27/2007	418,373 20		210,903 00	
Procter & Gamble Co	P	11/16/2007	11/27/2007			299,370 00	11,677 05
Procter & Gamble Co	P	11/16/2007	11/27/2007	599,580 51		288,533 46	
Schlumberger Ltd	P	11/16/2007	11/27/2007			150,588 75	2,979 38
Schlumberger Ltd	P	11/16/2007	11/27/2007	296,631 56		143,063 43	
3M Company	P	11/16/2007	11/27/2007			79,080 00	5,560 44
3M Company	P	11/16/2007	11/27/2007	162,041 00		77,400 56	
Time Warner Inc	P	11/16/2007	11/27/2007			86,350 00	(6,804 40)
Time Warner Inc	P	11/16/2007	11/27/2007	162,163 80		82,618 20	
U S Bancorp	P	11/16/2007	11/27/2007			73,268 75	(813 70)
U S Bancorp	P	11/16/2007	11/27/2007	144,941 56		72,486 51	
United Parcel Svc Inc Class B	P	11/16/2007	11/27/2007			97,680 00	(872 99)
United Parcel Svc Inc Class B	P	11/16/2007	11/27/2007	200,508 77		103,701 76	
United Technologies Corp	P	11/16/2007	11/27/2007			101,103 75	(782 54)
United Technologies Corp	P	11/16/2007	11/27/2007	198,588 70		98,267 49	
Verizon Communications	P	11/16/2007	11/27/2007			170,280 00	(7,130 94)
Verizon Communications	P	11/16/2007	11/27/2007	325,417 28		162,268 22	
Wachovia Corp New	P	11/16/2007	11/27/2007			106,155 00	1,834 11
Wachovia Corp New	P	11/16/2007	11/27/2007	209,730 11		101,741 00	
Wal-Mart Stores Inc	P	11/16/2007	11/27/2007			139,262 50	7,277 65
Wal-Mart Stores Inc	P	11/16/2007	11/27/2007	292,041 81		145,501 66	
Wells Fargo & Co New	P	11/16/2007	11/27/2007			143,550 00	(11,084 06)
Wells Fargo & Co New	P	11/16/2007	11/27/2007	269,984 62		137,518 68	
250K T-Bill	P	11/27/2006	12/29/2006	247,915 00		247,886 06	28 94
10 950 Mil T-Bill	P	12/21/2006	12/29/2006	10,858,677 00		10,858,677 00	0 00
1 mil of 5 640 Mil T-Bill	P	12/29/2006	1/30/2007	990,990 00		990,990 00	0 00
4 650 Mil T-Bill	P	12/29/2006	2/16/2007	4,618,612 50		4,618,612 50	0 00
5 650 Mil T-Bill	P	12/29/2006	2/16/2007	5,617,286 50		5,617,286 50	0 00
50K T-Bill	P	2/15/2007	2/22/2007	49,605 50		49,605 50	0 00
50K T-Bill	P	3/19/2007	3/20/2007	49,366 00		49,366 00	0 00
400K T-Bill	P	3/9/2007	4/24/2007	397,284 00		397,200 78	83 22
50K T-Bill	P	3/12/2007	4/24/2007	49,660 50		49,649 51	10 99
50K T-Bill	P	3/20/2007	4/24/2007	49,660 50		49,654 27	6 23
9 950 Mil T-Bill	P	3/29/2007	4/24/2007	9,882,439 50		9,880,934 08	1,505 42
225K T-Bill	P	5/21/2007	6/15/2007	223,436 25		223,385 06	51 19
200K T-Bill	P	6/15/2007	7/31/2007	198,826 00		198,826 00	0 00

THE WUNDERKINDER FOUNDATION			11/30/2007	95-4016320			
FORM 990PF, PART IV							
LIST AND DESCRIBE PROPERTY SOLD	HOW	DATE	DATE	GROSS	DEPRECIATION		
	ACQUIRED	ACQUIRED	SOLD	SALES PRICE	ALLOWED OR ALLOWABLE	COST OR BASIS	GAIN OR (LOSS)
100K T-Bill	P	10/31/2007	11/15/2007	99,649 00		99,624 80	24 20
125K T-Bill	P	11/8/2007	11/21/2007	124,136 25		124,111 79	24 46
8 050 Mil T-Bill	P	11/15/2007	11/21/2007	7,964,911 50		7,964,440 00	471 50
S & P Dec 655 Call	P	12/13/2006	11/15/2006	86,530 00		84,150 00	2,380 00
S & P Dec 645 Put	P	11/15/2006	12/13/2006	4,930 00		43,350 00	(38,420 00)
S & P Jan 650 Put	P	12/13/2006	12/18/2006	47,430 00		85,170 00	(37,740 00)
S & P Jan 660 Call	P	12/18/2006	12/13/2006	112,030 00		178,670 00	(66,640 00)
S & P Feb 660 Put	P	2/13/2007	2/16/2007	1,386 00		27,720 00	(26,334 00)
S & P Feb 670 Call	P	2/16/2007	2/13/2007	6,160 00		6,314 00	(154 00)
S & P March 665 Put	P	2/16/2007	3/6/2007	461,846 00		70,994 00	390,852 00
S & P March 675 Call	P	3/6/2007	2/16/2007	58,366 00		770 00	57,596 00
S & P March 640 Call	P	3/14/2007	3/7/2007	92,246 00		9,394 00	82,852 00
S & P March 630 Put	P	3/6/2007	3/14/2007	67,606 00		81,774 00	(14,168 00)
S & P April 630 Put	P	3/14/2007	3/15/2007	136,906 00		143,374 00	(6,468 00)
S & P April 640 Call	P	3/15/2007	3/14/2007	146,146 00		138,754 00	7,392 00
S & P April 635 Put	P	3/15/2007	3/26/2007	53,746 00		149,534 00	(95,788 00)
S & P April 645 Call	P	3/26/2007	3/15/2007	109,186 00		203,434 00	(94,248 00)
S & P May 670 Put	P	4/19/2007	5/16/2007	3,720 00		93,155 00	(89,435 00)
S & P May 680 Call	P	5/16/2007	4/19/2007	78,895 00		175,305 00	(96,410 00)
S & P June 695 Call	P	6/12/2007	5/16/2007	139,345 00		37,355 00	101,990 00
S & P June 685 Put	P	5/16/2007	6/12/2007	40,145 00		97,805 00	(57,660 00)
S & P July 700 Call	P	6/21/2007	6/12/2007	136,245 00		142,755 00	(6,510 00)
S & P July 690 Put	P	6/12/2007	6/21/2007	114,545 00		155,155 00	(40,610 00)
S & P Sept 685 Put	P	9/13/2007	9/26/2007	0 00		90,218 00	(90,218 00)
S & P Sept 695 Call	P	9/21/2007	9/13/2007	145,202 00		300,358 00	(155,156 00)
S & P Nov 710 Put	P	10/26/2007	11/5/2007	142,716 00		80,724 00	61,992 00
S & P Nov 720 Call	P	11/2/2007	10/26/2007	83,916 00		42,924 00	40,992 00
S & P Nov 675 Put	P	11/12/2007	11/16/2007	39,875 00		100,125 00	(60,250 00)
S & P Nov 685 Call	P	11/16/2007	11/12/2007	63,625 00		8,875 00	54,750 00
S & P Dec 675 Put	P	11/27/2007	11/16/2007			225,125 00	(225,125 00)
S & P Dec 675 Put	P	11/27/2007	11/16/2007	614,754 00		217,921 00	396,833 00
S & P Dec 685 Call	P	11/26&27/07	11/16/2007	227,375 00			227,375 00
S & P Dec 685 Call	P	11/26&27/07	11/16/2007	220,099 00		242,586 00	(22,487 00)
				165,937,134 51		164,796,373 95	1,140,760 56

WUNDERKINDER FOUNDATION			11/30/2007	
FORM 990-PF, PART XV, LINE 3				
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR				
Recipient Name and address	Relationship If Recipient Is An Individual	Foundation Status or Recipient	Purpose of Contribution	Amount
AMERICAN JEWISH COMMITTEE 165 East 56th Street, Suite 630, New York, NY 10022		501(c)(3)	Educational	8,333
AMERICAN MUSEUM OF MOVING IMAGE 162 West 56th Street, Ste. 405, New York, NY 10019		501(c)(3)	Educational	7,534
AUTISM SPEAKS 162 West 56th Street, Ste. 405, New York, NY 10019		501(c)(3)	Educational	6,250
BIG BEAR LAKE INTERNATIONAL FILM FESTIVAL PO Box 1981, Big Bear Lake, CA 92315		501(c)(3)	Educational	6,000
BOYS & GIRLS CLUB OF SANTA MONICA 1238 Lincoln Blvd, Santa Monica, CA 90401		501(c)(3)	Educational	5,000
BROWN UNIVERSITY One Prospect Street, Campus Box 1860, Providence, RI 02912		501(c)(3)	Educational	150,000
CALIFORNIA STATE UNIVERSITY, LONG BEACH 1250 N Bellflower Blvd, Long Beach, CA 90840		501(c)(3)	Educational	590,000
CEDARS-SINAI MEDICAL CENTER P O Box 48750, Room 2416, Los Angeles, CA 90048		501(c)(3)	Medical Research	2,000,000
CEDARS-SINAI MEDICAL CENTER CHAPLAINCY 8700 Beverly Blvd., Room 2416, Los Angeles, CA 90048		501(c)(3)	Religious	1,000
CHABAD'S CHILDREN OF CHERNOBYL 675 Third Avenue, Suite 3210, New York, NY 10017		501(c)(3)	Educational	50,000
CHADDOCK CHILDREN'S FOUNDATION 205 South 24th Street, Quincy, IL 62301		501(c)(3)	Educational	250,000
CHILDREN'S ACTION NETWORK 10951 West Pico Blvd, Ste. 206, Los Angeles, CA 90064		501(c)(3)	Educational	57,500
CHORAL SOCIETY OF THE HAMPTONS PO Box 1031, Bridgehampton, NY 11932		501(c)(3)	Educational	10,000
DEBBIE ALLEN DANCE COMPANY INC 3623 Halden Avenue, Culver City, CA 90232		501(c)(3)	Educational	5,000
DONORSCHOOSE INC. c/o Bob Daly, 10877 Wilshire Blvd, Suite 610, Los Angeles, CA		501(c)(3)	Educational	25,000
EAST END HOSPICE 1111 Westhampton-Riverhead Rd, Westhampton Beach NY 11978		501(c)(3)	Educational	5,000
ENTERTAINMENT INDUSTRY FOUNDATION 100 Universal City Plaza, Universal City, CA 91608		501(c)(3)	Educational	500
GEFFEN PLAYHOUSE 10886 Le Conte Avenue, Los Angeles, CA 90024		501(c)(3)	Arts	20,000
GLSEN, INC. 5777 West Century Blvd, Suite 1250, Los Angeles, CA 90045		501(c)(3)	Educational	7,500
HAMPTON SYNAGOGUE 154 Sunsey Avenue, Westhampton, NY 11978		501(c)(3)	Religious	3,600
HAYGROUND SCHOOL 151 Mitchells Lane, PO Box 1827, Bridgehampton, NY 11932		501(c)(3)	Educational	10,000
HEAL THE BAY 1444 9th Street, Santa Monica, CA 90401		501(c)(3)	Educational	8,333
HUC-SKIRBALL CULTURAL CENTER 2701 N Sepulveda Blvd, Los Angeles, CA 90049		501(c)(3)	Educational	4,000
HUMAN RIGHTS WATCH 350 5th Avenue, 34th Floor, New York, NY 10118		501(c)(3)	Educational	150,000

WUNDERKINDER FOUNDATION			11/30/2007	
FORM 990-PF, PART XV, LINE 3				
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR				
Recipient Name and address	Relationship If Recipient Is An Individual	Foundation Status or Recipient	Purpose of Contribution	Amount
INTERNATIONAL RESCUE COMMITTEE, INC. 122 East 42nd Street, New York, NY 10168		501(c)(3)	Educational	1,000,000
JOHN HOPKINS UNIVERSITY One Charles Center, Baltimore, MD 21201		501(c)(3)	Educational	100,000
JUVENILE DIABETES FOUNDATION INTERNATIONAL 800 West Sixth Street, Suite 450, Los Angeles, CA 90017		501(c)(3)	Medical Research	10,000
KEEP A CHILD ALIVE 45 Main Street, Suite 720, Brooklyn, NY 11201		501(c)(3)	Educational	5,000
LOS ANGELES POLICE FOUNDATION 555 S. Flower Street, Ste 1680, Los Angeles, CA 90086		501(c)(3)	Educational	8,333
MARLBOROUGH SCHOOL 250 S. Rossmore Avenue, Los Angeles, CA 90004		501(c)(3)	Educational	1,001,028
MENTOR LA 9911 West Pico Blvd, Los Angeles, CA 90035		501(c)(3)	Educational	25,000
MIND & LIFE INSTITUTE 589 West Street, Louisville, CO 80027		501(c)(3)	Arts	50,000
MOTION PICTURE AND TELEVISION FUND 22212 Ventura Blvd., #300, Woodland Hills, CA 91364		501(c)(3)	Arts	77,700
MUSEUM OF JEWISH HERITAGE 36 Battery Place, New York, NY 10280		501(c)(3)	Arts	25,000
NATIONAL BREAST CANCER COALITION FUND 1101 17th Street NW, Washington DC 20036		501(c)(3)	Medical Research	5,000
NATIONAL WWII MUSEUM, INC 932 Magazine Street, New Orleans, CA 70130		501(c)(3)	Educational	10,000
NEW VISIONS FOUNDATION 3131 Olympic Blvd., Santa Monica, CA 90404		501(c)(3)	Educational	1,000,000
NORMAN ROCKWELL MUSEUM 9 Glendale Road, Stockbridge, MA 01262		501(c)(3)	Educational	20,000
OPERATION SMILE 5670 Wishire Blvd., Suite 1590, Los Angeles, CA 90036		501(c)(3)	Educational	5,000
P.S. ARTS 11965 Venice Blvd., #201, Los Angeles, CA 90066		501(c)(3)	Educational	25,000
PARTNERS IN HOME CARE 2687 Parmer Street, Ste B, Missoula, MT 59808		501(c)(3)	Educational	5,000
PASADENA SYMPHONY ASSOCIATION 2500 East Colorado Blvd., Ste. 260, Pasadena, CA 91107		501(c)(3)	Arts	10,000
PLANNED PARENTHOOD HUDSON PECONIC 70 Maple Avenue, Smithtown, NY 11787		501(c)(3)	Educational	5,000
PLANNED PARENTHOOD LOS ANGELES 1920 Marengo St., Los Angeles, CA 90033		501(c)(3)	Educational	150,000
RAND CORPORATION 1776 Main Street, PO Box 2138, Santa Monica, CA 90407		501(c)(3)	Educational	5,000
RAPE FOUNDATION 1223 Wilshire Blvd, Ste. 410, Santa Monica, CA 90403		501(c)(3)	Educational	8,333
RIGHTEOUS PERSONS FOUNDATION 11400 W. Olympic Blvd, Ste. 550, Los Angeles, CA 90064		501(c)(3)	Educational	620,000
ROSS SCHOOL 18 Goodfriend Dr., East Hampton, NY 11937		501(c)(3)	Educational	10,000

WUNDERKINDER FOUNDATION			11/30/2007	
FORM 990-PF, PART XV, LINE 3				
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR				
Recipient Name and address	Relationship If Recipient Is An Individual	Foundation Status or Recipient	Purpose of Contribution	Amount
S P I R A L FOUNDATION		501(c)(3)	Educational	24,012
211 Vance Street, Pacific Palisades, CA 90272				
SHAKE&SPEARE FESTIVAL LA		501(c)(3)	Arts	10,000
9911 W. Pico Blvd, Ste 1530, Los Angeles, CA 90035				
SOUTHAMPTON HOSPITAL FOUNDATION		501(c)(3)	Medical	200,000
240 Meeting House Lane, Southampton, NY 11968				
SOUTHERN POVERTY LAW CENTER		501(c)(3)	Educational	5,000
21 W 11th Street, New York, NY 10011				
STONY BROOK FOUNDATION, INC		501(c)(3)	Educational	1,000
830 Fireplace Rd., East Hampton, NY 11937				
TEACH FOR AMERICA		501(c)(3)	Educational	5,000
315 W 9th Street, Suite 950, Los Angeles, CA 90015				
TEMPLE BETH AM		501(c)(3)	Religious	10,000
1039 So La Cienega Blvd., Los Angeles, CA 90035				
TEMPLE EMMANUEL		501(c)(3)	Religious	190,000
8844 Burton Way, Bevely Hills, CA 90211				
THE CAUCUS FOR TELEVISION, PRODUCERS, WRITERS		501(c)(3)	Educational	7,500
PO Box 11236, Burbank, CA 91510				
THE NATURE CONSERVANCY		501(c)(3)	Educational	5,000
P O Box 5125, East Hampton, NY 11937				
THE PLANETARY SOCIETY		501(c)(3)	Educational	5,000
65 N Catalina Avenue, Pasadena, CA 91106				
U S HOLOCAUST MEMORIAL MUSEUM		501(c)(3)	Educational	150,000
100 R Wallenberg Place SW, Washington, DC 20024-2126				
UNIVERSITY OF MIAMI		501(c)(3)	Educational	5,000
PO Box 248004, Coral Gables, FL 33124				
URBAN CULINARY FOUNDATION, INC		501(c)(3)	Educational	2,500
100 Magazine Street, Boston, MA 02119				
WESPARK		501(c)(3)	Educational	5,000
13520 Ventura Blvd , Sherman Oaks, CA 91423				
WESTLIGHT COMMUNITY CHURCH		501(c)(3)	Religious	1,000
1145 Biona Street., Los Angeles, CA 90066				
WESTSIDE CHILDREN'S CENTER		501(c)(3)	Educational	24,050
12120 Wagner Street, Culver City, CA 90230				
WILDWOOD SCHOOL		501(c)(3)	Educational	125,000
12201 Washington Place, Los Angeles, CA 90066				
WILLOWS COMMUNITY SCHOOL		501(c)(3)	Educational	50,000
8509 Higuera Street, Culver City, Ca 90232				
WOMEN FOR WOMEN INTERNATIONAL		501(c)(3)	Educational	2,500
156 Fifth Avenue, Suite 1100, New York, NY 10010				
WOMEN'S CARE COTTAGE		501(c)(3)	Educational	5,000
6180 Laurel Cyn Blvd , Ste 375, North Hollywood, CA 91606				
YALE UNIVERSITY		501(c)(3)	Educational	75,000
PO Box 803, New Haven, CT 06510				
				8,624,506

THE WUNDERKINDER FOUNDATION
95-4016320

STATEMENT 10

11/30/2007

FORM 990PF, PART XV(B) - APPROVED FOR FUTURE PAYMENT

RECIPIENT	RELATIONSHIP	STATUS	PURPOSE	AMOUNT
HUMAN RIGHTS WATCH 350 Fifth Avenue, New York, NY 10118	NONE	501(C)(3)	EDUCATIONAL	150,000
U S. HOLOCAUST MEMORIAL MUSEUM 100 Raul Wallenberg Place, Washington, DC 20024	NONE	501(C)(3)	EDUCATIONAL	900,000
CEDARS-SINAI MEDICAL CENTER 8700 Beverly Blvd., Suite 2416; Los Angeles, CA 90048	NONE	501(C)(3)	MEDICAL RESEARCH	3,000,000
CALIFORNIA STATE UNIVERSITY, LONG BEACH 1250 N Bellflower Blvd , Long Beach, CA 90840	NONE	501(C)(3)	EDUCATIONAL	788,000
CHADDOCK SCHOOL OF QUINCY 205 South 24th Street, Quincy, IL 62301	NONE	501(C)(3)	EDUCATIONAL	1,120,000
MARLBOROUGH SCHOOL 250 S Rossmore, Los Angeles, CA 90004	NONE	501(C)(3)	EDUCATIONAL	3,000,000
TEMPLE EMANUEL 8844 Burton Way, Beverly Hill, CA 90211	NONE	501(C)(3)	RELIGIOUS	360,000
NEW VISIONS SCHOOL 3131 Olympic Blvd , Santa Monica, CA 90404	NONE	501(C)(3)	EDUCATIONAL	1,333,333
				<u>10,651,333</u>

STATEMENT 10

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

Form 990-PF

2006

Name **THE WUNDERKINDER FOUNDATION**
C/O BRESLAUER RUTMAN & ANDERSON, LLCEmployer identification number
95-4016320

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	934,361.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or of section 167(g) for depreciation under the income forecast method		
2c	Credit for Federal tax paid on fuels (see instructions)		
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	934,361.
4	Enter the tax shown on the corporation's 2005 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	40,427.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	40,427.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☒ The corporation is using the annualized income installment method.
- 8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9 04/15/07	05/15/07	08/15/07	11/15/07
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each col. Special rules apply to corporations with assets of \$1 billion or more (see instr)	10	9,981.	101,987.	399,226.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11 13,078.		100,000.	400,000.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column	12	13,078.	3,097.	1,110.
13 Add lines 11 and 12	13	13,078.	103,097.	401,110.
14 Add amounts on lines 16 and 17 of the preceding column	14			
15 Subtract line 14 from line 13. If zero or less, enter -0-	15 13,078.	13,078.	103,097.	401,110.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16	0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18 13,078.	3,097.	1,110.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2006 and before 7/1/2006				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 7\%}{365}$	\$	\$	\$	\$
23 Number of days on line 20 after 6/30/2006 and before 4/1/2007				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 8\%}{365}$	\$	\$	\$	\$
25 Number of days on line 20 after 3/31/2007 and before 7/1/2007				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times \%}{365}$	\$	\$	\$	\$
27 Number of days on line 20 after 6/30/2007 and before 10/1/2007				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times \%}{365}$	\$	\$	\$	\$
29 Number of days on line 20 after 9/30/2007 and before 1/1/2008				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	\$	\$	\$	\$
31 Number of days on line 20 after 12/31/2007 and before 2/16/2008				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	\$	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	\$	\$	\$	\$
34 Penalty. Add columns (a) through (d), of line 33. Enter the total here and on Form 1120; line 33, Form 1120-A, line 29; or the comparable line for other income tax returns				34 \$ 0.

* For underpayments paid after March 31, 2007: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

JWA

Form 2220 (2006)

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for

any 6 consecutive months is at least 70%. See instructions.)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1	Enter taxable income for the following periods:				
a	Tax year beginning in 2003	1a			
b	Tax year beginning in 2004	1b			
c	Tax year beginning in 2005	1c			
2	Enter taxable income for each period for the tax year beginning in 2006.	2			
3	Enter taxable income for the following periods:	First 4 months	First 6 months	First 9 months	Entire year
a	Tax year beginning in 2003	3a			
b	Tax year beginning in 2004	3b			
c	Tax year beginning in 2005	3c			
4	Divide the amount in each column on line 1a by the amount in column (d) on line 3a.	4			
5	Divide the amount in each column on line 1b by the amount in column (d) on line 3b.	5			
6	Divide the amount in each column on line 1c by the amount in column (d) on line 3c.	6			
7	Add lines 4 through 6.	7			
8	Divide line 7 by 3.	8			
9	Divide line 2 by line 8.	9			
10	Figure the tax on the amt on ln 9 using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return).	10			
11a	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a.	11a			
b	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b.	11b			
c	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c.	11c			
12	Add lines 11a through 11c.	12			
13	Divide line 12 by 3.	13			
14	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d).	14			
15	Enter any alternative minimum tax for each payment period (see instructions).	15			
16	Enter any other taxes for each payment period (see instr)	16			
17	Add lines 14 through 16.	17			
18	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions).	18			
19	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-.	19			

Part II - Annualized Income Installment Method **

		(a)	(b)	(c)	(d)
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20 Annualization periods (see instructions).	20				
21 Enter taxable income for each annualization period (see instructions).	21		249,508.	3,732,251.	19,169,768.
22 Annualization amounts (see instructions).	22	6.000000	4.000000	2.000000	1.333333
23 Annualized taxable income. Multiply line 21 by line 22.	23		998,032.	7,464,502.	25,559,684.
24 Figure the tax on the amount on line 23 using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return).	24		19,961.	149,290.	511,194.
25 Enter any alternative minimum tax for each payment period (see instructions).	25				
26 Enter any other taxes for each payment period (see instr)	26				
27 Total tax. Add lines 24 through 26.	27		19,961.	149,290.	511,194.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions).	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-.	29		19,961.	149,290.	511,194.
30 Applicable percentage.	30	25%	50%	75%	100%
31 Multiply line 29 by line 30.	31		9,981.	111,968.	511,194.

Part III - Required Installments

Note: Complete lines 32 through 38 of one column before completing the next column.		1st installment	2nd installment	3rd installment	4th installment
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31.	32	0.	9,981.	111,968.	511,194.
33 Add the amounts in all preceding columns of line 32 (see instructions).	33			9,981.	111,968.
34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-.	34		9,981.	101,987.	399,226.
35 Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: Corporations with assets of \$1 billion or more and "large corporations," see the instructions for line 10 for the amounts to enter.	35	10,107.	457,074.	233,590.	233,591.
36 Subtract line 38 of the preceding column from line 37 of the preceding column.	36		10,107.	457,200.	588,803.
37 Add lines 35 and 36.	37	10,107.	467,181.	690,790.	822,394.
38 Required installments Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. (see instructions).	38	0.	9,981.	101,987.	399,226.

JWA

Form 2220 (2006)

** Annualized Income Installment Method Using Standard Option

The Righteous Persons Foundation

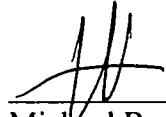
11400 West Olympic Boulevard, Suite 550
Los Angeles, CA 90064-1661

To: The Wunderkinder Foundation
11400 West Olympic Blvd., Suite 550
Los Angeles, CA 90064-1661

The following is the report of The Righteous Persons Foundation ("the Foundation") regarding the Foundation's expenditures of grants received from The Wunderkinder Foundation during fiscal year 2007. This report is issued solely for purposes of IRS Regulation 53.4942(a)-3 and is required only if it is ultimately determined that the Foundation is "controlled" by The Wunderkinder Foundation, as defined in IRS Regulation 53.4942(a)-3(a)(3). The delivery of the report does not evidence our conclusion that the Foundation is so controlled or our acknowledgement concerning any other relationship between the Foundation and The Wunderkinder Foundation or any contributor thereto.

The foundation received total contributions from your organization of \$620,000 in 2007. Under the rules of IRC Regulation 53.4942(a)-3(c)(2), the contribution has been distributed as a qualifying distribution. The grant from your organization was used to pay for the operating expenses of the foundation's exempt purpose activity. These expenditures were treated as made out of corpus under IRS Regulation 53.4942(a)-3(d).

Dated:  6/3, 2008.


Michael Rutman, CFO,
The Righteous Persons Foundation

FIRST AMENDED AND RESTATED
BY-LAWS
OF
THE WUNDERKINDER FOUNDATION
A California Nonprofit Public Benefit Corporation

ARTICLE I

Offices

Section 1. Principal Executive Office. The principal executive office of the corporation is hereby fixed and located at 11400 West Olympic Boulevard, Suite 550, Los Angeles, California 90064. The Board of Directors (herein called the "Board") is hereby granted full power and authority to change said principal executive office from one location to another. Any such change shall be noted on the By-Laws opposite this section or this section may be amended to state the new location.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II

Section 1. Specific and Primary Purpose The specific and primary purpose of this corporation is to collect and receive contributions and to dispose of funds exclusively for charitable, religious, scientific or educational purposes.

Section 2. General Purposes. The general purposes of this corporation are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the entire principal and income permanently, irrevocably and exclusively to such corporations, trusts, community chests, funds or foundations organized and operated exclusively for charitable, religious, scientific, literary and educational purposes, which, at the time of distribution, shall be exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 23701d of the California Revenue and Taxation Code, or corresponding provisions of any subsequent federal or state tax laws, and contributions to which shall be deductible by taxpayers as charitable contributions, gifts, bequests or transfers under the then applicable provisions of the said Internal Revenue Code and Revenue and Taxation Code, provided, however, that no part of the net earnings of such organizations shall inure to the benefit of any private shareholder or individual, and provided, further, that no substantial part of the activities of such organizations is carrying on propaganda or otherwise attempting to influence legislation (except as provided in Section 501(h) of the Internal Revenue Code), and provided, further, that such organizations do not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE III

Nonprofit and Nonpartisan Activities

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except to the extent permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended, provided that the corporation has made an election under said section of said Code), and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE IV

Dedication of Assets

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members, or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1986, or any other individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to the purposes set forth in Article II above, and no part of the profits or net income or assets of this corporation shall ever inure to the benefit of any director, officer, trustee, shareholder, or member of this corporation or to the benefit of any other private individual. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets of this corporation shall be distributed to one or more nonprofit trusts, funds, foundations, corporations, associations or institutions which are organized and operated exclusively for literary, charitable, educational, scientific or religious purposes and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 23701d of the California Revenue and Taxation Code, or corresponding provisions of any subsequent federal or state tax laws, as the Board may then determine. Any such distribution shall be made conditional on the transferee's taking such assets subject to such obligations then outstanding as may have validly been created or entered into by this corporation. In no event shall any funds, property or assets of this corporation as shall exist upon the winding up and dissolution of this corporation be paid directly or indirectly to any member, director or officer of the corporation or to any person related to such member, officer or director, but shall be disbursed only in accordance with the limitations hereinabove contained.

ARTICLE V

Membership

The corporation shall have no members

ARTICLE VI

Directors

Section 1. Powers. Subject to the provisions of the Articles, of these By-Laws, and of the California Nonprofit Corporation Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these By-Laws:

- (a) To select and remove all other officers, agents, and employees of the corporation, prescribe the powers and duties for them as may not be inconsistent with law, or with the Articles or these By-Laws, fix their compensation, and require security from them for faithful service.
- (b) To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefor not inconsistent with law, or with the Articles or these By-Laws, as they may deem best.
- (c) To adopt, make, and use a corporate seal, and to alter the form of such seal from time to time, as in their judgment they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.
- (e) To change the principal executive office or principal business office in the State of California from one location to another; to cause the corporation to be qualified to do business in any other state, territory, dependency or country and to conduct business within or outside the State of California; and to designate any place within or outside the State of California for the holding of meetings of the Board.

Section 2. Number of Directors. The authorized number of directors shall be three. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of directors, but if any such annual meeting is not held or the directors are not elected at the annual meeting, the directors may be elected at any special meeting of directors held for that purpose. Directors shall be elected for a term of one year. Each director shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Vacancies. Any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs

A director may be removed without cause if such removal is approved by a majority of the other directors then in office.

The Board may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, or has been found by final order or judgment of any court to have breached a duty under Sections 5230, et seq., of the California Nonprofit Public Benefit Corporation Law.

A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation, or removal of any director, or if the authorized number of directors is increased, or if the directors fail, at any annual or special meeting of directors at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting. Unless otherwise provided in the Articles or these By-Laws, vacancies in the Board, including those existing as a result of a removal of a director, may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term for which elected or until a successor has been elected and qualified.

Section 5. Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person means (1) any person currently being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director, or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 6. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. Whenever a place other than the principal office is fixed by the Board as the place at which future meetings are to be held, written notice thereof shall be sent not later than the following business day to all directors who were absent from the meeting at which said place was fixed. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation.

Section 7. Annual Regular Meetings. The annual regular meeting of the Board shall be held on the first day of January of each year, at 10:00 a.m. local time, or such other date or such other time as may be fixed by the Board; provided, however, that should said day fall upon a legal holiday observed by the corporation at its principal executive office, then any such annual regular meeting of the Board shall be held at the same time and place on the next day thereafter ensuing which is a full business day. Such regular meeting shall be held for the purpose of organization, election of directors and officers, and the transaction of other business.

Section 8. Special Meetings. Special meetings of the Board for any lawful purpose may be called at any time by the Chairman of the Board, the President, or the Secretary or by any two directors, if there are three or more directors on the Board at such time, or by any one director, if there are less than three directors on the Board at such time.

Special meetings of the Board shall be held upon four days' written notice by first-class mail or 48 hours' notice given personally or by telephone, including a voice messaging system or by electronic transmission by the corporation. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have

been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission. Electronic transmission shall be deemed to have been given when actually transmitted by the person giving the notice by electronic transmission to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient, or when recorded on a voice messaging system at such location.

The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal executive office of the corporation.

Section 9. Quorum. A majority of the authorized number of directors, but not less than two (except where there is only one director, in which case one director constitutes a quorum), constitutes a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by the Articles, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. The provisions of this section also apply to committees of the Board and to actions by such committees.

Section 10. Participation in Meetings by Conference Telephone, Video or Other Similar Means. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or other electronic transmission by and to the corporation, so long as all Board members participating in such meeting can hear one another, can communicate with all of the other Board members concurrently, and the other requirements of Corporations Code §5211(a)(6) are met.

Section 11. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding such meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board to be just and reasonable as to the corporation at the time it was authorized, ratified or approved

Section 14. Action Without A Meeting. Any action required or permitted to be taken by the Board, including, but not limited to, the regular annual meeting of the Board, may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board

Section 15. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and also of its subsidiary corporations, domestic or foreign. Such inspection by a director may be made in person or by agent or attorney and includes the right to copy and obtain extracts.

Section 16. Committees. The Board may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, create one or more committees, to serve at the pleasure of the Board. Committees may be composed entirely of directors, of persons who are not directors or any combination of directors and non-directors. Appointments to such committees shall be by a majority vote of the number of directors authorized. The Board may appoint one or more persons as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee composed entirely of directors, to the extent provided in the resolution of the Board, provided that such committee consists of at least two or more directors, shall have all the authority of the Board, except with respect to:

(a) The approval of any action for which the Nonprofit Public Benefit Corporation Law of California also requires Board approval;

(b) The filling of vacancies on the Board or in any committee which has the authority of the Board,

(c) The fixing of compensation of the directors for serving on the Board or any committee;

(d) The amendment or repeal of By-Laws or the adoption of new By-Laws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or members thereof,

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) The approval of any transaction (i) to which the corporation is a party and in which one or more directors has a material financial interest and which does not meet the requirements of Section 5233(d)(1), (2), or (3) of the California Nonprofit Public Benefit Law; or (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest

Committees not composed entirely of directors or composed of a single director shall not have authority of the Board and shall report back to the full Board as to any matter within the authority of the Board for approval or ratification by the Board.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee or these By-laws shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 17. Non-Liability of Volunteer Directors or Officers. There shall be no personal liability to a third party for monetary damages on the part of a volunteer director or executive officer caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer if (i) the act or omission was within the scope of the director's or executive officer's duties; (ii) the act or omission was performed in good faith; (iii) the act or omission was not reckless, wanton, intentional or grossly negligent; and (iv) damages caused by the act or omission are covered pursuant to a liability insurance policy issued either to the corporation (either a general liability policy or a director's and officer's liability policy) or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for damages if the Board and the person had made all reasonable efforts in good faith to obtain available liability insurance. If a corporation has an annual budget of less than \$25,000, such efforts shall be satisfied by the corporation if it makes at least one inquiry per year to purchase general liability insurance, and such insurance is not available at a cost of less than 5% of the previous year's annual budget. All terms in this section shall have the definitions provided in Section 5239 of the California Nonprofit Public Benefit Law.

ARTICLE VII

Officers

Section 1. Officers. The officers of the corporation shall be a chairman of the board or a president or both, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the Board, a treasurer, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either President or Chairman of the Board.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these By-Laws or as the Board from time to time determines.

Section 4. Removal and Resignation Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of any officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these By-Laws for regular election or appointment in such office.

Section 6. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The President shall, in the absence of the Chairman of the Board, or if there be none, preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Vice President. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of all meetings and actions of the Board, and its committees, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the Board and of any committees thereof required by these By-Laws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board

Section 10. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director. The Chief Financial Officer shall cause all moneys and other valuables to be deposited in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the

corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his possession or under his control on his death, resignation, retirement or removal from office.

ARTICLE VIII

Other Provisions

Section 1. Inspection of By-laws. The corporation shall keep in its principal office in California the original or a copy of the Articles and By-Laws as amended to date, which shall be open to inspection by directors at all reasonable times during office hours. If the corporation has no office in this state, it shall upon the written request of any director furnish to such director a copy of the Articles and By-Laws as amended to date.

Section 2. Maintenance and Inspection of Other Corporate Records. The accounting books, records and minutes of proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board or, in the absence of such designation, at the principal executive office of the corporation. The minutes and accounting books and records shall be open to inspection by every director pursuant to his or her right to inspect set forth in Section 15 of Article VI above.

Section 3. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, share certificate, conveyance, or other instrument in writing and any assignment or endorsements thereof executed or entered into between this corporation and any other person, when signed by any one of the Chairman of the Board, the President or any Vice President, and by any one of the Secretary, any Assistant Secretary, the Chief Financial Officer or any Assistant Treasurer of this corporation, shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation for any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 4. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these By-Laws.

Section 6. Annual Report. The corporation shall provide to the directors, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

(a) The assets and liabilities, including the trust fund, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law

ARTICLE IX

Indemnification

Section 1. Indemnification. The corporation shall have the power to indemnify its "agents", as defined in §5238 of the California Nonprofit Public Benefit Corporation Law, to the full extent permitted by §5238 and applicable law.

Section 2. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article, provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law. The corporation shall make all reasonable efforts in good faith to obtain available liability insurance if and to the extent required by Section 5239 of the California Nonprofit Public Benefit Corporation Law.

Section 3. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise which shall be enforceable to the extent permitted by applicable law.

ARTICLE X

Emergency By-Laws

During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its business or customarily holds meetings of its Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the executive committee, if any, cannot readily be convened for action, a meeting of the Board or of said committee may be called by any officer or director. Such notice may be given only to such of

the directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time

The director or directors in attendance at the meeting of the Board, and the member or members of the executive committee, if any, in attendance at the meeting of the committee shall constitute a quorum. If none are in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the executive committee, be deemed directors or members of the committee, as the case may be, for such meeting

The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any such emergency, may, effective in the emergency, change the principal executive office or designate several alternative offices or authorize the officers to do so.

ARTICLE XI

Amendment

These By-Laws may be amended or repealed by the approval of the Board.

Certificate of Adoption

of

By-Laws

I, the undersigned, certify:

That I am the duly elected, qualified and acting Secretary of THE WUNDERKINDER FOUNDATION and that the foregoing By-Laws were adopted as the By-Laws of said corporation by the incorporator on the first day of October, 2007, and duly ratified by Unanimous Written Consent of the Board of Directors of said corporation on said date.



Michael Rutman, Secretary