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Short Form

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-1150

2008

Open to Public Inspection

Form 990-EZ

Department of the Treasury
Internal Revenue Service

Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form. The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2008 calendar year, or tax year beginning SEP 1, 2008 and ending AUG 31, 2009

B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending. Please use IRS label or print or type See Specific Instructions.

C Name of organization: WHF FOUNDATION

D Employer identification number: 54-1871583

E Telephone number: (703) 683-1666

F Group Exemption Number: []

Number and street (or P.O. box, if mail is not delivered to street address): 400 NORTH WASHINGTON STREET

Room/suite: 300

City or town, state or country, and ZIP + 4: ALEXANDRIA, VA 22314

G Accounting method: Cash Accrual Other (specify) []

I Website: WWW.WHFDC.ORG

J Organization type (check only one) 501(c)(3) (insert no.) [] 4947(a)(1) or [] 527

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ \$ 63,053.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	35,647.
	2	Program service revenue including government fees and contracts	2	27,360.
	3	Membership dues and assessments	3	
	4	Investment income	4	6.
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost of other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	6a	Gross revenue (not including reported on line 1)	6a	
6b	Less: direct expenses other than fundraising expenses	6b		
6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
7b	Less: cost of goods sold	7b		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe OTHER REVENUE)	8	40.	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	63,053.	
Expenses	10	Grants and similar amounts paid (attach schedule) STMT 4	10	55,000.
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	17,488.
	14	Occupancy, rent, utilities, and maintenance	14	
	15	Printing, publications, postage, and shipping	15	
	16	Other expenses (describe SEE STATEMENT 1)	16	2,707.
17	Total expenses. Add lines 10 through 16	17	75,195.	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	<12,142.>
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	52,803.
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	40,661.

Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ. (See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	41,656.	22 40,498.
23 Land and buildings		23
24 Other assets (describe SEE STATEMENT 2)	21,432.	24 2,500.
25 Total assets	63,088.	25 42,998.
26 Total liabilities (describe SEE STATEMENT 3)	10,285.	26 2,337.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	52,803.	27 40,661.

832171 12-17-08 LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Form 990-EZ (2008)

SCANNED JUL 2 2 2010

Part V Other Information (Note the statement requirements in the instructions for Part VI.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34	Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes		X
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
36	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Sch. N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0.		
b	Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b N/A		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a N/A		
b	Gross receipts, included on line 9, for public use of club facilities 39b N/A		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.		
b	Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I		X
c	Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
d	Enter amount of tax on line 40c reimbursed by the organization ▶ 0.		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41	List the states with which a copy of this return is filed. ▶ NONE		
42a	The books are in care of ▶ POTOMAC MANAGEMENT RESOURCES Telephone no. ▶ 703-683-1666 Located at ▶ 717 PRINCESS STREET, ALEXANDRIA, VA ZIP + 4 ▶ 22314 400 NEW WASHINGTON ST. WASHINGTON DC 20000		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	If "Yes," enter the name of the foreign country: ▶		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		X
	If "Yes," enter the name of the foreign country: ▶		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Form 990-EZ (2008)

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

- | | Yes | No |
|-----|--------------------------|-------------------------------------|
| 46 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 47 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 48 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 49a | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 49b | <input type="checkbox"/> | <input type="checkbox"/> |
- 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
- 48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 49 a Did the organization make any transfers to an exempt non-charitable related organization?
 b If "Yes," was the related organization(s) a section 527 organization?
- 50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
NONE				
Total number of other employees paid over \$100,000 ▶				

51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		
Total number of other independent contractors each receiving over \$100,000 ▶		

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 officer) is based on all information of which preparer has any knowledge.

Sign Here ▶ BARRY WIDES Date 4-19-10
Signature of officer

▶ BARRY WIDES, Treasurer
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ RIT RA Date 4/13/10 Check if self-employed Preparer's Identifying Number (See instr)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ RAFFA, PC
1899 L STREET NW, SUITE 900
WASHINGTON, DC 20036 EIN ▶
Phone no. 202-822-5000

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6,810.	10,671.	15,130.	54,944.	35,647.	123,202.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3	6,810.	10,671.	15,130.	54,944.	35,647.	123,202.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						30,841.
6 Public Support. Subtract line 5 from line 4						92,361.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	6,810.	10,671.	15,130.	54,944.	35,647.	123,202.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	390.	437.	18.	9.	6.	860.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)					40.	40.
11 Total support. Add lines 7 through 10						124,102.
12 Gross receipts from related activities, etc. (see instructions)					12	400,965.

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	74.42 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	97.83 %
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

FORM 990-EZ	OTHER EXPENSES	STATEMENT	1
DESCRIPTION		AMOUNT	
BANK CHARGES		1,470.	
BOARD OF DIRECTORS		1,056.	
EVENT EXPENSE		181.	
TOTAL TO FORM 990-EZ, LINE 16		2,707.	

FORM 990-EZ	OTHER ASSETS	STATEMENT	2
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
ACCOUNTS RECEIVABLE	21,000.	500.	
PREPAID EXPENSES	432.	2,000.	
TOTAL TO FORM 990-EZ, LINE 24	21,432.	2,500.	

FORM 990-EZ	OTHER LIABILITIES	STATEMENT	3
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
ACCOUNTS PAYABLE	3,585.	1,337.	
SCHOLARSHIP PAYABLE	2,000.	1,000.	
DEFERRED REVENUE	4,700.	0.	
TOTAL TO FORM 990-EZ, LINE 26	10,285.	2,337.	

FORM 990-EZ

CASH GRANTS AND ALLOCATIONS

STATEMENT 4

CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS	DONEE'S RELATIONSHIP	AMOUNT
GRANT AMERICAN ACADEMY ON COMM. IN HEALTHCARE 3103 9TH ROAD N ARLINGTON, VA 22201	NONE	5,000.
GRANT BORROMEO HOUSING, INC. 3304 WASHINGTON BLVD. ARLINGTON, VA 22201	NONE	5,000.
GRANT CALVARY WOMEN'S SERVICES 928 5TH STREET, NW WASHINGTON, DC 20001	NONE	5,000.
GRANT FATHER MCKENNA CENTER 19 EYE STREET, NW WASHINGTON, DC 20001	NONE	5,000.
GRANT GOOD SHEPHERD HOUSING AND FAMILY SERVICE 8305 RICHMOND HWY. #17B ALEXANDRIA, VA 22309	NONE	5,000.
GRANT MICAH HOUSE 2829 WISCONSIN AVE, NW WASHINGTON, DC 20007	NONE	5,000.
GRANT N STREET VILLAGE 1333 N STREET, NW WASHINGTON, DC 20005	NONE	5,000.
GRANT RACHAEL'S WOMEN'S CENTER 1222 11TH STREET. NW WASHINGTON, DC 20001	NONE	5,000.
GRANT SHELTER HOUSE P.O. BOX 4081 FALLS CHURCH, VA 22044	NONE	5,000.

WHF FOUNDATION

54-1871583

GRANT

NONE

5,000.

SILVER SPRING INTERFAITH HOUSING COALITION
914 SILVER SPRING AVENUE
SILVER SPRING, MD 20910

GRANT

NONE

5,000.

SINAI ASSISTED HOUSING FOUNDATION, INC.
3100 MILITARY ROAD, NW
WASHINGTON, DC 20015

TOTAL INCLUDED ON FORM 990-EZ, LINE 10

55,000.

FORM 990-EZ

INFORMATION REGARDING TRANSFERS
ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

STATEMENT 5

A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS,
DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL
BENEFIT CONTRACT? [] YES [X] NO

B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS,
DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? . . [] YES [X] NO

IN AUGUST OF 2000 THE FOUNDATION MADE ITS FIRST GRANTS TO SIX LOCAL NON-PROFIT ORGANIZATIONS. THESE GRANTS CONTINUE TO HELP LOCAL ORGANIZATIONS SERVE WOMEN AND THEIR FAMILIES IN THE AREAS OF HOUSING AND FINANCE. THE ORGANIZATIONS THAT WE FUND HAVE EXEMPLARY TRACK RECORDS AT SERVING THEIR TARGET GROUPS, WHICH INCLUDED HOMELESS FAMILIES AND LOW-INCOME WOMEN. EVERY YEAR SINCE 2000, THE FOUNDATION HAS AWARDED PARTNERSHIP GRANTS.

TO HELP WOMEN AND THEIR FAMILIES IN THE WASHINGTON D.C. METROPOLITAN AREA BY PROVIDING CHARITABLE SERVICES AND EDUCATIONAL ACTIVITIES PRIMARILY IN THE FIELDS OF HOUSING AND FINANCE.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization WHF FOUNDATION	Employer identification number 54-1871583
	Number, street, and room or suite no. If a P.O. box, see instructions. 400 NORTH WASHINGTON STREET, NO. 300	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ALEXANDRIA, VA 22314	

Check type of return to be filed (File a separate application for each return):

Form 990 Form 990-EZ Form 990-T (sec 401(a) or 408(a) trust) Form 1041-A Form 5227 Form 8870
 Form 990-BL Form 990-PF Form 990-T (trust other than above) Form 4720 Form 6069

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

POTOMAC MANAGEMENT RESOURCES

• The books are in the care of **717 PRINCESS STREET - ALEXANDRIA, VA 22314**
 Telephone No. **703-683-1666** FAX No.

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

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

4 I request an additional 3-month extension of time until JULY 15, 2010

5 For calendar year _____, or other tax year beginning SEP 1, 2008, and ending AUG 31, 2009

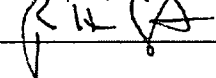
6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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

Signature and Verification

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

Signature  Title **CPA** Date **4/18/10**