



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

EXTENSION ATTACHED

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WHISPERING BELLS FOUNDATION		A Employer identification number 13-6962126
	C/O RSM MCGLADREY, INC. Number and street (or P O box number if mail is not delivered to street address) Room/suite 1185 AVENUE OF THE AMERICAS		B Telephone number (212) 372-1210
	City or town, state, and ZIP code NEW YORK, NY 10036		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 866,068. (Part I, column (d) must be on cash basis)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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	505,000.		N/A	
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	65.	65.		STATEMENT 1
4	Dividends and interest from securities	20,348.	20,348.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-40,704.			
b	Gross sales price for all assets on line 6a	265,858.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	484,709.	20,413.		
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				
c	Other professional fees				
17	Interest				
18	Taxes	649.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	3,903.	3,623.		280.
24	Total operating and administrative expenses. Add lines 13 through 23	4,552.	3,623.		280.
25	Contributions, gifts, grants paid	721,250.			721,250.
26	Total expenses and disbursements. Add lines 24 and 25	725,802.	3,623.		721,530.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-241,093.			
b	Net investment income (if negative, enter -0-)		16,790.		
c	Adjusted net income (if negative, enter -0-)			N/A	

WHISPERING BELLS FOUNDATION

Form 990-PF (2009)

C/O RSM MCGLADREY, INC.

13-6962126

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	52,465.	52,172.	52,172.
	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 5	59,303.	45,991.	45,991.
	b Investments - corporate stock STMT 6	945,704.	728,335.	767,905.
	c Investments - corporate bonds	10,062.		
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,067,534.	826,498.	866,068.
	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 ▶ ☐			
	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 ▶ ☒			
	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	1,067,534.	826,498.	
30 Total net assets or fund balances	1,067,534.	826,498.		
31 Total liabilities and net assets/fund balances	1,067,534.	826,498.		

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	1,067,534.
2 Enter amount from Part I, line 27a	2	-241,093.
3 Other increases not included in line 2 (itemize) ▶ <u>ADJUSTMENT ON COST BASIS</u>	3	57.
4 Add lines 1, 2, and 3	4	826,498.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	826,498.

Form 990-PF (2009)

WHISPERING BELLS FOUNDATION

Form 990-PF (2009)

C/O RSM MCGLADREY, INC.

13-6962126

Page 3

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 JP MORGAIN - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
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 265,834.		306,562.	-40,728.
b 24.			24.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-40,728.
b			24.
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	-40,704.
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))
2008	685,850.	1,078,163.	.636128
2007	726,752.	628,342.	1.156619
2006	997,671.	1,249,211.	.798641
2005	576,300.	1,314,216.	.438512
2004	551,952.	1,086,553.	.507984

2 Total of line 1, column (d)	2	3.537884
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	.707577
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	952,291.
5 Multiply line 4 by line 3	5	673,819.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	168.
7 Add lines 5 and 6	7	673,987.
8 Enter qualifying distributions from Part XII, line 4	8	721,530.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	168.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	168.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	168.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	560.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	560.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	392.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 392. Refunded ☐ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY		
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2009)

WHISPERING BELLS FOUNDATION
C/O RSM MCGLADREY, INC.

13-6962126

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JOHN MCPARLAND</u> Telephone no. ► <u>(212) 372-1210</u> Located at ► <u>RSM MCGLADREY, INC. 1185 6TH AVENUE, NEW YORK, NY</u> ZIP+4 ► <u>10036</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	☐ ► 15 <u>N/A</u>		

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u> ► ☐	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 2009?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ No	
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.)	<u>N/A</u>	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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 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 2009)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b

Form 990-PF (2009)

WHISPERING BELLS FOUNDATION

Form 990-PF (2009)

C/O RSM MCGLADREY, INC.

13-6962126

Page 6

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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
PETER WORKMAN C/O RSM MCGLADREY, INC., 1185 6TH AVE NEW YORK, NY 10036	PRES/TRUSTEE 1.50	0.	0.	0.
CAROLAN WORKMAN C/O RSM MCGLADREY, INC., 1185 6TH AVE NEW YORK, NY 10036	TRUSTEE 1.00	0.	0.	0.
EDWARD KLAGSBRUN C/O RSM MCGLADREY, INC., 1185 6TH AVE NEW YORK, NY 10036	TRUSTEE 1.00	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 (2009)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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	760,315.
b	Average of monthly cash balances	1b	206,478.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	966,793.
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	966,793.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,502.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	952,291.
6	Minimum investment return. Enter 5% of line 5	6	47,615.

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	47,615.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	168.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	168.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,447.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	47,447.
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	47,447.

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	721,530.
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	721,530.
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	168.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	721,362.

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 (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				47,447.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	498,820.			
b From 2005	511,718.			
c From 2006	935,878.			
d From 2007	696,451.			
e From 2008	632,492.			
f Total of lines 3a through e	3,275,359.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	721,530.			
a Applied to 2008, 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 2009 distributable amount				47,447.
e Remaining amount distributed out of corpus	674,083.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,949,442.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	498,820.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,450,622.			
10 Analysis of line 9:				
a Excess from 2005	511,718.			
b Excess from 2006	935,878.			
c Excess from 2007	696,451.			
d Excess from 2008	632,492.			
e Excess from 2009	674,083.			

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 2009, 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)

- 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.

- 3** Subtract line 2d from line 2c.
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(i)(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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

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 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).)

SEE STATEMENT 7

- 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:

WHISPERING BELLS FOUNDATION
C/O RSM MCGLADREY, INC.**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 8				
Total				721,250.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
f _____							
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash investments				14	65.		
4 Dividends and interest from securities				14	20,348.		
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income							
8 Gain or (loss) from sales of assets other than inventory				18	-40,704.		
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
12 Subtotal. Add columns (b), (d), and (e)			0.		-20,291.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						-20,291.	

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

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

[illegible]

18020816 759915 492375841080 2009.04011 WHISPERING BELLS FOUNDATION 49237581

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

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

OMB No 1545-0047

2009

Name of the organization

WHISPERING BELLS FOUNDATION
C/O RSM MCGLADREY, INC.

Employer identification number

13-6962126

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

WHISPERING BELLS FOUNDATION
C/O RSM MCGLADREY, INC.

Employer identification number

13-6962126

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WORKMAN PUBLISHING CO. 708 BROADWAY NEW YORK, NY 10003	\$ 505,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JPMORGAN CHASE BANK NA	65.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	65.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JPMORGAN CHASE - CAPITAL GAIN DISTRIBUTIONS	24.	24.	0.
JPMORGAN CHASE - DIVIDEND	16,178.	0.	16,178.
JPMORGAN CHASE - INTEREST	4,170.	0.	4,170.
TOTAL TO FM 990-PF, PART I, LN 4	20,372.	24.	20,348.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	649.	0.		0.
TO FORM 990-PF, PG 1, LN 18	649.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JPMORGAN MANAGEMENT FEES	3,623.	3,623.		0.
NYS FILING FEE	250.	0.		250.
OTHER EXPENSE	30.	0.		30.
TO FORM 990-PF, PG 1, LN 23	3,903.	3,623.		280.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	5
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VARIOUS GOVERNMENT AND AGENCY OBLIGATIONS	X		45,991.	45,991.
TOTAL U.S. GOVERNMENT OBLIGATIONS			45,991.	45,991.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			45,991.	45,991.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS COMMON STOCKS	337,787.	361,691.
VARIOUS OTHER STOCKS	390,548.	406,214.
TOTAL TO FORM 990-PF, PART II, LINE 10B	728,335.	767,905.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
-------------	--	-----------	---

NAME OF MANAGER

PETER WORKMAN
CAROLAN WORKMAN

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A BETTER CHANCE - WILTON	NONE CHARITABLE	EXEMPT	300.
ACLU	NONE CIVIL LIBERTIES	EXEMPT	30,000.
ACLU - CT	NONE CHARITABLE	EXEMPT	300.
ACTION AGAINST HUNGER	NONE CHARITABLE	EXEMPT	1,500.
ADL	NONE CHARITABLE	EXEMPT	22,000.
ALLEY CATS ALLIES	NONE CHARITABLE	EXEMPT	250.
ALS ASSOCIATION	NONE CHARITABLE	EXEMPT	300.
AMERICAN BOOKSELLERS FOR FREED EXPRESSION	NONE CHARITABLE	EXEMPT	5,500.

AMERICAN FRIENDS SVC COMM	NONE CHARITABLE	EXEMPT	6,000.
AMNESTY INTERNATIONAL	NONE CHARITABLE	EXEMPT	4,000.
ANIMALS IN DISTRESS	NONE CHARITABLE	EXEMPT	250.
ASPCA	NONE CHARITABLE	EXEMPT	400.
BANK STREET SCHOOL	NONE EDUCATIONAL	EXEMPT	500.
BRONX DEFENDERS	NONE CHARITABLE	EXEMPT	500.
BROOKLYN BOTANICAL GARDEN	NONE COMMUNITY	EXEMPT	300.
BROOKLYN PUBLIC LIBRARY	NONE CHARITABLE	EXEMPT	300.
BUSINESS LEAGUES SENSIBLE PRIORITIES	NONE CHARITABLE	EXEMPT	2,500.
C-CAP	NONE CHARITABLE	EXEMPT	6,000.

C.A.R.E.	NONE MEDICAL	EXEMPT	300.
CANCER CARE	NONE MEDICAL	EXEMPT	300.
CHESS IN SCHOOLS	NONE CULTURAL	EXEMPT	500.
CHILDREN OF BELLEVUE HOSPITAL	NONE MEDICAL	EXEMPT	6,000.
CHILDREN'S STOREFRONT SCHOOL	NONE EDUCATIONAL	EXEMPT	400.
CITY HARVEST	NONE CHARITABLE	EXEMPT	10,300.
CITY KIDS FOUNDATION	NONE CHARITABLE	EXEMPT	1,200.
CITY MEALS ON WHEELS	NONE CHARITABLE	EXEMPT	300.
COLUMBIA UNIVERSITY	NONE EDUCATIONAL	EXEMPT	2,500.
COMMON CAUSE	NONE CHARITABLE	EXEMPT	6,000.

COMMUNITY SUPPORT SYSTEMS	NONE CHARITABLE	EXEMPT	7,000.
CT FOOD BANK	NONE ASSISTANCE FOR THE NEEDY	EXEMPT	300.
CT HUMANE SOCIETY	NONE ASSISTANCE FOR THE NEEDY	EXEMPT	300.
CURREY INGRAM ACADEMY	NONE EDUCATIONAL	EXEMPT	5,500.
DALTON SCHOOL	NONE EDUCATIONAL	EXEMPT	6,000.
DEERFIELD ACADEMY	NONE EDUCATIONAL	EXEMPT	5,000.
DOCTORS WITHOUT BORDERS	NONE MEDICAL	EXEMPT	6,000.
DOROT	NONE CHARITABLE	EXEMPT	300.
FAIR CHANCE	NONE CHARITABLE	EXEMPT	5,000.
FOOD BANK NYC	NONE CHARITABLE	EXEMPT	300.

FOSTER PRIDE	NONE CHARITABLE	EXEMPT	500.
FRIENDS OF LIBRARIES USA	NONE CULTURAL	EXEMPT	3,500.
GODDARD RIVERSIDE COMMUNITY CENTER	NONE CULTURAL	EXEMPT	124,200.
GRAHAM WINDHAM	NONE CHARITABLE	EXEMPT	2,500.
GRAMERCY NEIGHBORHOOD ASSOCIATION	NONE CHARITABLE	EXEMPT	200.
GRAMERCY PARK BLOCK ASSOCIATION	NONE CHARITABLE	EXEMPT	200.
HEIFER INTERNATIONAL	NONE CHARITABLE	EXEMPT	700.
HENRY STREET SETTLEMENT	NONE CHARITABLE	EXEMPT	300.
HOLY APOSTLES SOUP KITCHEN	NONE ASSISTANCE FOR THE NEEDY	EXEMPT	300.
HOMES FOR THE HOMELESS	NONE CHARITABLE	EXEMPT	500.

HUMAN RIGHTS WATCH	NONE CHARITABLE	EXEMPT	28,000.
HUMANE SOCIETY OF NY	NONE CHARITABLE	EXEMPT	200.
INSTITUTO RIO	NONE EDUCATIONAL	EXEMPT	10,000.
INT'L RESCUE COMMITTEE	NONE CHARITABLE	EXEMPT	3,000.
INSTITUTE OF INT'L EDUCATION	NONE CHARITABLE	EXEMPT	2,000.
JEWISH FOUNDATION FOR THE RIGHTEOUS	NONE CHARITABLE	EXEMPT	1,000.
JEWISH GUILD FOR THE BLIND	NONE ASSISTANCE FOR THE NEEDY	EXEMPT	300.
JEWISH HOME ELDERLY	NONE CHARITABLE	EXEMPT	300.
LONG WHARF THEATER	NONE CHARITABLE	EXEMPT	1,000.
M.O.M.A.	NONE CHARITABLE	EXEMPT	700.

MARKET ST. MISSION	NONE CHARITABLE	EXEMPT	350.
MEDAL OF HONOR FOUNDATION	NONE CHARITABLE	EXEMPT	12,500.
MEMORIAL SLOAN KETTERING	NONE MEDICAL	EXEMPT	300.
METROPOLITAN GOLF CADDIE SCHOLARSHIP	NONE CHARITABLE	EXEMPT	250.
METROPOLITAN MUSEUM OF ART	NONE CULTURAL	EXEMPT	2,500.
METROPOLITAN OPERA	NONE CULTURAL	EXEMPT	3,300.
MIDORI + FRIENDS	NONE CHARITABLE	EXEMPT	500.
MORY'S PRESERVATION INC.	NONE CHARITABLE	EXEMPT	500.
NATIONAL COALITION AGAINST CENSORSHIP	NONE CULTURAL	EXEMPT	5,000.
NATIONAL COALITION HOMELESS	NONE CHARITABLE	EXEMPT	250.

NATIONAL M/S SOCIETY	NONE CULTURAL	EXEMPT	7,500.
NATIONAL YIDDISH BOOK CENTER	NONE CULTURAL	EXEMPT	1,000.
NEIGHBORHOOD COALITION FOR SHELTER	NONE CHARITABLE	EXEMPT	250.
NEW POND FARM	NONE CHARITABLE	EXEMPT	300.
NORWALK HOSPITAL	NONE MEDICAL	EXEMPT	300.
NYC OUTWARD BOUND	NONE CHARITABLE	EXEMPT	3,500.
NY PHILHARMONIC	NONE CULTURAL	EXEMPT	9,500.
NY PUBLIC LIBRARY	NONE CULTURAL	EXEMPT	8,000.
ORANGE COUNTY LITERACY COUNCIL	NONE COMMUNITY	EXEMPT	1,500.
OSBORNE ASSOCIATION	NONE CHARITABLE	EXEMPT	500.

PACE UNIVERSITY	NONE EDUCATIONAL	EXEMPT	1,500.
PAGE EDUCATION FOUNDATION	NONE CHARITABLE	EXEMPT	300.
PARK AVENUE CHRISTIAN CHURCH DAY SCHOOL	NONE EDUCATIONAL	EXEMPT	1,500.
PEN AMERICA CENTER	NONE CHARITABLE	EXEMPT	500.
PECONIC BAY MEDICAL CENTER	NONE MEDICAL	EXEMPT	1,000.
PERMANENT ENDOWMENT FOR MARTHA'S VINEYARD	NONE CHARITABLE	EXEMPT	500.
PETS 4 LUV FOUNDATION	NONE CHARITABLE	EXEMPT	250.
PLANNED PARENTHOOD	NONE MEDICAL	EXEMPT	1,000.
POETS & WRITERS	NONE CULTURAL	EXEMPT	1,500.
PREP FOR PREP	NONE CHARITABLE	EXEMPT	177,500.

PROJECT HOPE	NONE CHARITABLE	EXEMPT	800.
PROJECT RETURN	NONE CHARITABLE	EXEMPT	300.
REHABILITATION INST OF CHICAGO	NONE MEDICAL	EXEMPT	1,500.
RIDE R.A.R.	NONE CHARITABLE	EXEMPT	750.
SAMUEL WAXMAN CANCER LAB	NONE MEDICAL	EXEMPT	4,000.
SMILE TRAIN	NONE CHARITABLE	EXEMPT	300.
SOUTHERN POVERTY LAW CENTER	NONE CHARITABLE	EXEMPT	500.
SPECIAL OLYMPICS NYC	NONE CHARITABLE	EXEMPT	200.
ST. JUDES CHILDRENS RESEARCH HOSPITAL	NONE MEDICAL	EXEMPT	300.
STANLEY ISAACS NEIGHBORHOOD CENTER	NONE CHARITABLE	EXEMPT	300.

TASTE OF THE NATION	NONE CHARITABLE	EXEMPT	5,500.
TEMPLE BETHEL	NONE CHARITABLE	EXEMPT	300.
THE FLEA THEATER	NONE CHARITABLE	EXEMPT	200.
THIRTEEN	NONE CULTURAL	EXEMPT	300.
TRICKLE UP	NONE CHARITABLE	EXEMPT	6,000.
UJA FEDERATION	NONE CHARITABLE	EXEMPT	115,500.
UNICEF	NONE CHARITABLE	EXEMPT	500.
US HOLOCAUST MUSEUM	NONE CULTURAL	EXEMPT	300.
WILTON FIREFIGHTERS	NONE CHARITABLE	EXEMPT	300.
WILTON HISTORICAL SOCIETY	NONE CULTURAL	EXEMPT	250.

WILTON LAND CONSERVATION TRUST	NONE CHARITABLE	EXEMPT	250.
WILTON LIBRARY FRIENDS	NONE CULTURAL	EXEMPT	500.
WILTON MEALS ON WHEELS	NONE CHARITABLE	EXEMPT	200.
WILTON VOLUNTEER AMBULANCE	NONE CHARITABLE	EXEMPT	300.
WMNR	NONE CULTURAL	EXEMPT	500.
WNYC	NONE CHARITABLE	EXEMPT	10,000.
YADDO	NONE CHARITABLE	EXEMPT	500.
YALE UNIVERSITY	NONE EDUCATIONAL	EXEMPT	3,250.
YOU STREET	NONE CHARITABLE	EXEMPT	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			721,250.

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8
ACCOUNT TYPE ADV FOUNDATION
ADM OFF HODGES/DONALDACCOUNT TITLE WHISPERING BELLS FOUNDATION
TAX IDENTIFICATION NUMBER 13-6962126
INV OFF LAUREN MATTHESEN

TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
----------------------------	-------------------	-------------------------	-----------------------	--

5 SHARES DEVON ENERGY CORP @ 71.505	06/20/08 357.53 01/06/09	357.37	593.10	235.73- S
---	-----------------------------	--------	--------	-----------

TAX &/OR SEC .01

5 SHARES BRISTOL MYERS SQUIBB CO @ 22.3744	07/09/08 111.87 01/06/09	111.71	107.85	3.86 S
--	-----------------------------	--------	--------	--------

TAX &/OR SEC .01

5 SHARES PRAIRIE INC @ 60.7466	06/20/08 303.73 01/12/09	303.62	484.80	181.18- S
--------------------------------------	-----------------------------	--------	--------	-----------

TAX &/OR SEC .01

5 SHARES PHILIP MORRIS INTERNATIONAL @ 42.336	06/20/08 211.68 01/13/09	211.52	251.05	39.53- S
---	-----------------------------	--------	--------	----------

TAX &/OR SEC .01

5 SHARES BRISTOL MYERS SQUIBB CO @ 21.9742	07/09/08 109.87 01/13/09	109.71	107.85	1.86 S
--	-----------------------------	--------	--------	--------

TAX &/OR SEC .01

5 SHARES DANAHER CORP @ 53.0331	06/20/08 265.17 01/13/09	265.01	399.45	134.44- S
---------------------------------------	-----------------------------	--------	--------	-----------

TAX &/OR SEC .01

1 SHARES APPLE INC. @ 85.7218	06/20/08 85.72 01/14/09	85.68	175.50	89.82- S
-------------------------------------	----------------------------	-------	--------	----------

TAX &/OR SEC .01

5 SHARES YUM BRANDS INC @ 28.6568	06/20/08 143.28 01/14/09	143.12	182.60	39.48- S
---	-----------------------------	--------	--------	----------

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION			
ACCOUNT TYPE ADV FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		TAX OFF	
ADM OFF HODGES/DONALD		INV OFF LAUREN MATTHIEN			
TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS
				ORDINARY INCOME	CURRENCY GAIN/LOSS
TAX &/OR SEC	.01				
5 SHARES					
JOHNSON CONTROLS INC	06/20/08	83.89	153.50		69.61- \$
@ 16.8093	84.05 01/14/09				
TAX &/OR SEC	.01				
\$24.32					
FREDDIE MAC	06/19/08	24.32		*	
PARTIC CTP ARMS 4.758% SEP 01 2034	01/15/09				
POOL NO 1B1994					
\$20.71					
GNMA	05/21/08	20.71		*	
6% MAY 15 2036	01/15/09				
POOL NO 652587					
35 SHARES					
NEWS CORP INC	06/20/08	280.07	570.50		290.43- \$
CL A	01/15/09				
BROKERAGE	1.05				
1 SHARES					
APPLE INC.	06/20/08	80.86	175.50		94.64- \$
@ 80.8975	80.90 01/15/09				
TAX &/OR SEC	.01				
5 SHARES					
COLGATE PALMOLIVE CO	06/20/08	315.71	348.20		32.49- \$
@ 63.1733	315.87 01/20/09				
TAX &/OR SEC	.01				
5 SHARES					
AFLAC INC	06/20/08	176.91	329.45		152.54- \$
@ 35.4144	177.07 01/21/09				
TAX &/OR SEC	.01				
5 SHARES					

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8
ACCOUNT TYPE ADV FOUNDATION
ADM OFF HODGES/DONALDACCOUNT TITLE WHISPERING BELLS FOUNDATION
TAX IDENTIFICATION NUMBER 13-6962126
INV OFF LAUREN MATTHIEN

TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	ORDINARY INCOME	CURRENCY GAIN/LOSS
-------------------------	----------------	----------------------	--------------------	----------------------	---------------------	-----------------	--------------------

ADVANCED AUTO PARTS INC @ 31.2063	06/20/08 156.03 01/21/09	155.87	199.40	43.53- S			
--------------------------------------	-----------------------------	--------	--------	----------	--	--	--

TAX &/OR SEC .01

5 SHARES COLGATE PALMOLIVE CO @ 60.99	06/20/08 304.95 01/23/09	304.84	348.20	43.36- S			
---	-----------------------------	--------	--------	----------	--	--	--

TAX &/OR SEC .01

10 SHARES BAKER HUGHES INC @ 30.7184	07/18/08 307.18 01/23/09	306.87	831.29	524.42- S			
--	-----------------------------	--------	--------	-----------	--	--	--

TAX &/OR SEC .01

\$87.12 FANNIE MAE 6.5% NOV 01 2036	05/21/08 01/26/09	87.12					
---	----------------------	-------	--	--	--	--	--

POOL NO 745932

\$14.94 FANNIE MAE 6% DEC 01 2035	05/21/08 01/26/09	14.94					
---	----------------------	-------	--	--	--	--	--

POOL NO 848648

\$630.05 FANNIE MAE 5.5% MAY 01 2021	05/21/08 01/26/09	630.05					
--	----------------------	--------	--	--	--	--	--

POOL NO 872384

5 SHARES XTO ENERGY CORP @ 36.7858	06/20/08 183.93 01/27/09	183.77	350.85	167.08- S			
--	-----------------------------	--------	--------	-----------	--	--	--

TAX &/OR SEC .01

10 SHARES SCHERING-PLOUGH CORP @ 18.6307	06/20/08 186.31 01/28/09	186.00	185.20	.80 S			
--	-----------------------------	--------	--------	-------	--	--	--

TAX &/OR SEC .01

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8

ACCOUNT TYPE ADV FOUNDATION

ADM OFF HODGES/DONALD

ACCOUNT TITLE WHISPERING BELLS FOUNDATION

TAX IDENTIFICATION NUMBER 13-5962126

INV OFF LAUREN MATTHIEN

TRANSACTION
DESCRIPTIONACQUIRED/
SOLDNET PROCEEDS
OF SALEFEDERAL
COST BASIS

TAX OFF

SHORT TERM GAIN/LOSS
LONG TERM GAIN/LOSS
ORDINARY INCOME
CURRENCY GAIN/LOSS

2 SHARES

EXXON MOBIL CORP

@ 78.4601

12/19/07

156.92 01/28/09

156.85

181.95

25.10- L

TAX &/OR SEC .01

5 SHARES

AT&T INC

@ 25.3715

06/20/08

126.86 01/28/09

126.70

173.30

46.60- S

TAX &/OR SEC .01

15 SHARES

CISCO SYSTEMS INC

@ 16.1494

01/30/08

242.24 01/29/09

241.78

369.77

127.99- S

TAX &/OR SEC .01

5 SHARES

BANK OF NEW YORK MELLON CORP

@ 28.3003

06/20/08

141.50 02/05/09

141.34

202.60

61.26- S

TAX &/OR SEC .01

5 SHARES

MARATHON OIL CORP

@ 27.1202

06/20/08

135.60 02/05/09

135.44

253.70

118.26- S

TAX &/OR SEC .01

5 SHARES

BRISTOL MYERS SQUIBB CO

@ 22.70

07/07/08

113.50 02/05/09

113.34

102.91

10.43 S

TAX &/OR SEC .01

5 SHARES

UNITED TECHNOLOGIES CORP

@ 49.1352

06/20/08

245.68 02/06/09

245.52

342.65

97.13- S

TAX &/OR SEC .01

5 SHARES

ABBOTT LABORATORIES

@ 57.00

06/20/08

285.00 02/06/09

284.84

266.20

18.64 S

ACCOUNT NUMBER A-11631-00-8
ACCOUNT TYPE ADV FOUNDATION
ADM OFF HODGES/DONALDACCOUNT TITLE WHISPERING BELLS FOUNDATION
TAX IDENTIFICATION NUMBER 13-6962126
INV OFF LAUREN MATTHIEN

TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
----------------------------	-------------------	-------------------------	-----------------------	--

TAX &/OR SEC .01

2 SHARES

C R BARD INC
@ 86.6938
173.39 02/06/09

173.32

175.88

2.56- S

TAX &/OR SEC .01

2 SHARES

PEPSICO INC
@ 53.3859
106.77 02/06/09

106.70

130.18

23.48- S

TAX &/OR SEC .01

5 SHARES

ECOLAB INC
@ 35.3599
176.80 02/09/09

176.64

169.04

7.60 S

TAX &/OR SEC .01

\$342.93

GNMA
6% MAY 15 2036
05/21/08
02/17/09

342.93

*

POOL NO 652587

\$33.43

FREDDIE MAC
PARTIC CTF ARMS 4.758% SEP 01 2034
06/19/08
02/17/09

33.43

*

POOL NO 1B1994

5 SHARES

BANK OF NEW YORK MELLON CORP
@ 23.7405
118.70 02/17/09

118.59

202.60

84.01- S

TAX &/OR SEC .01

10 SHARES

BRISTOL MYERS SQUIBB CO
@ 20.8699
208.70 02/18/09

208.39

202.27

6.12 S

TAX &/OR SEC .01

15 SHARES

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		TAX OFF			
ACCOUNT TYPE ADV FOUNDATION		ADM OFF HODGES/DONALD		ADM OFF LAUREN MATTHESEN					
TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	ORDINARY INCOME	CURRENCY GAIN/LOSS		
MERCK & CO INC @ 28.3417	06/20/08 425.13 02/18/09	424.67	536.80	102.13- S					
TAX &/OR SEC	.01								
10 SHARES AMERIPRISE FINANCIAL INC @ 18.23	06/20/08 182.30 02/18/09	182.09	446.20	264.11- S					
TAX &/OR SEC	.01								
10 SHARES XTO ENERGY CORP @ 32.0705	06/20/08 320.71 02/19/09	320.40	701.70	381.30- S					
TAX &/OR SEC	.01								
55 SHARES NEWS CORP INC CL A	06/20/08 02/20/09	331.65	896.50	564.85- S					
BROKERAGE	1.65								
5 SHARES ATLAC INC @ 16.441	06/20/08 82.21 02/23/09	82.10	329.45	247.35- S					
TAX &/OR SEC	.01								
\$114.61 FANNIE MAE 6.5% NOV 01 2036	05/21/08 02/25/09	114.61							
POOL NO 745932									
\$112.58 FANNIE MAE 6% DEC 01 2035	05/21/08 02/25/09	112.58							
POOL NO 848648									
\$49.04 FANNIE MAE 5.5% MAY 01 2021	05/21/08 02/25/09	49.04							
POOL NO 872384									

ACCOUNT NUMBER A-11631-00-8 ACCOUNT TITLE WHISPERING BELLS FOUNDATION
 ACCOUNT TYPE ADV FOUNDATION TAX IDENTIFICATION NUMBER 13-5962126
 ADM OFF HODGES/DONALD INV OFF LAUREN MATTHIEN

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
5 SHARES GENERAL ELECTRIC CO @ 8.6904	04/19/06 43.45 02/27/09	43.29	168.55	125.26- L
TAX &/OR SEC .01				
20 SHARES GENERAL ELECTRIC CO @ 8.7478	04/19/06 174.96 02/27/09	174.35	674.20	499.85- L
TAX &/OR SEC .01				
5 SHARES ABBOTT LABORATORIES @ 48.4566	06/20/08 242.28 02/27/09	242.12	266.20	24.08- S
TAX &/OR SEC .01				
5 SHARES NIKE INC B @ 40.7625	06/20/08 203.81 02/27/09	203.65	331.50	127.85- S
TAX &/OR SEC .01				
5 SHARES STATE STREET CORP @ 22.382	10/14/08 111.91 03/02/09	111.75	275.49	163.74- S
TAX &/OR SEC .01				
5 SHARES ADVANCED AUTO PARTS INC @ 36.3747	06/20/08 181.87 03/02/09	181.56	199.40	17.84- S
TAX &/OR SEC .01				
5 SHARES GILEAD SCIENCES INC @ 45.2574	06/20/08 226.29 03/03/09	226.13	271.30	45.17- S
TAX &/OR SEC .01				
5 SHARES ADVANCED AUTO PARTS INC @ 37.9768	06/20/08 189.88 03/10/09	189.72	199.40	9.68- S

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		STATEMENT PERIOD 01/02/09 TO 12/31/09		TAX OFF	
ACCOUNT TYPE ADV FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		INV OFF LAUREN MATTHISEN		TAX OFF	
TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	ORDINARY INCOME	CURRENCY GAIN/LOSS
DANAHER CORP @ 53.3173	06/20/08 319.90 03/12/09	319.71	479.34	159.63- S			
TAX &/OR SEC	.01						
MORGAN STANLEY @ 25.1972	12/07/07 125.99 03/13/09	125.83	261.80	135.97- L			
TAX &/OR SEC	.01						
GNMA 6% MAY 15 2036	05/21/08 03/16/09	488.49	*				
POOL NO 652587							
FREDDIE MAC PARTIC CTF ARMS 4.758% SEP 01 2034	06/19/08 03/16/09	605.62	*				
POOL NO 1B1994							
MARATHON OIL CORP @ 24.7193	06/20/08 247.19 03/17/09	246.88	507.40	260.52- S			
TAX &/OR SEC	.01						
MORGAN STANLEY @ 22.2921	12/07/07 111.46 03/17/09	111.30	261.80	150.50- L			
TAX &/OR SEC	.01						
CISCO SYSTEMS INC @ 15.6839	01/30/08 78.42 03/17/09	78.26	123.26	45.00- L			
TAX &/OR SEC	.01						
1 SHARES							

ACCOUNT NUMBER A-11631-00-8
ACCOUNT TYPE ADV FOUNDATION
ADM OFF HODGES/DONALD

ACCOUNT TITLE WHISPERING BELLS FOUNDATION
TAX IDENTIFICATION NUMBER 13-6962126
INV OFF LAUREN MATTHESEN

TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
----------------------------	-------------------	-------------------------	-----------------------	--

DANAHER CORP @ 55.0582	06/20/08 55.06 03/19/09	55.02	79.89	24.87- S
---------------------------	----------------------------	-------	-------	----------

TAX &/OR SEC	.01			
10 CISCO SYSTEMS INC @ 16.5841	01/30/08 165.84 03/23/09	165.53	246.51	80.98- L

TAX &/OR SEC	.01			
15 MERCK & CO INC @ 27.1935	06/20/08 407.90 03/23/09	407.44	526.80	119.36- S

TAX &/OR SEC	.01			
\$188.96 FANNIE MAE 6.5% NOV 01 2036	05/21/08 03/25/09	188.96		*

POOL NO 745932				
\$116.78 FANNIE MAE 6% DEC 01 2035	05/21/08 03/25/09	116.78		*

POOL NO 848648				
\$60.13 FANNIE MAE 5.5% MAY 01 2021	05/21/08 03/25/09	60.13		*

POOL NO 872384				
10 AETNA INC @ 24.1652	06/20/08 241.65 04/01/09	241.34	411.10	169.76- S

TAX &/OR SEC	.01			
10 CISCO SYSTEMS INC @ 17.3475	01/30/08 173.48 04/01/09	173.17	246.51	73.34- L

TAX &/OR SEC	.01			
--------------	-----	--	--	--

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		TAX OFF			
ACCOUNT TYPE ADV FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126					
ADM OFF HODGES/DONALD		INV OFF LAUREN MATTHISEN					
TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	ORDINARY INCOME	CURRENCY GAIN/LOSS
2 SHARES							
INTERNATIONAL BUSINESS MACHINES CORP	07/11/06	194.99	151.71	43.28	L		
@ 97.5298	195.06 04/01/09						
TAX &/OR SEC	.01						
15 SHARES							
FIRSTENERGY CORP	06/20/08	579.71	1,222.35	642.64-	S		
@ 38.6779	580.17 04/01/09						
TAX &/OR SEC	.01						
20 SHARES							
WELLS FARGO & CO	04/19/06	301.44	649.35	347.91-	L		
@ 15.1025	302.05 04/02/09						
TAX &/OR SEC	.01						
10 SHARES							
XILINX CORP	06/20/08	199.18	272.30	73.12-	S		
@ 19.949	199.49 04/03/09						
TAX &/OR SEC	.01						
5 SHARES							
QUALCOMM INC	06/20/08	205.64	242.05	36.41-	S		
@ 41.1594	205.80 04/03/09						
TAX &/OR SEC	.01						
10 SHARES							
BOEING CO	06/20/08	367.73	759.70	391.97-	S		
@ 36.8036	368.04 04/06/09						
TAX &/OR SEC	.01						
10 SHARES							
D R HORTON INC	01/26/09	96.91	64.92	31.99	S		
@ 9.7222	97.22 04/08/09						
TAX &/OR SEC	.01						
5 UNITS							
SCHLUMBERGER LTD	06/20/08	223.78	520.75	296.97-	S		
@ 44.7881	223.94 04/09/09						

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8

ACCOUNT TITLE WHISPERING BELLS FOUNDATION

ACCOUNT TYPE ADV FOUNDATION

TAX IDENTIFICATION NUMBER 13-6962126

ADM OFF HODGES/DONALD

INV OFF LAUREN MATTHEISEN

TAX OFF

TRANSACTION
DESCRIPTIONACQUIRED/
SOLDNET PROCEEDS
OF SALEFEDERAL
COST BASISSHORT TERM GAIN/LOSS
LONG TERM GAIN/LOSS
ORDINARY INCOME
CURRENCY GAIN/LOSS

TAX &/OR SEC	.01				
5 SHARES					
AETNA INC	06/20/08	126.32	205.55	79.23- S	
@ 25.2959	126.48 04/09/09				
TAX &/OR SEC	.01				
5 SHARES					
QUALCOMM INC	06/20/08	208.18	242.05	33.87- S	
@ 41.6673	208.34 04/09/09				
TAX &/OR SEC	.01				
\$26.99					
FREDDIE MAC	06/19/08	26.99			
PARTIC CTF ARMS 4.758% SEP 01 2034	04/15/09				
POOL NO 1B1994					
\$21.28					
GNMA	05/21/08	21.28			
6% MAY 15 2036	04/15/09				
POOL NO 652587					
\$10,000					
ATLANTIC RICHFIELD CO	03/26/08	10,000.00			
NOTES 5.90% APR 15 2009	04/15/09				
TO REDEMPTION					
5 SHARES					
DANAHER CORP	06/20/08	269.42	399.45	130.03- S	
@ 53.9162	269.58 04/15/09				
TAX &/OR SEC	.01				
10 SHARES					
ECOLAB INC	11/13/08	374.81	323.34	51.47 S	
@ 37.5118	375.12 04/22/09				
TAX &/OR SEC	.01				
\$169.53					

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		TAX OFF	
ACCOUNT TYPE ADV FOUNDATION		ADM OFF HODGES/DONALD		INV OFF LAUREN MATTHISEN			
TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	ORDINARY INCOME	CURRENCY GAIN/LOSS
FANNIE MAE 6.5% NOV 01 2036	05/21/08 04/27/09	169.53		*			
POOL NO 745932							
\$15.84							
FANNIE MAE 6% DEC 01 2035	05/21/08 04/27/09	15.84		*			
POOL NO 848648							
\$49.22							
FANNIE MAE 5.5% MAY 01 2021	05/21/08 04/27/09	49.22		*			
POOL NO 872384							
20 SHARES BANK OF AMERICA CORP @ 8.6599	04/19/06 173.20 04/29/09	172.59	923.20		750.61- L		
TAX &/OR SEC	.01						
5 SHARES WELLS FARGO & CO @ 20.5207	04/19/06 102.60 04/29/09	102.44	162.34		59.90- L		
TAX &/OR SEC	.01						
2 SHARES INTERNATIONAL BUSINESS MACHINES CORP 07/11/06 @ 104.2555	208.44 208.51 04/29/09	208.44	151.70		56.74 L		
TAX &/OR SEC	.01						
10 SHARES XILINX CORP @ 20.1574	06/20/08 201.57 04/29/09	201.26	272.30		71.04- S		
TAX &/OR SEC	.01						
15 SHARES CORNING INC @ 14.2836	06/20/08 214.25 05/01/09	213.79	378.30		164.51- S		
TAX &/OR SEC	.01						

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-116311-00-8	ACCOUNT TITLE WHISPERING BELLS FOUNDATION	TAX IDENTIFICATION NUMBER 13-6962126	INVESTOR OFF LAUREN MATTHIESSEN	ACQUIRED/	NET PROCEEDS	FEDERAL	SHORT TERM GAIN/LOSS
ACCOUNT TYPE ADV FOUNDATION				SOLD	OF SALE	COST BASIS	LONG TERM GAIN/LOSS
ADM OFF HODGES/DONALD							ORDINARY INCOME
TRANSACTION							CURRENCY GAIN/LOSS
DESCRIPTION							
15 SHARES							
AMERICAN EXPRESS CO	03/18/09	398.50	193.91	204.59	S		
@ 26.5973	398.96 05/05/09						
TAX &/OR SEC	.01						
5 UNITS							
SCHLUMBERGER LTD	06/20/08	265.84	520.75	254.91-	S		
@ 53.1997	266.00 05/13/09						
TAX &/OR SEC	.01						
15 SHARES							
JOHNSON CONTROLS INC	06/20/08	264.63	460.50	195.87-	S		
@ 17.6726	265.09 05/13/09						
TAX &/OR SEC	.01						
15 SHARES							
D R HORTON INC	01/26/09	138.77	97.37	41.40	S		
@ 9.2817	139.23 05/14/09						
TAX &/OR SEC	.01						
15 SHARES							
CONSOLIDATED EDISON INC	04/01/09	524.47	591.28	66.81-	S		
@ 34.995	524.93 05/14/09						
TAX &/OR SEC	.01						
\$1,563.91		1,563.91					
GNMA	05/21/08						
6% MAY 15 2036	05/15/09						
POOL NO 652587							
\$446.28		446.28					
FREDDIE MAC	06/19/08						
PARTIC CTF ARMS 4.758%	05/15/09						
POOL NO 1B1994							
2 SHARES							
INTERNATIONAL BUSINESS MACHINES CORP	07/11/06	206.14	151.71	54.43	L		
@ 103.1062	206.21 05/22/09						

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		TAX OFF	
ACCOUNT TYPE ADV FOUNDATION		ADM OFF HODGES/DONALD		INV OFF LAUREN MATTHESEN			
TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS			
TAX &/OR SEC	.01						
10 UNITS							
SCHLUMBERGER LTD	02/05/09	523.37	741.03	217.66- S			
@ 52.3581	523.58 05/22/09						
TAX &/OR SEC	.01						
5 SHARES							
KOHL'S CORP	02/29/08	205.57	229.83	24.26- L			
@ 41.1465	205.73 05/22/09						
TAX &/OR SEC	.01						
\$155.76							
FANNIE MAE	05/21/08	155.76	*				
6.5% NOV 01 2036	05/26/09						
POOL NO 745932							
\$102.55							
FANNIE MAE	05/21/08	102.55	*				
6% DEC 01 2035	05/26/09						
POOL NO 848648							
\$868.27							
FANNIE MAE	05/21/08	868.27	*				
5.5% MAY 01 2021	05/26/09						
POOL NO 872384							
5 SHARES							
METLIFE INC	12/10/08	161.76	159.32	2.44 S			
@ 32.3831	161.92 06/02/09						
TAX &/OR SEC	.01						
5 SHARES							
MERCK & CO INC	06/20/08	136.96	175.60	38.64- S			
@ 27.4241	137.12 06/03/09						
TAX &/OR SEC	.01						
16 SHARES							

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8 ACCOUNT TYPE ADV FOUNDATION ADM OFF HODGES/DONALD	TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	TAX IDENTIFICATION NUMBER 13-6962126 INV OFF LAUREN MATTHIENSEN	ACCOUNT TITLE WHISPERING BELLS FOUNDATION	NET PROCEEDS OF SALE	FEDERAL COST BASIS	TAX OFF		
							SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	ORDINARY INCOME CURRENCY GAIN/LOSS
CONOCOPHILLIPS @ 45.7825		03/17/09 732.52 06/04/09			732.02	766.37	34.35- S		
TAX &/OR SEC		.02							
7 C R BARD INC @ 74.1024	SHARES	06/20/08 518.72 06/05/09			518.50	615.58	97.08- S		
TAX &/OR SEC		.01							
8 DANAHER CORP @ 63.117	SHARES	06/20/08 504.94 06/08/09			504.69	639.12	134.43- S		
TAX &/OR SEC		.01							
5 DEVON ENERGY CORP @ 64.1051	SHARES	06/20/08 320.53 06/08/09			320.37	593.10	272.73- S		
TAX &/OR SEC		.01							
10 MERCK & CO INC @ 25.608	SHARES	06/20/08 256.08 06/08/09			255.77	351.20	95.43- S		
TAX &/OR SEC		.01							
\$19.13 GNMA 6% MAY 15 2036		05/21/08 06/15/09			19.13			*	
POOL NO 652587									
\$1,563.87 FREDDIE MAC PARTIC CTF ARMS 4.758% SEP 01 2034		06/19/08 06/15/09			1,563.87			*	
POOL NO 1B1994									
155 ISHARES RUSSELL MIDCAP INDEX FUND @ 64.97	SHARES	08/07/08 10,070.35 06/18/09			10,066.99	14,472.35	4,405.36- S		
TAX &/OR SEC		.26							

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8
ACCOUNT TYPE ADV FOUNDATION
ADM OFF HODGES/DONALDACCOUNT TITLE WHISPERING BELLS FOUNDATION
TAX IDENTIFICATION NUMBER 13-6962126
INV OFF LAUREN MATTHISEN

TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
----------------------------	-------------------	-------------------------	-----------------------	--

4 SHARES	06/20/08	222.68	265.20	42.52- S
NIKE INC B	222.81 06/18/09			
@ 55.7023				

TAX &/OR SEC .01

3,894.081 UNITS				
MANNING & NAPIER FUND INC	08/01/08	25,000.00	34,890.96	9,890.96- S
WORLD OPPORTUNITIES SERIES FUND	06/18/09			

10 SHARES	06/20/08	205.60	294.80	89.20- L
SAFEWAY INC	205.81 06/24/09			
@ 20.5807				

TAX &/OR SEC .01

2 SHARES	06/20/08	107.47	132.60	25.13- L
NIKE INC B	107.54 06/24/09			
@ 53.7694				

TAX &/OR SEC .01

5 SHARES	06/20/08	164.12	182.60	18.48- L
YUM BRANDS INC	164.28 06/24/09			
@ 32.856				

TAX &/OR SEC .01

\$172.62				
FANNIE MAE	05/21/08	172.62		*
6.5% NOV 01 2036	06/25/09			

POOL NO 745932

\$76.26				
FANNIE MAE	05/21/08	76.26		*
6% DEC 01 2035	06/25/09			

POOL NO 848648

\$151.86				
FANNIE MAE	05/21/08	151.86		*
5.5% MAY 01 2021	06/25/09			

POOL NO 872384

ACCOUNT NUMBER A-11631-00-8
ACCOUNT TYPE ADV FOUNDATION
ADM OFF HODGES/DONALD

ACCOUNT TITLE WHISPERING BELLS FOUNDATION
TAX IDENTIFICATION NUMBER 13-6962126
INV OFF LAUREN MATTHESEN

TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
----------------------------	-------------------	-------------------------	-----------------------	--

9 SHARES EXXON MOBIL CORP @ 70.7324	12/19/07 636.59 07/01/09	636.30	818.76	182.46- L
---	-----------------------------	--------	--------	-----------

TAX &/OR SEC .02

10 SHARES ZIMMER HOLDINGS INC @ 40.4926	02/06/09 404.93 07/02/09	404.62	399.80	4.82 S
---	-----------------------------	--------	--------	--------

TAX &/OR SEC .01

5 SHARES SAFEMAY INC @ 19.8768	06/20/08 99.38 07/06/09	99.22	147.40	48.18- L
--------------------------------------	----------------------------	-------	--------	----------

TAX &/OR SEC .01

5 SHARES EXXON MOBIL CORP @ 66.8993	12/19/07 334.50 07/07/09	334.34	454.87	120.53- L
---	-----------------------------	--------	--------	-----------

TAX &/OR SEC .01

5 SHARES ROCKWELL AUTOMATION INC @ 29.7218	04/09/09 148.61 07/08/09	148.45	135.26	13.19 S
--	-----------------------------	--------	--------	---------

TAX &/OR SEC .01

8 SHARES HESS CORP @ 47.3656	01/28/09 378.92 07/08/09	378.67	676.94	298.27- S
------------------------------------	-----------------------------	--------	--------	-----------

TAX &/OR SEC .01

\$50,000 BARCLAYS BREN BAPE 7/09/09 (10%BUFF-2%LEV-8.17%CAP-16.34%MAX)	06/20/08 07/09/09	39,489.45	50,000.00	10,510.55- L
--	----------------------	-----------	-----------	--------------

UKX:5620.80 TPX:1356.74

\$406.78

GNMA
6% MAY 15 2036

406.78

*

ACCOUNT NUMBER A-11631-00-8	ACCOUNT TITLE WHISPERING BELLS FOUNDATION
ACCOUNT TYPE ADV FOUNDATION	TAX IDENTIFICATION NUMBER 13-6962126
ADM OFF HODGES/DONALD	INV OFF LAUREN MATTHIENSEN
TRANSACTION DESCRIPTION	TAX OFF
ACQUIRED/ SOLD	FEDERAL COST BASIS
NET PROCEEDS OF SALE	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS

[illegible]

ACCOUNT NUMBER A-11631-00-8
ACCOUNT TYPE ADV FOUNDATION
ADM OFF HODGES/DONALD

ACCOUNT TITLE WHISPERING BELLS FOUNDATION
TAX IDENTIFICATION NUMBER 13-6962126
INV OFF LAUREN MATTHIJSSEN

TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
----------------------------	-------------------	-------------------------	-----------------------	--

PANNIE MAE
6% DEC 01 2035
05/21/08 10.06 *

POOL NO 848648

\$275.97
PANNIE MAE
5.5% MAY 01 2021
05/21/08 275.97 *

POOL NO 872384

5 SHARES
WELLPOINT INC
270.03 07/28/09 269.87 201.74 68.13 S

TAX &/OR SEC .01

25 SHARES
YAHOO INC
384.15 07/29/09 383.39 552.50 169.11- L

TAX &/OR SEC .01

11 SHARES
TIME WARNER CABLE INC
358.13 07/29/09 357.90 393.89 33.55 S
69.54- L

TAX &/OR SEC .01

5 SHARES
CATERPILLAR INC
235.42 08/06/09 235.31 181.58 53.73 S

TAX &/OR SEC .01

15 SHARES
TD AMERITRADE HOLDING CORPORATION
289.68 08/10/09 289.22 281.25 7.97 L

TAX &/OR SEC .01

20 SHARES
GENERAL ELECTRIC CO
283.60 08/13/09 282.99 674.20 391.21- L

TAX &/OR SEC .01

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		STATEMENT PERIOD 01/02/09 TO 12/31/09		TAX OFF	
ACCOUNT TYPE ADV FOUNDATION		ADM OFF HODGES/DONALD		INV OFF LAUREN MATTHESEN					
TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	ORDINARY INCOME	CURRENCY GAIN/LOSS		
5 SHARES									
URBAN OUTFITTERS INC	04/01/09	142.26	77.34	64.92	S				
@ 28.484	142.42 08/13/09								
TAX &/OR SEC	.01								
\$545.14									
6% MAY 15 2036	05/21/08	545.14	*						
POOL NO 652587	08/17/09								
\$18.17									
FREDDIE MAC	06/19/08	18.17	*						
PARTIC CTF ARMS 4.758% SEP 01 2034	08/17/09								
POOL NO 1B1994									
\$193.98									
FANNIE MAE	05/21/08	193.98	*						
6.5% NOV 01 2036	08/25/09								
POOL NO 745932									
\$222.26									
FANNIE MAE	05/21/08	222.26	*						
6% DEC 01 2035	08/25/09								
POOL NO 848648									
\$40									
FANNIE MAE	05/21/08	40.00	*						
5.5% MAY 01 2021	08/25/09								
POOL NO 872384									
40 SHARES									
GENERAL ELECTRIC CO	10/02/08	532.66	1,234.69	90.23-	S				
@ 13.3468	533.87 09/01/09			611.80-	L				
TAX &/OR SEC	.01								
20 SHARES									
NATIONAL SEMICONDUCTOR CORP	04/09/09	311.92	250.95	60.97	S				
@ 15.6263	312.53 09/09/09								

ACCOUNT NUMBER A-11631-00-8
ACCOUNT TYPE ADV FOUNDATION
ADM OFF HODGES/DONALD

ACCOUNT TITLE WHISPERING BELLS FOUNDATION
TAX IDENTIFICATION NUMBER 13-6962126
INV OFF LAUREN MATTHIESEN TAX

TAX OFF

TRANSACTION	DESCRIPTION
1	...
2	...
3	...
4	...
5	...
6	...
7	...
8	...
9	...
10	...
11	...
12	...
13	...
14	...
15	...
16	...
17	...
18	...
19	...
20	...
21	...
22	...
23	...
24	...
25	...
26	...
27	...
28	...
29	...
30	...
31	...
32	...
33	...
34	...
35	...
36	...
37	...
38	...
39	...
40	...
41	...
42	...
43	...
44	...
45	...
46	...
47	...
48	...
49	...
50	...
51	...
52	...
53	...
54	...
55	...
56	...
57	...
58	...
59	...
60	...
61	...
62	...
63	...
64	...
65	...
66	...
67	...
68	...
69	...
70	...
71	...
72	...
73	...
74	...
75	...
76	...
77	...
78	...
79	...
80	...
81	...
82	...
83	...
84	...
85	...
86	...
87	...
88	...
89	...
90	...
91	...
92	...
93	...
94	...
95	...
96	...
97	...
98	...
99	...
100	...

**ACQUIRED/
SOLD**

**NET PROCEEDS
OF SALE**

**FEDERAL
COST BASE**

SHORT TERM GAIN/LOSS
LONG TERM GAIN/LOSS
ORDINARY INCOME
CURRENCY GAIN/LOSS

TAX &/OR SEC .01

SEARBS

SAFEMAY INC	02/27/09
0 20.035	601.05 09/11/09

TAX &/OR SBC .02

SHARES

EXELON CORP	07/09/08
9 48.3273	724.91 09/14/09

TAX &/OR SEC .02

60 SHARES

SCHERING-PLOUGH CORP	06/20/08
Q 28.5649	1,713.89 09/14/09

TAX &/OR SEC .04

SHARPS

WYETH	01/28/09
47-8722	718.08 09/14/09

TAX F/CR SRC .02

\$287.37

4207157	06/19/08
FREDDIE MAC	09/15/09
PAPATIC CTR ARMS 4-7584	SEP 01 2034

POOL NO 1B1994

\$229.75

DATE	TIME	LOCATION	STATUS
05/21/08	09:15/09	GINMA	64 MAY 15 2036

POOL NO 652587

5 SHARES

CAREFUSION CORPORATION	06/08/09
@ 21.3662	106.83 09/17/09

TAX &/OR SEC
.01

3 SHARBS

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		INV OFF LAUREN MATTHIEN		TAX OFF	
ACCOUNT TYPE ADV FOUNDATION		ADM OFF HODGES/DONALD		ACQUIRED/		SOLD		NET PROCEEDS	
TRANSACTION		DESCRIPTION						OF SALE	
								FEDERAL	
								COST BASIS	
								SHORT TERM GAIN/LOSS	
								LONG TERM GAIN/LOSS	
								ORDINARY INCOME	
								CURRENCY GAIN/LOSS	
APACHE CORP				06/20/08		282.59		282.49	
@ 94.1981				09/18/09				409.62	
TAX &/OR SEC									
10		SHARES							
ALTRIA GROUP INC				01/20/09		178.79		173.17	
@ 17.9102				09/22/09					
TAX &/OR SEC									
5		SHARES							
PEPSICO INC				06/20/08		291.70		291.54	
@ 58.3395				09/22/09					
TAX &/OR SEC									
5		SHARES							
URBAN OUTFITTERS INC				01/14/09		151.43		151.27	
@ 30.2868				09/24/09					
TAX &/OR SEC									
\$193.74									
FANNIE MAE				05/21/08		193.74			
6.5% NOV 01 2036				09/25/09					
TAX &/OR SEC									
\$123.17									
FANNIE MAE				05/21/08		123.17			
6% DEC 01 2035				09/25/09					
TAX &/OR SEC									
\$57.15									
FANNIE MAE				05/21/08		57.15			
5.5% MAY 01 2021				09/25/09					
TAX &/OR SEC									
15		SHARES							
EXXON MOBIL CORP				12/19/07		995.84		1,364.60	
@ 66.4211				10/05/09					
TAX &/OR SEC									

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		STATEMENT PERIOD 01/02/09 TO 12/31/09		TAX OFF	
ACCOUNT TYPE ADV FOUNDATION		INV OFF LAUREN MATTHIEN							
ADM OFF HODGES/DONALD									
TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	ORDINARY INCOME	CURRENCY GAIN/LOSS		
10 SHARES	04/01/09	588.58	347.43	241.15	S				
MCKESSON CORP	588.80 10/07/09								
@ 58.88									
TAX &/OR SEC	.02								
10 SHARES	12/12/08	358.37	322.11	80.17	S				
AMERIPRISE FINANCIAL INC	358.68 10/13/09			43.91-	L				
@ 35.8681									
TAX &/OR SEC	.01								
5 SHARES	02/06/09	271.97	168.56	103.41	S				
CATERPILLAR INC	272.13 10/14/09								
@ 54.4266									
TAX &/OR SEC	.01								
10 SHARES	06/20/08	833.11	969.60	136.49-	L				
PRAXAIR INC	833.44 10/14/09								
@ 83.3442									
TAX &/OR SEC	.03								
\$339.71	06/19/08	339.71							
FREDDIE MAC	06/19/08								
PARTIC CTF ARMS 4.758% SEP 01 2034	10/15/09								
POOL NO 1B1994									
\$680.97	05/21/08	680.97							
GNMA	05/21/08								
6% MAY 15 2036	10/15/09								
POOL NO 652587									
8 SHARES	05/22/09	525.20	349.06	176.14	S				
ANADARKO PETROLEUM CORP	525.46 10/15/09								
@ 65.6822									
TAX &/OR SEC	.02								
\$161.90	05/21/08	161.90							
FANNIE MAE	05/21/08								
6.5% NOV 01 2036	10/26/09								

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		INV OFF LAUREN MATTHEISEN		TAX OFF	
ACCOUNT TYPE ADV FOUNDATION		ADM OFF HODGES/DONALD		ACQUIRED/ SOLD		NET PROCEEDS OF SALE		FEDERAL COST BASIS	
TRANSACTION DESCRIPTION								SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS	
POOL NO 745932									
\$74.62									
FANNIE MAE				05/21/08		74.62		*	
6% DEC 01 2035				10/26/09					
POOL NO 848648									
\$458.42									
FANNIE MAE				05/21/08		458.42		*	
5.5% MAY 01 2021				10/26/09					
POOL NO 872384									
15		SHARES							
MERCK & CO INC				06/20/08		480.89		526.80	
@ 32.0908				481.36 11/04/09				45.91- L	
TAX &/OR SEC				.02					
4		SHARES							
CATERPILLAR INC				04/21/09		230.06		124.42	
@ 57.548				230.19 11/05/09				105.64 S	
TAX &/OR SEC				.01					
5		UNITS							
AXIS CAPITAL HOLDINGS LTD				09/16/08		148.68		169.95	
@ 29.7681				148.84 11/13/09				21.27- L	
TAX &/OR SEC				.01					
\$17.36									
FREDDIE MAC				06/19/08		17.36		*	
PARTIC CTF ARMS		4.758% SEP 01 2034		11/16/09					
POOL NO 1B1994									
\$17.27									
GNMA				05/21/08		17.27		*	
6% MAY 15 2036				11/16/09					
POOL NO 652587									
5		SHARES							

STATEMENT PERIOD 01/02/09 TO 12/31/09

ACCOUNT NUMBER A-11631-00-8
ACCOUNT TYPE ADV FOUNDATION
ADM OFF HODGES/DONALDACCOUNT TITLE WHISPERING BELLS FOUNDATION
TAX IDENTIFICATION NUMBER 13-6962126
INV OFF LAUREN MATTHESEN

TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
-------------------------	----------------	----------------------	--------------------	--

ACN CORP @ 40.5197	07/30/09 202.60 11/17/09	202.44	199.57	2.87 S
-----------------------	-----------------------------	--------	--------	--------

TAX &/OR SEC .01

NOBLE CORPORATION @ 38.9024	05/22/09 389.02 11/20/09	388.71	307.35	81.36 S
--------------------------------	-----------------------------	--------	--------	---------

TAX &/OR SEC .01

ALTRIA GROUP INC @ 18.98	01/13/09 569.40 11/20/09	568.48	452.02	116.46 S
-----------------------------	-----------------------------	--------	--------	----------

TAX &/OR SEC .02

FANNIE MAE 6.5% NOV 01 2036	05/21/08 11/25/09	199.25	*	
--------------------------------	----------------------	--------	---	--

POOL NO 745932

FANNIE MAE 6% DEC 01 2035	05/21/08 11/25/09	111.32	*	
------------------------------	----------------------	--------	---	--

POOL NO 848648

FANNIE MAE 5.5% MAY 01 2021	05/21/08 11/25/09	38.01	*	
--------------------------------	----------------------	-------	---	--

POOL NO 872384

PAYCHEX INC @ 31.5743	05/22/09 315.74 12/01/09	315.43	266.98	48.45 S
--------------------------	-----------------------------	--------	--------	---------

TAX &/OR SEC .01

GOLDMAN SACHS GROUP INC @ 166.2076	06/20/08 166.21 12/07/09	166.17	183.41	17.24- L
---------------------------------------	-----------------------------	--------	--------	----------

TAX &/OR SEC .01

ACCOUNT NUMBER A-11631-00-8 ACCOUNT TITLE WHISPERING BELLS FOUNDATION
 ACCOUNT TYPE ADV FOUNDATION TAX IDENTIFICATION NUMBER 13-5962126
 ADM OFF HODGES/DONALD INV OFF LAUREN MATTHESEN TAX OFF

TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS LONG TERM GAIN/LOSS ORDINARY INCOME CURRENCY GAIN/LOSS
TAX &/OR SEC .01				
THE TRAVELERS COMPANIES INC. 6 SHARES @ 50.6506	10/30/08 303.90 12/16/09	303.77	252.88	50.89 L
TAX &/OR SEC .01				
JPMORGAN ASIA EQUITY FUND 322.997 UNITS SELECT SHARE CLASS	08/01/08 12/16/09	10,000.00	10,190.56	190.56- L
JP MORGAN CHASE BANK				
JPMORGAN US LARGE CAP CORE PLUS FUND 1,103.144 UNITS SELECT	06/18/09 12/16/09	20,000.00	16,183.12	3,816.88 S
JP MORGAN CHASE BANK				
JPMORGAN TR I 6,305.170 UNITS GROWTH ADVANTAGE FUND	08/01/08 12/16/09	45,145.02	50,000.00	4,854.98- L
JP MORGAN CHASE BANK				
JPMORGAN SHORT DURATION BOND FUND 1,833.181 UNITS SELECT CLASS	08/07/08 12/16/09	20,000.00	19,450.05	549.95 L
JP MORGAN CHASE BANK				
FIDELITY ADVISOR HIGH INCOME ADVANTAGE FUND 1,164.144 UNITS	08/01/08 12/16/09	10,000.00	10,197.90	197.90- L
OLD MUTUAL ANALY US LO/SH-Z 1,912.046 UNITS	08/07/08	20,000.00	23,556.41	
FANNIE MAE \$127.91 6.5% NOV 01 2036	05/21/08 12/28/09	127.91		
POOL NO 745932				

ACCOUNT NUMBER A-11631-00-8		ACCOUNT TITLE WHISPERING BELLS FOUNDATION		TAX IDENTIFICATION NUMBER 13-6962126		TAX OFF	
ACCOUNT TYPE ADV FOUNDATION		ADM OFF HODGES/DONALD		INV OFF LAUREN MATTHIEN			
TRANSACTION DESCRIPTION	ACQUIRED/ SOLD	NET PROCEEDS OF SALE	FEDERAL COST BASIS	SHORT TERM GAIN/LOSS	LONG TERM GAIN/LOSS	ORDINARY INCOME	CURRENCY GAIN/LOSS
FANNIE MAE	05/21/08	151.04		*			
6% DEC 01 2035	12/28/09						
POOL NO 848648							
FANNIE MAE	05/21/08	319.57		*			
5.5% MAY 01 2021	12/28/09						
POOL NO 872384							
GNMA	05/21/08	2,533.77		*			
6% MAY 15 2036	01/15/10						
POOL NO 652587							
FREDDIE MAC	06/19/08	26.08		*			
PARTIC CTF ARMS 4.758% SEP 01 2034	01/15/10						
POOL NO 1B1994							
FANNIE MAE	05/21/08	209.83		*			
6.5% NOV 01 2036	01/25/10						
POOL NO 745932							
FANNIE MAE	05/21/08	95.92		*			
6% DEC 01 2035	01/25/10						
POOL NO 848648							
FANNIE MAE	05/21/08	214.62		*			
5.5% MAY 01 2021	01/25/10						
POOL NO 872384							
TOTALS		265,833.80	306,562.38				17,143.12- S 23,585.46- L

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II: Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).			
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization WHISPERING BELLS FOUNDATION C/O RSM MCGLADREY		Employer identification number 13-6962126
	Number, street, and room or suite no. If a P.O. box, see instructions. 1185 AVENUE OF THE AMERICAS		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10036		

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.

JOHN MCPARLAND

- The books are in the care of **RSM MCGLADREY, INC. 1185 6TH AVENUE - NEW YORK, NY 10036**
 Telephone No. **(212) 372-1210** 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 **NOVEMBER 15, 2010.**
- 5 For calendar year **2009**, or other tax year beginning _____, and ending _____.
- 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 PREPARE 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	\$	560.
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	\$	560.
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	\$	0.

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 _____ Date _____

Form 8868 (Rev. 4-2009)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

Part I only ☐

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization WHISPERING BELLS FOUNDATION C/O RSM MCGLADREY	Employer identification number 13-6962126
	Number, street, and room or suite no. If a P.O. box, see instructions. 1185 AVENUE OF THE AMERICAS	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10036	

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

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

EDWARD KLAGSBRUN - MCLAUGHLIN ET AL., 260 MADISON AVE.-18

- The books are in the care of ► **FL., NY, NY - 10016**

Telephone No. ► **(212) 448-1100**

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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► ☐ tax year beginning _____, and ending _____.

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

3a 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.	3a	\$	560.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	560.
c Balance Due. Subtract line 3b from line 3a. 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.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)