



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 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 OCT 1, 2009, and ending SEP 30, 2010

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: **WHITEHALL FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address): **POST OFFICE BOX 3423**

Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **PALM BEACH, FL 33480**

A Employer identification number: **13-5637595**

B Telephone number: **(561) 655-4474**

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐  
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 96,475,122.** (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B interest on savings and temporary cash investments		2,148,143.	2,148,143.		STATEMENT 1
3 Dividends and interest from securities		1,197,408.	1,197,408.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,072.			
b Gross sales price for all assets on line 6a		7,771,001.			
7 Capital gain net income (from Part IV, line 2)			7,072.		
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		45,612.	45,612.		STATEMENT 3
12 Total. Add lines 1 through 11		3,398,235.	3,398,235.		
13 Compensation of officers, directors, trustees, etc.		150,000.	112,500.		37,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		13,980.	10,485.		3,495.
16a Legal fees					
b Accounting fees STMT 4		82,878.	20,720.		62,159.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		71,732.	69,222.		2,510.
19 Depreciation and depletion					
20 Occupancy		41,775.	0.		41,775.
21 Travel, conferences, and meetings		23,185.	0.		23,185.
22 Printing and publications					
23 Other expenses STMT 6		104,292.	10,574.		93,720.
24 Total operating and administrative expenses. Add lines 13 through 23		487,842.	223,501.		264,344.
25 Contributions, gifts, grants paid		4,152,261.			4,152,261.
26 Total expenses and disbursements. Add lines 24 and 25		4,640,103.	223,501.		4,416,605.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,241,868.>			
b Net investment income (if negative, enter -0-)			3,174,734.		
c Adjusted net income (if negative, enter -0-)				N/A	

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing			8,503,243.	8,503,243.
2	Savings and temporary cash investments		8,407,614.	602,575.	602,575.
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 7	22,484,206.	17,484,206.	22,996,094.	
b	Investments - corporate stock STMT 8	35,974,574.	39,001,778.	45,803,710.	
c	Investments - corporate bonds STMT 9	17,297,609.	17,297,609.	18,569,500.	
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 ▶ STATEMENT 10)	11,386.	43,546.	0.	
16	<b>Total assets</b> (to be completed by all filers)	84,175,389.	82,932,957.	96,475,122.	

Liabilities

17	Accounts payable and accrued expenses	564.			
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	<b>Total liabilities</b> (add lines 17 through 22)	564.	0.		

Net Assets or Fund Balances

	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>				
	<b>and complete lines 27 through 31.</b>				
27	Capital stock, trust principal, or current funds	84,534,514.	84,534,514.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	<359,689.>	<1,601,557.>		
30	<b>Total net assets or fund balances</b>	84,174,825.	82,932,957.		
31	<b>Total liabilities and net assets/fund balances</b>	84,175,389.	82,932,957.		

**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	84,174,825.
2	Enter amount from Part I, line 27a	2	<1,241,868.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	82,932,957.
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	82,932,957.

**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.)
<b>1a SEE THE ATTACHED SCHEDULE 12</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
b			
c			
d			
e			

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a 7,771,001.</b>		<b>7,763,929.</b>	<b>7,072.</b>
b			
c			
d			
e			

  

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			<b>7,072.</b>
b			
c			
d			
e			

  

<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	<b>7,072.</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	<b>N/A</b>

**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	4,093,068.	84,366,665.	.048515
2007	5,026,278.	100,043,313.	.050241
2006	5,341,875.	102,938,973.	.051894
2005	4,978,080.	97,095,399.	.051270
2004	4,356,882.	96,351,781.	.045218

  

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.247138</b>
<b>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</b>	<b>3</b>	<b>.049428</b>
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5</b>	<b>4</b>	<b>92,426,013.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>4,568,433.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>31,747.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>4,600,180.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>4,416,605.</b>

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)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

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

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax

12,505. Refunded

**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b 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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. \$ 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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

NJ, FL

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Yes No

1a X

1b X

1c X

2 X

3 X

4a X

4b

5 X

6 X

7 X

8b X

9 X

10 X

N/A

Form 990-PF (2009)

**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>WWW.WHITEHALL.ORG</u>	13	X	
14	The books are in care of ► <u>GEORGE MOFFETT</u> Telephone no. ► <u>561-655-4474</u> Located at ► <u>P.O. BOX 3423, PALM BEACH, FL</u> ZIP+4 ► <u>33480</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	N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

Form 990-PF (2009)

**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

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
SEE STATEMENT 11		150,000.	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 NONE	
	0.
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 NONE	
	0.
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	85,122,036.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	8,711,480.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	93,833,516.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	93,833,516.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,407,503.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	92,426,013.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,621,301.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	4,621,301.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	63,495.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	63,495.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	4,557,806.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	4,557,806.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	4,557,806.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	4,416,605.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	4,416,605.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	4,416,605.

**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				4,557,806.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006	308,025.			
d From 2007	104,896.			
e From 2008				
f Total of lines 3a through e	412,921.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	4,416,605.			
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				4,416,605.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	141,201.			141,201.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	271,720.			
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	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	271,720.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	166,824.			
c Excess from 2007	104,896.			
d Excess from 2008				
e Excess from 2009				

N/A

- 

4942(1)(3) or 4942(1)(5)

- [illegible]

2009.05040 WHITEHALL FOUNDATION, INC. B6N04W 1

**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)				
<b>a</b> Paid during the year				
DESIGNATED GIFTS: SEE STMT 13	NONE	501(C)(3)	GENERAL FUND	125,000.
RESEARCH GRANTS: SEE STMT 14	NONE	501(C)(3)	RESEARCH	4027261.
<b>Total</b>			▶ 3a	4152261.
<b>b</b> Approved for future payment				
SEE ATTACHED STATEMENT: 15	NONE	501(C)(3)	SCIENTIFIC RESEARCH	4456000.
<b>Total</b>			▶ 3b	4456000.



### Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:			
<b>(1)</b> Cash	<b>1a(1)</b>		<b>X</b>
<b>(2)</b> Other assets	<b>1a(2)</b>		<b>X</b>
<b>b</b> Other transactions:			
<b>(1)</b> Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>		<b>X</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>		<b>X</b>
<b>(3)</b> Rental of facilities, equipment, or other assets	<b>1b(3)</b>		<b>X</b>
<b>(4)</b> Reimbursement arrangements	<b>1b(4)</b>		<b>X</b>
<b>(5)</b> Loans or loan guarantees	<b>1b(5)</b>		<b>X</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations	<b>1b(6)</b>		<b>X</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>		<b>X</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A	N/A	

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

**Sign Here**

Signature of officer or trustee

Date \_\_\_\_\_

Title

PRESIDENT

Preparer's  
signature

Firm's name (or yours if self-employed),  
address, and ZIP code

Imbelly Ponder

Date \_\_\_\_\_

2-10-11

Check if self-employee	
------------------------	--

Preparer's identifying number	
-------------------------------	--

**EIN ▶**

Phone no. (561) 697-1785

Form **990-PF** (2009)

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

SOURCE	AMOUNT
INTEREST INCOME	2,148,143.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,148,143.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE DIVIDENDS	1,197,408.	0.	1,197,408.
TOTAL TO FM 990-PF, PART I, LN 4	1,197,408.	0.	1,197,408.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	45,612.	45,612.	
TOTAL TO FORM 990-PF, PART I, LINE 11	45,612.	45,612.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	82,878.	20,720.		62,159.
TO FORM 990-PF, PG 1, LN 16B	82,878.	20,720.		62,159.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAXES	62,624.	62,624.		0.	
PAYROLL TAXES	8,797.	6,598.		2,199.	
PROPERTY TAXES	311.	0.		311.	
TO FORM 990-PF, PG 1, LN 18	71,732.	69,222.		2,510.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	5,616.	1,404.		4,212.	
INSURANCE	3,216.	804.		2,412.	
OFFICE EXPENSE	22,754.	5,689.		17,066.	
TELEPHONE	8,400.	2,100.		6,300.	
POSTAGE	2,306.	577.		1,730.	
SCIENTIFIC ADVISOR	62,000.	0.		62,000.	
TO FORM 990-PF, PG 1, LN 23	104,292.	10,574.		93,720.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
	X		17,484,206.	22,996,094.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			17,484,206.	22,996,094.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			17,484,206.	22,996,094.	



FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
	39,001,778.	45,803,710.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	39,001,778.	45,803,710.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
	17,297,609.	18,569,500.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	17,297,609.	18,569,500.	

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL EXCISE TAX	11,386.	43,546.	0.
TO FORM 990-PF, PART II, LINE 15	11,386.	43,546.	0.

---



---

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 11  
 TRUSTEES AND FOUNDATION MANAGERS

---

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE M. MOFFETT II P.O. BOX 3423 PALM BEACH, FL 33480	PRESIDENT/TREASURER 40.00	150,000.	0.	0.
J. WRIGHT RUMBOUGH, JR. P.O. BOX 3423 PALM BEACH, FL 33480	VICE PRESIDENT 0.00	0.	0.	0.
PETER GIBBONS-NEFF P.O. BOX 3423 PALM BEACH, FL 33480	ASST. VICE PRESIDENT 0.00	0.	0.	0.
CATHERINE M. THOMAS P.O. BOX 3423 PALM BEACH, FL 33480	CORPORATE SECRETARY/ASST. TREASURER 0.00	0.	0.	0.
MR. KENNETH S. BEALL, JR., ESQ. P.O. BOX 3423 PALM BEACH, FL 33480	TRUSTEE 0.00	0.	0.	0.
MR. JAMES R. LOWELL, III P.O. BOX 3423 PALM BEACH, FL 33480	TRUSTEE 0.00	0.	0.	0.
MR. E. ANTHONY NEWTON P.O. BOX 3423 PALM BEACH, FL 33480	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		150,000.	0.	0.

Whitehall Foundation  
Capital Gains Testing  
9/30/2010

Account	Security	CUSIP	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
<b>SHORT TERM</b>								
None in 2010			5,965 20					
<b>TOTAL SHORT TERM</b>								
<b>LONG TERM</b>								
FNB CUSTODY	Wyeth Com	WYE	20,000 00	9/10/1999	10/16/2009	1,007,902 00	814,000 00	193,902 00
FNB CUSTODY	Wyeth Com	WYE	5,000 00	12/17/1999	10/16/2009	251,975 50	212,500 00	39,475 50
FNB CUSTODY	Wyeth Com	WYE	5,000 00	12/23/1999	10/16/2009	251,975 50	199,750 00	52,225 50
FNB CUSTODY	Wyeth Com	WYE	5,000 00	12/27/1999	10/16/2009	251,975 50	183,875 00	68,100 50
FNB CUSTODY	US Treasury bond 2/15/07 -2/15/10	N/A	5,000,000 00	2/21/2007	2/16/2010	5,000,000 00	5,000,000 00	-
FNB CUSTODY	Colgate- Palmolive	CL	5,000 00	9/17/2003	3/1/2010	411,995 74	44,757 50	367,238 24
FNB CUSTODY	Caterpillar, Inc	CAT	2,500 00	9/17/2003	3/8/2010	146,982 36	40,006 25	106,976 11
FNB CUSTODY	Caterpillar, Inc	CAT	2,500 00	9/17/2003	4/29/2010	180,637 53	40,006 25	140,631 28
FNB CUSTODY	Frontier Communications	FTR	0 20	9/17/2003	7/21/2010	1 41	2 29	(0 88)
FNB CUSTODY	Frontier Communications	FTR	4,800 60	9/17/2003	7/27/2010	35,164 37	54,994 91	(19,830 54)
FNB CUSTODY	Frontier Communications	FTR	2,400 40	9/17/2003	7/27/2010	17,582 91	27,640 14	(10,057 23)
	<b>Total Frontier on 7/27/10</b>		<b>7,201.00</b>			<b>52,747.28</b>	<b>82,635.05</b>	<b>(29,887.77)</b>
FNB CUSTODY	American International	AIG	500 00	6/8/2005	9/17/2010	18,018 00	554,390 00	(536,372 00)
FNB CUSTODY	American International	AIG	500 00	6/20/2005	9/17/2010	18,018 00	552,000 00	(533,982 00)
	<b>Total American on 9/17/10</b>		<b>1,000.00</b>			<b>36,036.00</b>	<b>1,106,390.00</b>	<b>(1,070,354.00)</b>
FNB CUSTODY	Caterpillar, Inc	CAT	2,500 00	9/17/2003	9/17/2010	178,771 96	40,006 25	138,765 71
<b>TOTAL LONG TERM</b>								
			<u>5,055,701</u>			<u>7,771,001</u>	<u>7,763,929</u>	<u>7,072</u>
<b>OVERALL TOTAL</b>								
						<u>7,771,000 78</u>		

# Itemized Categories - 2010:3

10/1/2009 through 9/30/2010

10/15/2010

Page 1

Date	Num	Description	Amount
<b>EXPENSES</b>			<b>-125,000.00</b>
<b>Funding Programs</b>			<b>-125,000.00</b>
<b>Designated Gifts</b>			<b>-125,000.00</b>
10/22/2009	7549	The Church Of Bethesda-by-the-Sea	-500.00
10/22/2009	7550	University Of Pennsylvania	-2,500.00
10/22/2009	7551	Palm Beach Community Chest/Unit...	-1,000.00
10/22/2009	7552	Palm Beach Civic Association	-2,000.00
10/22/2009	7553	Middlesex School	-3,000.00
10/22/2009	7554	International Game Fish Association	-500.00
10/22/2009	7555	Hospice Foundation Of Palm Beac...	-1,000.00
10/22/2009	7556	Gulf Stream Council Boy Scouts Of...	-500.00
10/22/2009	7557	The Pilot School	-3,000.00
10/22/2009	7558	Palm Beach Fire Rescue(designate...	-1,000.00
10/22/2009	7559	Cape Eleuthera Marine Conservatio..	-4,500.00
10/22/2009	7560	Clinic For Special Needs Children, I...	-1,000.00
10/22/2009	7561	Community Foundation For Palm B...	-1,000.00
10/22/2009	7562	The Lawrenceville School	-2,000.00
10/22/2009	7563	Washington And Lee University	-4,500.00
10/22/2009	7564	Woods Hole Oceanographic Institute	-1,000.00
10/22/2009	7565	Physicians For Peace	-1,000.00
10/26/2009	7566	Friends Of Dana Farber Cancer Ins...	-500.00
10/26/2009	7567	Convent Of The Visitation School	-1,500.00
10/26/2009	7568	Corpus Christi Catholic Church	-1,000.00
10/26/2009	7569	Friends Of The Sandwich Public Li...	-500.00
10/26/2009	7570	Connecticut College	-1,000.00
10/26/2009	7571	Henry T. Wing School	-500.00
10/26/2009	7572	Heritage Museum & Gardens	-500.00
10/26/2009	7573	St. Francis Xavier Preparatory School	-1,000.00
10/26/2009	7574	Sandwich Food Pantry	-1,000.00
10/26/2009	7575	Blue Hill Heritage Trust	-1,000.00
10/26/2009	7576	Blue Hill Historical Society	-500.00
10/26/2009	7577	Blue Hill Memorial Hospital	-1,000.00
10/26/2009	7578	Blue Hill Public Library	-1,000.00
10/26/2009	7579	Campaign For The Cure	-1,000.00
10/26/2009	7580	Down East Family YMCA	-500.00
10/26/2009	7581	George Stevens Academy	-1,000.00
10/26/2009	7582	Harvard College Fund	-500.00
10/26/2009	7583	Healthcare Charities	-1,000.00
10/26/2009	7584	Kneisel Hall	-1,000.00
10/26/2009	7585	Peninsula Ambulance Corps, Inc.	-2,000.00
10/26/2009	7586	Saint Francis By The Sea Episcopa...	-2,500.00
10/26/2009	7587	Springside School	-1,000.00
10/26/2009	7588	The Tree Of Life Food Pantry	-1,000.00
10/30/2009	7621	Lake Forest College	-500.00
10/30/2009	7622	The Trustees Of Reservations	-500.00
10/30/2009	7623	Cambridge Friends School	-1,000.00
10/30/2009	7624	Autism Speaks	-500.00
10/30/2009	7625	Hospice Foundation Of Palm Beac...	-500.00
10/30/2009	7626	Planned Parenthood Of Nassau Co...	-1,000.00
10/30/2009	7627	Greenvale School	-1,000.00
11/4/2009	7598	The Hyde School	-10,000.00

# Itemized Categories - 2010:3

10/1/2009 through 9/30/2010

10/15/2010

Page 2

Date	Num	Description	Amount
11/4/2009	7599	The Hyde School	-2,500.00
11/4/2009	7601	The Hill School	-500.00
11/4/2009	7602	The Ethel Walker School	-500.00
11/4/2009	7603	Hathaway Brown School	-500.00
11/4/2009	7604	Trinity College	-500.00
11/4/2009	7605	Trout Unlimited{Dawes}	-500.00
11/4/2009	7606	The Margaux Powers Memorial Sch...	-4,000.00
11/4/2009	7607	Mary E. Bartlett Library	-2,000.00
11/4/2009	7608	Prince-Avery Junior Development P..	-2,000.00
11/4/2009	7609	Trinity-Pawling School	-1,000.00
11/4/2009	7610	SitesALIVE Foundation, Inc.	-1,000.00
11/4/2009	7611	Friends Of Boston University	-1,000.00
11/4/2009	7612	Pilgrim United Church Of Christ	-1,000.00
11/4/2009	7613	Tucson Jewish Community Center	-500.00
11/4/2009	7614	Tennis Against Breast Cancer	-500.00
11/4/2009	7615	Seacoast Interfaith Hospitality Netw...	-500.00
11/4/2009	7616	Green Mountain Horse Association	-500.00
11/4/2009	7617	Kniesel Hall{Lowell}	-500.00
11/4/2009	7620	Brown Ledge Camp	-500.00
11/10/2009	7633	Yale University{wright}	-1,000.00
11/12/2009	7634	Animal Lovers League	-5,000.00
11/12/2009	7635	Cold Spring Harbor Laboratory{wrig....	-1,000.00
11/12/2009	7636	Denison University	-1,000.00
11/12/2009	7637	Glenwood Volunteer Fire Department	-1,000.00
11/12/2009	7638	Keene Valley Hose And Ladder Co.	-1,000.00
11/12/2009	7639	New York School Of Medicine	-1,000.00
11/12/2009	7640	North Shore Land Alliance, Inc.	-1,000.00
11/12/2009	7641	Northshore L.I.J. Hospital At Glen ...	-1,000.00
11/12/2009	7642	The Porter Medical Center Auxiliary	-1,000.00
11/12/2009	7643	Trout Unlimited	-1,000.00
11/12/2009	7644	St. Davids Church	-1,000.00
11/12/2009	7645	Sea Education Association	-1,000.00
11/12/2009	7646	Radnor Educational Foundation	-3,000.00
11/12/2009	7647	Independence Seaport Museum	-6,000.00
11/12/2009	7648	Lankenau Hospital Foundation	-500.00
11/12/2009	7649	Chester River Hospital Center	-500.00
11/12/2009	7650	Semper FI Fund	-1,000.00
11/12/2009	7651	United States Naval Academy	-2,000.00
12/2/2009	7669	Metropolitan Opera Association	-1,000.00
12/2/2009	7670	Doctors Without Borders	-1,000.00
12/2/2009	7671	Cold Spring Harbor Laboratory	-5,000.00
12/2/2009	7672	Channel 13-WNET	-500.00
			-125,000.00

Whitehall Foundation  
Grants Paid  
09/30/10

<u>DATE</u>	<u>NUM</u>	<u>DESCRIPTION</u>	<u>MEMO</u>	<u>AMOUNT</u>
12/2/2009	7660	City University Of New York - Queens College	Lab Grant - Stellar	- 20,000 00
12/15/2009	7678	Northeastern University	Dr Lonng	- 4,000 00
12/15/2009	7679	Baylor College Of Medicine	Dr Costa-Mattoli	- 75,000 00
12/15/2009	7680	UT Southwestern Medical Center At Dallas(Wu)	Dr Wu	- 75,000 00
12/15/2009	7681	The General Hospital Corp	Dr Williams	- 75,000 00
12/15/2009	7682	McLean Hospital	Dr Bolshakov	- 75,000 00
1/15/2010	7712	University Of Washington	Dr Dhaka	- 75,000 00
1/15/2010	7713	Regents Of The University Of California(Lyon)	Dr Lyon	- 75,000 00
1/15/2010	7714	University Of Washington(Murray)	Dr Murray	- 75,000 00
1/15/2010	7715	Trustees Of Columbia University(Schmauss)	Dr Schmauss	- 75,000 00
1/15/2010	7716	New York University School Of Medicine	Dr Suh	- 75,000 00
2/16/2010	7734	UT Southwestern Medical Center At Dallas	Dr Hiesinger	- 75,000 00
2/16/2010	7735	Research Foundation Of SUNY	Dr Mu	- 75,000 00
2/16/2010	7736	Rutgers, The State University Of New Jersey	Dr Shumyatsky	- 75,000 00
2/16/2010	7737	Regents Of The University Of California, Irvine	Dr Wood	- 75,000 00
2/16/2010	7738	Children's Hospital	Dr Benowitz	- 15,000 00
2/16/2010	7739	Massachusetts Institute Of Technology	Dr Jhaveri	- 15,000 00
2/16/2010	7740	Northeastern University(Lonng)	Dr Lonng	- 15,000 00
2/16/2010	7741	Yale University(Shepherd)	Dr Shepherd	- 15,000 00
3/15/2010	7755	University Of Southern California(Celikel)	Dr Celikel	- 75,000 00
3/15/2010	7756	California Institute Of Technology(Konishi)	Dr Konishi	- 75,000 00
3/15/2010	7757	Regents Of The University Of Michigan(Umemon)	Dr Umemon	- 75,000 00
3/15/2010	7758	UT Southwestern Medical Center At Dallas	Dr Zhang	- 75,000 00
5/17/2010	7793	Cold Spring Harbor Laboratory(Kepecs)	Dr Kepecs	- 75,000 00
5/17/2010	7794	Massachusetts Institute Of Technology(Fee)	Dr Lin	- 75,000 00
5/17/2010	7795	Regents Of The University Of California, Los Angeles(mehta)	Dr Mehta	- 75,000 00
5/17/2010	7796	University Of Oregon(Wehr)	Dr Wehr	- 75,000 00
5/17/2010	7797	Northeastern University	Dr Lonng	- 4,000 00
5/21/2010	DEP	Utah State University	balance of	12,558 38
5/24/2010	7803	Johns Hopkins University(foster)	Dr Foster	- 75,000 00
5/24/2010	7804	KUMC Research Institute, Inc	Dr Nishimune	- 75,000 00
6/15/2010	7819	Brown University	Dr Aizenman	- 75,000 00
6/15/2010	7820	New York University School Of Medicine(Carter)	Dr Carter	- 75,000 00
6/15/2010	7821	C C H M C	Dr Chuang	- 75,000 00
6/15/2010	7822	Johns Hopkins University	Dr Doetzelhofer	- 75,000 00
6/15/2010	7823	Washington University	Dr Klyachko	- 75,000 00
6/15/2010	7824	University Of Texas Medical Branch At Galveston	Dr Tang	- 75,000 00
7/8/2010	7844	Mount Sinai School Of Medicine(zhou)	Dr Zou	- 75,000 00
7/15/2010	7845	Northwestern University(Awatramani)	Dr Awatramani	- 74,000 00
7/15/2010	7846	**VOID**Regents Of The University Of California, Irvine(Norbert)	Dr Norbert	-
7/15/2010	7847	University Of Texas, Austin	Dr Nishiyama	- 75,000 00
7/15/2010	7848	Children's Hospital Boston	Dr Rosenberg	- 75,000 00
7/15/2010	7849	Emory University	Dr Wenner	- 75,000 00
7/15/2010	7850	Regents Of The University Of California, Irvine(Norbert)	Dr Fortin	- 75,000 00
7/21/2010	DEP	U of Texas - Houston	Felleman	2,225 63
8/16/2010	7864	University Of Iowa	Dr Harata	- 75,000 00
8/16/2010	7865	Children's Hospital(Kreiman)	Dr Kreiman	- 75,000 00
8/16/2010	7866	Washington University(Ramanan)	Dr Ramanan	- 75,000 00
8/16/2010	7867	Regents Of The University Of California(Dr Ray)	Dr Ray	- 75,000 00
8/16/2010	7868	Regents Of The University Of California	Dr Voglmaier	- 75,000 00
8/16/2010	7869	Regents Of The University Of Michigan(dr Ye)	Dr Ye	- 75,000 00
8/16/2010	7870	Northeastern University	Dr Lonng	- 4,000 00
8/24/2010	7878	Medical University Of South Carolina	Dr Kara	- 75,000 00
8/24/2010	7879	Washington University(Kerschensteiner)	Dr Kerschensteiner	- 75,000 00
8/24/2010	7880	Winifred Masterson Burke Medical Research Institute	Dr Zhong	- 75,000 00
9/2/2010	7890	**VOID**Northeastern University	Dr Lonng	-
9/9/2010	DEP	Northwestern University	balance of grant to D Waters	19,954 92
9/13/2010	7895	Trustees Of Columbia University(Dr Hawkins)	Dr Hawkins	- 75,000 00
9/15/2010	7896	University Of Wisconsin, Madison	Dr Dent	- 75,000 00
9/15/2010	7897	Wellesley College	Dr Conway	- 75,000 00
9/15/2010	7898	University Of Texas Health Science Center	Dr Beierlein	- 75,000 00
9/15/2010	7899	Memorial Sloan-Kettering Cancer Center	Dr Kaltschmidt	- 75,000 00
9/15/2010	7900	Cincinnati Children's Hospital Medical Center	Dr Chang	- 75,000 00
9/15/2010	7901	Duke University(Volkan)	Dr Volkan	- 75,000 00
9/15/2010	7902	University Of Connecticut	Dr Walikonis	- 71,000 00
9/15/2010	7903	Yale University(Dr Cardin)	Dr Cardin	- 75,000 00
				<b>- 4,027,261.07</b>

Whitehall Foundation, Inc.  
Grants Owed but Not Paid as of FYE  
9 30 2010

Scheduled Payment Date	Name	Last Name	Description	Amount
15-Dec-10	Northeastern University	Loring	Advisor Fee	4 000 00
15-Dec-10	Baylor College of Medicine	Costa-Mattoli	second of three	75 000 00
15-Dec-10	University of Texas Southwestern Medical Center	Wu	second of three	75 000 00
15-Dec-10	Massachusetts General Hospital, Boston	Williams	third of three	75 000 00
15-Jan-11	New York University, New York	Suh	third of three	75 000 00
15-Jan-11	University of Washington, Seattle	Dhaka	second of three	75 000 00
15-Jan-11	University of California Irvine	Lyon	second of three	75 000 00
15-Feb-11	City University of New York, Flushing	Stellar	lab grant	20 000 00
15-Feb-11	Yale University	Shepherd	lab grant	15 000 00
15-Feb-11	State University of New York, Buffalo	Mu	second of three	75 000 00
15-Feb-11	University of California, Irvine	Wood	third of three	75 000 00
15-Feb-11	Children's Hospital, Boston	Benowitz	lab grant	15 000 00
15-Feb-11	Rutgers University, Piscataway	Shumyatsky	third of three	75 000 00
15-Feb-11	Northeastern University	Loring	lab grant	15 000 00
15-Feb-11	Massachusetts Institute of Technology, Cambridge	Jhavan	lab grant	15 000 00
15-Mar-11	University of Southern California	Celikel	second of three	75 000 00
15-Mar-11	University of Michigan	Umemon	third of three	75 000 00
15-Mar-11	University of Texas Southwestern Medical Center	Zhang	second of three	75 000 00
15-May-11	University of Kansas, Kansas City	Nishimune	second of three	75 000 00
15-May-11	University of California, Los Angeles	Mehta	third of three	75 000 00
15-May-11	Massachusetts Institute of Technology, Cambridge	Lin	third of three	75 000 00
15-May-11	Northeastern University	Loring	Advisor Fee	4 000 00
15-Jun-11	Johns Hopkins University	Doetzlhofer	second of three	75 000 00
15-Jun-11	University of Texas, Galveston	Tang	second of three	75 000 00
15-Jun-11	Washington University in St Louis	Kiyachko	third of three	75 000 00
15-Jun-11	New York University, New York	Carter	third of three	75 000 00
15-Jul-11	Harvard University	Rosenberg	second of three	75 000 00
15-Jul-11	Emory University	Wenner	second of three	75 000 00
15-Jul-11	Mount Sinai School of Medicine	Zou	second of three	75 000 00
15-Jul-11	University of California, Irvine	Fortin	second of three	75 000 00
16-Jul-11	University of Texas, Austin	Nishiyama	third of three	75 000 00
15-Aug-11	Cornell University	Zhong	second of three	75 000 00
15-Aug-11	Washington University in St Louis	Kerschensteiner	second of three	75 000 00
15-Aug-11	Northeastern University	Loring	Advisor Fee	4 000 00
15-Aug-11	Washington University in St Louis	Ramanan	third of three	75 000 00
15-Aug-11	University of Michigan	Ye	third of three	75 000 00
15-Aug-11	Medical University of South Carolina	Kara	renewal	75 000 00
15-Aug-11	University of California, Riverside	Ray	third of three	75 000 00
15-Sep-11	Cincinnati Children's Hospital	Chang	third of three	75 000 00
15-Sep-11	University of Rochester	Nordeen	third payment	75 000 00
15-Sep-11	Columbia University	Hawkins	second of three	75 000 00
15-Sep-11	University of Connecticut, Storrs	Walikonis	second of three	75 000 00
15-Sep-11	Yale University	Cardin	second of three	75 000 00
15-Sep-11	Duke University	Volkan	second of three	75 000 00
15-Sep-11	Memorial Sloan Kettering Cancer Center	Kaltschmidt	third of three	75 000 00
Total payments to be made in 2011:				<u>2,865,000 00</u>
15-Dec-11	Baylor College of Medicine	Costa-Mattoli	third of three	75 000 00
15-Dec-11	Northeastern University	Loring	Advisor Fee	4 000 00
15-Dec-11	University of Texas Southwestern Medical Center	Wu	third of three	75 000 00
15-Jan-12	University of California, Irvine	Lyon	third of three	75 000 00
15-Jan-12	University of Washington, Seattle	Dhaka	third of three	75 000 00
15-Feb-12	Children's Hospital, Boston	Benowitz	lab grant	15 000 00
15-Feb-12	Massachusetts Institute of Technology, Cambridge	Jhavan	lab grant	15 000 00
15-Feb-12	Northeastern University	Loring	lab grant	15 000 00
15-Feb-12	City University of New York, Flushing	Stellar	lab grant	20 000 00
15-Feb-12	Yale University	Shepherd	lab grant	15 000 00
15-Feb-12	State University of New York, Buffalo	Mu	third of three	75 000 00
15-Mar-12	University of Texas Southwestern Medical Center	Zhang	third of three	75 000 00
15-Mar-12	University of Southern California	Celikel	third of three	75 000 00
15-May-12	Northeastern University	Loring	Advisor Fee	4 000 00
15-May-12	University of Kansas, Kansas City	Nishimune	third of three	75 000 00
15-Jun-12	Johns Hopkins University	Doetzlhofer	third of three	75 000 00
15-Jun-12	University of Texas, Galveston	Tang	third of three	75 000 00
15-Jul-12	Mount Sinai School of Medicine	Zou	third of three	75 000 00
15-Jul-12	Emory University	Wenner	third of three	75 000 00
15-Jul-12	University of California, Irvine	Fortin	third of three	75 000 00
15-Jul-12	Harvard University	Rosenberg	third of three	75 000 00
15-Aug-12	Cornell University	Zhong	third of three	75 000 00
15-Aug-12	Northeastern University	Loring	Advisor Fee	4 000 00
15-Aug-12	Washington University in St Louis	Kerschensteiner	third of three	75 000 00
15-Sep-12	Yale University	Cardin	third of three	75 000 00
15-Sep-12	Columbia University	Hawkins	third of three	75 000 00
15-Sep-12	Duke University	Volkan	third of three	75 000 00
15-Sep-12	University of Connecticut, Storrs	Walikonis	third of three	74 000 00
Total payments to be made in 2012:				<u>1,561,000 00</u>
Total Unpaid grants				<u>\$4,456,000 00</u>