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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
W F Whitman Family Foundation Inc

Number and street (or P O box number if mail is not delivered to street address)
c/o Foundation Source 501 Silversid

Room/suite

City or town, state, and ZIP code
Wilmington, DE 198091377

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) \$ 3,545,617

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) _

(Part I, column (d) must be on cash basis.)

A Employer identification number
20-0413209

B Telephone number (see page 10 of the instructions)
(800) 839-1754

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	153,017			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	52	52		
	4 Dividends and interest from securities.	70,635	70,635		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	101,459			
	b Gross sales price for all assets on line 6a _____ 832,050				
	7 Capital gain net income (from Part IV , line 2)		101,459		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	325,163	172,146		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	16,909	16,909		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,028	249		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	16,217	459		15,758
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	35,154	17,617		15,758
	25 Contributions, gifts, grants paid	131,000			131,000
	26 Total expenses and disbursements. Add lines 24 and 25	166,154	17,617		146,758
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	159,009			
	b Net investment income (if negative, enter -0-)		154,529		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form 990-PF (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	89,755	94,691	94,691
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	66,442	<input checked="" type="checkbox"/> 23,578	24,426
	b	Investments—corporate stock (attach schedule)	2,336,743	<input checked="" type="checkbox"/> 2,627,514	3,153,834
	c	Investments—corporate bonds (attach schedule).	351,488	<input checked="" type="checkbox"/> 257,654	272,666
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,844,428	3,003,437	3,545,617	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,844,428	3,003,437	
	30	Total net assets or fund balances (see page 17 of the instructions)	2,844,428	3,003,437	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,844,428	3,003,437	

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 2,844,428
2	Enter amount from Part I, line 27a	2 159,009
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 3,003,437
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6 3,003,437

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)
1 a Publicly-traded Securities				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 832,050		730,591	101,459
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			101,459
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	101,459
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ 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 page 18 of the 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))
2009	155,785	2,715,186	000 057375
2008	164,161	3,167,007	000 051835
2007	133,354	3,463,344	000 038504
2006	101,264	3,018,758	000 033545
2005	64,529	2,591,564	000 024900

2 Total of line 1, column (d).	2	000 206159
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	000 041232
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	3,215,789
5 Multiply line 4 by line 3.	5	132,593
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,545
7 Add lines 5 and 6.	7	134,138
8 Enter qualifying distributions from Part XII, line 4.	8	146,758

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		11,545
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2
3Add lines 1 and 2.		31,545
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		51,545
6Credits/Payments		
a2010 estimated tax payments and 2009 overpayment credited to 2010	6a1,400	
bExempt foreign organizations—tax withheld at source	6b	
cTax paid with application for extension of time to file (Form 8868)	6c	
dBackup withholding erroneously withheld	6d	
7Total credits and payments Add lines 6a through 6d.		71,400
8Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9145
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10
11Enter the amount of line 10 to be Credited to 2011 estimated tax Refunded		11

Part VII-AStatements Regarding Activities			
1aDuring the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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.		1b	No
cDid the foundation file Form 1120-POL for this year?		1c	No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
3Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	No
bIf "Yes," has it filed a tax return on Form 990-T for this year?		4b	
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) _____			
bIf the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of	co Foundation Source	Telephone no	(800) 839-1754
Located at		501 Silverside Road Suite 123 Wilmington DE	ZIP+4	198091377
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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

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?			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
(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)?			
(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).			
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)?	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 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?			
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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

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)? (see page 22 of the instructions).

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

5b

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 page 22 of the instructions)? 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).

Yes

No

6a

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

Yes

No

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

No

7a

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

Yes

No

7b

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

Yes

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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 Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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.

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,124,930
b	Average of monthly cash balances.	1b	139,830
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,264,760
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	3,264,760
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	48,971
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,215,789
6	Minimum investment return. Enter 5% of line 5.	6	160,789

Part XI

Distributable Amount (see page 25 of the 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	160,789
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	1,545
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,545
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	159,244
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	159,244
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	159,244

Part XII

Qualifying Distributions (see page 25 of the 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	146,758
b	Program-related investments—total from Part IX-B.	1b	
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	146,758
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	1,545
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	145,213
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. 134,626			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2010			
a	From 2005.			
b	From 2006.			
c	From 2007.			
d	From 2008.			
e	From 2009.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 146,758			
a	Applied to 2009, but not more than line 2a 134,626			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2010 distributable amount. 12,132			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
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.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . .			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. 147,112			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2006.			
b	Excess from 2007.			
c	Excess from 2008.			
d	Excess from 2009.			
e	Excess from 2010.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

See Additional Data Table

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	131,000
b Approved for future payment				
Total			▶ 3b	

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 (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	52	
4 Dividends and interest from securities.			14	70,635	
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	101,459	
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).				172,146	
13 Total. Add line 12, columns (b), (d), and (e).					172,146

(See worksheet in line 13 instructions on page 28 to verify calculations)

[illegible]

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

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

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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
--------------------------	--------------------------	---------------------------------

Sign Here

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

Signature of officer or trustee

2011-05-10

Date

Title

Paid Preparer's Use Only

Preparer's Signature

Jeffrey D Haskell

Firm's name

Foundation Source

Firm's address

Fairfield, CT 06824

Date

2011-05-10

Firm's EIN

Phone no (800) 839-1754

Check if self-employed

PTIN

Form 990-PF (2010)

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div>	<div>OMB No 1545-0047</div>
		<div>2010</div>

<div>Name of organization</div> <div>W F Whitman Family Foundation Inc</div>	<div>Employer identification number</div> <div>20-0413209</div>
--	---

Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div></div>
<div>Form 990-PF</div>	<div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

- ☒ For 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 33¹/₃% 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 lin 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).

Name of organization W F Whitman Family Foundation Inc	Employer identification number 20-0413209
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Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
0001	Barclays Bank PLC 1 Churchill Place Level 11 London E14 5HP UK	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
0002	Whitman Charitable Lead Unitrust dt co W F Whitman Jr 8050 SE Little Ha Hobe Sound, FL 33455	\$ 148,017	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization W F Whitman Family Foundation Inc	Employer identification number 20-0413209
---	--

Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization W F Whitman Family Foundation Inc	Employer identification number 20-0413209
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	<div>Transferee's name, address, and ZIP + 4</div> <div>Relationship of transferor to transferee</div> <div></div> <div></div> <div></div>		

Additional Data

Software ID: 10000149

Software Version: 2010.2.13

EIN: 20-0413209

Name: W F Whitman Family Foundation Inc

Part VI Line 7 - Tax Paid Original Return: 1400


Form 990PF Part VIII Line 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
Thomas C Danziger	Secretary 001 00	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809				
Barbara K Whitman	Director 001 00	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809				
Laura B Whitman	First Vice President / Director 001 00	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809				
W Fifield Whitman	Second Vice President / Director 001 00	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809				
William F Whitman Jr	President / Director / Treasurer 001 00	0		
c/o Foundation Source 501 Silversid Wilmington, DE 19809				


Form 990PF Part XV Line 1a - 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).

Barbara K Whitman
William F Whitman Jr


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BAGADUCE MUSIC LENDING LIBRARY PO BOX 829 BLUE HILL,ME 04614	N/A	509(a)(1)	General Unrestricted	500
BOYS GIRLS CLUB OF BLUFFTON PO BOX 1908 BLUFFTON,SC 29910	N/A	509(a)(1)	Support-a-Child Program	1,000
BOYS GIRLS CLUB OF MARTIN COUNTY PO BOX 910 HOBE SOUND,FL 33475	N/A	509(a)(1)	Indiantown Building Project	24,200
FRIENDS OF ACADIA PO BOX 45 BAR HARBOR,ME 04609	N/A	509(a)(1)	Annual Giving Fund	500
FRIENDS OF ACADIA PO BOX 45 BAR HARBOR,ME 04609	N/A	509(a)(1)	Patron/Friends Program	1,000
FRIENDS OF ACADIA PO BOX 45 BAR HARBOR,ME 04609	N/A	509(a)(1)	Foundation Membership - Beech Society Initiative	2,500
GOTHAM ARTS EXCHANGE INC 506 FORT WASHINGTON AVE 1H NEW YORK,NY 10033	N/A	509(a)(1)	Alison Chase/Performance	750
HAYSTACK MOUNTAIN SCHOOL OF CRAFTS PO BOX 518 DEER ISLE,ME 04627	N/A	509(a)(1)	General Unrestricted	250
HOBE SOUND COMMUNITY CHEST INC 11450 SE DIXIE HWY STE 102 HOBE SOUND,FL 33455	N/A	509(a)(1)	General Unrestricted	500
ISLAND INSTITUTE 386 MAIN ST ROCKLAND,ME 04841	N/A	509(a)(1)	Anchors Program	10,000
ISLAND PANTRY INC PO BOX 12 DEER ISLE,ME 04627	N/A	509(a)(1)	General Unrestricted	350
JUPITER ISLAND MEDICAL CLINIC INC 100 ESTRADA SQ HOBE SOUND,FL 33455	N/A	509(a)(1)	General Unrestricted	1,000
JUPITER MEDICAL CENTER FOUNDATION 1210 S OLD DIXIE HWY JUPITER,FL 33458	N/A	509(a)(1)	Presidents Club Program	1,000
KNEISEL HALL PO BOX 648 BLUE HILL,ME 04614	N/A	509(a)(1)	General Unrestricted	200
LOBLOLLYPOP FOUNDATION INC 7407 SE HILL TER HOBE SOUND,FL 33455	N/A	509(a)(1)	Loblollypop POP Initiative	1,000
Total  3a				131,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND 201 TOPSHAM,ME 04086	N/A	509(a)(1)	General Unrestricted	500
MEMORY MATTERS PO BOX 22330 HILTON HEAD,SC 29925	N/A	509(a)(1)	General Unrestricted	250
OPERA HOUSE ARTS PO BOX 56 STONINGTON,ME 04681	N/A	509(a)(1)	General Unrestricted	100
SKIDMORE COLLEGE 815 N BROADWAY SARATOGA SPGS,NY 12866	N/A	509(a)(1)	Williamson Challenge Campaign	1,000
UNITED WAY OF MARTIN COUNTY INC 50 SE KINDRED ST STE 207 STUART,FL 34994	N/A	509(a)(1)	General Unrestricted	1,000
WILLIAMS COLLEGE 75 PARK ST WILLIAMSTOWN,MA 01267	N/A	509(a)(1)	College Museum of Art/ Contemporary Fellows	1,000
WILLIAMS COLLEGE 75 PARK ST WILLIAMSTOWN,MA 01267	N/A	509(a)(1)	Alumni Fund	500
WILLIAMS COLLEGE 75 PARK ST WILLIAMSTOWN,MA 01267	N/A	509(a)(1)	Williams College Golf Program	500
AMERICAN MUSEUM OF NATURAL HISTORY 79TH ST AT CENTRAL PARK W NEW YORK,NY 10024	N/A	509(a)(1)	General Unrestricted	10,000
BLUE HILL MEMORIAL HOSPITAL INC PO BOX 1029 BLUE HILL,ME 04614	N/A	509(a)(1)	Island Medical, EMR Project	25,000
COLD SPRING HARBOR LAB ASSN INC PO BOX 100 COLD SPG HBR,NY 11724	N/A	509(a)(1)	General Unrestricted	2,000
COMMUNITY FD OF OYSTER BAY INC 200 SUNSET RD OYSTER BAY,NY 11771	N/A	509(a)(1)	General Unrestricted	1,000
DEER ISLE-STONINGTON HIST SOCIETY PO BOX 652 DEER ISLE,ME 04627	N/A	509(a)(1)	Construction of an historic pole barn	2,500
FRDS OF COLD SPRING HBR FISH HATCHE 1660 ROUTE 25A COLD SPG HBR,NY 11724	N/A	509(a)(1)	General Unrestricted	2,000
GLEN COVE BOYS GIRLS CLUB 113 GLEN COVE AVENUE GLEN COVE,NY 11542	N/A	509(a)(1)	General Unrestricted	4,000
Total  3a				131,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GRANT FOUNDATION 6739 REYNOLDS ST PITTSBURGH,PA 15206	N/A	509(a)(1)	General Unrestricted	1,000
GREEN VALE SCHOOL 250 VALENTINES LANE OLD BROOKVILLE,NY 11545	N/A	509(a)(1)	General Unrestricted	4,050
ISLAND INSTITUTE 386 MAIN ST ROCKLAND,ME 04841	N/A	509(a)(1)	Stonington/Deere Island Fellows Program	1,000
MAINE COMMUNITY FOUNDATION 245 MAIN ST ELLSWORTH,ME 04605	N/A	509(a)(1)	New Science Facility	5,000
MATINECOCK NEIGHBORHOOD ASSN PO BOX 328 LOCUST VALLEY,NY 11560	N/A	509(a)(2)	General Unrestricted	500
OLD WESTBURY GARDENS 71 OLD WESTBURY ROAD OLD WESTBURY,NY 11568	N/A	509(a)(1)	General Unrestricted	100
OPERA HOUSE ARTS PO BOX 56 STONINGTON,ME 04681	N/A	509(a)(1)	Live for 5 Series	12,000
OPERA HOUSE ARTS PO BOX 56 STONINGTON,ME 04681	N/A	509(a)(1)	Charitable Event	5,900
ST BERNARD'S SCHOOL 4 E 98TH ST NEW YORK,NY 10029	N/A	509(a)(1)	General Unrestricted	5,000
YOUTH FAMILY COUNSELING AGENCY 193 A SOUTH ST OYSTER BAY,NY 11771	N/A	509(a)(2)	General Unrestricted	350
Total  3a				131,000

TY 2010 General Explanation Attachment

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 10000149

Software Version: 2010.2.13

Identifier	Return Reference	Explanation
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TY 2010 Investments Corporate
Bonds Schedule

Name: W F Whitman Family Foundation Inc
EIN: 20-0413209
Software ID: 10000149
Software Version: 2010.2.13

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIE - 5.875 - 05/15/2016 002824AT7 500000.00%	5,014	5,768
ANADARKO PETROLEUM NOTES 07.62500 03/15/2014 032511BD8 500000.00%	4,985	5,605
ATT INC DTD 11/17/2008 6.7 11/15/2013 00206RAP7 500000.00%	4,991	5,681
BNP PARIBAS -.6915 - 04/08/2013 05567LH75 1000000.00%	10,000	9,913
BURLINGTON RES FIN CO GTD NT 6.500 12/01/2011 12201PAM8 1000000.00%	11,032	10,527
CATERPILLAR INC NTS - 7.900 - 12/15/2018 149123BQ3 500000.00%	4,992	6,408
CBS CORP 8.200 DUE 05-15-14 124857AB9 500000.00%	4,940	5,832
CITIGROUP INC SR NT 6.375 08/12/2014 172967EY3 500000.00%	5,017	5,545
DOW CHEM CO NT 6.000 10/01/2012 260543BR3 500000.00%	4,925	5,390
DOW CHEMICAL CO NOTES 4.85 08/15/2012 260543BZ5 1000000.00%	9,999	10,542
DU PONT E I DE NEMOURS CO 5.00000 01/15/2013 SR 263534BS7 100000.00%	1,007	1,075
DUKE ENERGY CORP SR NT 6.30000 02/01/2014 264399EQ5 500000.00%	5,074	5,569
EI DU PONT DE NEMOUR NOTES - 5.875 - 01/15/2014 263534BV0 100000.00%	995	1,115
EXPRESS SCRIPTS INC NOTES 5.25 06/15/2012 302182AC4 1000000.00%	10,155	10,555
FORTUNE BRANDS INC NT-03.00000-06/01/2012 349631AQ4 1000000.00%	10,313	10,150
GE CAP CORP GLOB DTD 2/15/2002 5.875 2/15/2012 36962GXS8 1000000.00%	10,663	10,467
GOLDMAN SACHS GROUP INC NOTE DTD 8/27/2002 5.7 9/1/2012 38141GCG7 500000.00%	4,626	5,337
HEWLETT-PACKARD CO GLBL NT 04.75000 06/02/2014 428236AV5 500000.00%	5,000	5,506
JEFFERIES GROUP INC 8.5 07/15/2019 472319AF9 500000.00%	5,273	5,717
JOHN DEERE CAP CORP - 5.250 - 10/01/2012 24422EQW2 1000000.00%	9,975	10,756
JP MORGAN CHASE CO NOTES 04.75000 05/01/2013 46625HHB9 500000.00%	4,984	5,353
KINDER MORGAN ENERGY PARTNERS NT 6.75 03/15/2011 494550AH9 1000000.00%	10,519	10,111
MARATHON OIL CORP NOTES 07.50000 02/15/2019 565849AH9 500000.00%	4,965	6,235
MCDONALDS CORP MTN 6.000 4/15/11 58013MDM3 1000000.00%	10,715	10,161
MERRILL LYNCH CO 6.05 8/15/12 59018YJ36 1000000.00%	10,304	10,609
METLIFE INC SR NT 6.125 12/01/2011 59156RAC2 1000000.00%	10,577	10,479
MORGAN STANLEY SR NT 6.00000 05/13/2014 61747YCF0 1000000.00%	10,471	10,804
NATIONS BANK - 7.800 - 09/15/2016 638585AU3 500000.00%	5,624	5,533
NOBLE ENERGY INC NOTES 08.25000 03/01/2019 655044AD7 500000.00%	4,976	6,248
PACIFIC GAS ELEC CO 8.25000 10/15/2018 694308GN1 500000.00%	5,224	6,496
PFIZER INC MAKE WHOLE 04.45000 03/15/2012 717081CZ4 1000000.00%	9,986	10,438
PGE CORP SR NT 5.75000 04/01/2014 69331CAE8 500000.00%	4,973	5,473
ROPER INDUSTRIES INCNOTES 06.62500 08/15/2013 776696AB2 500000.00%	4,999	5,573
ROWAN COS INC SR NT-5.00000-09/01/2017 779382AN0 1000000.00%	10,002	10,087
SEMPRA ENERGY 6.500 DUE 06-01-16 816851AN9 500000.00%	4,989	5,749
UNITRIN INC NOTE-06.00-11/30/2015 913275AD5 500000.00%	5,000	5,057
WASTE MGMT INC DEL GTD SR 6.37500 03/11/2015 94106LAT6 500000.00%	4,983	5,692
WILLIS NORTH AMERICA INC CR SENS-6.20-03/28/2017 970648AD3 500000.00%	5,387	5,110

TY 2010 Investments Corporate
Stock Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 10000149

Software Version: 2010.2.13

Name of Stock	End of Year Book Value	End of Year Fair Market Value
275 shares of ABAXIS, INC ABAX	7,425	7,384
265 shares of ABBOTT LABS ABT	14,035	12,696
420 shares of AETNA INC. NEW AET	10,964	12,814
884 shares of ALCATEL LUCENT ALU	10,483	2,617
145 shares of ALLIANZ SE ADR AZSEY.PK	1,452	1,721
485 shares of ALLSCRIPTS HEALTHCARE SOLUTIONS MDRX	9,953	9,346
217 shares of ALUMINA LTD ADS AWC	1,198	2,209
245 shares of AMERICAN EXPRESS CO AXP	10,056	10,515
405 shares of AMERIPRISE FINANCIAL INC AMP	9,761	23,307
310 shares of ANADARKO PETROLEUM CORP APC	13,979	23,609
545 shares of ANGIODYNAMICS, INC. ANGO	10,184	8,377
86 shares of ANGLOGOLD LTD AU	2,336	4,234
196 shares of ANSYS INC. ANSS	7,814	10,206
55 shares of APPLE INC. AAPL	5,684	17,741
2880 shares of ARTIO GLOBAL INVESTMENT FUNDS JIEIX	122,614	86,816
60 shares of ASTRAZENECA AZN	2,840	2,771
360 shares of AUTODESK, INC. ADSK	6,826	13,752
81 shares of AXIS CAPITAL HOLDINGS LTD AXS	2,400	2,906
107 shares of BARRICK GOLD CORP COM ABX	3,441	5,690
470 shares of BEACON ROOFING SUPPLY, INC BECN	7,856	8,399
275 shares of BIO-REFERENCE LABORATORIES, INC BRLI	4,978	6,100
300 shares of BIOGEN IDEC INC BIIB	13,598	20,115
290 shares of BOEING CO BA	11,859	18,925
280 shares of BROADCOM CORPORATION BRCM	6,891	12,194
490 shares of CABLEVISION SYSTEMS CORP CL A CVC	7,721	16,582
216 shares of CABOT MICROELECTRONICS CORPORATION CCMP	7,525	8,953
112 shares of CAMECO CORPORATION CCJ	2,815	4,523
255 shares of CAMERON INTERNATIONAL CORP CAM	7,664	12,936
89 shares of CAPELLA EDUCATION COMPANY CPLA	6,973	5,926
421 shares of CARREFOUR S A CRERY.PK	3,772	3,528

Name of Stock	End of Year Book Value	End of Year Fair Market Value
165 shares of CASS INFORMATION SYSTEMS, INC CASS	5,182	6,260
48 shares of CENTRAIS ELEC BRAS S/AR CAIFY.PK	637	660
910 shares of CEPHEID CPHD	11,935	20,703
365 shares of CHEESECAKE FACTORY INC CAKE	9,223	11,191
255 shares of CHEMED CORP CHE	12,269	16,195
110 shares of COLGATE-PALMOLIVE COMPANY CL	7,367	8,841
2191 shares of COMCAST CORP CMCSK	32,871	45,594
100 shares of CONCUR TECHNOLOGIES CNQR	3,104	5,193
130 shares of CONOCOPHILLIPS COP	6,871	8,853
173 shares of CONSTANT CONTACT, INC. CTCT	4,050	5,361
780 shares of CORNING INC GLW	13,092	15,070
105 shares of COSTAR GROUP, INC. CSGP	5,106	6,044
120 shares of COVIDIEN LTD COV	4,521	5,479
75 shares of CREE, INC. CREE	2,181	4,942
334 shares of DAI NIPPON PRINTING LTD JAPANSPONSORED ADR DNPLY.PK	5,353	4,576
21 shares of DAIWA HOUSE IND LTD DWAHY.PK	1,964	2,587
380 shares of DANAHER CORP DHR	11,111	17,925
285 shares of DAVITA INC COMMON DVA	14,834	19,805
325 shares of DEALERTRACK HOLDINGS INC TRAK	6,014	6,523
815 shares of DELL INC DELL	13,268	11,043
165 shares of DEVON ENERGY CORPORATION DVN	11,131	12,954
760 shares of DIGI INTERNATIONAL INC. DGII	8,654	8,436
260 shares of DIRECTV GROUP DTV	6,257	10,382
120 shares of DOLBY LABORATORIES DLB	4,458	8,004
325 shares of DU PONT DE NEMOURS DD	9,238	16,211
165 shares of DYNAMEX INC. DDMX	3,992	4,085
375 shares of ECHELON CORPORATION ELON	3,544	3,821
157 shares of ECHO GLOBAL LOGISTICS, INC. ECHO	1,644	1,890
294 shares of ELECTRICITE FR UNSP/ADR ECIFY.PK	2,818	2,440
495 shares of ELECTRONIC ARTS ERTS	8,746	8,108

Name of Stock	End of Year Book Value	End of Year Fair Market Value
73 shares of EMBRAER EMPRESA BR ERJ	1,527	2,146
180 shares of ENERNOC, INC. ENOC	6,173	4,304
135 shares of EVEREST RE GROUP LTD RE	10,560	11,451
345 shares of EXXON MOBIL CORP XOM	26,269	25,225
170 shares of FARO TECHNOLOGIES, INC. FARO	5,117	5,583
412 shares of FIDELITY NATIONAL INFORMATION SERVICES INC FIS	11,309	11,285
565 shares of FINMECCANICA ADR FINMY.PK	3,250	3,221
200 shares of FISERV INC FISV	8,421	11,712
140 shares of FLUOR CORP NEW FLR	7,152	9,276
470 shares of FOREST LABORATORIES FRX	11,722	15,031
220 shares of FORRESTER RESEARCH INC. FORR	5,931	7,764
175 shares of FORWARD AIR CORP FWRD	4,912	4,967
185 shares of FRANKLIN RES INC BEN	12,939	20,574
140 shares of FREEPORT-MCMORAN COPPER GOLD INC. FCX	7,017	16,813
102 shares of FUJIFILM HOLDINGS FUJI	3,651	3,645
645 shares of GENTEX CORPORATION GNTX	10,940	19,066
180 shares of GENUINE PARTS COMPANY GPC	6,954	9,241
210 shares of GENZYME CORP GENZ	11,678	14,952
83 shares of GLAXOSMITHKLINE PLC GSK	3,389	3,255
280 shares of GOLD FIELDS LTD ADS GFI	3,745	5,076
301 shares of GRAND CANYON EDUCATION, INC. LOPE	6,801	5,897
360 shares of GUIDANCE SOFTWARE, INC. GUID	2,913	2,588
30 shares of HACHIJUNI BANK LTD ADR HACBY.PK	1,853	1,684
570 shares of HUDSON CITY BANCORP INC COMMON HCBK	7,573	7,262
64 shares of IMPALA PLATINUM LTD S/ADR IMPUY.PK	1,608	2,265
295 shares of INGERSOL-RAND PLC IR	10,792	13,892
700 shares of INNERWORKINGS, INC. INWK	6,222	4,585
600 shares of INTERNATIONAL GAME TECHNOLOGY IGT	7,488	10,614
180 shares of IPC THE HOSPITALIST COMPANY, INC. IPCM	4,417	7,022
170 shares of KAO CORP ADR KCRPY.PK	3,235	4,571

Name of Stock	End of Year Book Value	End of Year Fair Market Value
918 shares of KEELEY FDS INC SMALL CAP VALUE FD A KSCVX	25,262	22,921
214 shares of KINROSS GOLD CORP KGC	3,858	4,057
187 shares of KOREA ELECTRIC PW CP KEP	3,143	2,526
130 shares of L-3 COMMUNICATIONS CORP LLL	8,968	9,164
190 shares of LABORATORY CORP AMER HLDGS LH	12,412	16,705
490 shares of LANDEC CORPORATION - COMMON STOCK LNDC	4,743	2,930
330 shares of LIBERTY MEDIA HLDG CAP SER A LCAPA	4,488	20,645
26 shares of LIBERTY MEDIA CORP STARZ LSTZA	695	1,728
940 shares of LIBERTY MEDIA HLDG INTERACTIVE A LINTA	4,700	14,824
505 shares of LKQ CORPORATION - LKQ CORPORATION COMMON STOCK LKQX	7,443	11,474
122 shares of MADISON SQUARE GARDEN, INC. COMMON STOCK MSG	1,726	3,145
17 shares of MAGNA INTERNATIONAL INC. MGA	479	884
149 shares of MAXIMUS INC MMS	5,919	9,771
190 shares of MEDNAX, INC. MD	9,107	12,785
150 shares of MEDTOX SCIENTIFIC, INC. MTOX	2,142	1,965
430 shares of MEMC ELECTRONICS MATERIALS INC WFR	6,252	4,842
415 shares of METLIFE INC. MET	13,800	18,443
1060 shares of MICROSOFT CORPORATION MSFT	22,133	29,584
215 shares of MOBILE MINI, INC. - COMMON STOCK MINI	4,610	4,233
275 shares of MSAD INS GROUP ADR MSADY.PK	4,171	3,457
280 shares of NAPCO SECURITY TECHNOLOGIES INC. NSSC	1,123	493
410 shares of NATIONAL INSTRUMENTS CORPORATION NATI	11,210	15,432
375 shares of NATL OILWELL VARCO NOV	10,574	25,218
320 shares of NEOGEN CORPORATION NEOG	4,443	13,130
92 shares of NEWCREST MINING LTD-SPON ADR NCMGY.PK	1,830	3,832
194 shares of NEXEN INC NXY	5,119	4,443
77 shares of NINTENDO CO LTD ADR OTC NTDOY.PK	2,514	2,797
268 shares of NIPPON TELEPHONE ADR NTT	5,889	6,148
289 shares of NOKIA NOK	3,565	2,982
250 shares of NSTAR INC. NST	9,055	10,548

Name of Stock	End of Year Book Value	End of Year Fair Market Value
175 shares of NUCOR CP NUE	7,949	7,669
445 shares of NYSE EURONEXT INC NYX	10,095	13,341
79 shares of OAO GAZPROM SPONS GDR OGZPY.PK	1,694	2,010
175 shares of OCCIDENTAL PETE CORP OXY	15,071	17,168
765 shares of ORACLE CORP ORCL	14,221	23,944
260 shares of PALL CP PLL	6,928	12,891
180 shares of PANASONIC CORP PC	2,987	2,538
135 shares of PNC FINANCIAL GROUP INC. PNC	7,706	8,197
159 shares of PORTFOLIO RECOVERY ASSOCIATES, INC. - COMMON STOCK PRAA	8,005	11,957
255 shares of POWER INTEGRATIONS, INC. POWI	6,958	10,241
235 shares of PRAXAIR INC. PX	14,539	22,435
295 shares of PRUDENTIAL FINCL INC PRU	14,372	17,319
82 shares of QUALITY SYSTEMS, INC. - COMMON STOCK QSII	4,915	5,725
1280 shares of QWEST COMM INTL Q	5,663	9,741
465 shares of RESOURCES CONNECTION, INC. RECN	10,564	8,644
330 shares of RITCHIE BROS AUCTIONEERS RBA	7,294	7,607
190 shares of ROCKWELL COLLINS INC COL	8,534	11,069
81 shares of ROHM CO LTD UNSP ADR ROHCY.PK	2,273	2,655
907 shares of ROLLINS INC ROL	10,165	17,913
69 shares of ROYAL DUTCH SHEL PLC SPONS ADR B RDS-B	4,557	4,600
310 shares of SANDISK CORP SNDK	4,514	15,457
126 shares of SANOFI-AVENTIS SPONSORED ADR SNY	4,453	4,061
870 shares of SEAGATE TECHNOLOGY STX	9,079	13,076
224 shares of SEKISUI HOUSE LTD SKHSY.PK	2,225	2,269
560 shares of SEMTECH CORPORATION SMTC	9,181	12,678
76 shares of SEVEN I HOLDINGS C SVNDY.PK	3,758	4,056
135 shares of SHISEIDO CO LTD SSDOY.PK	2,089	2,959
30 shares of SIEMENS A G ADR SI	1,803	3,728
292 shares of SK TELECOM ADS ADS SKM	5,450	5,440
133 shares of SOCIETE GENERALE FRANCE SCGLY.PK	1,207	1,446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
350 shares of STAPLES INC. SPLS	7,370	7,970
82 shares of STATOIL ASA ADS STO	1,750	1,949
179 shares of STRATASYS, INC. SSYS	3,380	5,843
334 shares of SUMITOMO TRUST BANKING CO LTD STBUY.PK	2,138	2,118
104 shares of SUNCOR ENERGY INC SU	3,011	3,982
80 shares of SWISSCOM AG S/ADR SCMWY.PK	2,725	3,524
36 shares of TAKEDA PHARMACEUTICAL CO LTD TKPYY.PK	777	877
390 shares of TD AMERITRADE HOLDING CORP AMTD	7,257	7,406
125 shares of TECHNE CORPORATION TECH	7,453	8,209
421 shares of TELECOM ITALIA SPA TI-A	9,855	4,606
175 shares of TELVENT GIT, S.A. TLVT	5,590	4,624
581 shares of TEXAS INSTRUMENTS INC. TXN	14,308	18,883
9489 shares of THE ARBITRAGE FUND CLASS I ARBNX	123,773	121,364
90 shares of THE MOSAIC CO MOS	4,567	6,872
355 shares of THERMO FISHER SCIENTIFIC INC TMO	12,370	19,653
350 shares of TJX COMPANIES INC TJX	13,503	15,537
35 shares of TOYOTA MTR CORP TM	2,485	2,752
135 shares of TRAVELERS COMPANIES INC THE TRV	6,676	7,521
500 shares of TYCO ELECTRONICS TEL	9,275	17,700
440 shares of TYCO INTERNATIONAL LTD. TYC	11,477	18,234
146 shares of UBS AG UBS	4,756	2,405
320 shares of ULTIMATE SOFTWARE GROUP, INC. THE ULTI	8,319	15,562
317 shares of UNITED NATURAL FOODS, INC UNFI	9,008	11,628
965 shares of UNITEDHEALTH GROUP INC. UNH	25,466	34,845
150 shares of UNIVERSAL TECH INST UTI	3,909	3,303
65 shares of USANA HEALTH SCIENCES INC. USNA	2,711	2,824
355 shares of VENTAS INC VTR	11,098	18,630
270 shares of VERINT SYSTEMS INC. VRNT	7,415	8,559
130 shares of VERTEX PHARMCTLS INC VRTX	4,614	4,554
195 shares of VISA INC V	12,005	13,724

Name of Stock	End of Year Book Value	End of Year Fair Market Value
151 shares of VODAFONE GROUP PLC VOD	2,747	3,992
50 shares of WACOAL CORP ADR WACLY.PK	3,084	3,628
495 shares of WASTE MANAGEMENT INC. WM	15,843	18,251
590 shares of WEATHERFORD INTL NEW WFT	11,564	13,452
275 shares of WISCONSIN ENERGY CP WEC	12,534	16,187
139 shares of WOLTERS KLUWER S/ADR WTKWY.PK	2,351	3,077
655 shares of YAHOO INC YHOO	10,707	10,893
14012 shares of THE ARBITRAGE FUND CLASS I ARBNX	182,775	179,218
12786 shares of ARTISAN INTERNATIONAL VALUE FUND INVESTOR SHS ARTKX	313,636	346,618
1073 shares of MARKET VECTORS BRAZIL SMALL-CAP ETF BRF	37,598	61,891
15006 shares of FIDELITY GINNIE MAE FGMNX	170,395	172,116
16975 shares of KEELEY FDS INC SMALL CAP VALUE FD A KSCVX	333,527	423,878

TY 2010 Investments Government Obligations Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 10000149

Software Version: 2010.2.13

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

23,578

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

24,426

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

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

TY 2010 Other Expenses Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 10000149

Software Version: 2010.2.13

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	15,697			15,697
Bank Charges	459	459		
State or local filing fees	61			61

TY 2010 Other Professional Fees Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 10000149

Software Version: 2010.2.13

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	16,909	16,909		

TY 2010 Taxes Schedule**Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209**Software ID:** 10000149**Software Version:** 2010.2.13

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated tax for 2010	1,400	0	0	0
Excise tax for 2009	234	0	0	0
Foreign Tax Paid	249	249	0	0
IRS Miscellaneous Fee	145	0	0	0