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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  
WITHINGTON FOUNDATION INC  
C/O MR ANDREW K ROOKE

Number and street (or P O box number if mail is not delivered to street address)  
7029 SHEAFF LANE

City or town, state, and ZIP code  
FT WASHINGTON, PA 19034

**A Employer identification number**  
22-3291812

**B Telephone number** (see page 10 of the instructions)  
(215) 591-9573

**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)  
\$ 19,867,829

J Accounting method ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,569	9,569		
	4 Dividends and interest from securities. . . . .	337,936	337,821		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	155,106			
	b Gross sales price for all assets on line 6a _____ 6,326,373				
	7 Capital gain net income (from Part IV , line 2) . . . .		155,106		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	9,750	30		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	512,361	502,526		
	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). . . . .	19,222	19,222		
	c Other professional fees (attach schedule) . . . . .	158,378	158,378		
	17 Interest . . . . .	1,910	1,910		
	18 Taxes (attach schedule) (see page 14 of the instructions)	12,350	9,765		
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	54,797	54,797		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	246,657	244,072		0
	25 Contributions, gifts, grants paid . . . . .	1,040,737			1,040,737
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,287,394	244,072		1,040,737
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-775,033			
	b <b>Net investment income</b> (if negative, enter -0-)		258,454		
	c <b>Adjusted net income</b> (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 . . . . .	339,670	283,976	283,976
	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 . . . . .	69,131	64,280	64,280
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	15,533,226	13,523,362	15,758,136
	c	Investments—corporate bonds (attach schedule). . . . .			
	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 ▶ _____)	2,465,762	3,761,437	3,761,437	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	18,407,789	17,633,055	19,867,829	
Liabilities	17	Accounts payable and accrued expenses . . . . .	24,301	21,507	
	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) . . . . .	24,301	21,507	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	18,383,488	17,611,548	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input 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			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	18,383,488	17,611,548	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	18,407,789	17,633,055	

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) . . . . .	18,383,488
2	Enter amount from Part I, line 27a . . . . .	-775,033
3	Other increases not included in line 2 (itemize) ▶ _____	53,034
4	Add lines 1, 2, and 3 . . . . .	17,661,489
5	Decreases not included in line 2 (itemize) ▶ _____	49,941
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	17,611,548

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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	
a	See Additional Data Table			
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 }		2155,106
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 . . . . .	{ . . . . . }		3-1,969

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	898,536	19,310,170	0 046532
2008	872,230	21,052,320	0 041432
2007	1,289,807	25,440,116	0 050700
2006	1,054,124	23,238,031	0 045362
2005	1,236,840	23,563,039	0 052491
2	Total of line 1, column (d). . . . .		20 236517
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 . . . .		30 047303
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5. . . . .		418,887,103
5	Multiply line 4 by line 3. . . . .		5893,417
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		62,585
7	Add lines 5 and 6. . . . .		7896,002
8	Enter qualifying distributions from Part XII, line 4. . . . .		81,040,737
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 VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	2,585
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2. . . . .		3	2,585
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	2,585
6 Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	64,280
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7 Total credits and payments Add lines 6a through 6d. . . . .		7	64,280
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	61,695
11 Enter the amount of line 10 to be Credited to 2011 estimated tax  61,695 Refunded		11	

Part VII-A Statements Regarding Activities				
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .			Yes	No
b Did 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.		1a		No
c Did the foundation file Form 1120-POL for this year?. . . . .		1b		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ _____ (2) On foundation managers  \$ _____		1c		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____				
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .		4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .		4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions)  NJ _____				
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .		9		No
10 Did 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? Website address N/A	13		
14	The books are in care of ANDREW K ROOKE Telephone no (215) 591-9573 Located at 7029 SHEAFF LANE FT WASHINGTON PA ZIP+4 19034			
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.			
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?	15		
	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.	16		

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)? Organizations relying on a current notice regarding disaster assistance check here.	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		
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? If "Yes," list the years 20 , 20 , 20 , 20			
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 20 , 20 , 20 , 20			
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.).	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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.	<input type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (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
WILLIAM W ROOKE 10617 ETAMARISK WY SCOTTSDALE, AZ 85262	PRESIDENT 30 00	0	0	0
ANDREW K ROOKE 7029 SHEAFF LANE FORT WASHINGTON, PA 19034	VICE PRES 20 00	0	0	0
CHARLES C ROOKE 2134 SOUTH JACKSON DENVER, CO 80210	SECR TREAS 20 00	0	0	0
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

**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
NONE		

**Total** number of others receiving over \$50,000 for professional services. . . . . 1

## 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	N/A	
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.)

<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>	15,758,100
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	311,823
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions). . . . .	<b>1c</b>	3,104,801
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	19,174,724
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	19,174,724
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	<b>4</b>	287,621
<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>	18,887,103
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	944,355

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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	944,355
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5. . . . .	<b>2a</b>	2,585
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	2,585
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	941,770
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	941,770
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	941,770

Part XII

Qualifying Distributions (see page 25 of the 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>	1,040,737
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<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>	1,040,737
<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 (see page 26 of the instructions). . . . .	<b>5</b>	2,585
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,038,152
<b>Note:</b> 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. . . . . 690,424			
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 ▶ \$ 1,040,737			
a	Applied to 2009, but not more than line 2a 690,424			
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. . . . . 350,313			
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. . . . . 591,457			
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 XIVPrivate 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 XVSupplementary 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) )

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	1,040,737
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

<p><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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p><b>(1)</b> Cash. . . . .</p> <p><b>(2)</b> Other assets. . . . .</p> <p><b>b</b> Other transactions</p> <p><b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .</p> <p><b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .</p> <p><b>(3)</b> Rental of facilities, equipment, or other assets. . . . .</p> <p><b>(4)</b> Reimbursement arrangements. . . . .</p> <p><b>(5)</b> Loans or loan guarantees. . . . .</p> <p><b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .</p> <p><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</p>		<b>Yes</b>	<b>No</b>
	<b>1a(1)</b>		<b>No</b>
	<b>1a(2)</b>		<b>No</b>
	<b>1b(1)</b>		<b>No</b>
	<b>1b(2)</b>		<b>No</b>
	<b>1b(3)</b>		<b>No</b>
	<b>1b(4)</b>		<b>No</b>
	<b>1b(5)</b>		<b>No</b>
<b>1b(6)</b>		<b>No</b>	
<b>1c</b>		<b>No</b>	

[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

[illegible]

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				
	*****			2011-04-26	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature RALPH J SAULINO CPA		Date 2011-09-22	Check if self-employed <input checked="" type="checkbox"/>
		Firm's name FINANCIAL & TAX PLANNING ASSOCIATES			Firm's EIN
1995 MORRIS RD SUITE 200					
Firm's address BLUE BELL, PA 19422			Phone no (215) 699-8600		

Additional Data

Software ID:

Software Version:

EIN: 22-3291812

Name: WITHINGTON FOUNDATION INC  
C/O MR ANDREW K ROOKE

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
A	NORTHERN TRUST INSTITUTIONAL 2618106	P		
B	MART MIDSTRM K-1 05-0527861	P		
C	NORTHERN TRUST INSTITUTIONAL 2221583	P		
D	NUSTAR ENERGY K-1 74-2956831	P		
E	UBS INSTITUTIONAL EY 86603	P		
F	NUSTAR ENERGY K-1 74-2956831	P		
G	NB CROSSROADS K-1 41-2136916	P		
H	LINN ENERGY LLC K-1 65-1177591	P		
I	NORTHERN TRUST INSTITUTIONAL 2618106	P		
J	PWR SHS INDEX BULLISH K-1 87-0778082	P		
K	NORTHERN TRUST INSTITUTIONAL 2618106	P		
L	PWR SHS PREC METALS K-1 87-0778065	P		
M	NORTHERN TRUST INSTITUTIONAL 2221583	P		
N	WILLIAMS PRTS LP K-1 20-2485124	P		
O	UBS INSTITUTIONAL EY 87755	P		
P	HUFF ENERGY LP	P		
Q	UBS INSTITUTIONAL EY 86603	P		
R	NB CROSSROADS K-1 41-2136916	P		
S	NB CROSSROADS K-1 41-2136916 (1231)	P		
T	NATURAL RESOURCE PRTS K-1 35-2164875	P		
U	SUBURBAN PROPANE PRTS K-1 22-3410353	P		
V	KINDER MORGAN PRT K-1 76-0380342	P		
W	ENTERPRISE PROD K-1 76-0568219	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h


(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	932,399		921,944	10,455
B			48	-48
C	4,633			4,633
D	5			5
E	1,298,183		1,340,818	-42,635
F			11	-11
G	753			753
H			7	-7
I	2,089,008		1,969,274	119,734
J	1,133			1,133
K	4,048			4,048
L	10,525			10,525
M	750,000		911,605	-161,605
N			70	-70
O	510,613		442,715	67,898
P	24,825			24,825
Q	682,018		584,595	97,423
R	17,988			17,988
S			29	-29
T	175			175
U			56	-56
V	9			9
W			95	-95



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	
		(k) Excess of col (i) over col (j), if any	
A			10,455
B			-48
C			4,633
D			5
E			-42,635
F			-11
G			753
H			-7
I			119,734
J			1,133
K			4,048
L			10,525
M			-161,605
N			-70
O			67,898
P			24,825
Q			97,423
R			17,988
S			-29
T			175
U			-56
V			9
W			-95

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)				
<b>a</b> <i>Paid during the year</i>				
TGEN FOUNDATION 400 E VAN BUREN STREET 400 E VANBUREN STREET PHOENIX,AZ 85004		IRC501(C)(3)	PANCREATIC CANCER RESEARCH	100,000
HOPE AND FUTURE PO BOX 13646 PO BOX 13646 OGDEN,UT 84412		IRC501(C)(3)	RESEARCH IN NEURODEVELOPMENT	1,000
ABRAMSONS CANCER CENTER 3535 MARKET STREET 3535 MARKET STREET PHILADELPHIA,PA 19104		IRC501(C)(3)	CANCER RESEARCH	25,000
ALZHEIMERS ASSOC SD 6632 CONVOY COURT 6632 CONVOY COURT SAN DIEGO,CA 92111		IRC501(C)(3)	ALZHEIMERS SUPPORT	5,000
BANCROFT NEUROHEALTH 425 KINGS HIGHWAY EAST 425 KINGS HIGHWAY EAST HADDONFIELD,NJ 08033		IRC501(C)(3)	NEUROHEALTH SUPPORT	10,000
BOOMER ESIANSON FOUND 483 10TH AVENUE 483 10TH AVENUE NEW YORK,NY 10018		IRC501(C)(3)	CYSTIC FIBROSIS RESEARCH	250
BOYS GIRLS CLUB SD 115 W WOODWARD AVENUE 115 W WOODWARD AVENUE ESCINDIDO,CA 92025		IRC501(C)(3)	CHILD DEVELOPMENT	5,000
BUCKNELL UNIVERSITY COOLEY HALL COOLEY HALL LEWISBURG,PA 17837		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	120,000
CAMPERDOWN ACADEMY 501 HOWELL ROAD 501 HOWELL ROAD GREENVILLE,SC 29615		IRC501(C)(3)	DYSLEXIA IN CHILDREN	2,500
CANCER SOCIETY GREENV 113 MILLS AVENUE 113 MILLS AVENUE GREENVILLE,SC 29605		IRC501(C)(3)	CANCER RESEARCH & SUPPORT	3,500
CARON FOUNDATION 243 N GALEN HALL RD 243 N GALEN HALL RD WERNERSVILLE,PA 19565		IRC501(C)(3)	DRUG AND ALCOHOL REHAB SUPPORT	5,000
CHARLES AREA MED CTR PO BOX 1547 PO BOX 1547 CHARLESTON,WV 25326		IRC501(C)(3)	HOSPITAL MEDICAL FUNDING SUPPORT	100,000
CHILDRENS HOSP FOUNDAT 2201 BROADWAY SUITE 600 2201 BROADWAY SUITE 600 OAKLAND,CA 94612		IRC501(C)(3)	MEDICAL RESEARCH FUNDING	10,000
CHILDRENS SCHOLAR 8 W 38TH STREET 9TH FLOOR 8 W 38TH STREET 9TH FLOOR NEW YORK,NY 10018		IRC501(C)(3)	ALTERNATIVE SCHOOL K TO 8 FUNDING	1,500
CHRIST CHURCH EPIS SCHOOL 245 CAVALIER DRIVE 245 CAVALIER DRIVE GREENVILLE,SC 29607		IRC501(C)(3)	UNDERGRADUATE EDUCATIONAL FUNDING	120,000
<b>Total . . . . .</b>  <b>3a</b>				1,040,737

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)				
<b>a</b> Paid during the year				
COMMUNITY PRTSHP SCHOOL 1936 N JUDSON STREET 1936 N JUDSON STREET PHILADELPHIA,PA 19121		IRC501(C)(3)	INDEPENDENT ELEMENTRY SCHOOL	51,250
CULVER EDUCATION FOUNDATI 1300 ACADEMY ROAD 1300 ACADEMY ROAD CULVER,IN 46511		IRC501(C)(3)	SUMMER SCHOOL AND CAMP	1,000
DARTMOUTH COLLEGE FUND 6066 DEVELOPMENT OFFICE 6066 DEVELOPMENT OFFICE HANOVER,NH 03755		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	20,000
FAIRFIELD UNIVERSITY 1073 N BENSON ROAD 1073 N BENSON ROAD FAIRFIELD,CT 06824		IRC501(C)(3)	GENERAL UNIVERSITY FUNDING SUPPORT	15,000
HOSPICE HOUSE GREENVILLE 1836 W GEORGIA ROAD 1836 W GEORGIA ROAD SIMPSONVILLE,SC 29680		IRC501(C)(3)	HOSPICE SUPPORT	2,500
LAJOLLA COUNTRY DAY SCHOO 9490 GENESEE AVE 9490 GENESEE AVENUE LAJOLLA,CA 92037		IRC501(C)(3)	COLLEGE PREP TO DEVELOPE SCHOLARS	30,737
LINDEN HILL SCHOOL 154 SOUTH MOUNTAIN RD 154 SOUTH MOUNTAIN ROAD NORTHFIELD,MA 01360		IRC501(C)(3)	SUPPORT DYSLEXIA AND LEARNING DISAB	25,000
LOCHLAND SCHOOL 1065 LOCHLAND ROAD 1065 LOCHLAND ROAD GENEVA,NY 14456		IRC501(C)(3)	SUPPORT DEVELOPMENTALLY DISABLED	25,000
MADELINE ISLAND MUSIC CAM 118 E 26TH STREET 118 E 26TH STREET MINNEAPOLIS,MN 55404		IRC501(C)(3)	MUSIC CAMP AND PERFORMING ARTS CAMP	1,000
MORRISTOWN BEARD SCHOOL 70 WHIPPANY ROAD 70 WHIPPANY ROAD MORRISTOWN,NJ 07960		IRC501(C)(3)	NORMAL EDUCATION SUPPORT	5,000
MORRISTOWN MEMORIAL HOSP 95 MADISON AVE B02 95 MADISON AVENUE B302 MORRISTOWN,NJ 07960		IRC501(C)(3)	HOSPITAL ANNUAL FUNDING SUPPORT	25,000
OLD FIELDS SCHOOL 1500 GLENCOE RD SPARKS 1500 GLENCOE RD SPARKS GLENCOE,MD 21152		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	10,000
THE PEACE CENTER 300 SOUTH MAIN STREET 300 SOUTH MAIN STREET GREENVILLE,SC 29607		IRC501(C)(3)	SUPPORT THE PERFORMING ARTS	5,000
PINNACLE PRESB CHURCH 25150 N PIMA RD 25150 N PIMA RD SCOTTSDALE,AZ 85255		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	5,000
PMC 77 FOURTH AVE 77 FOURTH AVE NEEDHAM,MA 02494		IRC501(C)(3)	CANCER RESEARCH DANA FARBER HOSPITAL	1,000
<b>Total . . . . .</b>  <b>3a</b>				1,040,737

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)				
<b>a</b> Paid during the year				
RENEWAL RESOURCES FOUNDAT 605 WEST 2ND AVE 605 WEST 2ND AVE ANCHORAGE,AK 99501		IRC501(C)(3)	PROTECT ALASKA,S FISHING AND GAMING	5,000
SC CHILDRENS THEATRE 153 AUGUSTA STREET 153 AUGUSTA STREET GREENVILLE,SC 29601		IRC501(C)(3)	SUPPORT CHILDREN'S PERFORMING ARTS	2,500
SC JUNIOR GOLF FOUNDATION PO BOX 286 PO BOX 286 IRMO,SC 29603		IRC501(C)(3)	SUPPORT JUNIOR SPORTS	2,500
SCOTTSDALE HEALTH FOUNDAT 10001 N 92ND ST STE 121 10001 N 92ND ST STE 121 SCOTTSDALE,AZ 85258		IRC501(C)(3)	SUPPORT HEALTH AND WELFARE OF COMM	100,000
SERENITY SUNDAY PHOENIX S 3901 E STANFORD DRIVE 3901 E STANFORD DRIVE PARADISE VALLEY,AZ 85253		IRC501(C)(3)	DRUG/ ALCOHOL RECOVERY SUPPORT	25,000
SK INSTITUTE INC PO BOX 1131 PO BOX 1131 LAJOLLA,CA 92038		IRC501(C)(3)	SUPPORT GENERAL REHABILATIVE HEALTH	5,000
SNAP PO BOX 6416 PO BOX 6416 CHICAGO,IL 60680		IRC501(C)(3)	PREIST ABUSED SURVIVOR SUPPORT	5,000
ST ANDREWS PRIORY SCH 224 QUEEN EMMA SQUARE 224 QUEEN EMMA SQUARE HONOLULA,HI 96813		IRC501(C)(3)	SUPPORT OF ALL GIRLS EDUCATION	50,000
THE COMMUNITY SCHOOL 1936 NORTH JUDSON STREET 1936 NORTH JUDSON STREET PHILADELPHIA,PA 19121		IRC501(C)(3)	SCHOLARSHIPS UNDERPRIVILEGED KIDS	2,500
THE PECK SCHOOL 247 SOUTH STREET 247 SOUTH STREET MORRISTOWN,NJ 07960		IRC501(C)(3)	BRIGHT YOUNG MINDS TO BRIGHTER FUTUR	2,000
THE WELLNESS COMMUNITY 4100 CHAMOUNIX DRIVE 4100 CHAMOUNIX DRIVE PHILADELPHIA,PA 19131		IRC501(C)(3)	SUPPORT CANCER RESEARCH	5,000
UNIVERSITY OF DENVER 2199 S UNIVERSITY BLVD 2199 S UNIVERSITY BLVD DENVER,CO 80208		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	5,000
UNIVERSITY OF PA 3451 WALNUT STREET 3451 WALNUT STREET PHILADELPHIA,PA 19104		IRC501(C)(3)	SUPPORT THE ANNUAL FUND	90,000
WVU FOUNDATION ONE WATERFRONT PLACE ONE WATERFRONT PLACE MORGANTOWN,WV 26507		IRC501(C)(3)	SUPPORT SCHOLARSHIP & ANNUAL FUND	5,000
YMCA OF GREENVILLE 601 E MCBEE AVE STE 212 601 E MCBEE AVE STE 212 GREENVILLE,SC 29615		IRC501(C)(3)	SUPPORT YOUNG MEN'S HEALTH & ATHLETE	5,000
<b>Total . . . . .</b>				1,040,737

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions )
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a HOLLY ENERGY PTNRS LP			14	-1,235	
b LINN ENERGY LLC			14	-318	
c CROSSROADS INVESTMENTS			14	285	
d ENTERPRISE PRODUCTS PARTNER			14	-2,152	
e KINDER MORGAN ENERGY PTRS			14	-2,549	
f MARTIN MIDSTREAM PARTNERS			14	-1,879	
g NORTHERN TRUST-TRUST ACCT			14	3,166	
h PLAINS AMER PIPELINE			14	-168	
i SUBURBAN PROPANE			14	-945	
j CROSSTEX ENERGY LLC			14	-2,168	
k UBS			14	1,106	
l WILLIAMS PARTNERS LP			14	-979	
m NUSTAR ENERGY LP			14	-1,201	
n OXFORD RESOURCE PTNS LP			14	-431	
o HUFF ENERGY LP			14	19,188	

**TY 2010 Accounting Fees Schedule****Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES BROKERAGE	300	300		
ACCOUNTING AND TAX PREP FEE	18,922	18,922		

**TY 2010 Compensation Explanation****Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Person Name	Explanation
WILLIAM W ROOKE	
ANDREW K ROOKE	
CHARLES C ROOKE	

TY 2010 Investments Corporate  
Stock Schedule

**Name:** WITHINGTON FOUNDATION INC  
C/O MR ANDREW K ROOKE  
**EIN:** 22-3291812

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO 500S	35,180	43,150
A POWER ENERGY GEN SYS LTD 700S		
ABB LTD 1085S	23,921	24,358
ABBOTT LAB 500S	27,690	23,955
ABBOTTS LABS 1205S	56,655	57,732
ACUITY BRANDS INC 550S	24,087	31,719
ADOBE SYS INC 222S		
ADR (IDCBY) 548S		
ADVANCE MICRO DEVICE INC 585S		
ADVANCED AUTO PARTS 500S		
AFLAC INC 925S		
AGILENT TECH INC 400S	12,478	16,572
AGL RESOURCES 1000S	35,489	35,850
AGRIUM INC 385S	13,994	35,324
AIR PRODUCTS & CHEM 775S		
AKAMAI TECH INC 1200S		
ALBEMARIE CORP 500S	27,979	27,890
ALCON INC 160S		
ALLERGAN INC 185S	11,438	12,704
ALLETE INC 330S	8,900	12,296
ALTERA CORP 330S	9,564	11,741
AMAZON COM INC 277S	17,519	49,860
AMAZON.COM 400S	42,195	72,000
AMERICA MOVIL 403S	14,297	23,108
AMERICAN MOVIL 500S	22,528	28,620
ANADARKO PETRO CORP 800S		
ANALOG DEVICES INC 260S		
ANGLO AMERN 625S	11,195	16,319
ANHEUSER BUSCH 420S	26,009	23,978
AON CORP 500S	21,860	23,005



Name of Stock	End of Year Book Value	End of Year Fair Market Value
APACHE CORP 170S	17,929	20,269
APACHE CORP 700S	46,626	83,461
APPLE INC 337S	26,517	108,703
APPLE INC 500S	43,204	161,280
AQUA AMERICAN INC 1500S		
ARCELORMITTAL SA 340S		
ARCH CHEMICALS 460S	17,475	17,448
ARM HLDS 855S	5,756	17,741
ASTRAZENECA 525S	24,553	24,250
AT&T INC 1000S		
ATLAS COPCO 940S	14,064	21,178
AVIS BUDGET GRP INC 885S	13,116	13,771
AXA SA 1140S		
BABOCK & WILCOX CO 690S	14,876	17,657
BAIDU INC 300S	23,182	28,959
BAIDU INC 327S	17,338	31,565
BANCO BRADESCO 650S	11,950	13,189
BANCO SANTANDER CENT HISPANO 4328S	47,408	46,093
BANK OF AMERICA 3415S	64,794	45,556
BANKFINANCIAL CORP 450S	7,377	4,388
BARCLAYS BANK BOS S&P 500 INDEX		
BARCLAYS PLC 955S	18,979	15,777
BASF AKTIENG LEVEL 1 365S	23,770	29,185
BAXTER INTL INC 985S	37,657	49,861
BAYER AG SPON 500S	26,205	36,680
BAYERISCHE MOTOREN 1050S	22,775	27,395
BEAR STEARNS INC 500S		
BECTON DICKISON & CO 300S	26,754	25,356
BED HAT INC 270S	11,180	12,326
BENEFICIAL MUTUAL BANCORP 1455S	14,485	12,848

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY 600S	43,131	48,066
BG PLC ADR FINAL INSTALL 286S	24,132	29,172
BHP BILLITON LTD 165S	12,984	13,283
BHP BILLITON LTD 300S	19,445	27,876
BIOTECH HOLDINGS INC 600S	88,800	59,784
BLACK HILLS CORP 1000S	26,986	30,000
BNP PARIBAS 300S		
BNP PARIBAS ADR 1566S	53,321	50,034
BOC HONG KONG 280S	12,257	19,160
BOC HONG KONG HLDGS LTD 665S		
BOEING CO 400S	25,489	26,104
BOEING CO INC 1065S	77,367	69,502
BORG WARNER 400S	18,987	28,944
BRINKS CO 710S	18,261	19,085
BRINKS HOME SECURITY HLDGS 500S		
BRIT AMERN TOB 680S	37,573	52,836
BRITISH SKY BROCTG GRP 511S	14,587	23,736
BROADCOM CORP 351S	12,661	15,286
BROADRIDGE FINL SOLUTIONS 1265S	23,900	27,741
BT GROUP PLC 885S	24,025	25,258
BUCYRUS INTL INC 595S		
BUNGE LTD 800S		
CANADIAN NATL RES LTD 537S	16,150	23,854
CANADIAN NATL RY CO 452S	25,288	30,044
CANON INC 1075S	40,433	55,191
CARNIVAL CORP 986S	39,619	45,464
CARRIZO OIL & GAS INC 310S	10,101	10,692
CATALYST HEALTH SOLUTIONS 700S		
CATERPILLAR INC 800S	30,607	74,928
CELGENE CORP 315S	13,752	18,629

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CENTL EUROPE RUSSIA FUND 609S	15,557	25,481
CENTRAL EUROPEAN DIST CORP 530S	12,749	12,137
CENTRAL EUROPEAN MEDIA ENT 310S		
CENTRICA PLC 570S	12,298	11,765
CERNER CORP 500S	33,600	47,370
CH ROBINSON WW INC 65S	4,692	5,212
CHARLES SCHWAB CORP 2690S		
CHEVRON CORP 500S	34,440	45,625
CHGO BRDG & IRON 775S	18,832	25,497
CHINA LIFE INSURANCE CO 452S		
CHINA MERCH HLDGS 553S	18,462	21,915
CIGNA CORP 600S		
CIRCOR INTL INC 480S	13,267	20,294
CISCO SYS INC 380S	6,974	7,687
CISCO SYS INC 500S	10,880	10,115
CLAYMORE EXC 1000S		
CNOOC LTD 203S	30,273	48,389
COACH INC 280S	8,638	15,487
COCA COLA 469S	13,431	12,147
COCA COLA 500S	22,412	32,885
COGNIZANT TECH SOL 500S	12,429	36,645
COGNIZANT TECH SOLUTIONS 65S	4,754	4,764
COLGATE PALMOLIVE 500S	31,903	40,185
COLGATE PALMOLIVE CO 340S		
COMMUNITY HEALTH SYS 500S		
COMPASS MINERALS 215S	15,634	19,193
COMSTOCK RES INC 565S	17,229	13,876
CON EDISON CO 500S	20,402	24,785
CONAGRA FOODS INC 1645S	38,785	37,144
CONCUR TECH INC 500S	19,762	25,965

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONOCO PHILLIPS 835S	52,338	56,864
CORELOGIC INC 870S	16,451	16,112
COSTCO WHSL CORP 220S	11,382	15,886
COVANTA HLDS CORP 1210S		
CREF INC 90S		
CROSSTEX ENERGY LP 1500S	13,937	21,600
CSL LTD 922S		
CTRIIP.COM INTL LTD 500S	26,115	20,225
CUMMINS INC 100S		
DARA BIOSCIENCE INC 171901S	499,962	36,419
DASSAULT SYS 233S	12,017	17,829
DAVITA INC 500S	25,405	34,745
DBS GROUP HLDGS 680S	23,818	30,559
DBS GROUP HLDGS LTD 815S	31,714	36,626
DEERE & CO 800S	32,470	66,440
DEERE & CO 855S	39,538	71,008
DELTIC TIMBER CORP 390S	18,090	21,973
DENNYS CORP INC 1830S	5,808	6,551
DESARROLLADORA HOMEX 750S	19,375	25,358
DEUTSCHE BK 3233S		
DIAGEO PLC 680S	42,990	50,544
DINEEQUITY INC 420S	21,413	20,740
DOLLAR GENERAL CORP 375S	9,772	11,502
DOMINION RES INC 1680S		
DOVER CORP 500S	24,159	29,225
DOW CHEMICAL CO 1530S	46,931	52,234
DRESSER RAND GROUP INC 345S	11,861	14,694
DUN & BRADSTREET CORP 400S		
DUPONT DENEMOURS 400S	14,911	19,952
E ON AG SPONSORED 425S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EAST GROUP PROPERTIES 300S	12,322	12,696
EAST WEST BANCORP INC 1380S	18,071	26,979
EBAY INC 1805S	41,216	50,233
EDWARDS LIFE SCIENCES 400S	17,603	32,336
ELI LILLY INC 1245S	69,805	43,625
EMBRAER EMPRESA BRASILEIRA 918S		
EMBRAER SA REPSTG 818S	26,155	24,049
EMC CORP 2985S	40,054	68,357
EMERSON ELECTRIC 1000S	42,167	57,170
ENERGY INC & GROWTH FUND 1101S	23,204	29,595
ENPRO IND INC 475S	15,984	19,741
ENTERGY CORP 500S	38,290	35,415
ENTERPRISE PRODUCTS PARTNERS 2740S	19,709	114,011
ESTEE LAUDER CO 125S	9,619	10,087
ETF GUGGENHEIM BRIC 1500S	36,752	69,210
EXCO RES INC 820S		
EXELON CORP 500S		
EXPEDITORS INL WASH INC 210S	8,681	11,466
EXPRESS SCRIPTS 290S	13,111	15,675
EXPRESS SCRIPTS INC 1000S	34,643	54,050
EXTERRAN HLDGS INC 570S	14,704	13,652
EXXON MOBIL CORP 1000S	38,080	73,120
FACTSET RESH SYS INC 500S	30,258	46,880
FANUC LTD JAPAN 1077S	12,214	27,614
FED EX CORP 400S	33,888	37,204
FEDERAL SIGNAL CORP 865S	5,631	5,934
FIRST AMERN FINL GROUP 1310S	18,611	19,571
FIRST MERIT CORP 1038S	20,417	20,542
FIRST NIAGRA FINL GRP 1340S	16,190	18,733
FLOWERS FOODS INC 975S	18,176	26,237

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FLOWSERV CORP 217S	11,356	25,871
FLSMIDTH & CO 1953S	10,212	18,748
FMC CORP MASS 500S	9,435	11,450
FOCUS MEDIA HLDGS 675S	10,474	14,802
FORD MOTOR CO 1000S	17,205	16,790
FOREST LABS 550S	15,705	17,589
FORESTAR GROUP INC 810S	17,735	15,633
FORMENTO ECONOMICO MEXICANA 360S	10,466	20,131
FOSTER LB CO 345S	8,029	14,124
FOSTER WHEELER LTD 460S	10,679	15,879
FPL GROUP INC 1130S		
FRANCE TELECOM 655S		
FREEPORT MCMORAN COPPER 200S	13,614	24,018
FRESENIUS MEDICAL CARE 545S	21,265	31,441
FUJIFILMS HLDGS CORP 1070S	27,653	38,242
GALLAGHER ARTHUR CO 650S	15,419	18,902
GDR ASSA ABLOY 1465S	20,128	20,803
GENERAL ELECTRIC 2000S	46,026	36,580
GENERAL ELECTRIC CAP CORP 500S		
GENERAL MILLS 1200S	39,276	42,708
GENTEX CORP 2370S		
GILEAD SCI INC 445S		
GILEAD SCIENCES INC 300S	11,657	10,872
GLAXOSMITHKLINE 480S	17,505	18,826
GOLDMAN SACHS GROUP INC 111S	11,552	18,666
GOLDMAN SACHS INC 200S		
GOODRICH PETE CORP 865S		
GOOGLE INC 100S	28,853	59,397
GOOGLE INC 50S	26,811	29,699
GREEN DOT CORP 105S	5,528	5,958

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HANESBRANDS INC 1085S	28,556	27,559
HANG LUNG LTD 866S	13,429	20,481
HANOVER INSURANCE GROUP 400S	14,851	18,688
HANSEN NATL CORP 500S	20,438	26,140
HATACHI LTD 200S	8,504	10,670
HENNESTMAURITZ 5127S	27,435	34,402
HERSHEY INC 1025S	36,604	48,329
HESS CORP 710S	37,569	54,343
HEWLETT PACKARD 235S	9,552	9,894
HEWLETT PACKARD CO 800S		
HILL ROM HLDGS INC 910S	21,520	35,827
HJ HEINZ 995S	45,929	49,213
HOLLY ENERGY PARTNERS LP 500S	18,380	25,455
HOME DEPOT INC 1560S	53,951	54,694
HOME INNS & HOTELS MGMT 500S	21,967	20,480
HONDA MOTOR CO 560S	16,048	22,120
HONDA MOTOR INC 500S	16,711	19,750
HONEYWELL 500S	11,702	26,580
HONG KONG EXC 1044S	8,285	23,855
HOSPIRA INC 1040S	40,721	57,917
HSBC HLDGS 235S	12,322	11,994
HSBC HLDGS 500S	25,358	25,520
IAC INTERACTIVE CORP 1000S	24,569	28,700
IBERIABANK CORP 400S	17,645	23,948
IBM 1000S	107,484	147,760
IBM CORP 720S	68,647	105,667
ILLUMINA INC 200S	8,579	12,668
ILLUMINA INC 300S	13,109	19,002
IND & COMM BK UNSPON 1370S	16,965	20,408
INFINEON TECH 1360S	12,699	12,539

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INFORMMATICA CORP 500S	9,069	22,015
INFOSYS TECH 307S		
INFOSYS TECH LTD 220S	5,690	16,738
INGERSOLL RAND 260S	9,674	12,243
INTEL INC 725S		
INTERNET HOLDERS TRUST 500S	20,785	36,130
INTESA SANPAOLO 2071S		
INTL PAPER CO 1000S	23,949	27,240
INTRCONTINENTAL HOTELS 665S	12,072	13,120
INTUITT 1105S	32,452	54,476
INVEST TECH GRP INC 431S		
ISHARES BARCLAY TIP BOND 1300S		
ISHARES FTS CHINA 1000S		
ISHARES INC MSCI AUSTRALIA 1000S	17,320	25,440
ISHARES INC MSCI BRAZIL 300S	21,234	23,220
ISHARES INC MSCI CANADA 1000S	23,067	31,000
ISHARES INC MSCI GERMANY 1500S		
ISHARES NASDAQ BIOTECH 700S	53,791	65,394
ISHARES TRUST S&P INDIA NIFTY 1000S	32,650	31,350
ITAU UNIBAND HLDGS 797S	12,452	19,136
ITC HLDGS 345S	16,094	21,383
JARDINE MATHESON HD 1000S	29,514	44,260
JC PENNEY CO INC 865S	48,766	27,948
JOHNSON AND JOHNSON 1000S	10,844	61,850
JOHNSON CONTROLS INC 245S		
JOY GLOBAL INC 155S	7,648	13,446
JP MORGAN CHASE & CO 500S	13,885	21,210
JP MORGAN CHASE CO 1405S	50,804	59,600
JUNIPER NETWORKS INC 650S	17,239	23,998
KAISER ALUM CORP 500S	24,981	25,045



Name of Stock	End of Year Book Value	End of Year Fair Market Value
KANSAS CITY SOUTHERN 955S	18,995	38,767
KAYNE ANDERSON MLP INC 1103S	24,428	34,711
KELLOGG CO 1125S		
KEPPEL LTD 3260S	31,047	57,539
KINDER MORGAN ENERGY PARTNERS 500S	864	35,130
KINGFISHER 3906S	30,339	31,873
KOHL'S CORP 215S		
KOMATSU LTD 1149S	16,902	35,010
KOPPERS HLDGS INC 220S	7,166	7,872
KRAFT FOODS 340S	10,267	10,713
LAFARGE SA 1401S	23,681	22,080
LEAR CORP 500S	34,978	49,355
LEGACY RESERVES LP 400S	8,783	11,488
LIFE TECH CORP 300S	14,394	16,650
LINN ENERGY LLC 500S	11,917	18,745
LOGITECH INTL 1440S	29,120	26,712
LOREAL CO 1000S	21,806	22,460
LULULEMON ATHLETICA INC 160S	6,560	10,947
LVMH MOET HENNESSY 1468S	22,245	48,664
M & T BANK CORP 605S	28,777	52,665
MACDONALDS CORP 500S	30,419	38,380
MAKO SURGICAL CORP 800S	10,928	12,176
MAN GROUP PLC 4427S	16,065	20,763
MARKET VECTORS GOLD MINERS 600S	30,869	36,882
MARRIOTT INTL 420S	11,152	17,447
MARTIN MARRIETTA MATERIALS 300S		
MARTIN MIDSTREAM PTRS LP 500S	7,759	19,685
MARVELL TECH GROUP 97S	1,573	1,799
MASTERCARD INC 98S	16,485	21,963
MB FINL INC 785S	28,260	13,596

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCDERMOTT INTL INC 400S	2,518	8,276
MCDERMOTT INTL INC 500S		
MCDONALDS CORP 150S	11,313	11,514
MCKESSON CORP 600S	29,432	42,228
MEAD JOHNSON NUT 190S	9,878	11,828
MEAD JOHNSON NUTRITION 500S	22,327	31,125
MEDCO HEALTH SOLUTIONS 500S	14,530	30,635
MEDCO HEALTH SOLUTIONS INC 190S	8,126	11,641
MEDIVATION INC 1000S		
MEDTRONICS 500S		
MFB NORTHERN NHFIX HIGH YLD 78957S	496,850	576,388
MFB NTGI COM DAILY S&P 247,538S	2,868,856	2,556,079
MICROSOFT CORP 1280S		
MITSUBISHI UFI FINL GROUP INC 11421S	101,013	61,788
MITSUBISHI CORP 300S		
ITSUI CO LTD 85S	19,083	27,893
MOBILE TELESYSTEMS1250S	19,149	26,088
MOLEX INC 2020S	56,686	38,117
MONSANTO CO 125S	8,323	8,705
MONSANTO CO 500S		
MORGAN STANLEY EMER MRKTS 2000S		
MTN GROUP LTD 700S		
MUELLER WTR PROD INC 2220S		
MYLAN INC 350S		
NAT'L BANK GREECE 8820S		
NATL AUSTRALIA BANK 1250S	29,613	30,200
NATL GRID TRANSCO 330S		
NATURAL RESOURCES PTRNS LP 400S	10,095	13,280
NESTLE S A 2250S	77,532	132,345
NESTLE S A SPONSORED REPSTG 1446S	47,964	85,054

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NETAPP INC 200S	9,754	10,992
NETAPP INC 495S	13,117	27,205
NEW ORIENTAL ED & TECH INC 180S	13,341	18,941
NEWALLIANCE BANCSHS INC 1640S		
NEXTERA ENERGY INC 970S	51,348	50,430
NIKE INC 200S	15,083	17,084
NIKE INC 310S	17,537	26,480
NISSAN MTR LTD 1330S	23,443	25,217
NOBLE CORP 500S		
NOKIA CORP FINLAND 1160S		
NORDSTROM INC 1250S	46,792	52,975
NORFOLK STHN CORP 700S	41,521	43,974
NORTHEAST UTILITIES 500S	15,014	15,940
NORTHROP GRUMMAN CORP 920S	56,103	59,598
NORTHWEST BANKSHARES INC 1115S	12,622	13,112
NOVA NORDISK AS 308S	9,215	34,672
NOVARTIS 1317S	68,272	77,637
NUSTAR ENERGY LP 500S	25,445	34,740
OA0 GAZPROM 739S	30,674	18,800
OCCIDENTAL PETE CORP 185S	7,802	18,149
OCCIDENTAL PETROLEM 200S	16,868	19,620
OIL CO LUKOIL 325S	15,637	18,597
ORACLE CORP 2965S	48,939	92,805
ORACLE CORP 600S	13,918	18,780
ORIX CORP 330S	11,285	16,081
OSTER ELEKTRIZ AKTIENG 1417S		
OXFORD RESOURCES PTRS LP 500S	8,488	12,180
PATTERSON COS INC 620S	12,707	18,991
PEABODY ENERGY CORP 1000S	41,266	63,980
PEPSICO 500S	32,445	32,665

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEPSICO INC 160S		
PETROHAWK ENERGY CORP 670S	8,584	12,228
PETROLEO BRASILEIRO 275S		
PETROLEO BRASILFIRO 810S	16,168	27,678
PFIZER INC 510S		
PHH CORP 895S	18,356	20,719
PHILLIPS VAN HEUSEN CORP 100S	6,248	6,301
PIEDMONT NATURAL GAS 1000S	17,399	27,960
PLAINS ALL AMER PIPELINE LP 539S	9,618	33,844
PLUM CREEK TIMBER CO 1000S	26,600	37,450
POLO RALPH LAUREN CORP 615S	33,496	68,216
POSTASH CORP 202S		
POTASH CORP SASK INC 138S	8,697	21,367
POWERSHARES DB MULTI SECT 700S	36,461	36,274
POWERSHARES EXC 1500S		
PPL CORP 1900S	33,013	50,008
PRAXAIR INC 500S		
PRECISION CAST PARTS 125S	12,936	17,401
PRICELAND COM INC 5S	2,022	1,998
PROCTOR & GAMBLE 1000S	32,062	64,327
PUBLICIS SA 894S	19,456	23,405
PULTE HOMES INC 825S		
QEP RES INC 500S	12,292	18,155
QEP RES INC 830S	17,846	30,129
QUALCOMM INC 430S	17,304	21,281
QUALCOMM INC 500S		
QUESTAR CORP 1775S	23,441	30,903
QUESTAR INC 500S		
RALCORP HLDGS INC 440S	17,004	28,604
REALTY INCOME CORP 1000S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RECKITT BENCKISER GRP 3156S	27,704	35,410
REGAL BELOIT CORP 210S	12,384	14,020
RESMEO INC 500S	20,115	34,640
RINO INTL CORP 1000S		
RIO TINTO 80S		
ROCHE HDLGS LTD 1000S	40,310	36,650
ROCHE HLDGS LTD 400S	15,160	14,660
ROYAL DUTCH SHELL 200S	12,503	13,356
ROYAL KPN NV 1065S	14,460	15,624
RWE AKTIENGESELLSCHAF 335S		
SABMILLER PLC 560S	10,925	19,970
SAFEWAY INC 1930S	60,413	43,406
SALESFORCE INC 142S	5,981	18,744
SALLY BEAUTY HLDGS INC 1240S	10,692	18,017
SANOFI AVENTIS 415S	14,619	13,378
SAP AG 861S	38,515	43,575
SCHLMBERGER LTD 300S	18,006	25,050
SCHLUMBERGER LTD 832S	45,275	69,472
SCHWAB CHARLES CORP 2270S	34,130	38,840
SHAW COMM INC 1400S		
SHIRE 185S	9,552	13,390
SHIRE PLC 300S	19,026	21,714
SIEMENS AG 172S	17,491	21,371
SIMON PPTY GRP INC 621S	32,624	61,783
SINA CORP 300S	21,414	20,646
SMITH & NEPHEW 396S	19,916	20,810
SOCIETE GEN FRANCE 2040S	27,465	22,175
SOLUTIA INC 380S	5,748	8,770
SOUTHERN COPPER CORP 352S	8,093	17,156
SOUTHWESTERN ENERGY DE 205S		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SOWSTN ENERGY 500S	18,797	18,715
SPDR GOLD TRUST 500S	38,254	69,360
SPDR KBW REGL BKG 1305S	31,602	34,517
SPDR S&P CHINA 500S		
SPX CORP 710S	40,371	50,758
STARBUCKS CORP 550S	13,123	17,672
STATOIL HYDRO 648S		
STERLITE INDS INDIA LTD 745S		
STRATEGIC OIL & GAS 287500S	250,000	324,875
STRYKER CORP 500S	26,117	26,850
SUBURBAN PROPANE PTRS LP 400S	11,525	22,436
SWISS REINS CO 255S	12,802	13,699
TARGET CORP 285S	13,489	17,137
TARGET CORP 500S	21,524	30,065
TATA MOTORS LTD 700S	11,777	20,538
TELEFONIC 703S	50,339	48,099
TENARIS 365S		
TENCENT HLDGS LTD 664S	13,523	14,562
TENNANT CO 305S	14,410	11,715
TESCO CORP 1691S	33,313	34,124
TEVA PHARM INDS 1102S	40,384	57,447
TEXAS INDS INC 220S	15,670	10,072
TEXAS INSTRS INC 1485S	45,356	48,263
THE DIRECT TV GRP 700S	16,135	27,951
THOMPSON CREGIL METALS INC 1985S	23,281	29,219
TIFFANY CO 165S	5,980	10,275
TIME WARNER CABLE INC 500S	26,683	33,015
TIME WARNER INC 1700S	49,003	54,689
TIMKEN CO 800S	17,847	38,184
TOKIO MARINE HLDGS 700S	19,397	20,720

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TOLL BROS INC 1050S	20,568	19,950
TOTAL SA 530S	32,139	28,344
TOYOTA MOTOR CORP 377S	34,806	29,644
TOYOTA MOTORS CORP 250S	17,624	19,658
TRANSOCEAN INC 1000S		
TREEHOUSE FOODS INC 405S	14,073	25,290
TRINA SOLAR LTD 200S		
TRINITY IND INC 570S	10,824	15,168
TURKCELL ILETISIM HIZMETLERI 1660S	27,035	28,436
TURKIYE GARANTI BANKASI 5408S	24,082	27,851
TYCO INTL LTD 500S	19,420	20,720
UBS AG JERSEY 1000S	26,280	30,100
UBS AG SHS 680S	11,405	11,200
UGI CORP 1500S	30,089	47,370
UNILEVEL PLC 1120S	26,352	34,586
UNILEVER PLC AMER 1395S	34,924	43,803
UNION PAC CORP 95S	5,668	8,803
UNION PACIFIC 600S	38,446	55,596
UNITED PARCEL SERVICES INC 700S	42,264	50,806
UNITED TECH CORP 170S	11,074	13,382
UNTD TECHNOLOGIES CORP 500S	20,200	39,360
URBAN OUTFITTERS INC 115S	3,973	4,118
VAIL RESORTS INC 515S	22,949	26,801
VALE SA ADR REPSTG 1315S	20,238	39,739
VANCEINFO TECH INC 500S	18,975	16,320
VANGUARD INTL EQUITY INDEX 1400S	57,385	67,404
VANGUARD TOTAL WORLD 500S		
VECTREN CORP 725S	18,307	18,401
VERIZON COMMUNICATIONS 500S	13,888	17,890
VERTEX PHARM INC 155S	4,660	5,430

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VESTAS WIND SYS 1349S	36,495	14,205
VIACOM INC 400S	13,187	15,844
VIMPEL COMMUNICATION 1000S	11,931	15,040
VISA INC 300S	20,920	21,114
VMWARE INC 265S	12,554	23,561
VODAFONE GROUP 2312S	53,311	61,106
VOLKSWAGEN 597S	12,924	19,677
VOLVO AKTIEBOLAGET 1435S	18,836	25,270
VORNADO REALTY TRUST 621S	56,209	51,748
WABTEC CORP 760S	25,104	40,196
WAL MART DE MEXICO 943S	10,456	26,951
WALMART STORES INC 800S	42,702	43,144
WALT DISNEY 500S	14,013	18,755
WALT DISNEY CO 720S	16,652	27,007
WALTER ENERGY INC 332S	8,192	42,443
WARNER MUSIC GROUP CORP 2150S	45,172	12,105
WEATHERFORD INTL 1775S	39,645	40,470
WELLS FARGO CO 500S	7,544	15,495
WENDYS/ARBYS GROUP INC 1255S		
WESTAR ENERGY INC 1185S	25,595	29,815
WESTFIELD FINL INC 1025S	8,615	9,481
WHOLE FOODS MKTS	11,971	16,442
WILLBROS GROUP INC 715S	13,751	7,021
WILLIAMS PTRS LP UNIT LTD 500S	12,737	23,325
WINDOMTREE EMERGING MRKTS 1000S	44,183	54,500
WRIGHT EXPRESS CORP 815S	19,960	37,490
WYNDHAM WW CORP 760S	19,077	22,770
XL CAPITAL LTD 1000S		
ZIONS BANCORP 2425S	60,604	58,758
ZURICH FINL SVCS 460S	9,134	11,909



**TY 2010 Other Assets Schedule****Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GALLERIA NORTH CORP	90,706	90,706	90,706
FSP ENERGY TOWER I CORP	90,571	88,868	88,868
ESP PARK TEN DEV CORP	100,000	100,000	100,000
HORSECREEK LAND AND MINE	22,800	22,800	22,800
BOONE COAL AND TIMBER	7,290	7,290	7,290
NB CROSSROADS FUND XVII	348,288	394,077	394,077
FSP PHOENIX TOWER CORP	92,101	92,101	92,101
FRANKLIN STREET PROPERTIES	275,347	270,649	270,649
HUFF ENERGY FUND	648,248	1,393,965	1,393,965
CARDIO VASCULAR INC	500,000	500,000	500,000
SURGI VISION	290,411	290,411	290,411
UBS STRUCTURED SECURITIES		510,570	510,570

TY 2010 Other Decreases Schedule

**Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Amount
COST BASIS ADJUSTMENT BROKERAGE ACCOUNTS	49,941

## TY 2010 Other Expenses Schedule

**Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS FEES / EXPENSES	33,665	33,665		
PASS THRU ENTITY EXPENSES	17,902	17,902		
OFFICE / SECRETARIAL	3,230	3,230		

**TY 2010 Other Income Schedule****Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NATURAL RESOURCE PARTNERS LP	30	30	
HOLLY ENERGY PTNRS LP	-1,235		
LINN ENERGY LLC	-318		
CROSSROADS INVESTMENTS	285		
ENTERPRISE PRODUCTS PARTNERS	-2,152		
KINDER MORGAN ENERGY PTRS	-2,549		
MARTIN MIDSTREAM PARTNERS	-1,879		
NORTHERN TRUST-TRUST ACCT	3,166		
PLAINS AMER PIPELINE	-168		
SUBURBAN PROPANE	-945		
CROSSTEX ENERGY LLC	-2,168		
UBS	1,106		
WILLIAMS PARTNERS LP	-979		
NUSTAR ENERGY LP	-1,201		
OXFORD RESOURCE PTNS LP	-431		
HUFF ENERGY LP	19,188		

**TY 2010 Other Increases Schedule**

**Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Description	Amount
ADJUSTMENT FOR GAAP NB CROSSROADS FUND XVII	53,034

TY 2010 Other Professional Fees Schedule

**Name:** WITHINGTON FOUNDATION INC  
C/O MR ANDREW K ROOKE  
**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO MANAGEMENT FEES	158,378	158,378		

**TY 2010 Taxes Schedule****Name:** WITHINGTON FOUNDATION INC

C/O MR ANDREW K ROOKE

**EIN:** 22-3291812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	9,675	9,675		
MISCELLANEOUS TAXES	90	90		
EXCISE TAXES	2,585			