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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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 **DAVID AND BARBARA WHITWAM FOUNDATION 23-10011** A Employer identification number **38-2712616**

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)
NORTHERN TRUST COMPANY **(312) 630-6000**

City or town, state, and ZIP code C If exemption application is pending, check here ☐
P.O. BOX 803878 CHICAGO, IL 60680 D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,385,575.** J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)
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)			
	2 Check ☐ if the foundation is not required to attach Sch. B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	50,961.	50,953.	STMT 1
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	91,262.		
	b Gross sales price for all assets on line 6a	857,769.		
	7 Capital gain net income (from Part IV, line 2)		91,262.	
	8 Net short-term capital gain			
	9 Income modifications			
	10 a 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)	-2,298.		STMT 2
	12 Total. Add lines 1 through 11	139,925.	142,215.	
	13 Compensation of officers, directors, trustees, etc.			
	14 Other employee salaries and wages		NONE	NONE
	15 Pension plans, employee benefits		NONE	NONE
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	1,000.	500.	NONE
	c Other professional fees (attach schedule)	15,050.	15,050.	
	17 Interest			
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,205.	1,205.	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings		NONE	NONE
	22 Printing and publications		NONE	NONE
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses. Add lines 13 through 23	17,255.	16,755.	NONE
	25 Contributions, gifts, grants paid	153,000.		153,000.
	26 Total expenses and disbursements. Add lines 24 and 25	170,255.	16,755.	NONE
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	-30,330.		
	b Net investment income (if negative, enter -0-)		125,460.	
	c Adjusted net income (if negative, enter -0-)			

NE
2/18

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	52,025.	153,367.	153,367.
	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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	1,470,742.	1,207,469.	1,563,925.
	c	Investments - corporate bonds (attach schedule)	347,607.	478,236.	430,971.
	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 ▶)	169,214.	170,186.	237,312.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,039,588.	2,009,258.	2,385,575.	
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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	2,039,588.	2,009,258.	
	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)	2,039,588.	2,009,258.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,039,588.	2,009,258.		

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	2,039,588.
2	Enter amount from Part I, line 27a	2	-30,330.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,009,258.
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	2,009,258.

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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 PART IV DETAIL					
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					
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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	91,262.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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	838,343.	2,337,744.	0.35861197804
2008	334,000.	3,585,680.	0.09314830102
2007	668,978.	4,529,251.	0.14770168401
2006	526,667.	4,576,301.	0.11508574283
2005	338,488.	4,552,843.	0.07434651272
2 Total of line 1, column (d)			2 0.78889421862
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 0.15777884372
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,163,392.
5 Multiply line 4 by line 3			5 341,337.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,255.
7 Add lines 5 and 6			7 342,592.
8 Enter qualifying distributions from Part XII, line 4			8 153,500.

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 ☐ and enter "N/A" on line 1			
Date of ruling or determination letter (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,509.
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	2,509.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,509.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,119.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,119.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,390.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ NORTHERN TRUST Telephone no ▶ (312) 630-6000			
Located at ▶ P.O. BOX 803878, CHICAGO, IL ZIP + 4 ▶ 60680				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
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?	16	Yes	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?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes	☒ No
If "Yes," list the years ▶		
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 22 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 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	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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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

- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐

Organizations relying on a current notice regarding disaster assistance check here ☐

- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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 STATEMENT 7		-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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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
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	2,196,337.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,196,337.
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	NONE
3	Subtract line 2 from line 1d	3	2,196,337.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	32,945.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,163,392.
6	Minimum investment return. Enter 5% of line 5	6	108,170.

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	108,170.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,509.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,509.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	105,661.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	105,661.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	105,661.

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	153,500.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	153,500.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	153,500.

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				105,661.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	111,970.			
b From 2006	301,518.			
c From 2007	445,559.			
d From 2008	155,935.			
e From 2009	722,270.			
f Total of lines 3a through e	1,737,252.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>153,500.</u>				
a Applied to 2009, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				105,661.
e Remaining amount distributed out of corpus . . .	47,839.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,785,091.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				NONE
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)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	111,970.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,673,121.			
10 Analysis of line 9:				
a Excess from 2006	301,518.			
b Excess from 2007	445,559.			
c Excess from 2008	155,935.			
d Excess from 2009	722,270.			
e Excess from 2010	47,839.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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 foundation is a private operating foundation described in section

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 foundation had \$5,000 or more in assets at any time during the year - see page 28 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).)

DAVID R AND BARBARA WHITWAM

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.

N/A

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 Name and address (home or business)	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
a Paid during the year SEE STATEMENT 11				
Total			▶ 3a	153,000.
b Approved for future payment				
Total			▶ 3b	

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				6,886.	
9,728.00		195. ITT INDS INC PROPERTY TYPE: SECURITIES 9,239.00				06/02/2005 489.00	01/12/2010
6,524.00		150. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 4,016.00				04/08/2009 2,508.00	01/12/2010
6,742.00		155. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 6,499.00				11/05/2008 243.00	01/12/2010
6,175.00		120. KOHLS CORP PROPERTY TYPE: SECURITIES 4,509.00				01/27/2009 1,666.00	01/12/2010
10,373.00		200. PRICE T ROWE GROUP INC PROPERTY TYPE: SECURITIES 6,335.00				07/07/2005 4,038.00	01/21/2010
10,547.00		470. MFC SELECT SECTOR SPDR TR TECH INT- PROPERTY TYPE: SECURITIES 9,471.00				05/24/2005 1,076.00	01/21/2010
2,034.00		110. ABB LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 2,345.00				10/26/2009 -311.00	01/25/2010
3,010.00		55. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 2,889.00				02/06/2007 121.00	01/25/2010
3,082.00		90. ADOBE SYS INC PROPERTY TYPE: SECURITIES 3,439.00				10/06/2006 -357.00	01/25/2010
2,128.00		100. ALTERA CORP COM PROPERTY TYPE: SECURITIES 1,750.00				03/20/2009 378.00	01/25/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
4,231.00		35. AMAZON.COM INCORPORATED COMMON STOCK PROPERTY TYPE: SECURITIES 2,733.00				05/27/2009 1,498.00	01/25/2010
3,134.00		30. APACHE CORP PROPERTY TYPE: SECURITIES 1,224.00				03/11/2004 1,910.00	01/25/2010
11,221.00		55. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 4,243.00				09/29/2006 6,978.00	01/25/2010
2,977.00		40. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 1,993.00				05/14/2009 984.00	01/25/2010
2,148.00		65. CVS CORP PROPERTY TYPE: SECURITIES 2,265.00				08/13/2009 -117.00	01/25/2010
3,000.00		40. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES 2,928.00				02/06/2007 72.00	01/25/2010
6,092.00		265. CISCO SYS INC PROPERTY TYPE: SECURITIES 5,207.00				12/06/2004 885.00	01/25/2010
3,170.00		55. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 3,931.00				05/30/2008 -761.00	01/25/2010
4,073.00		85. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 3,825.00				09/02/2009 248.00	01/25/2010
2,994.00		40. DANAHER CORP PROPERTY TYPE: SECURITIES 3,110.00				05/30/2008 -116.00	01/25/2010
3,607.00		120. WALT DISNEY CO PROPERTY TYPE: SECURITIES 4,031.00				05/30/2008 -424.00	01/25/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
4,700.00		110. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES 6,387.00				05/30/2008 -1,687.00	01/25/2010
2,596.00		75. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES 1,518.00				04/29/2004 1,078.00	01/25/2010
5,954.00		90. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 3,857.00				06/02/2004 2,097.00	01/25/2010
3,363.00		70. FPL GRP INC COM W/RTS ATTACHED EXP 6 PROPERTY TYPE: SECURITIES 4,172.00				08/15/2008 -809.00	01/25/2010
3,638.00		45. FEDEX CORP PROPERTY TYPE: SECURITIES 4,048.00				12/08/2009 -410.00	01/25/2010
3,601.00		35. FRANKLIN RESOURCES INC PROPERTY TYPE: SECURITIES 3,867.00				01/12/2010 -266.00	01/25/2010
3,849.00		235. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 7,510.00				12/06/2004 -3,661.00	01/25/2010
5,481.00		35. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 3,974.00				04/08/2009 1,507.00	01/25/2010
5,428.00		10. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 4,088.00				05/27/2009 1,340.00	01/25/2010
6,032.00		120. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 3,874.00				01/15/2009 2,158.00	01/25/2010
3,162.00		25. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES 3,242.00				05/30/2008 -80.00	01/25/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,574.00		40. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,071.00				04/08/2009 503.00	01/25/2010
6,346.00		100. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 6,192.00				12/06/2004 154.00	01/25/2010
4,428.00		145. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES 4,201.00				01/12/2010 227.00	01/25/2010
3,790.00		70. KELLOGG CO PROPERTY TYPE: SECURITIES 3,308.00				06/09/2006 482.00	01/25/2010
3,990.00		65. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 3,974.00				12/08/2009 16.00	01/25/2010
4,097.00		65. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 3,154.00				05/30/2008 943.00	01/25/2010
3,237.00		110. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 3,142.00				05/30/2008 95.00	01/25/2010
56,518.00		430. MFC MIDCAP SPDR TR UNIT SER 1 STD & PROPERTY TYPE: SECURITIES 51,595.00				07/21/2005 4,923.00	01/25/2010
2,667.00		45. MOSAIC CO COM PROPERTY TYPE: SECURITIES 2,536.00				05/27/2009 131.00	01/25/2010
2,390.00		55. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES 1,868.00				05/14/2009 522.00	01/25/2010
3,193.00		50. NIKE INC CLASS B PROPERTY TYPE: SECURITIES 3,236.00				01/12/2010 -43.00	01/25/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
2,355.00		30. NOBLE ENERGY INC COM PROPERTY TYPE: SECURITIES 1,714.00				04/21/2009 641.00	01/25/2010
6,762.00		280. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 3,827.00				03/29/2006 2,935.00	01/25/2010
2,868.00		65. PG&E CORP PROPERTY TYPE: SECURITIES 2,569.00				05/30/2008 299.00	01/25/2010
6,031.00		100. PEPSICO INC PROPERTY TYPE: SECURITIES 5,104.00				12/06/2004 927.00	01/25/2010
7,964.00		100. PRAXAIR INC PROPERTY TYPE: SECURITIES 3,820.00				02/10/2005 4,144.00	01/25/2010
3,330.00		55. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 2,846.00				02/10/2005 484.00	01/25/2010
3,310.00		70. QUALCOMM INC PROPERTY TYPE: SECURITIES 3,187.00				09/02/2009 123.00	01/25/2010
7,297.00		110. SCHLUMBERGER LTD ISIN #AN8068571086 PROPERTY TYPE: SECURITIES 3,994.00				06/09/2005 3,303.00	01/25/2010
3,608.00		190. SCHWAB CHARLES CORP COMMON STOCK NE PROPERTY TYPE: SECURITIES 3,765.00				07/10/2008 -157.00	01/25/2010
2,746.00		55. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES 3,233.00				05/30/2008 -487.00	01/25/2010
5,262.00		235. SPECTRA ENERGY CORP COM STK PROPERTY TYPE: SECURITIES 6,115.00				08/15/2008 -853.00	01/25/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
3,696.00		100. TJX COS INC NEW PROPERTY TYPE: SECURITIES 3,213.00				05/30/2008 483.00	01/25/2010
5,706.00		100. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES 4,241.00				01/15/2009 1,465.00	01/25/2010
4,392.00		90. THE TRAVELERS COMPANIES INC. PROPERTY TYPE: SECURITIES 4,815.00				11/09/2009 -423.00	01/25/2010
2,241.00		90. US BANCORP DEL NEW PROPERTY TYPE: SECURITIES 2,983.00				05/30/2008 -742.00	01/25/2010
5,159.00		75. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 3,260.00				04/29/2004 1,899.00	01/25/2010
3,802.00		115. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES 3,684.00				12/16/2009 118.00	01/25/2010
2,306.00		75. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 2,420.00				03/03/2006 -114.00	01/25/2010
5,033.00		95. WAL MART STORES INC PROPERTY TYPE: SECURITIES 5,757.00				09/05/2008 -724.00	01/25/2010
5,979.00		215. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES 6,297.00				06/02/2004 -318.00	01/25/2010
1,794.00		35. COVIDIEN PLC PROPERTY TYPE: SECURITIES 1,563.00				11/05/2008 231.00	01/25/2010
2,327.00		15. ALCON INC PROPERTY TYPE: SECURITIES 1,941.00				09/26/2005 386.00	01/25/2010

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,945.00		45. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 1,984.00					05/16/2005 1,961.00	01/25/2010
6,066.00		40. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 3,971.00					04/08/2009 2,095.00	02/08/2010
6,027.00		100. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 4,852.00					05/30/2008 1,175.00	02/08/2010
3,558.00		200. SCHWAB CHARLES CORP COMMON STOCK NE PROPERTY TYPE: SECURITIES 3,963.00					07/10/2008 -405.00	02/08/2010
6,107.00		115. WAL MART STORES INC PROPERTY TYPE: SECURITIES 6,969.00					09/05/2008 -862.00	02/08/2010
10,251.00		135. PRAXAIR INC PROPERTY TYPE: SECURITIES 4,933.00					06/02/2004 5,318.00	02/24/2010
3,355.00		20. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 1,891.00					03/17/2009 1,464.00	03/08/2010
3,180.00		25. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES 3,242.00					05/30/2008 -62.00	03/08/2010
4,338.00		80. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES 4,702.00					05/30/2008 -364.00	03/22/2010
2,805.00		52. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES 3,056.00					05/30/2008 -251.00	03/23/2010
698.00		13. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES 764.00					05/30/2008 -66.00	03/24/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis	Gain or (loss)	
9,323.00		195. FPL GRP INC COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES 11,621.00				08/15/2008 -2,298.00	03/30/2010
7,997.00		50. ALCON INC PROPERTY TYPE: SECURITIES 6,470.00				09/26/2005 1,527.00	04/13/2010
9,952.00		195. MOSAIC CO COM PROPERTY TYPE: SECURITIES 11,144.00				02/24/2010 -1,192.00	04/27/2010
7,510.00		195. QUALCOMM INC PROPERTY TYPE: SECURITIES 8,878.00				09/02/2009 -1,368.00	04/27/2010
4,463.00		30. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 2,836.00				03/17/2009 1,627.00	05/03/2010
8,400.00		120. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 5,290.00				05/16/2005 3,110.00	05/03/2010
5,471.00		300. ABB LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 6,397.00				10/26/2009 -926.00	05/05/2010
41,285.00		1090. ISHARES MSCI EMERGING MKTS INDEX F PROPERTY TYPE: SECURITIES 24,160.00				03/30/2009 17,125.00	05/07/2010
43,050.00		4826.23 MFB NORTHN INTL EQTY INDEX FD PROPERTY TYPE: SECURITIES 48,262.00				03/22/2005 -5,212.00	05/07/2010
46,900.00		5596.66 MFB NORTHN MULTI-MANAGER INTL EQ PROPERTY TYPE: SECURITIES 49,698.00				01/25/2010 -2,798.00	05/07/2010
24,116.00		1060. POWERSHARES DB COMMODITY INDEX TRA PROPERTY TYPE: SECURITIES 24,290.00				06/24/2009 -174.00	05/07/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
15,696.00		2007.16 PIMCO COMMODITY REALRETURN STRAT PROPERTY TYPE: SECURITIES 12,262.00				03/30/2009 3,434.00	05/10/2010
4,942.00		100. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 2,840.00				09/23/2005 2,102.00	05/13/2010
6,389.00		110. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES 4,896.00				02/18/2009 1,493.00	05/13/2010
50,000.00		50000. UNITED STATES TREAS NTS DTD 05/16 PROPERTY TYPE: SECURITIES 50,143.00				05/16/2005 -143.00	05/17/2010
3,052.00		65. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 3,414.00				02/06/2007 -362.00	06/04/2010
2,750.00		45. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 2,242.00				05/14/2009 508.00	06/04/2010
2,986.00		95. ADOBE SYS INC PROPERTY TYPE: SECURITIES 3,630.00				10/06/2006 -644.00	06/11/2010
5,355.00		170. CVS CORP PROPERTY TYPE: SECURITIES 5,925.00				08/13/2009 -570.00	06/11/2010
2,948.00		55. KELLOGG CO PROPERTY TYPE: SECURITIES 2,599.00				06/09/2006 349.00	06/11/2010
3,048.00		120. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 3,427.00				05/30/2008 -379.00	06/11/2010
6.00		.81 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 7.00				03/03/2006 -1.00	07/02/2010

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Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
479.00		10. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 525.00				02/06/2007 -46.00	07/09/2010
407.00		15. ADOBE SYS INC PROPERTY TYPE: SECURITIES 573.00				10/06/2006 -166.00	07/09/2010
818.00		30. ALTERA CORP COM PROPERTY TYPE: SECURITIES 525.00				03/20/2009 293.00	07/09/2010
1,165.00		10. AMAZON.COM INCORPORATED COMMON STOCK PROPERTY TYPE: SECURITIES 779.00				04/21/2009 386.00	07/09/2010
849.00		20. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 946.00				04/27/2010 -97.00	07/09/2010
439.00		5. APACHE CORP PROPERTY TYPE: SECURITIES 204.00				03/11/2004 235.00	07/09/2010
3,880.00		15. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 2,004.00				05/27/2009 1,876.00	07/09/2010
978.00		65. BK AMER CORP COM PROPERTY TYPE: SECURITIES 1,212.00				04/13/2010 -234.00	07/09/2010
1,017.00		15. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 747.00				05/14/2009 270.00	07/09/2010
719.00		10. CHEVRONTXACO CORP PROPERTY TYPE: SECURITIES 732.00				02/06/2007 -13.00	07/09/2010
1,587.00		70. CISCO SYS INC PROPERTY TYPE: SECURITIES 1,323.00				05/16/2005 264.00	07/09/2010

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Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
411.00		5. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 397.00				02/08/2010 14.00	07/09/2010
842.00		15. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES 1,072.00				05/30/2008 -230.00	07/09/2010
1,785.00		25. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 1,125.00				09/02/2009 660.00	07/09/2010
752.00		20. DANAHER CORP PROPERTY TYPE: SECURITIES 778.00				05/30/2008 -26.00	07/09/2010
1,676.00		50. WALT DISNEY CO PROPERTY TYPE: SECURITIES 1,680.00				05/30/2008 -4.00	07/09/2010
1,101.00		30. E I DU PONT DE NEMOURS & CO PROPERTY TYPE: SECURITIES 1,218.00				04/27/2010 -117.00	07/09/2010
869.00		45. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 873.00				05/03/2010 -4.00	07/09/2010
1,387.00		30. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES 1,742.00				05/30/2008 -355.00	07/09/2010
715.00		20. EXPEDITORS INTL WASH INC PROPERTY TYPE: SECURITIES 405.00				04/29/2004 310.00	07/09/2010
1,466.00		25. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 1,068.00				04/29/2004 398.00	07/09/2010
739.00		10. FEDEX CORP PROPERTY TYPE: SECURITIES 900.00				12/08/2009 -161.00	07/09/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
919.00		10. FRANKLIN RESOURCES INC PROPERTY TYPE: SECURITIES 1,105.00				01/12/2010 -186.00	07/09/2010
44.00		6. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 51.00				03/03/2006 -7.00	07/09/2010
1,415.00		95. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 2,942.00				03/11/2004 -1,527.00	07/09/2010
1,128.00		25. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 710.00				09/23/2005 418.00	07/09/2010
639.00		5. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES 648.00				05/30/2008 -9.00	07/09/2010
386.00		10. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 268.00				04/08/2009 118.00	07/09/2010
1,814.00		30. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 1,858.00				12/06/2004 -44.00	07/09/2010
1,138.00		40. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES 1,065.00				09/10/2009 73.00	07/09/2010
776.00		15. KELLOGG CO PROPERTY TYPE: SECURITIES 709.00				06/09/2006 67.00	07/09/2010
508.00		25. LOWES COMPANIES INC PROPERTY TYPE: SECURITIES 690.00				04/27/2010 -182.00	07/09/2010
1,348.00		20. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 1,223.00				12/08/2009 125.00	07/09/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
282.00		5. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 243.00				05/30/2008 39.00	07/09/2010
483.00		20. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 571.00				05/30/2008 -88.00	07/09/2010
532.00		15. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES 509.00				05/14/2009 23.00	07/09/2010
1,397.00		20. NIKE INC CLASS B PROPERTY TYPE: SECURITIES 1,481.00				03/30/2010 -84.00	07/09/2010
654.00		10. NOBLE ENERGY INC COM PROPERTY TYPE: SECURITIES 571.00				04/21/2009 83.00	07/09/2010
990.00		20. ADR NOVARTIS AG SPONSORED ADR ISIN # PROPERTY TYPE: SECURITIES 1,066.00				02/08/2010 -76.00	07/09/2010
1,745.00		75. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 1,025.00				03/29/2006 720.00	07/09/2010
853.00		20. PG&E CORP PROPERTY TYPE: SECURITIES 790.00				05/30/2008 63.00	07/09/2010
1,903.00		30. PEPSICO INC PROPERTY TYPE: SECURITIES 1,524.00				12/06/2004 379.00	07/09/2010
1,214.00		15. PRAXAIR INC PROPERTY TYPE: SECURITIES 540.00				04/29/2004 674.00	07/09/2010
742.00		30. PRINCIPAL FINANCIAL GROUP INC PROPERTY TYPE: SECURITIES 916.00				05/13/2010 -174.00	07/09/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,231.00		20. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 1,035.00					02/10/2005 196.00	07/09/2010
458.00		5. SALESFORCE COM INC COM STK PROPERTY TYPE: SECURITIES 475.00					06/11/2010 -17.00	07/09/2010
428.00		30. SCHWAB CHARLES CORP COMMON STOCK NEW PROPERTY TYPE: SECURITIES 594.00					07/10/2008 -166.00	07/09/2010
1,381.00		65. SPECTRA ENERGY CORP COM STK PROPERTY TYPE: SECURITIES 1,691.00					08/15/2008 -310.00	07/09/2010
320.00		10. SUNCOR ENERGY INC NEW COM STK PROPERTY TYPE: SECURITIES 344.00					05/03/2010 -24.00	07/09/2010
739.00		25. SYSCO CORP PROPERTY TYPE: SECURITIES 769.00					06/11/2010 -30.00	07/09/2010
1,038.00		25. TJX COS INC NEW PROPERTY TYPE: SECURITIES 803.00					05/30/2008 235.00	07/09/2010
809.00		15. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES 636.00					01/15/2009 173.00	07/09/2010
1,275.00		25. THE TRAVELERS COMPANIES INC. PROPERTY TYPE: SECURITIES 1,338.00					11/09/2009 -63.00	07/09/2010
595.00		25. US BANCORP DEL NEW PROPERTY TYPE: SECURITIES 829.00					05/30/2008 -234.00	07/09/2010
1,346.00		20. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 869.00					04/29/2004 477.00	07/09/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,196.00		40. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES 1,305.00					02/08/2010 -109.00	07/09/2010
529.00		20. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 605.00					03/03/2006 -76.00	07/09/2010
739.00		15. WAL MART STORES INC PROPERTY TYPE: SECURITIES 909.00					09/05/2008 -170.00	07/09/2010
1,614.00		60. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES 1,733.00					06/02/2004 -119.00	07/09/2010
547.00		15. WHOLE FOODS MKT INC PROPERTY TYPE: SECURITIES 590.00					06/04/2010 -43.00	07/09/2010
612.00		15. COVIDIEN PLC PROPERTY TYPE: SECURITIES 670.00					11/05/2008 -58.00	07/09/2010
11,159.00		45. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 6,011.00					05/27/2009 5,148.00	07/20/2010
297.00		40. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 340.00					03/03/2006 -43.00	07/20/2010
4,654.00		175. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 5,290.00					03/03/2006 -636.00	07/20/2010
5,440.00		95. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 5,630.00					12/06/2004 -190.00	07/22/2010
5,502.00		185. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES 4,925.00					09/10/2009 577.00	07/22/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
2,698.00		53. KELLOGG CO PROPERTY TYPE: SECURITIES 2,505.00				06/09/2006 193.00	08/18/2010
1,645.00		33. KELLOGG CO PROPERTY TYPE: SECURITIES 1,560.00				06/09/2006 85.00	08/19/2010
1,688.00		34. KELLOGG CO PROPERTY TYPE: SECURITIES 1,607.00				06/09/2006 81.00	08/20/2010
1,889.00		23. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 1,035.00				09/02/2009 854.00	09/10/2010
3,538.00		42. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 1,890.00				09/02/2009 1,648.00	09/13/2010
7,251.00		160. PG&E CORP PROPERTY TYPE: SECURITIES 6,323.00				05/30/2008 928.00	09/17/2010
3,352.00		130. ADOBE SYS INC PROPERTY TYPE: SECURITIES 4,968.00				10/06/2006 -1,616.00	10/04/2010
3,246.00		211. SCHWAB CHARLES CORP COMMON STOCK NE PROPERTY TYPE: SECURITIES 4,181.00				07/10/2008 -935.00	11/02/2010
978.00		64. SCHWAB CHARLES CORP COMMON STOCK NEW PROPERTY TYPE: SECURITIES 1,268.00				07/10/2008 -290.00	11/03/2010
6,621.00		40. AMAZON.COM INCORPORATED COMMON STOCK PROPERTY TYPE: SECURITIES 3,115.00				04/21/2009 3,506.00	11/22/2010
5,747.00		294. CISCO SYS INC PROPERTY TYPE: SECURITIES 5,387.00				05/16/2005 360.00	11/22/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
214.00		11. CISCO SYS INC PROPERTY TYPE: SECURITIES 196.00					02/10/2005 18.00	11/22/2010
6,332.00		220. SYSCO CORP PROPERTY TYPE: SECURITIES 6,769.00					06/11/2010 -437.00	11/22/2010
6,253.00		540. BK AMER CORP COM PROPERTY TYPE: SECURITIES 9,350.00					04/13/2010 -3,097.00	12/03/2010
4,990.00		45. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 2,025.00					09/02/2009 2,965.00	12/21/2010
10,578.00		240. TJX COS INC NEW PROPERTY TYPE: SECURITIES 7,711.00					05/30/2008 2,867.00	12/21/2010
TOTAL GAIN (LOSS)							----- 91,262. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	50,961.	50,953.
	-----	-----
TOTAL	50,961.	50,953.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	-2,298.

TOTALS	-2,298.
	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	1,000.	500.		500.
	-----	-----	-----	-----
TOTALS	1,000.	500.	NONE	500.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT ADVISORY	15,050.	15,050.
TOTALS	15,050.	15,050.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAX	1,205.	1,205.
	-----	-----
TOTALS	1,205.	1,205.
	=====	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MI

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

DAVID WHITWAM

ADDRESS:

C/O NORTHERN TRUST

PO BOX 803878 CHICAGO, IL 60680

TITLE:

PRESIDENT

OFFICER NAME:

BARBARA WHITWAM

ADDRESS:

C/O NORTHERN TRUST

PO BOX 803878 CHICAGO, IL 60680

TITLE:

VICE PRESIDENT

OFFICER NAME:

MARK WHITWAM

ADDRESS:

C/O NORTHERN TRUST

PO BOX 803878 CHICAGO, IL 60680

TITLE:

TREASURER

RECIPIENT NAME:
UNITED WAY OF
SOUTHWEST MICHIGAN
ADDRESS:
BENTON HARBOR, MI

RELATIONSHIP:
N/A - APPLIES TO ALL
PURPOSE OF GRANT:
GENERAL - APPLIES TO ALL
FOUNDATION STATUS OF RECIPIENT:
P - APPLIES TO ALL
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CORNERSTONE ALLIANCE
ADDRESS:
BENTON HARBOR, MI
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
CHRIST LUTHERAN CHURCH
ADDRESS:
BERRIEN COUNTY, MI
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
LAKESHORE EXCELLENCE
FOUNDATION
ADDRESS:
STEVENSVILLE, MI
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:
LAKE MICHIGAN COLLEGE
FOUNDATION
ADDRESS:
BENTON HARBOR, MI

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
BENTON HARBOR
STREET MINISTRY
ADDRESS:
BENTON HARBOR, MI

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
REBELE FAMILY SHELTER
ADDRESS:
KALAMAZOO, MI

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
LEST WE FORGET
ADDRESS:
BENTON HARBOR, MI

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
COLORADO SPRINGS, CO

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
LUTHERAN OUTREACH
ADDRESS:
BENTON HARBOR, MI

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
WI ALUMNI RESEARCH FOUNDATION
ADDRESS:
614 WALNUT ST
MADISON, WI 53707
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
VINCENT VILLAGE, INC.
ADDRESS:
2827 HOLTON AVENUE
FORT WAYNE, IN 46806
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
BIRTHDAY BLESSINGS OF NE INDIANA
ADDRESS:
P.O. BOX 85122
FORT WAYNE, IN 46885
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P

AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID:

153,000.
=====

Standard

31 Dec 10

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◆ Asset Summary

Country	Accrued income/expense	Market value	Cost	Unrealized gain/loss			Total	Market values	
				Market	Translation			incl.	%
Equity Securities									
Common stock									
Australia - USD	0.00	10,221.20	7,014.85	3,206.35	0.00	3,206.35	10,221.20	0.428%	
Canada - USD	0.00	2,871.75	2,581.71	290.04	0.00	290.04	2,871.75	0.120%	
Israel - USD	0.00	7,298.20	5,936.84	1,361.36	0.00	1,361.36	7,298.20	0.306%	
Switzerland - USD	0.00	9,432.00	8,524.78	907.22	0.00	907.22	9,432.00	0.395%	
United States - USD	620.86	592,767.65	458,795.41	133,972.24	0.00	133,972.24	593,388.51	24.852%	
Total common stock	620.86	622,590.80	482,853.59	139,737.21	0.00	139,737.21	623,211.66	26.101%	
Equity funds									
Emerging Markets Region - USD	97.08	241,008.60	141,731.75	99,276.85	0.00	99,276.85	241,105.68	10.098%	
International Region - USD	0.00	464,517.39	420,214.63	44,302.76	0.00	44,302.76	464,517.39	19.455%	
United States - USD	305.24	224,864.32	152,597.42	72,266.90	0.00	72,266.90	225,169.56	9.430%	
Total equity funds	402.32	930,390.31	714,543.80	215,846.51	0.00	215,846.51	930,792.63	38.983%	
Other equity									
United States - USD	0.00	10,943.90	10,071.17	872.73	0.00	872.73	10,943.90	0.458%	
Total other equity	0.00	10,943.90	10,071.17	872.73	0.00	872.73	10,943.90	0.458%	
Total equity securities	1,023.18	1,563,925.01	1,207,468.56	356,456.45	0.00	356,456.45	1,564,948.19	65.542%	
Fixed Income Securities									
Corporate/government									
United States - USD	1,097.12	430,970.78	478,235.90	-47,265.12	0.00	-47,265.12	432,067.90	18.096%	
Total corporate/government	1,097.12	430,970.78	478,235.90	-47,265.12	0.00	-47,265.12	432,067.90	18.096%	
Total fixed income securities	1,097.12	430,970.78	478,235.90	-47,265.12	0.00	-47,265.12	432,067.90	18.096%	
Real Estate									

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◆ Asset Summary

Country	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss Translation	Total	Market values incl. accruals	%
<i>Real Estate</i>								
<i>Real estate funds</i>								
Global Region - USD	0.00	54,496.58	42,814.28	11,682.30	0.00	11,682.30	54,496.58	2.282%
Total real estate funds	0.00	54,496.58	42,814.28	11,682.30	0.00	11,682.30	54,496.58	2.282%
Total real estate	0.00	54,496.58	42,814.28	11,682.30	0.00	11,682.30	54,496.58	2.282%
<i>Commodities</i>								
<i>Commodities</i>								
Global Region - USD	0.00	79,070.40	57,263.87	21,806.53	0.00	21,806.53	79,070.40	3.312%
United States - USD	0.00	103,744.86	70,107.89	33,636.97	0.00	33,636.97	103,744.86	4.345%
Total commodities	0.00	182,815.26	127,371.76	55,443.50	0.00	55,443.50	182,815.26	7.657%
Total commodities	0.00	182,815.26	127,371.76	55,443.50	0.00	55,443.50	182,815.26	7.657%
<i>Cash and Short Term Investments</i>								
<i>Short term</i>								
Short Term	3.97	153,366.82	153,366.82	0.00	0.00	0.00	153,370.79	6.423%
Total short term	3.97	153,366.82	153,366.82	0.00	0.00	0.00	153,370.79	6.423%
Total cash and short term investments	3.97	153,366.82	153,366.82	0.00	0.00	0.00	153,370.79	6.423%
Total Unrealized Gains						433,960.25		
Total Unrealized Losses						-57,643.12		
Total	2,124.27	2,385,574.45	2,009,257.32	376,317.13	0.00	376,317.13	2,387,698.72	100.000%
Total Cost incl. Accruals			2,011,381.59					

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◆ Asset Summary

Description	Accrued income/expense	Market value	Cost	Market	Unrealized gain/loss Translation	Total	Market values incl accruals	%
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Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction. Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

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