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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
2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
WHISPERING BELLS FOUNDATION CO MCGLADREY LLP

A Employer identification number
13-6962126

Number and street (or P O box number if mail is not delivered to street address)
1185 AVENUE OF THE AMERICAS

Room/suite

B Telephone number (see page 10 of the instructions)
(212) 372-1210

City or town, state, and ZIP code
NEW YORK, NY 10036

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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)
\$ 1,011,769

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)	800,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8	8		
	4 Dividends and interest from securities.	19,773	19,773		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	14,703			
	b Gross sales price for all assets on line 6a _____ 292,840				
	7 Capital gain net income (from Part IV, line 2)		14,703		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	834,484	34,484		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	500	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	2,800	2,700		100
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	3,300	2,700		100
	25 Contributions, gifts, grants paid.	638,150			638,150
	26 Total expenses and disbursements. Add lines 24 and 25	641,450	2,700		638,250
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	193,034			
	b Net investment income (if negative, enter -0-)		31,784		
	c Adjusted net income (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2011)

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	177,236	293,247	293,247	
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)	213,554	<input checked="" type="checkbox"/>	277,286	283,839
	b	Investments—corporate stock (attach schedule)	410,623	<input checked="" type="checkbox"/>	426,514	434,683
	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 ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	801,413		997,047	1,011,769	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)	0		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0		0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0		0	
	29	Retained earnings, accumulated income, endowment, or other funds	801,413		997,047	
	30	Total net assets or fund balances (see page 17 of the instructions)	801,413		997,047	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	801,413		997,047	

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	801,413
2	Enter amount from Part I, line 27a	2	193,034
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	2,600
4	Add lines 1, 2, and 3	4	997,047
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	997,047

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES		2011-12-31	2011-12-31
b	PUBLICLY TRADED SECURITIES		2011-12-31	2011-12-31
c	CAPITAL GAINS DIVIDENDS	P		
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 118,069		121,290	-3,221
b 167,280		156,847	10,433
c 7,491			7,491
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			-3,221
b			10,433
c			7,491
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	14,703
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	639,457	859,918	0 743626
2009	721,362	952,291	0 757502
2008	685,850	1,078,163	0 636128
2007	726,752	628,342	1 156619
2006	997,671	1,249,211	0 798641

2 Total of line 1, column (d).	2	4 092516
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 818503
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	849,433
5 Multiply line 4 by line 3.	5	695,263
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	318
7 Add lines 5 and 6.	7	695,581
8 Enter qualifying distributions from Part XII, line 4.	8	638,250

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	636
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	0
3		Add lines 1 and 2.		3	636
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	636
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	82	
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	82
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	12
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	566
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 2012 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements 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
		1a		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)?			No
	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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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) <input type="checkbox"/> NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	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 2011 or the taxable year beginning in 2011 (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	Yes	
14	The books are in care of JOHN MCPARLAND Telephone no (212) 372-1210 Located at MCGLADREY LLP 1185 6TH AVENUE NEW YORK NY ZIP+4 10036			
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 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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 2011 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 2011.).	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 2011?	4b		No

5a	<p>During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
b	<p>If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/></p>	5b		
c	<p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>			
6a	<p>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</p>			
b	<p>Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p>	6b	No	
7a	<p>At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
b	<p>If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	7b		

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
PETER WORKMAN	PRES/TRUSTEE 1 50	0	0	0
C/O MCGLADREY LLP 1185 6TH AVENUE NEW YORK, NY 10036				
CAROLAN WORKMAN	TRUSTEE 1 00	0	0	0
C/O MCGLADREY LLP 1185 6TH AVENUE NEW YORK, NY 10036				
EDWARD KLAGSBRUN	TRUSTEE 1 00	0	0	0
C/O MCGLADREY LLP 1185 6TH AVENUE NEW YORK, NY 10036				

[illegible]

Total number of other employees paid over \$50,000.	0
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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		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	725,567
b	Average of monthly cash balances.	1b	136,802
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	862,369
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	862,369
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	12,936
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	849,433
6	Minimum investment return. Enter 5% of line 5.	6	42,472

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	42,472
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	636
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	636
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	41,836
4	Recoveries of amounts treated as qualifying distributions.	4	2,600
5	Add lines 3 and 4.	5	44,436
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	44,436

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	638,250
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	638,250
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	638,250
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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				44,436
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				935,878
b From 2007.				696,451
c From 2008.				632,492
d From 2009.				674,083
e From 2010.				597,271
f Total of lines 3a through e.	3,536,175			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 638,250				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				44,436
e Remaining amount distributed out of corpus	593,814			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,129,989			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	935,878			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,194,111			
10 Analysis of line 9				
a Excess from 2007. . . .	696,451			
b Excess from 2008. . . .	632,492			
c Excess from 2009. . . .	674,083			
d Excess from 2010. . . .	597,271			
e Excess from 2011. . . .	593,814			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	638,150
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	8	
4	Dividends and interest from securities. . . .			14	19,773	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	14,703	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		34,484	0
13	Total. Add line 12, columns (b), (d), and (e).			13		34,484

[illegible]

Part XVII

1

(a)

2.

1

4.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization WHISPERING BELLS FOUNDATION CO MCGLADREY LLP	Employer identification number 13-6962126
--	--

Organization type (check one)

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

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

General Rule—

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization WHISPERING BELLS FOUNDATION CO MCGLADREY LLP	Employer identification number 13-6962126
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Part I

Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WORKMAN PUBLISHING CO 708 BROADWAY NEW YORK, NY 10003 	\$ 800,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization WHISPERING BELLS FOUNDATION CO MCGLADREY LLP	Employer identification number 13-6962126
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Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	<div></div> <div></div> <div></div> <div></div>	\$ <div></div>	<div></div>

Name of organization WHISPERING BELLS FOUNDATION CO MCGLADREY LLP	Employer identification number 13-6962126
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Part III

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

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

Additional Data

Software ID:
Software Version:
EIN: 13-6962126
Name: WHISPERING BELLS FOUNDATION CO MCGLADREY LLP

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

PETER WORKMAN
CAROLAN WORKMAN

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A BETTER CHANCE OF WILTONPO BOX 7658 WILTON,CT 06897	NONE	EXEMPT	CHARITABLE	300
ACLU - NAT'L125 BROAD STREET 18TH FLOOR NEWYORK,NY 10004	NONE	EXEMPT	CHARITABLE	40,000
ACTION AGAINST HUNGER247 WEST 37TH STREET 10TH FLOOR NEWYORK,NY 10018	NONE	EXEMPT	CHARITABLE	2,000
ADL605 THIRD AVENUE NEWYORK,NY 10158	NONE	EXEMPT	CHARITABLE	35,000
ALLIANCE FOR YOUNG ARTISTS & WRITERS557 BROADWAY NEWYORK,NY 10012	NONE	EXEMPT	CHARITABLE	1,000
AMERICAN BOOKSELLERS FOUNDATION FOR FREE EXPRESSION (ABFFE)19 FULTON STREET ROOM 407 NEWYORK,NY 10038	NONE	EXEMPT	CHARITABLE	6,000
AMERICAN FOR CAMPAIGN REFORM11 DEPOT STREET CONCORD,NH 03301	NONE	EXEMPT	CHARITABLE	1,500
AMERICAN FRIENDS SERVICE COMMITTEE1501 CHERRY STREET PHILADELPHIA,PA 19102	NONE	EXEMPT	CHARITABLE	3,000
AMNESTY INTERNATIONAL5 PENN PLAZA 16TH FLOOR NEWYORK,NY 10001	NONE	EXEMPT	CHARITABLE	2,500
ASPCA520 EIGHTH AVENUE 7TH FLOOR NEWYORK,NY 10018	NONE	EXEMPT	CHARITABLE	300
ASSOCIATION OF LIBRARY TRUSTEES ADVOCATES FRIENDS AND FOUNDATIONS50 E HURON STREET CHICAGO,IL 606112795	NONE	EXEMPT	EDUCATIONAL	3,000
AVON WALK BREAST CANCER110 WALL STREET 3RD FLOOR NEWYORK,NY 10005	NONE	EXEMPT	CHARITABLE	250
BRONX DEFENDERS860 COURTLANDT AVENUE BRONX,NY 10451	NONE	EXEMPT	CHARITABLE	1,500
BROOKLYN BOTANICAL GARDEN 1000 WASHINGTON AVENUE BROOKLYN,NY 11225	NONE	EXEMPT	COMMUNITY	300
BROOKLYN PUBLIC LIBRARY10 GRAND ARMY PLAZA BROOKLYN,NY 11238	NONE	EXEMPT	CHARITABLE	500
C-CAP250 WEST 57TH STREET SUITE 2015 NEWYORK,NY 10107	NONE	EXEMPT	CHARITABLE	6,000
CAREPO BOX 7039 MERRIFIELD,VA 22116	NONE	EXEMPT	MEDICAL	300
CANCER CARE SERVICES623 S HENDERSON STREET FORT WORTH,TX 761042920	NONE	EXEMPT	MEDICAL	300
CHESS IN SCHOOLS520 EIGHTH AVENUE 2ND FLOOR NEWYORK,NY 10018	NONE	EXEMPT	CULTURAL	1,000
CITY HARVEST575 EIGHTH AVENUE 4TH FLOOR NEWYORK,NY 10018	NONE	EXEMPT	CHARITABLE	5,000
CITYKIDS FOUNDATION57 LEONARD STREET 1 NEWYORK,NY 10013	NONE	EXEMPT	CHARITABLE	1,000
COLUMBIA UNIVERSITY116TH STREET AND BROADWAY NEWYORK,NY 10027	NONE	EXEMPT	EDUCATIONAL	3,000
COMMON CAUSE1133 19TH STREET WASHINGTON,DC 20036	NONE	EXEMPT	CHARITABLE	3,000
COMMUNITY SUPPORT SYSTEMS PO BOX 206 AQUASCO,MD 20608	NONE	EXEMPT	CHARITABLE	8,500
CONSERVATORS' CENTERPO BOX 882 MEBANE,NC 27302	NONE	EXEMPT	CHARITABLE	500
CT FOOD BANKPO BOX 8686 NEW HAVEN,CT 06531	NONE	EXEMPT	ASSISTANCE FOR THE NEEDY	400
CT HUMANE SOCIETY701 RUSSELL ROAD NEWINGTON,CT 06111	NONE	EXEMPT	ASSISTANCE FOR THE NEEDY	300
CURREY INGRAM ACADEMY6544 MURRAY LANE BRENTWOOD,TN 37027	NONE	EXEMPT	EDUCATIONAL	2,000
DALTON SCHOOL108 EAST 89TH STREET NEWYORK,NY 10128	NONE	EXEMPT	EDUCATIONAL	1,000
DEERFIELD ACADEMY7 BOYDEN LANE DEERFIELD,MA 01342	NONE	EXEMPT	EDUCATIONAL	5,000


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DESIGN INDUSTRY FOUNDATION FIGHTING AIDS200 LEXINGTON AVENUE SUITE 910 NEW YORK,NY 10016	NONE	EXEMPT	MEDICAL	2,500
DOCTORS WITHOUT BORDERS333 SEVENTH AVENUE 2ND FLOOR NEW YORK,NY 10001	NONE	EXEMPT	MEDICAL	6,000
DOROT171 WEST 85TH STREET NEW YORK,NY 10024	NONE	EXEMPT	CHARITABLE	300
FAIR CHANCE2001 S STREET NW SUITE 310 WASHINGTON,DC 20009	NONE	EXEMPT	CHARITABLE	10,000
FINE ARTS CENTER225 WEST EVERGREEN AVENUE CHICAGO,IL 60610	NONE	EXEMPT	CHARITABLE	200
FOOD BANK NYC39 BROADWAY 10TH FLOOR NEW YORK,NY 10006	NONE	EXEMPT	CHARITABLE	500
FOSTER PRIDE250 WEST 94TH STREET 6F NEW YORK,NY 10025	NONE	EXEMPT	CHARITABLE	600
GLOBAL MEDICAL RELIEF FUND64 MACFARLAND AVENUE STATEN ISLAND,NY 10305	NONE	EXEMPT	MEDICAL	1,000
GODDARD-RIVERSIDE COMMUNITY CENTER593 COLUMBUS AVENUE NEW YORK,NY 10024	NONE	EXEMPT	CULTURAL	79,800
GRAHAM-WINDHAM33 IRVING PLACE NEW YORK,NY 10003	NONE	EXEMPT	CHARITABLE	3,000
HEIFER INTERNATIONAL FOUNDATIONPO BOX 727 LITTLE ROCK,AR 72203	NONE	EXEMPT	CHARITABLE	1,000
HENRY STREET SETTLEMENT265 HENRY STREET NEW YORK,NY 10002	NONE	EXEMPT	CHARITABLE	400
HOLY APOSTLES SOUP KITCHEN 296 NINTH AVENUE NEW YORK,NY 10001	NONE	EXEMPT	ASSISTANCE FOR THE NEEDY	300
HUMAN RIGHTS WATCH350 FIFTH AVENUE NEW YORK,NY 10118	NONE	EXEMPT	CHARITABLE	35,000
HUMANE SOCIETY OF NEW YORK 306 EAST 59TH STREET NEW YORK,NY 10022	NONE	EXEMPT	CHARITABLE	250
INTERNATIONAL ACTION819 L STREET SE WASHINGTON,DC 20003	NONE	EXEMPT	CHARITABLE	500
INTERNATIONAL RESCUE COMMITTEE122 E 42ND STREET NEW YORK,NY 101681289	NONE	EXEMPT	CHARITABLE	4,000
JEWISH FOUNDATION FOR THE RIGHTEOUS305 SEVENTH AVENUE 19TH FLOOR NEW YORK,NY 100016008	NONE	EXEMPT	CHARITABLE	500
JEWISH HOME ELDERLY175 JEFFERSON STREE FAIRFIELD,CT 06825	NONE	EXEMPT	CHARITABLE	300
JUVENILE DIABETES26 BROADWAY 14TH FLOOR NEW YORK,NY 10004	NONE	EXEMPT	CHARITABLE	3,500
LEAGUE OF CONSERVATION VOTERS1920 L STREET NW SUITE 800 WASHINGTON,DC 20036	NONE	EXEMPT	CHARITABLE	250
LONG WHARF THEATRE222 SARGENT DRIVE NEW HAVEN,CT 065115919	NONE	EXEMPT	CHARITABLE	750
MALARIA NO MORE FUND432 PARK AVENUE SOUTH 4TH FLOOR NEW YORK,NY 10016	NONE	EXEMPT	CHARITABLE	10,000
MEALS ON WHEELSPO BOX 40969 INDIANAPOLIS,IN 46240	NONE	EXEMPT	CHARITABLE	250
MEDAL OF HONOR FOUNDATION 40 PATRIOTS POINT ROAD MOUNT PLEASANT,SC 29464	NONE	EXEMPT	CHARITABLE	15,000
MEMORIAL SLOAN-KETTERING HOSPITAL1275 YORK AVENUE NEW YORK,NY 10021	NONE	EXEMPT	MEDICAL	300
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK,NY 10028	NONE	EXEMPT	CULTURAL	2,000
METROPOLITAN OPERALINCOLN CENTER PLAZA NEW YORK,NY 10023	NONE	EXEMPT	CULTURAL	3,000
MIDORI & FRIENDS352 SEVENTH AVENUE SUITE 301 NEW YORK,NY 10001	NONE	EXEMPT	CHARITABLE	500
MODERN ARTS EDUCATION FUND 11 WEST 53RD STREET NEW YORK,NY 10019	NONE	EXEMPT	CHARITABLE	250

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MODERN MUSEUM OF ART11 W 53RD STREET NEW YORK,NY 10019	NONE	EXEMPT	CULTURAL	1,800
MUSEUM OF MATHEMATICS134 WEST 29TH STREET SUITE 709/710 NEW YORK,NY 10001	NONE	EXEMPT	CHARITABLE	2,500
NATIONAL COALITION AGAINST CENSORSHIP19 FULTON STREET ROOM 407 NEW YORK,NY 10038	NONE	EXEMPT	CULTURAL	6,000
NATIONAL MS SOCIETY733 THIRD AVENUE 3RD FLOOR NEW YORK,NY 10017	NONE	EXEMPT	CULTURAL	750
NATIONAL YIDDISH BOOK CENTER1021 WEST STREET AMHERST,MA 01002	NONE	EXEMPT	CULTURAL	700
NEIGHBORHOOD COALITION FOR SHELTER157 EAST 86TH STREET 2ND FLOOR NEW YORK,NY 10028	NONE	EXEMPT	CHARITABLE	500
NEW YORK CIVIL LIBERTIES UNION (NYCLU)125 BROAD STREET 17TH FLOOR NEW YORK,NY 10004	NONE	EXEMPT	CHARITABLE	5,000
NORWALK HOSPITAL34 MAPLE STREET NORWALK,CT 06850	NONE	EXEMPT	MEDICAL	300
NY PHILHARMONIC10 LINCOLN CENTER PLAZA NEW YORK,NY 10023	NONE	EXEMPT	CHARITABLE	10,000
NY PUBLIC LIBRARY455 5TH AVENUE NEW YORK,NY 10018	NONE	EXEMPT	CULTURAL	8,000
NYC OUTWARD BOUND29-46 NOTHERN BLVD NEW YORK,NY 111012813	NONE	EXEMPT	CHARITABLE	3,500
ORANGE COUNTY LITERACY COUNCIL200 N GREENSBORO STREET SUITE C-2 CARRBORO,NC 27510	NONE	EXEMPT	COMMUNITY	1,500
OSBORNE ASSOCIATION809 WESTCHESTER AVENUE BRONX,NY 10455	NONE	EXEMPT	CHARITABLE	1,500
PAGE EDUCATION FOUNDATION PO BOX 581254 MINNEAPOLIS,MN 55458	NONE	EXEMPT	CHARITABLE	400
PARK AVENUE CHRISTIAN CHURCH DAY SCHOOL1010 PARK AVENUE NEW YORK,NY 10028	NONE	EXEMPT	EDUCATIONAL	1,000
PERMANENT ENDOWMENT FOR MARTHA'S VINEYARDPO BOX 602 TISBURY,MA 02575	NONE	EXEMPT	CHARITABLE	600
PLANNED PARENTHOOD26 BLEECKER STREET NEW YORK,NY 10012	NONE	EXEMPT	MEDICAL	1,500
POETS & WRITERS ASSOCIATION PO BOX 422460 PALM COAST,FL 32142	NONE	EXEMPT	CULTURAL	2,000
PREP FOR PREP328 WEST 71ST STREET NEW YORK,NY 10023	NONE	EXEMPT	CHARITABLE	178,000
PROJECT HOPE255 CARTER HALL LANE MILLWOOD,VA 22646	NONE	EXEMPT	CHARITABLE	700
PROJECT RETURN1200 DIVISION STREET SUITE 200 NASHVILLE,TN 372034000	NONE	EXEMPT	CHARITABLE	400
REHABILITATION INSTITUTE OF CHICAGO345 EAST SUPERIOR STREET CHICAGO,IL 60611	NONE	EXEMPT	MEDICAL	1,000
SASHA BRUCE YOUTHWORK745 8TH STREET SE WASHINGTON,DC 20003	NONE	EXEMPT	CHARITABLE	700
SAVANNAH BOOK FESTIVAL1 DIAMOND CSWY SUITE 21 SAVANNAH,GA 31406	NONE	EXEMPT	EDUCATIONAL	1,500
SHARE OUR STRENGTH1730 M STREET NW SUITE 700 WASHINGTON,DC 20036	NONE	EXEMPT	CHARITABLE	5,000
SIMON WIESENTHAL CENTER1399 S ROXBURY 2ND FLOOR LOS ANGELES,CA 90035	NONE	EXEMPT	CHARITABLE	300
SOUTHERN POVERTY LAW CENTER400 WASHINGTON AVENUE MONTGOMERY,AL 36104	NONE	EXEMPT	CHARITABLE	500
SPECIAL OLYMPICS NYC211 E 43RD STREET 802 NEW YORK,NY 10017	NONE	EXEMPT	CHARITABLE	500
ST LUKES LIFEWORK141 FRANKLIN STREET STAMFORD,CT 06901	NONE	EXEMPT	CHARITABLE	400
STANLEY M ISAACS NEIGHBORHOOD CENTER415 EAST 93RD STREET NEW YORK,NY 101281003	NONE	EXEMPT	CHARITABLE	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THIRTEEN825 EIGHTH AVENUE NEW YORK,NY 10019	NONE	EXEMPT	CULTURAL	500
TOPSPIN CHARITY82 MERCER STREET NEW YORK,NY 10012	NONE	EXEMPT	CHARITABLE	5,000
TRICKLE UP104 W 27TH STREET 12TH FLOOR NEW YORK,NY 100016210	NONE	EXEMPT	CHARITABLE	5,000
UJA FEDERATION130 EAST 59TH STREET NEW YORK,NY 10022	NONE	EXEMPT	CHARITABLE	52,500
UNITED NEIGHBORHOOD HOUSES OF NYC70 W 36TH STREET 503 NEW YORK,NY 10018	NONE	EXEMPT	CHARITABLE	500
UNIVERSITY OF DENVER2199 S UNIVERSITY BLVD DENVER,CO 80208	NONE	EXEMPT	EDUCATIONAL	2,500
US HOLOCAUST MEMORIAL MUSEUM595 ELM PLACE HIGHLAND PARK,IL 60035	NONE	EXEMPT	CULTURAL	300
VISUALLY IMPAIRED PARTNERSHIP7 PINE STREET WALDWICK,NJ 07463	NONE	EXEMPT	CHARITABLE	4,000
WAXMAN CANCER LAB420 LEXINGTON AVENUE SUITE 825 NEW YORK,NY 10170	NONE	EXEMPT	MEDICAL	3,000
WILTON FIRE FIGHTERSLOCAL 2233 WILTON,CT 06897	NONE	EXEMPT	CHARITABLE	300
WILTON HISTORICAL SOCIETY224 DANBURY ROAD WILTON,CT 06897	NONE	EXEMPT	CULTURAL	250
WILTON LAND CONSERVATION TRUSTPO BOX 77 WILTON,CT 06897	NONE	EXEMPT	CHARITABLE	300
WILTON LIBRARY FRIENDS137 OLD RIDGEFIELD ROAD WILTON,CT 06897	NONE	EXEMPT	CULTURAL	600
WILTON POLICE UNION240 DANBURY ROAD WILTON,CT 068974008	NONE	EXEMPT	CHARITABLE	300
WILTON VOLUNTEER AMBULANCE 234 DANBURY ROAD WILTON,CT 06897	NONE	EXEMPT	CHARITABLE	300
WMNRPO BOX 920 MONROE,CT 06468	NONE	EXEMPT	CULTURAL	400
WNYCPO BOX 1550 NEW YORK,NY 101161550	NONE	EXEMPT	CHARITABLE	5,000
YADDO312 UNION AVENUE SARATOGA SPRINGS,NY 12866	NONE	EXEMPT	CHARITABLE	500
YALE UNIVERSITYPO BOX 2038 NEW HAVEN,CT 06521	NONE	EXEMPT	EDUCATIONAL	3,450
Total  3a				638,150

TY 2011 Investments Corporate Stock Schedule

Name: WHISPERING BELLS FOUNDATION CO MCGLADREY LLP

EIN: 13-6962126

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS COMMON STOCKS - SEE EXHIBIT B	329,014	341,943
VARIOUS OTHER STOCKS - SEE EXHIBIT C	97,500	92,740

TY 2011 Investments Government Obligations Schedule

Name: WHISPERING BELLS FOUNDATION CO MCGLADREY LLP

EIN: 13-6962126

US Government Securities - End of Year Book Value:	277,286
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US Government Securities - End of Year Fair Market Value:	283,839
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State & Local Government Securities - End of Year Book Value:	0
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State & Local Government Securities - End of Year Fair Market Value:	0
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TY 2011 Other Expenses Schedule

Name: WHISPERING BELLS FOUNDATION CO MCGLADREY LLP

EIN: 13-6962126

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JPMORGAN MANAGEMENT FEES	2,700	2,700		0
NYS FILING FEE	100	0		100

TY 2011 Other Increases Schedule

Name: WHISPERING BELLS FOUNDATION CO MCGLADREY LLP

EIN: 13-6962126

Description	Amount
PRIOR YEAR CHECKS NOT CASHED	2,600

TY 2011 Taxes Schedule

Name: WHISPERING BELLS FOUNDATION CO MCGLADREY LLP

EIN: 13-6962126

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	500	0		0