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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
W F Whitman Family Foundation Inc

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd

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

A Employer identification number
20-0413209

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

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation






I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 3,401,407

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)	162,615			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	89,543	89,543		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	182,477			
	b Gross sales price for all assets on line 6a _____ 1,828,635				
	7 Capital gain net income (from Part IV, line 2)		182,477		
	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) 	87	87		
	12 Total. Add lines 1 through 11	434,722	272,107		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule) 	20,117	20,117		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) 	2,380	635		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule). 	18,984	330		18,564
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	41,481	21,082		18,564
	25 Contributions, gifts, grants paid	151,000			151,000
	26 Total expenses and disbursements. Add lines 24 and 25	192,481	21,082		169,564
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	242,241			
	b Net investment income (if negative, enter -0-)		251,025		
	c Adjusted net income (if negative, enter -0-)				

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	94,691	133,036	133,076
	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)	23,578	<input checked="" type="checkbox"/> 6,029	6,761
	b	Investments—corporate stock (attach schedule)	2,627,514	<input checked="" type="checkbox"/> 2,859,505	3,003,559
	c	Investments—corporate bonds (attach schedule).	257,654	<input checked="" type="checkbox"/> 247,108	258,011
	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)	3,003,437	3,245,678	3,401,407

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,003,437	3,245,678	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,003,437	3,245,678	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,003,437	3,245,678	

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	3,003,437
2	Enter amount from Part I, line 27a	2	242,241
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,245,678
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,245,678

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,828,635		1,646,158	182,477	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			182,477	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	182,477
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	145,213	3,215,789	000 045156
2009	155,785	2,715,186	000 057375
2008	164,161	3,167,007	000 051835
2007	133,354	3,463,344	000 038504
2006	101,264	3,018,758	000 033545

2 Total of line 1, column (d).	2	000 226415
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	000 045283
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	3,616,664
5 Multiply line 4 by line 3.	5	163,773
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,510
7 Add lines 5 and 6.	7	166,283
8 Enter qualifying distributions from Part XII, line 4.	8	169,564

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,510
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	2,510
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,510
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,600	
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	1,600
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	910
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	Refunded	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 \$ (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?	2		No
	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	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?	5		No
	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 <ul style="list-style-type: none">By language in the governing instrument, orBy 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) _____			
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?	13	Yes	
Website address				
14	The books are in care of Foundation Source Telephone no (800) 839-1754			
Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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?	16	Yes	No
See 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 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		Yes	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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?		Yes	No
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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did 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.	5b		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	Yes	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 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.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,587,699
b	Average of monthly cash balances.	1b	84,041
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,671,740
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	3,671,740
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	55,076
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,616,664
6	Minimum investment return. Enter 5% of line 5.	6	180,833

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	180,833
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,510
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,510
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	178,323
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	178,323
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	178,323

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	169,564
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	169,564
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	2,510
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	167,054
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				178,323
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			147,112	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				
b	From 2007.				
c	From 2008.				
d	From 2009.				
e	From 2010.				
f	Total of lines 3a through e.				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 169,564				
a	Applied to 2010, but not more than line 2a			147,112	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2011 distributable amount.				22,452
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b.				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				155,871
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.				
10	Analysis of line 9				
a	Excess from 2007. . . .				
b	Excess from 2008. . . .				
c	Excess from 2009. . . .				
d	Excess from 2010. . . .				
e	Excess from 2011. . . .				

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)				
<div>a Paid during the year</div> See Additional Data Table				
<div>Total</div>			<div>3a</div>	151,000
<div>b Approved for future payment</div>				
<div>Total</div>			<div>3b</div>	

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					
4	Dividends and interest from securities. . . .			14	89,543	
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	182,477	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a Foreign Tax Refund _____			01	87	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				272,107	
13	Total. Add line 12, columns (b), (d), and (e).			13		272,107

[illegible]

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

[illegible]

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

[illegible]

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
	*****			2012-05-02	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature Jeffrey D Haskell		Date 2012-05-02	Check if self-employed <input checked="" type="checkbox"/> PTIN
		Firm's name ▶ Foundation Source			Firm's EIN ▶
55 Walls Drive					
Firm's address ▶ Fairfield, CT 06824			Phone no (800) 839-1754		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

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 W F Whitman Family Foundation Inc	Employer identification number 20-0413209
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Organization type (check one)

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

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 W F Whitman Family Foundation Inc	Employer identification number 20-0413209
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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
0001	Whitman Charitable Lead Unitrust dt 8050 SE Little Harbour Drive Hobe Sound, FL 33455 	\$ 162,615	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)

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

<div>Part II</div> <div>Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed</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>	\$ _____	_____
(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>	\$ _____	_____
(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>	\$ _____	_____
(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>	\$ _____	_____
(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>	\$ _____	_____
(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>	\$ _____	_____

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

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

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>
	<div>(e) Transfer of gift</div>		
	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>
	<div>(e) Transfer of gift</div>		
	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>
	<div>(e) Transfer of gift</div>		
	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>
	<div>(e) Transfer of gift</div>		
	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>
	<div>(e) Transfer of gift</div>		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	

Additional Data

Software ID: 11000218
Software Version: 2011.0.0
EIN: 20-0413209
Name: W F Whitman Family Foundation Inc

Part VI Line 7 - Tax Paid Original Return: 1600

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas C Danziger	Secretary 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Barbara K Whitman	Director 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Laura B Whitman	First Vice President / Director 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
W Fifield Whitman	Second Vice President / Director 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
William F Whitman Jr	President / Director / Treasurer 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				

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

Barbara K Whitman
William F Whitman Jr

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN MUSEUM OF NATURAL HISTORY79TH ST AT CENTRAL PARK W NEW YORK,NY 11024	N/A	509(a)(1)	General Unrestricted	10,000
BLUE HILL MEMORIAL HOSPITAL INCPO BOX 1029 BLUE HILL,ME 04614	N/A	509(a)(1)	Island Medical / EMR Project	20,000
BURNT COVE CHURCH COMMUNITY CENTER19 WHITMAN RD STONINGTON,ME 04681	N/A	509(a)(1)	Church Building Renovation 2011-2012 Project	50,000
COLD SPRING HARBOR LABORATORY ASSOCPO BOX 100 COLD SPRING HARBOR,NY 11724	N/A	509(a)(1)	General Unrestricted	5,000
COMMUNITY FOUNDATION OF OYSTER BAYC/O THE ONEILLS 200 SUNSET RD OYSTER BAY,NY 11771	N/A	509(a)(1)	General Unrestricted	1,500
DEER ISLE-STONINGTON HISTORICAL SOCPO BOX 652 DEER ISLE,ME 04627	N/A	509(a)(1)	Pole Barn Project	2,500
FRIENDS COLD SPRING HBR FISH HATCHE1660 RTE 25A COLD SPRING HARBOR,NY 11724	N/A	509(a)(1)	General Unrestricted	2,000
GREEN VALE SCHOOL250 VALENTINES LN OLD BROOKVILLE,NY 11545	N/A	509(a)(1)	General Unrestricted	2,500
OLD WESTBURY GARDENS INC71 OLD WESTBURY RD OLD WESTBURY,NY 11568	N/A	509(a)(1)	General Unrestricted	500
OPERA HOUSE ARTSPO BOX 56 STONINGTON,ME 04681	N/A	509(a)(1)	Live for 5 Series Program	12,000
OPERA HOUSE ARTSPO BOX 56 STONINGTON,ME 04681	N/A	509(a)(1)	Endowment of the Opera House in Memory of Mara Aprahamian	30,000
PENOBSCOT EAST RESOURCE CENTER INCPO BOX 27 STONINGTON,ME 04681	N/A	509(a)(1)	General Unrestricted	1,000
PENOBSCOT EAST RESOURCE CENTER INCPO BOX 27 STONINGTON,ME 04681	N/A	509(a)(1)	Permit Bank Program	5,000
ST BERNARDS SCHOOL INC4 E 98TH ST NEW YORK,NY 10029	N/A	509(a)(1)	General Unrestricted	5,000
ST JOHNS CHURCHPO BOX 266 COLD SPRING HARBOR,NY 11724	N/A	509(a)(1)	General Unrestricted	500
TAFT SCHOOL CORPORATION110 WOODBURY RD WATERTOWN,CT 06795	N/A	509(a)(1)	General Unrestricted	1,500
WILLIAMS COLLEGE75 PARK ST WILLIAMSTOWN,MA 01267	N/A	509(a)(1)	Williams College Golf Program Fund	500
WILLIAMS COLLEGE75 PARK ST WILLIAMSTOWN,MA 01267	N/A	509(a)(1)	General Unrestricted	1,500
Total  3a				151,000

TY 2011 General Explanation Attachment

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 11000218

Software Version: 2011.0.0

Identifier	Return Reference	Explanation
------------	------------------	-------------

TY 2011 Investments Corporate
Bonds Schedule

Name:

W F Whitman Family Foundation Inc

EIN:

20-0413209

Software ID:

11000218

Software Version:

2011.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIE - 5.875 - 05/15/2016 002824AT7 500000.00%	5,014	5,882
ANADARKO PETROLEUM NOTES 07.62500 03/15/2014 032511BD8 500000.00%	4,985	5,554
ARCELORMITTAL SA LUXEMBOURG-5.3750-06/01/2013 03938LAC8 500000.00%	5,351	5,131
ATT INC - 6.700 - 11/15/2013 00206RAP7 500000.00%	4,991	5,512
BARCLAYS BK PLC SR NT 6.75 05/22/2019 06739FFS5 500000.00%	5,531	5,543
BBT CORPORATION SR NT-A FLT-0.97275-04/28/2014 05531FAJ2 500000.00%	5,005	4,938
BMO BANK OF MONTREALSR NT-A FLT-0.00-04/29/2014 06366QGN1 500000.00%	5,011	4,967
BUNGE LTD FIN CORP - 4.100 - 03/15/2016 120568AU4 1000000.00%	10,063	10,354
CATERPILLAR INC NTS - 7.900 - 12/15/2018 149123BQ3 500000.00%	4,992	6,668
CBS CORP 8.200 DUE 05-15-14 124857AB9 500000.00%	4,940	5,669
CITIGROUP INC SR NT 6.375 08/12/2014 172967EY3 500000.00%	5,017	5,251
COCA-COLA ENTERPRISES NOTE - 5.000 - 08/15/2013 191219BS2 500000.00%	5,405	5,317
CONCOPHILLIPS NOTES 04.75000 02/01/2014 20825CAS3 500000.00%	5,477	5,405
DOW CHEM CO NT 6.000 10/01/2012 260543BR3 500000.00%	4,925	5,193
DOW CHEMICAL CO NOTES 4.85 08/15/2012 260543BZ5 1000000.00%	9,999	10,231
DU PONT E I DE NEMOURS CO 5.00000 01/15/2013 SR 263534BS7 100000.00%	1,007	1,044
DUKE ENERGY CORP SR NT 6.30000 02/01/2014 264399EQ5 500000.00%	5,074	5,529
EI DU PONT DE NEMOUR NOTES - 5.875 - 01/15/2014 263534BV0 100000.00%	995	1,099
EXPRESS SCRIPTS INC NOTES 5.25 06/15/2012 302182AC4 1000000.00%	10,155	10,195
GE CAP CORP - 5.875 - 02/15/2012 36962GXS8 1000000.00%	10,662	10,060
GOLDMAN SACHS - 5.700 - 09/01/2012 38141GCG7 500000.00%	4,626	5,106
INGERSOLL-RAND GLOBAL HLDG CO 6.00000 08/15/2013 45687AAB8 500000.00%	5,471	5,345
JOHN DEERE CAP CORP - 5.250 - 10/01/2012 24422EQW2 1000000.00%	9,975	10,348
JP MORGAN CHASE CO NOTES 04.75000 05/01/2013 46625HHB9 500000.00%	4,984	5,227
LLOYDS TSB BANK-6.3750-01/21/2021 539473AH1 500000.00%	5,026	4,977
MERRILL LYNCH CO 6.05 8/15/12 59018YJ36 1000000.00%	10,303	10,226
MORGAN STANLEY SR NT 6.00000 05/13/2014 61747YCF0 1000000.00%	10,470	10,172
NASDAQ OMX GROUP 4.0 01/15/2015 631103AC2 500000.00%	5,048	5,127
NATIONS BANK - 7.800 - 09/15/2016 638585AU3 500000.00%	5,624	5,086
NOBLE ENERGY INC NOTES 08.25000 03/01/2019 655044AD7 500000.00%	4,976	6,502
NYSE EURONEXT NT 4.8 6/28/2013 629491AA9 500000.00%	5,357	5,261
PACIFIC GAS ELEC CO 8.25000 10/15/2018 694308GN1 500000.00%	5,224	6,591
PGE CORP SR NT 5.75000 04/01/2014 69331CAE8 500000.00%	4,973	5,448
ROPER INDUSTRIES INCNOTES 06.62500 08/15/2013 776696AB2 500000.00%	4,999	5,355
ROWAN COS INC SR NT-5.00000-09/01/2017 779382AN0 1000000.00%	10,002	10,507
SEMPRA ENERGY 6.500 DUE 06-01-16 816851AN9 500000.00%	4,989	5,833
SEMPRA ENERGY SR NT FLT-0.00-03/15/2014 816851AR0 500000.00%	5,000	4,980
UNITRIN INC NOTE-06.00-11/30/2015 913275AD5 500000.00%	5,000	5,231
WASTE MGMT INC DEL GTD SR 6.37500 03/11/2015 94106LAT6 500000.00%	4,983	5,705
WESTPAC BANKING CORPNOTE-0.00-12/09/2013 961214BQ5 1000000.00%	10,092	9,944
WILLIS NORTH AMERICAINC CR SENS-6.20-03/28/2017 970648AD3 500000.00%	5,387	5,498

TY 2011 Investments Corporate
Stock Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 11000218

Software Version: 2011.0.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
170 shares of ABAXIS, INC ABAX	4,537	4,704
262 shares of ABBOTT LABS ABT	13,280	14,732
330 shares of AETNA INC. NEW AET	8,689	13,923
218 shares of ALLIANZ SE ADR AZSEY.PK	2,259	2,064
305 shares of ALLSCRIPTS HEALTHCARE SOLUTIONS MDRX	5,693	5,777
475 shares of ALSTOM ALSMY.PK	1,952	1,401
259 shares of ALUMINA LTD ADS AWC	1,430	1,194
122 shares of AMC NETWORKS INC AMCX	2,212	4,585
157 shares of AMERICAN EXPRESS CO AXP	6,537	7,406
224 shares of AMERIPRISE FINANCIAL INC AMP	8,301	11,119
310 shares of ANADARKO PETROLEUM CORP APC	13,979	23,662
340 shares of ANGIODYNAMICS, INC. ANGO	5,513	5,035
85 shares of ANGLOGOLD LTD AU	2,509	3,608
33 shares of APPLE INC. AAPL	5,551	13,365
531 shares of APPLIED MATERIALS INC. AMAT	8,141	5,687
26271 shares of AQR DIVERSIFIED ARB I ADAIX	294,969	286,090
83 shares of ASTRAZENECA AZN	3,962	3,842
101 shares of ATHENAHEALTH ATHN	4,636	4,961
360 shares of AUTODESK, INC. ADSK	6,826	10,919
81 shares of AXIS CAPITAL HOLDINGS LTD AXS	2,400	2,589
112 shares of BARRICK GOLD CORP COM ABX	4,186	5,068
290 shares of BEACON ROOFING SUPPLY, INC BECN	5,011	5,867
270 shares of BIO-REFERENCE LABORATORIES, INC BRLI	4,994	4,393
300 shares of BIOGEN IDEC INC BIIB	13,598	33,015
236 shares of BOEING CO BA	10,256	17,311
360 shares of BROADCOM CORPORATION BRCM	10,135	10,570
490 shares of CABLEVISION SYSTEMS CORP CL A CVC	5,500	6,968
136 shares of CABOT MICROELECTRONICS CORPORATION CCMP	5,200	6,426
237 shares of CAMECO CORPORATION CCJ	5,878	4,278
201 shares of CAMERON INTERNATIONAL CORP CAM	6,900	9,887
54 shares of CAPELLA EDUCATION COMPANY CPLA	3,801	1,947
681 shares of CARREFOUR S.A. CRRFY.PK	4,943	3,051
115 shares of CASS INFORMATION SYSTEMS, INC CASS	3,296	4,185
48 shares of CENTRAIS ELEC BRAS S/AR CAIFY.PK	637	466
347 shares of CENTURY TEL INC CTL	10,566	12,908
291 shares of CEPHEID CPHD	4,681	10,013
225 shares of CHEESECAKE FACTORY INC CAKE	5,141	6,604
160 shares of CHEMED CORP CHE	8,069	8,194
156 shares of CIT GROUP INC CIT	6,756	5,440
130 shares of CITRIX SYSTEMS INC CTXS	8,545	7,894
84 shares of COLGATE-PALMOLIVE COMPANY CL	5,753	7,761
1884 shares of COMCAST CORP CMCSK	28,573	44,386
104 shares of CONCUR TECHNOLOGIES CNQR	3,788	5,282
112 shares of CONOCOPHILLIPS COP	6,496	8,161
108 shares of CONSTANT CONTACT, INC. CTCT	2,540	2,507
624 shares of CORNING INC GLW	10,633	8,100
65 shares of COSTAR GROUP, INC. CSGP	3,067	4,337
180 shares of COVIDIEN LTD COV	7,390	8,102
370 shares of CREE, INC. CREE	15,974	8,155
334 shares of DAI NIPPON PRINTING LTD JAPANSPONSORED ADR DNPLY.PK	5,353	3,160
90 shares of DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 DSNKY.PK	1,698	1,760
296 shares of DANAHER CORP DHR	9,251	13,924
67 shares of DARDEN RESTAURANTS INC. DRI	3,155	3,054
207 shares of DAVITA INC COMMON DVA	11,353	15,693
205 shares of DEALERTRACK HOLDINGS INC TRAK	3,600	5,588
84 shares of DEERE CO DE	5,880	6,497
661 shares of DELL INC DELL	10,506	9,670
128 shares of DEVON ENERGY CORPORATION DVN	8,782	7,936
440 shares of DIGI INTERNATIONAL INC. DGII	4,638	4,910
260 shares of DIRECTV GROUP DTV	6,257	11,118
210 shares of DOLBY LABORATORIES DLB	9,291	6,407
4717 shares of DRIEHAUS EMERGING MARKETS GROWTH DREGX	157,483	121,280
196 shares of DU PONT DE NEMOURS DD	6,388	8,973
155 shares of EAST JAPAN RAILWAY C EJPRY.PK	1,796	1,620
244 shares of EBIX INC EBIX	4,868	5,392
393 shares of ECHELON CORPORATION ELON	4,232	1,914
245 shares of ECHO GLOBAL LOGISTICS, INC. ECHO	3,049	3,957
459 shares of ELECTRICITE FR UNSP/ADR ECIFY.PK	3,706	2,208
399 shares of ELECTRONIC ARTS EA	7,075	8,219
115 shares of ENERNOC, INC. ENOC	3,944	1,250
274 shares of EXXON MOBIL CORP XOM	20,780	23,224
105 shares of FARO TECHNOLOGIES, INC. FARO	2,657	4,830
331 shares of FIDELITY NATIONAL INFORMATION SERVICES INC FIS	9,148	8,801
190 shares of FINANCIAL ENGINES INC COM FNGN	4,481	4,243
835 shares of FINMECCANICA ADR FINMY.PK	3,888	1,486
205 shares of FLUOR CORP NEW FLR	11,277	10,301
680 shares of FOREST LABORATORIES FRX	18,367	20,577
140 shares of FORRESTER RESEARCH INC. FORR	3,866	4,752
110 shares of FORWARD AIR CORP FWRD	2,967	3,526
51 shares of FRANKLIN RES INC BEN	5,013	4,899
280 shares of FREEPORT-MCMORAN COPPER GOLD INC. FCX	7,017	10,301
102 shares of FUJIFILM HOLDINGS FUJIY.PK	3,651	2,373
267 shares of GENTEX CORPORATION GNTX	4,645	7,901
145 shares of GENUINE PARTS COMPANY GPC	5,805	8,874
87 shares of GLAXOSMITHKLINE PLC GSK	3,478	3,970
198 shares of GOLD FIELDS LTD ADS GFI	2,631	3,020
308 shares of GRAND CANYON EDUCATION, INC. LOPE	5,863	4,916
30 shares of HACHIJUNI BANK LTD ADR HACBY.PK	1,853	1,704
199 shares of HOME RETAIL GRP PLC ADR HMRTY.PK	2,192	1,027
330 shares of HUMAN GENOME SCIENCES, INC HGSI	7,024	2,439
495 shares of IMMUNOGEN, INC IMGN	4,272	5,732
296 shares of INGERSOL-RAND PLC IR	11,604	9,019
435 shares of INNERWORKINGS, INC. INWK	2,286	4,050
502 shares of INTERNATIONAL GAME TECHNOLOGY IGT	6,855	8,634
241 shares of INTERNATIONAL PAPER CO. IP	6,955	7,134
115 shares of IPC THE HOSPITALIST COMPANY, INC. IPCM	3,153	5,258
455 shares of ISIS PHARMACEUTICALS, INC. ISIS	4,263	3,281
268 shares of KINROSS GOLD CORP KGC	4,575	3,055
190 shares of KOHLS CORP KSS	10,004	9,377
187 shares of KOREA ELECTRIC PW CP KEP	3,143	2,053
225 shares of L-3 COMMUNICATIONS CORP LLL	16,344	15,003
157 shares of LABORATORY CORP AMER HLDGS LH	10,684	13,497
940 shares of LIBERTY INTERACTIVE CORP LINTA	4,700	15,247
330 shares of LIBERTY MEDIA CORPORATION COM LMCA	4,488	25,757
315 shares of LKQ CORPORATION - LKQ CORPORATION COMMON STOCK LKQX	5,369	9,475
144 shares of MARINE HARVEST ASA MNHVV	1,520	1,225
152 shares of MARSH AND MCLENNAN COMPANIES INC MMC	4,838	4,806
180 shares of MAXIMUS INC MMS	4,166	7,443
120 shares of MEDNAX, INC. MD	6,488	8,641
85 shares of MEDTOX SCIENTIFIC, INC. MTOX	972	1,194
287 shares of METLIFE INC. MET	10,144	8,949
854 shares of MICROSOFT CORPORATION MSFT	18,771	22,170
135 shares of MOBILE MINI, INC. - COMMON STOCK MINI	2,733	2,356
396 shares of MSAD INS GROUP ADR MSADY.PK	5,529	3,600
175 shares of NAPCO SECURITY TECHNOLOGIES INC. NSSC	546	434
377 shares of NATIONAL INSTRUMENTS CORPORATION NATI	7,498	9,783
274 shares of NATL OILWELL VARCO NOV	8,676	18,629
177 shares of NEOGEN CORPORATION NEOG	3,397	5,423
113 shares of NEWCREST MINING LTD-SPON ADR NCMGY.PK	2,482	3,425
230 shares of NEXEN INC NXY	4,918	3,659
127 shares of NINTENDO CO LTD ADR OTC NTDOY.PK	3,620	2,151
213 shares of NIPPON TELEPHONE ADR NTT	4,624	5,395
506 shares of NOKIA NOK	5,340	2,439
218 shares of NSTAR INC. NST	8,228	10,237
290 shares of NUCOR CP NUE	13,106	11,475
348 shares of NYSE EURONEXT INC NYX	7,991	9,083
297 shares of OAO GAZPROM SPONS GDR OGZPY.PK	3,109	3,172
112 shares of OCCIDENTAL PETE CORP OXY	9,845	10,494
542 shares of ORACLE CORP ORCL	11,047	13,902
260 shares of PALL CP PLL	6,928	14,859
218 shares of PANASONIC CORP PC	3,437	1,829
126 shares of PEGASYSTEMS INC. PEGA	5,850	3,704
14419 shares of PIMCO COMMODITY REAL RETURN STRATEGY FUND PCRIX	134,572	94,300
457 shares of POLYUS GOLD INTL LTD GDR LEVEL 1 PLZLY.PK	1,658	1,348
99 shares of PORTFOLIO RECOVERY ASSOCIATES, INC. - COMMON STOCK PRAA	5,283	6,684
155 shares of POWER INTEGRATIONS, INC. POWI	4,774	5,140
190 shares of PRAXAIR INC. PX	12,522	20,311
192 shares of PRUDENTIAL FINCL INC PRU	9,713	9,623
54 shares of PT TELEKOM. IND. TBK ADR TLK	1,823	1,660
104 shares of QUALITY SYSTEMS, INC. - COMMON STOCK QSII	3,125	3,847
290 shares of RESOURCES CONNECTION, INC. RECN	5,389	3,071
333 shares of RITCHIE BROS AUCTIONEERS RBA	8,165	7,353
152 shares of ROCKWELL COLLINS INC COL	7,305	8,416
97 shares of ROHM CO LTD UNSP ADR ROHCY.PK	2,623	2,235
557 shares of ROLLINS INC ROL	7,023	12,377
310 shares of SANDISK CORP SNDK	4,514	15,255
126 shares of SANOFI-AVENTIS SPONSORED ADR SNY	4,453	4,604
187 shares of SCIQEST INC. SQI	2,691	2,668
1310 shares of SEAGATE TECHNOLOGY STX	14,901	21,484
274 shares of SEKISUI HOUSE LTD SKHSY.PK	2,688	2,387
350 shares of SEMTECH CORPORATION SMTC	5,837	8,687
52 shares of SEVEN I HOLDINGS C SVNDY.PK	2,430	2,873
199 shares of SHISEIDO CO LTD SSDOY.PK	3,173	3,608
24 shares of SIEMENS A G ADR SI	1,431	2,295
271 shares of SKI TELECOM ADS ADS SKM	4,973	3,688
133 shares of SOCIETE GENERALE FRANCE SCGLY.PK	1,207	580
184 shares of SPS COMMERCE, INC SPSC	3,297	4,775
659 shares of STAPLES INC. SPLS	13,279	9,154
109 shares of STRATASYS, INC. SSYS	2,308	3,315
591 shares of SUMITOMO MITSUI TR HOLDINGS SPON ADR SUTNY.PK	2,470	1,678
80 shares of SWISSCOM AG S/ADR SCMWY.PK	2,725	3,034
113 shares of TALISMAN ENERGY INC TLM	1,526	1,441
567 shares of TD AMERITRADE HOLDING CORP AMTD	11,278	8,874
500 shares of TE CONNECTIVITY LTD TEL	9,275	15,405
75 shares of TECHNE CORPORATION TECH	4,829	5,120
323 shares of TELECOM ITALIA SPA TI-A	7,368	2,875
461 shares of TEXAS INSTRUMENTS INC. TXN	11,991	13,420
119 shares of THE FRESH MARKET INC TFM	4,744	4,748
286 shares of THERMO FISHER SCIENTIFIC INC TMO	10,697	12,861
241 shares of TIME WARNER INC. TWX	8,611	8,710
251 shares of TJX COMPANIES INC TJX	9,727	16,202
283 shares of TNT EXPRESS TNTEY.PK	2,635	2,083
35 shares of TOYOTA MTR CORP TM	2,485	2,315
35 shares of TRANSOCEAN LTD. RIG	1,561	1,344
107 shares of TRAVELERS COMPANIES INC THE TRV	5,333	6,331
440 shares of TYCO INTERNATIONAL LTD. TYC	11,477	20,552
146 shares of UBS AG UBS	4,756	1,727
200 shares of ULTIMATE SOFTWARE GROUP, INC. THE ULTI	5,891	13,024
192 shares of UNITED NATURAL FOODS, INC UNFI	5,058	7,682
909 shares of UNITEDHEALTH GROUP INC. UNH	24,127	46,067
235 shares of VENTAS INC VTR	8,087	12,956
165 shares of VERINT SYSTEMS INC. VRNT	3,908	4,544
250 shares of VERTEX PHARMCTLS INC VRTX	9,354	8,303
189 shares of VISA INC V	12,667	19,189
151 shares of VODAFONE GROUP PLC VOD	2,747	4,233
50 shares of WACOAL CORP ADR WACLY.PK	3,084	3,282
393 shares of WASTE MANAGEMENT INC. WM	12,794	12,855
1200 shares of WEATHERFORD INTL NEW WFT	24,767	17,568
449 shares of WISCONSIN ENERGY CP WEC	10,593	15,697
175 shares of WOLTERS KLUWER S/ADR WTKWY.PK	3,003	2,996
652 shares of YAHOO INC YHOO	10,573	10,517
11731 shares of ARTISAN INTERNATIONAL VALUE FUND INVESTOR SHS ARTKX	284,859	294,336
12626 shares of DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL DDBIX	182,675	166,153
16791 shares of HARBOR HIGH YIELD BD FD INSTITUTIONAL CL HYFAX	180,522	177,820
14795 shares of HARDING LOEVNER INTL EQU HLMIX	231,788	197,666
8878 shares of KEELEY FDS INC SMALL CAP VALUE FD A KSCVX	179,274	205,531

TY 2011 Investments Government Obligations Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 11000218

Software Version: 2011.0.0

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

6,029

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

6,761

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

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

TY 2011 Other Expenses Schedule**Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209**Software ID:** 11000218**Software Version:** 2011.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	18,654			18,564
Bank Charges	330	330		

TY 2011 Other Income Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 11000218

Software Version: 2011.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	87	87	

TY 2011 Other Professional Fees Schedule**Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209**Software ID:** 11000218**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	20,117	20,117		

TY 2011 Taxes Schedule**Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209**Software ID:** 11000218**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2011	1,600	0	0	0
Excise Tax for 2010	145	0	0	0
Foreign Tax Paid	635	635	0	0