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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

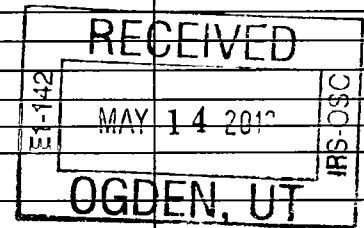
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011, or tax year beginning , 2011, and endingWHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL
920 EAST LINCOLN
BIRMINGHAM, MI 48009**A** Employer identification number
38-3191221**B** Telephone number (see the instructions)
(248) 644-1901**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 ☐**G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**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, column (c), line 16) **J** Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____
Part I, column (d) must be on cash basisFair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 1,605,414.**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 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 (att sch)	202,004.			
	2	Chk <input type="checkbox"/> if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	173.	173.	N/A	
	4	Dividends and interest from securities	30,684.	30,684.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	129,991.			
	b	Gross sales price for all assets on line 6a	571,052.			
	7	Capital gain net income (from Part IV, line 2)		129,991.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	362,852.	160,848.			
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	5,150.	2,575.		2,575.
	c	Other prof fees (attach sch) SEE ST 2	7,723.	7,723.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) SEE STM 3	622.	622.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 4	108.			108.	
24	Total operating and administrative expenses. Add lines 13 through 23	13,603.	10,920.		2,683.	
25	Contributions, gifts, grants paid PART XV	155,000.			155,000.	
26	Total expenses and disbursements. Add lines 24 and 25	168,603.	10,920.		157,683.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	194,249.				
b	Net investment income (if negative, enter -0-)		149,928.			
c	Adjusted net income (if negative, enter -0-)					



SCANNED MAY 23 2012

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	132,106.	289,465.	289,465.
	2 Savings and temporary cash investments			
	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 instructions)			
	7 Other notes and loans receivable (attach sch)			
	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)			
	b Investments — corporate stock (attach schedule)	617,189.	539,672.	1,031,546.
	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)	281,062.	300,238.	284,403.	
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)	1,030,357.	1,129,375.	1,605,414.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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 FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,030,357.	1,129,375.	
	30 Total net assets or fund balances (see instructions)	1,030,357.	1,129,375.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,030,357.	1,129,375.	

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	1,030,357.
2 Enter amount from Part I, line 27a	2	194,249.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	1,014.
4 Add lines 1, 2, and 3	4	1,225,620.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	96,245.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,129,375.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 7			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	129,991.
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 instructions). If (loss), enter -0- in Part I, line 8]	3	9,072.

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 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 (column (b) divided by column (c))
2010	180,319.	1,449,574.	0.124394
2009	155,542.	1,339,607.	0.116110
2008	158,151.	1,945,794.	0.081278
2007	207,901.	2,227,577.	0.093331
2006	94,000.	2,048,075.	0.045897

2 Total of line 1, column (d)	2	0.461010
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	0.092202
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,445,497.
5 Multiply line 4 by line 3	5	133,278.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,499.
7 Add lines 5 and 6	7	134,777.
8 Enter qualifying distributions from Part XII, line 4	8	157,683.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a 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 instrs)			
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	1,499.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,499.
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	1,499.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,295.	
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	1,295.	
8 Enter any penalty for underpayment of estimated tax Check here <input 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	204.	
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-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MI</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MICHAEL TITUSKIN - NORTHPOINT</u> Telephone no <u>(248) 644-1901</u> Located at <u>920 EAST LINCOLN BIRMINGHAM MI</u> ZIP + 4 <u>48009</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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		X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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

0

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 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,393,901.
b Average of monthly cash balances	1b	73,609.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,467,510.
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	1,467,510.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,013.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,445,497.
6 Minimum investment return. Enter 5% of line 5	6	72,275.

Part XI Distributable Amount (see 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	72,275.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,499.	
b Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c	1,499.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	70,776.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	70,776.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	70,776.	

Part XII Qualifying Distributions (see 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	157,683.
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	157,683.
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 instructions)	5	1,499.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	156,184.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				70,776.
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				
b From 2007	112,720.			
c From 2008	62,559.			
d From 2009	88,878.			
e From 2010	108,236.			
f Total of lines 3a through e	372,393.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 157,683.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				70,776.
e Remaining amount distributed out of corpus	86,907.			
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	459,300.			
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 instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	459,300.			
10 Analysis of line 9				
a Excess from 2007	112,720.			
b Excess from 2008	62,559.			
c Excess from 2009	88,878.			
d Excess from 2010	108,236.			
e Excess from 2011	86,907.			

Part VII Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 10				
Total			3a	155,000.
<i>b Approved for future payment</i> PETERSON INST. OF INT'L ECONOMICS 1750 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONE	501C3	ECONOMIC EDUCATION	40,000.
Total			3b	40,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	173.	
4	Dividends and interest from securities			14	30,684.	
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	129,991.	
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)				160,848.	
13	Total. Add line 12, columns (b), (d), and (e)					160,848.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2011

Name of the organization **WHITMAN FAMILY FOUNDATION**
C/O NORTHPOINT FINANCIAL

Employer identification number
38-3191221

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 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 33-1/3% 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, total 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 total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

WHITMAN FAMILY FOUNDATION

38-3191221

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT & MARINA WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	\$ 202,004.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)

Employer identification number

38-3191221

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,985 SHARES OF CHEVRON CORP STOCK	\$ 202,004.	12/14/11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

WHITMAN FAMILY FOUNDATION

Employer identification number

38-3191221

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

► \$ N/A

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
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2011

FEDERAL STATEMENTS

PAGE 1

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING / PROFESSIONAL FEES	\$ 4,000.	\$ 2,000.		\$ 2,000.
TAX PREPARATION	1,150.	575.		575.
TOTAL	<u>\$ 5,150.</u>	<u>\$ 2,575.</u>		<u>\$ 2,575.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH PIA ADVISORY FEES	\$ 7,654.	\$ 7,654.		
SPDR GOLD TRUST INVESTMENT FEES	69.	69.		
TOTAL	<u>\$ 7,723.</u>	<u>\$ 7,723.</u>		<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD ON DIVIDENDS	\$ 622.	\$ 622.		
TOTAL	<u>\$ 622.</u>	<u>\$ 622.</u>		<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH EMA ANNUAL FEES	\$ 80.			\$ 80.
MERRILL LYNCH OTHER BANKING FEES	8.			8.
MICHIGAN REGISTRATION	20.			20.
TOTAL	<u>\$ 108.</u>	<u>\$ 0.</u>		<u>\$ 108.</u>

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NONTAXABLE DISTRIBUTIONS

TOTAL \$ 1,014.
\$ 1,014.

STATEMENT 6
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

ADJUSTMENT BETWEEN FAIR MARKET VALUE AND COST BASIS

TOTAL \$ 96,245.
\$ 96,245.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	4,700.0000 BAC ARN RICIGLER ROGERS INTL C	PURCHASED	7/30/2010	7/25/2011
2	309.0000 CHEVRON CORP	DONATED	5/28/1993	12/19/2011
3	309.0000 CHEVRON CORP	DONATED	8/03/1993	12/19/2011
4	1,367.0000 CHEVRON CORP	DONATED	10/21/1998	12/19/2011
5	9,115.0000 EKSPORT ARN ROGRER	PURCHASED	10/29/2010	12/23/2011
6	3.0000 DIGITAL RLTY TR INC	PURCHASED	3/30/2011	8/03/2011
7	21.0000 GENUINE PARTS CO.	PURCHASED	8/11/2011	9/16/2011
8	5.0000 MCDONALDS CORP.	PURCHASED	6/02/2011	8/03/2011
9	49.0000 NOVARTIS ADR	PURCHASED	8/03/2011	9/16/2011
10	47.0000 SPECTRA ENERGY CORP	PURCHASED	6/07/2011	8/03/2011
11	5.0000 SOUTHERN COMPANY	PURCHASED	2/17/2011	8/03/2011
12	154.0000 WASTE MANAGEMENT INC NEW	PURCHASED	8/03/2011	9/16/2011
13	575.0000 CMS ENERGY CORP	PURCHASED	8/26/2010	2/17/2011
14	31.0000 SPDR S P DIVID ETF	PURCHASED	8/03/2011	10/19/2011
15	217.0000 HOME DEPOT INC	PURCHASED	11/12/2010	6/02/2011
16	20.0000 CLEARBRIDGE ENERGY MLP F	PURCHASED	9/01/2010	8/11/2011
17	.4720 TEMPLETON GLOBAL TOTAL RETURN FUND CL P	PURCHASED	8/03/2011	8/11/2011
18	24.6304 PRINCIPAL GLOBAL DIVERSI INCOME FUND CL	PURCHASED	11/19/2010	8/11/2011
19	.0540 LORD ABBETT BOND DEBENTURE FD CL F	PURCHASED	8/03/2011	8/11/2011
20	1,145.951 LORD ABBETT FLOATING RATE FUND CL F	PURCHASED	8/19/2010	8/11/2011
21	18.0000 ALRTIA GROUP INC.	PURCHASED	1/22/2010	8/03/2011
22	202.0000 CONSOLIDATED EDISON INC.	PURCHASED	1/22/2010	5/24/2011
23	11.0000 CHEVRON CORP	PURCHASED	1/22/2010	8/03/2011
24	126.0000 CHUBB CORP	PURCHASED	1/22/2010	3/30/2011
25	3.0000 COCA COLA COM	PURCHASED	1/22/2010	8/03/2011
26	546.0000 ENBRIDGE INC	PURCHASED	1/22/2010	6/07/2011
27	707.0000 ELEMENTS - ROGERS TRUST	PURCHASED	1/22/2010	7/27/2011
28	604.0000 ELEMENTS - ROGERS TRUST	PURCHASED	1/22/2010	8/03/2011
29	4.0000 FIDUCIARY/CLAY MLP OPFY FD	PURCHASED	1/22/2010	8/11/2011
30	310.0000 SPDR S P DIVID ETF	PURCHASED	6/09/2010	10/19/2011
31	23.0000 GENUINE PARTS CO.	PURCHASED	1/22/2010	8/03/2011
32	300.0000 GENUINE PARTS CO.	PURCHASED	1/22/2010	9/16/2011
33	141.0000 KELLOGG CO	PURCHASED	1/22/2010	9/16/2011

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
34	121.0000 MICROSOFT CORP	PURCHASED	1/22/2010	5/04/2011
35	5.0000 MICROSOFT CORP	PURCHASED	1/22/2010	8/03/2011
36	158.0000 NOVARTIS ADR	PURCHASED	2/24/2010	9/16/2011
37	208.0000 PPG INDUSTRIES INC	PURCHASED	1/22/2010	1/27/2011
38	59.0000 PAYCHEX INC	PURCHASED	1/22/2010	5/04/2011
39	19.0000 PHILIP MORRIS INTL INC	PURCHASED	1/22/2010	8/03/2011
40	4.0000 ROYAL DUTCH SHEL PLC	PURCHASED	1/22/2010	8/03/2011
41	189.0000 TRAVELERS COS INC	PURCHASED	1/22/2010	6/23/2011
42	10.0000 TORONTO DOMINION BANK	PURCHASED	1/22/2010	8/03/2011
43	1.0000 VERIZON COMMUNICATIONS COM	PURCHASED	1/22/2010	8/03/2011
44	372.0000 WASTE MANAGEMENT INC NEW	PURCHASED	1/22/2010	9/16/2011
45	59.0060 TEMPLETON GLOBAL TOTAL RETURN FUND CL P	PURCHASED	1/22/2010	8/11/2011
46	48.2620 LORD ABBETT BOND DEBENTURE FD CL F	PURCHASED	1/22/2010	8/11/2011
47	916.0000 LORD ABBETT FLOATING RATE FUND CL F	PURCHASED	1/22/2010	8/03/2011
48	686.0000 LORD ABBETT FLOATING RATE FUND CL F	PURCHASED	1/22/2010	8/11/2011
49	166.0000 PG&E CORP	PURCHASED	5/03/2010	3/03/2011
50	SHARE EXPENSES SPDR GOLD TRUST IN ML 6ZT-02000	PURCHASED	4/23/2010	VARIOUS
51	87.0000 SPDR GOLD TRUST IN ML 6ZT-02000	PURCHASED	4/23/2010	7/27/2011
52	4.0000 SPDR GOLD TRUST IN ML 6ZT-02000	PURCHASED	4/23/2010	8/03/2011
53	9.0000 SPDR GOLD TRUST IN ML 6ZT-02000	PURCHASED	4/23/2010	8/11/2011
54	SHARE EXPENSES SPDR GOLD TRUST IN ML 6ZT-02000	PURCHASED	4/23/2010	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	54,002.		47,000.	7,002.				\$ 7,002.
2	30,931.		15,866.	15,065.				15,065.
3	30,931.		14,434.	16,497.				16,497.
4	136,836.		75,485.	61,351.				61,351.
5	89,962.		91,150.	-1,188.				-1,188.
6	174.		171.	3.				3.
7	1,112.		1,012.	100.				100.
8	427.		404.	23.				23.
9	2,738.		2,831.	-93.				-93.
10	1,224.		1,224.	0.				0.
11	197.		190.	7.				7.
12	4,904.		4,636.	268.				268.
13	11,161.		10,091.	1,070.				1,070.
14	1,612.		1,555.	57.				57.
15	7,594.		6,859.	735.				735.
16	426.		407.	19.				19.
17	6.		6.	0.				0.
18	317.		317.	0.				0.
19	1.		1.	0.				0.
20	10,107.		10,520.	-413.				-413.
21	469.		359.	110.				110.
22	10,648.		9,045.	1,603.				1,603.
23	1,121.		834.	287.				287.
24	7,660.		6,129.	1,531.				1,531.
25	204.		162.	42.				42.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
26	17,153.		12,173.	4,980.				\$ 4,980.
27	6,794.		5,303.	1,491.				1,491.
28	5,660.		4,530.	1,130.				1,130.
29	78.		74.	4.				4.
30	16,122.		14,338.	1,784.				1,784.
31	1,169.		879.	290.				290.
32	15,883.		11,460.	4,423.				4,423.
33	7,605.		7,507.	98.				98.
34	3,157.		3,630.	-473.				-473.
35	134.		134.	0.				0.
36	8,828.		8,663.	165.				165.
37	17,421.		12,307.	5,114.				5,114.
38	1,918.		1,784.	134.				134.
39	1,323.		904.	419.				419.
40	277.		225.	52.				52.
41	10,708.		9,191.	1,517.				1,517.
42	783.		587.	196.				196.
43	36.		29.	7.				7.
44	11,847.		12,283.	-436.				-436.
45	785.		705.	80.				80.
46	363.		356.	7.				7.
47	8,491.		8,418.	73.				73.
48	6,051.		6,304.	-253.				-253.
49	7,680.		7,386.	294.				294.
50	28.		23.	5.				5.
51	13,767.		9,701.	4,066.				4,066.
52	648.		446.	202.				202.
53	1,538.		1,003.	535.				535.
54	41.		30.	11.				11.
TOTAL								\$ 129,991.

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MARINA V.N. WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	PRESIDENT 0.50	\$ 0.	\$ 0.	\$ 0.
ROBERT F. WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	VP, TREASURER 0.50	0.	0.	0.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MALCOLM WHITMAN 276 AMORY STREET # 2 JAMAICA PLAIN, MA 02130	DIRECTOR 0.50	\$ 0.	\$ 0.	\$ 0.
LAURA M. WHITMAN 655 WARNER HILL ROAD SOUTHPORT, CT 06890	DIRECTOR 0.50	0.	0.	0.
DAVID L. DOWNIE 655 WARNER HILL ROAD SOUTHPORT, CT 06890	SECRETARY 0.50	0.	0.	0.
MARINA V.N. WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	DIRECTOR 0.50	0.	0.	0.
ROBERT F. WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	DIRECTOR 0.50	0.	0.	0.
TRACY KELLER 276 AMORY STREET # 2 JAMAICA PLAIN, MA 02130	DIRECTOR 0.50	0.	0.	0.
DAVID L. DOWNIE 655 WARNER HILL ROAD SOUTHPORT, CT 06890	DIRECTOR 0.50	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

MARINA V.N. WHITMAN
ROBERT F. WHITMAN

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CAROLINE HOUSE 574 STILLMAN STREET BRIDGEPORT, CT 06608	NONE	501C3	MINISTRY FOR IMMIGRANT WOMEN AND CHILDREN	\$ 3,000.
OPERATION HOPE 636 OLD POST ROAD FAIRFIELD, CT 06824	NONE	501C3	FOOD & SHELTER	6,100.
THE CENTER FOR WOMEN AND FAMILIES 753 FAIRFIELD AVENUE BRIDGEPORT, CT 06604	NONE	501C3	STRENGTHENING FAMILIES AND ELIMINATING ABUSE	5,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	NONE	501C3	SERVICES FOR THE HOMELESS	10,000.
BIKES NOT BOMBS 284 AMORY STREET JAMAICA PLAIN, MA 02130	NONE	501C3	EMPOWERING INNER-CITY YOUTHS	1,000.
FCA FAMILY & CHILDREN'S AGENCY, INC 9 MOTT AVENUE, 4TH FLOOR NORWALK, CT 06850	NONE	501C3	STRENGTHENING FAMILIES IN NEED	2,000.
GREAT LAKES PERFORMING ARTIST ASSOC. 1100 N. MAIN STREE, STE. 207 ANN ARBOR, MI 48104	NONE	501C3	HELPING SUPPORT MUSIC ARTS	8,600.
PERFORMANCE NETWORK THEATRE 120 EAST HURON ANN ARBOR, MI 48104	NONE	501C3	PROVIDING MUSIC PERFORMANCES	10,000.
DOCTORS WITHOUT BORDORS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	501C3	MEDICAL CARE	5,000.
ASHOKA 1700 NORTH MOORE STREET, STE 2000 ARLINGTON, VA 22209	NONE	501C3	SUPPORTS INNOVATIVE ENTREPRENEURS	1,000.
PEOPLE & STORIES 140 EAST HANOVER STREET TRENTON, NJ 08608	NONE	501C3	LITERATURE AND EDUCATION	1,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PETERSON INST. OF INT'L ECONOMICS 1750 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONE	501C3	ECONOMIC EDUCATION	\$ 10,000.
HARVARD UNIV. - RADCLIFF INSTITUTE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501C3	SCHLESINGER LIBRARY FUND	3,000.
UNIVERSITY OF MICHIGAN MUSEUM OF ART 3003 SOUTH STATE STREET, STE 8000 ANN ARBOR, MI 48109	NONE	501C3	GENERAL FUND	1,000.
SALZBURG GLOBAL SEMINAR 1828 L STREET, NW, ELEVENTH FLOOR WASHINGTON, DC 20036	NONE	501C3	GENERAL FUND	10,000.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, STE 100 ARLINGTON, VA 22203	NONE	501C3	ENVIRONMENTAL PRESERVATION	1,000.
UNIV. OF MICHIGAN - FORD SCHOOL BUILDING 3003 SOUTH STATE STREET, STE 8000 ANN ARBOR, MI 48109	NONE	501C3	FORD SCHOOL BUILDING FUND	10,000.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRY'S LANDING ROAD CAMBRIDGE, MA 02138	NONE	501C3	OPEN MINDS CAMPAIGN	5,000.
PRINCETON DAY SCHOOL 650 GREAT ROAD PRINCETON, NJ 08542	NONE	501C3	FACULTY DEVELOPMENT FUND	5,000.
CAROL DIMAITI STUART FOUNDATION 238 WOBURN STREET MEDFORD, MA 02155	NONE	501C3	EDUCATIONAL SCHOLARSHIP PROGRAM	4,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE	501C3	THE FIGHT AGAINST HUNGER AND POVERTY	5,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	LIBRARY BOOK RESCUE	\$ 1,000.
ANN ARBOR SCHOOL OF PERFORMING ARTS 637 SOUTH MAIN STREET ANN ARBOR, MI 48104	NONE	501C3	MUSICAL EXPENSES FOR THE PERFORMING ARTS PROGRAM	1,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE, 3RD FLOOR BOSTON, MA 02215	NONE	501C3	MEDICAL SUPPLIES, FOOD, AND WATER FOR PEOPLE OF HAITI	1,000.
ALLEN CREEK PRESCHOOL 2350 MILLER AVENUE ANN ARBOR, MI 48103	NONE	501C3	2010 ANNUAL GIVING CAMPAIGN	1,000.
UNIVERSITY OF MICHIGAN MUSICAL SOCIETY 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	MUSICAL SOCIETY GENERAL FUND	10,000.
MICHIGAN THEATRE FOUNDATION 603 EAST LIBERTY STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT FOR COMMUNITY THEATER	2,000.
ARTRAIN 1100 NORTH MAIN STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT OF EDUCATIONAL PROGRAMS FOR THE ARTS	2,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	STEARNS COLLECTION OF MUSICAL INSTRUMENTS	1,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 48109	NONE	501C3	COMMUNITY COUNSELING FUND - CENTER FOR THE EDUCATION OF WOMEN	5,000.
HOPE FOR ARIANG FOUNDATION P.O. BOX 6887 SYRACUSE, NY 13217	NONE	501C3	EDUCATIONAL AND HEALTH SERVICES FOR SUDAN	200.
SOMALY MAM FOUNDATION P.O. BOX 4569 NEW YORK, NY 10163	NONE	501C3	ENDING SLAVERY AROUND THE WORLD	2,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNITED NATIONS FOUNDATION 1800 MASSACHUSETTS AVE., NW STE 400 WASHINGTON, DC 20036	NONE	501C3	THE GIRL FUND	\$ 2,000.
MACHIK 1609 CONNECTICUT AVE NW, STE 400 WASHINGTON, DC 20009	NONE	501C3	STRENGTHENING COMMUNITIES ON THE TIBETAN PLATEAU	5,000.
SHAW FESTIVAL THEATRE P.O. BOX 628 LEWISTON, NY 14092	NONE	501C3	SUPPORT FOR COMMUNITY THEATRE	1,000.
THE COALITION FOR BUZZARDS BAY 114 FRONT STREET NEW BEDFORD, MA 02740	NONE	501C3	PROTECTING THE BUZZARDS BAY ENVIRONMENT	1,000.
CENTRAL ASIA INSTITUTE P.O. BOX 7209 BOZEMAN, MT 59771	NONE	501C3	PROMOTING LITERACY IN PAKISTAN AND AFHANISTAN PENNIES FOR PEACE PROGRAM	100.
SALZBURG GLOBAL SEMINAR 1828 L STREET, NW, ELEVENTH FLOOR WASHINGTON, DC 22203	NONE	501C3	EXERCISE ROOM UPGRADE FUND	10,000.
AAUW 1111 SIXTEENTH STREET NW WASHINGTON, DC 20036	NONE	501C3	GENERAL FUND	2,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 48109	NONE	501C3	GENERAL FUND	1,000.
TOTAL				\$ 155,000.

2011

FEDERAL SUPPORTING DETAIL

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WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

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OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS

MERRILL LYNCH # 6ZT-04F11

\$ 114.

MERRILL LYNCH # 6ZT-02000

59.

TOTAL \$ 173.OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.

MERRILL LYNCH # 6ZT-04F11

\$ 9,040.

MERRILL LYNCH # 6ZT-02000

21,644.

TOTAL \$ 30,684.

WHITMAN FAMILY FOUNDATION

T.I.N. 38-3191221

SECURITIES SUMMARY

CALENDAR YEAR 2011

Shares 12/31/2011	Security	Purchased or Donated	Date Acquired	Basis 12/31/2011	FMV 12/31/2011
Investments - Corporate Stock					
100	JP Morgan Chase	Donated	01/03/2001	1,147 31	3,325 00
800	Procter & Gamble	Donated	06/01/1992	10,170 00	53,368 00
800	Procter & Gamble	Donated	06/01/1992	10,170 00	53,368 00
1	Berkshire Hathaway	Donated	08/17/1989	3,974 50	114,755 00
2	Berkshire Hathaway	Donated	11/02/1989	8,599 00	229,510 00
1,966	Ishares Tr Kld Select Social Index	Purchase	03/04/2005	101,828 97	108,188 98
322	Abbott Labs	Purchase	Various	16,788 05	18,106 06
310	Altna Group Inc	Purchase	Various	6,261 24	9,191 50
330	Amn Electnc Power Co	Purchase	Various	12,625 10	13,632 30
406	AT&T	Purchase	Various	10,507 53	12,277 44
306	BCE Inc	Purchase	Various	9,892 36	12,751 02
166	Chevron Corp	Purchase	Various	12,847 34	17,662 40
236	Coca Cola Com	Purchase	Various	12,924 62	16,512 92
139	Digital rly Tr Inc	Purchase	Various	7,913 37	9,267 13
360	Emerson Elec Co	Purchase	Various	15,624 76	16,772 40
294	Glaxosmithkline PLC ADR	Purchase	09/16/2011	12,100 72	13,415 22
568	Intel Corp	Purchase	Various	13,092 01	13,774 00
241	Kimberly Clark	Purchase	Various	14,626 29	17,727 96
345	Kraft Foods Inc	Purchase	Various	10,298 97	12,889 20
183	McDonalds Corp	Purchase	Various	15,481 37	18,360 39
253	Merck and Co Inc	Purchase	Various	8,360 80	9,538 10
312	Microsoft Corp	Purchase	Various	9,234 42	8,099 52
225	Nextera Energy Inc	Purchase	Various	12,137 65	13,698 00
444	Paychex Inc	Purchase	Various	13,108 18	13,368 84
116	Philip Morris Intl Inc	Purchase	Various	5,626 24	9,103 68
237	Prudential Financial Inc	Purchase	Various	13,714 45	11,878 44
387	Raytheon Co Delaware New	Purchase	Various	18,936 40	18,723 06
245	Royal Dutch Shel PLC	Purchase	Various	14,021 14	18,622 45
835	RPM International Inc	Purchase	Various	19,521 77	20,499 25
298	Southern Company	Purchase	Various	11,330 40	13,794 42
643	Spectra Energy Corp	Purchase	Various	17,339 85	19,772 25
264	Time Warner Inc	Purchase	09/16/2011	8,068 18	9,540 96
154	Toronto Dominion Bank	Purchase	Various	9,177 00	11,520 74
247	United Parcel Svc Cl B	Purchase	09/16/2011	16,118 55	18,077 93
335	Ventas Inc	Purchase	Various	16,047 80	18,468 55
449	Verizon communications	Purchase	Various	12,907 33	18,013 88
519	XCEL ENERGY Inc	Purchase	Various	11,190 37	14,334 78
1,218	ELEMENTS - Rogers TR	Purchase	Various	9,140 57	10,365 18
61	PDR Gold Trust	Purchase	04/23/2010	6,817 59	9,271 39
				<u>539,672 20</u>	<u>1,031,546 34</u>
Investments - Other					
4,003 483	American Capital World	Purchase	12/16/1999	148,679 79	128,591 87
502 000	Clearbndge Energy MLP	Purchase	Various	10,258 64	11,264 88
838 000	Fiduciary Clay MLP Opp	Purchase	Various	15,514 86	17,991 86
4,881 566	Lord Abbott Bond Debenture Fund	Purchase	Various	36,623 73	37,197 53
2,023 651	Neuberger Berman Equity	Purchase	Various	21,959 20	22,401 82
2,327 296	Pnnicipal Global Diversified Inc Fund	Purchase	Various	30,645 12	29,812 66
3,029 540	Templeton Global Total Return Fund	Purchase	Various	36,556 99	37,142 16
				<u>300,238 33</u>	<u>284,402 78</u>
COMBINED TOTALS				<u>839,910 53</u>	<u>1,315,949 12</u>