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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation W F Whitman Family Foundation Inc		<b>A Employer identification number</b>  20-0413209	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		<b>B Telephone number</b> (see instructions)  (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 4,364,731		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(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)	653,777			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	73,781	73,781		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	<input checked="" type="checkbox"/> 44,656			
	b Gross sales price for all assets on line 6a _____ 1,835,827				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		319,222		
	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) . . . . .	<input checked="" type="checkbox"/> 100	100		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	772,314	393,103		
	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) . . . . .	<input checked="" type="checkbox"/> 20,443	20,443		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	<input checked="" type="checkbox"/> 1,972	262		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	<input checked="" type="checkbox"/> 19,178	63		19,115
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	41,593	20,768		19,115
	25 Contributions, gifts, grants paid . . . . .	142,100			142,100
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	183,693	20,768		161,215
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	588,621			
	b <b>Net investment income</b> (if negative, enter -0-)		372,335		
	c <b>Adjusted net income</b> (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 . . . . .	133,036	584,455
	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)	6,029	
	b	Investments—corporate stock (attach schedule) . . . . .	2,859,505 <input checked="" type="checkbox"/>	3,249,844
	c	Investments—corporate bonds (attach schedule). . . . .	247,108	
	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) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,245,678	3,834,299
	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) . . . . .		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>		
	24	Unrestricted . . . . .		
	25	Temporarily restricted . . . . .		
	26	Permanently restricted . . . . .		
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>		
	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	3,245,678	3,834,299
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	3,245,678	3,834,299
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	3,245,678	3,834,299

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	3,245,678
2	Enter amount from Part I, line 27a . . . . .	2	588,621
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	3,834,299
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	3,834,299

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 1,835,827		1,270,647	319,222
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			319,222
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	319,222
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	

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))
2011	167,054	3,616,664	000 046190
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

2 Total of line 1, column (d). . . . .	2	000 239060
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 047812
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	3,756,831
5 Multiply line 4 by line 3. . . . .	5	179,622
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	3,723
7 Add lines 5 and 6. . . . .	7	183,345
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	161,215

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	7,447
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	7,447
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	7,447
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	800		
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	800
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	6,647
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 2013 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)? . . . . .	1b		
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"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>	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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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	Yes	

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		No
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		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 <u>co Foundation Source</u> Telephone no <u>(800) 839-1754</u> Located at <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 <u>198091377</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, 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		No
See 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? ( <b>Exception.</b> 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 <b>any</b> 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. <input type="checkbox"/>	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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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 2012 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ).	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 2012?	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))?

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

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

c

If the answer is "Yes" to question 5a(4 ), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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 Additional Data Table				

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

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 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 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 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	3,696,558
b	Average of monthly cash balances. . . . .	1b	117,484
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	3,814,042
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	3,814,042
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	57,211
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,756,831
6	Minimum investment return. Enter 5% of line 5. . . . .	6	187,842

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	187,842
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	7,447
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	7,447
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	180,395
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	180,395
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	180,395

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	161,215
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	161,215
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	161,215
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				180,395
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			155,871	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				
e From 2011. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 161,215				
a Applied to 2011, but not more than line 2a			155,871	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .				
d Applied to 2012 distributable amount. . . . .				5,344
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				175,051
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

Private Operating Foundations (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	142,100
b Approved for future payment				
Total . . . . .			3b	

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) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .			14	73,781	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	44,656	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> Foreign Tax Refund _____			01	36	
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). .				118,473	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .				118,473	118,473

[illegible]

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

[illegible]

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

**b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign  
Here**

**Paid  
Preparer  
Use Only**

<div> <div>Sign Here</div> <div> <div>*****</div> <div>Signature of officer or trustee</div> </div> </div>	<div> <div>2013-05-07</div> <div>Date</div> </div>		<div> <div>*****</div> <div>Title</div> </div>	<div> <div>May the IRS discuss this return with the preparer shown below (see instr )?</div> <div> <input checked="" type="checkbox"/> Yes           <input type="checkbox"/> No         </div> </div>	
	<div> <div>Print/Type preparer's name</div> <div>Jeffrey D Haskell</div> </div>	<div> <div>Preparer's Signature</div> <div>Jeffrey D Haskell</div> </div>	<div> <div>Date</div> <div>2013-05-07</div> </div>	<div> <div>Check if self-employed</div> <div><input type="checkbox"/></div> </div>	<div> <div>PTIN</div> <div></div> </div>
<div> <div>Paid Preparer Use Only</div> </div>	<div> <div>Firm's name</div> <div>Foundation Source</div> </div>		<div> <div>Firm's EIN</div> <div></div> </div>		
	<div> <div>One Hollow Lane Suite 212</div> <div>Firm's address</div> </div>		<div> <div>Phone no (800) 839-1754</div> </div>		
<div> <div>Lake Success, NY 11042</div> </div>					

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  
  
2012

Name of the 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 <b>not</b> 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 33<sup>1</sup>/<sub>3</sub>% 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).

<b>Name of organization</b> W F Whitman Family Foundation Inc	<b>Employer identification number</b> 20-0413209
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<b>Part I</b>	<b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed		
<b>(a) No.</b>	<b>(b) Name, address, and ZIP + 4</b>	<b>(c) Total contributions</b>	<b>(d) Type of contribution</b>
<div>1</div>	Barbara K Whitman Declaration of Trust  321 Broadway PO Box 860  Saratoga Springs, NY 12866	\$ 147,375	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<div>2</div>	William F Whitman Jr Declaration of Trust  321 Broadway PO Box 860  Saratoga Springs, NY 12866	\$ 356,443	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<div>3</div>	Whitman Charitable Lead Unitrust dt 8050 SE Little Harbour Drive  Hobe Sound, FL 33455	\$ 149,959	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<div></div>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<div></div>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<div></div>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
<div></div>		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )



<b>Name of organization</b> W F Whitman Family Foundation Inc	<b>Employer identification number</b> 20-0413209
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Part II	Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	See Additional Data Table	\$ _____	_____
(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
_____		\$ _____	_____

<b>Name of organization</b> W F Whitman Family Foundation Inc	<b>Employer identification number</b> 20-0413209
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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 columns (a) through (e) and the following line entry

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

Use duplicate copies of Part III if additional space is needed

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

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

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

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

Additional Data

Software ID: 12000057  
Software Version: 12.13.328.3  
EIN: 20-0413209  
Name: W F Whitman Family Foundation Inc

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	ARMSTRONG WORLD INDU AWI, 40 sh	\$ <u>1,990</u>	<u>2012-12-28</u>
<u>1</u>	ARMSTRONG WORLD INDU AWI, 50 sh	\$ <u>2,488</u>	<u>2012-12-28</u>
<u>1</u>	CMS ENERGY CP CMS, 155 sh	\$ <u>3,750</u>	<u>2012-12-28</u>

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Software ID: 12000057

Software Version: 12.13.328.3

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					1,310,355	1,270,647			39,708	

**TY 2012 General Explanation Attachment**

**Name:** W F Whitman Family Foundation Inc

**EIN:** 20-0413209

**Software ID:** 12000057

**Software Version:** 12.13.328.3

TY 2012 Investments Corporate  
Stock Schedule

**Name:** W F Whitman Family Foundation Inc

**EIN:** 20-0413209

**Software ID:** 12000057

**Software Version:** 12.13.328.3

Name of Stock	End of Year Book Value	End of Year Fair Market Value
110 shares of 3-D SYSTEMS CORP. DEL	3,106	5,869
170 shares of ABAXIS, INC	4,537	6,307
281 shares of ABBOTT LABS	14,332	18,406
220 shares of ADT LTD.	3,731	10,228
296 shares of AETNA INC. NEW	7,760	13,708
329 shares of AGILENT TECHNOLOGIES INC	12,547	13,469
122 shares of AMC NETWORKS INC	2,212	6,039
210 shares of AMERICAN EXPRESS CO	10,024	12,071
127 shares of AMERIPRISE FINANCIAL INC	6,187	7,954
310 shares of ANADARKO PETROLEUM CORP	13,979	23,036
45 shares of APPLE INC.	15,382	23,948
724 shares of APPLIED MATERIALS INC.	10,048	8,283
18306 shares of AQR DIVERSIFIED ARB I	204,016	202,095
17337 shares of ARTIO GLOBAL INV FDS TOTAL RET BD FUND CL I	242,929	237,515
106 shares of ATHENAHEALTH	5,600	7,769
510 shares of AUTODESK, INC.	11,472	18,029
290 shares of BEACON ROOFING SUPPLY, INC	5,011	9,651
270 shares of BIO-REFERENCE LABORATORIES, INC	4,994	7,730
300 shares of BIOGEN IDEC INC	13,598	43,911
80 shares of BLACKROCK INC	15,912	16,537
203 shares of BOEING CO	8,878	15,298
360 shares of BROADCOM CORPORATION	10,135	11,956
490 shares of CABLEVISION SYSTEMS CORP CL A	5,500	7,321
136 shares of CABOT MICROELECTRONICS CORPORATION	5,200	4,829
175 shares of CAMERON INTERNATIONAL CORP	6,380	9,881
155 shares of CAPITAL ONE FINANCIAL CORP	8,418	8,979
126 shares of CASS INFORMATION SYSTEMS, INC	3,296	5,317
312 shares of CENTURY LINK INC	9,760	12,205
291 shares of CEPHEID	4,681	9,853
225 shares of CHEESECAKE FACTORY INC	5,141	7,360

Name of Stock	End of Year Book Value	End of Year Fair Market Value
160 shares of CHEMED CORP	8,069	10,974
269 shares of CIT GROUP INC	11,122	10,394
155 shares of CITRIX SYSTEMS INC	10,175	10,171
189 shares of CME GROUP, INC	9,958	9,577
133 shares of COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS	8,504	9,826
76 shares of COLGATE-PALMOLIVE COMPANY	5,230	7,945
1558 shares of COMCAST CORP	23,461	55,963
104 shares of CONCUR TECHNOLOGIES	3,788	7,022
108 shares of CONSTANT CONTACT, INC.	2,540	1,535
100 shares of COSTAR GROUP, INC.	5,932	8,937
180 shares of COVIDIEN LTD	7,390	10,393
370 shares of CREE, INC.	15,974	12,573
266 shares of DANAHER CORP	8,417	14,869
140 shares of DAVITA INC COMMON	7,957	15,474
270 shares of DEALERTRACK HOLDINGS INC	5,550	7,754
120 shares of DEERE CO	8,807	10,370
178 shares of DEVON ENERGY CORPORATION	12,531	9,263
440 shares of DIGI INTERNATIONAL INC.	4,638	4,167
260 shares of DIRECTV GROUP	6,257	13,042
256 shares of DOLBY LABORATORIES	10,829	7,508
10030 shares of DRIEHAUS EMERGING MARKETS GROWTH	309,634	307,002
219 shares of DU PONT DE NEMOURS	7,956	9,850
244 shares of EBIX INC	4,868	3,933
245 shares of ECHO GLOBAL LOGISTICS, INC.	3,049	4,403
40 shares of ECOLAB INC	2,576	2,876
361 shares of ELECTRONIC ARTS	6,419	5,242
208 shares of EXXON MOBIL CORP	15,877	18,002
105 shares of FARO TECHNOLOGIES, INC.	2,657	3,746
289 shares of FIDELITY NATIONAL INFORMATION SERVICES INC	7,995	10,060
190 shares of FINANCIAL ENGINES INC COM	4,481	5,271

Name of Stock	End of Year Book Value	End of Year Fair Market Value
205 shares of FLUOR CORP NEW	11,277	12,042
680 shares of FOREST LABORATORIES	18,367	24,018
70 shares of FORRESTER RESEARCH INC.	2,027	1,876
110 shares of FORWARD AIR CORP	2,967	3,851
280 shares of FREEPORT-MCMORAN COPPER GOLD INC.	7,017	9,576
267 shares of GENTEX CORPORATION	4,645	5,033
106 shares of GENUINE PARTS COMPANY	4,313	6,739
413 shares of GRAND CANYON EDUCATION, INC.	8,057	9,693
215 shares of GREENWAY MED TECHNOLOGIES	3,990	3,302
495 shares of IMMUNOGEN, INC	4,272	6,311
224 shares of INGERSOL-RAND PLC	8,907	10,743
435 shares of INNERWORKINGS, INC.	2,286	5,994
447 shares of INTERNATIONAL GAME TECHNOLOGY	6,215	6,334
214 shares of INTERNATIONAL PAPER CO.	6,176	8,526
150 shares of IPC THE HOSPITALIST COMPANY, INC.	4,740	5,957
455 shares of ISIS PHARMACEUTICALS, INC.	4,263	4,750
258 shares of KOHLS CORP	13,142	11,089
225 shares of L-3 COMMUNICATIONS CORP	15,684	17,240
108 shares of LABORATORY CORP AMER HLDGS	7,656	9,355
940 shares of LIBERTY INTERACTIVE CORP	4,077	18,499
330 shares of LIBERTY MEDIA CORPORATION COM	4,488	38,283
630 shares of LKQ CORPORATION	5,369	13,293
140 shares of LUMINEX CORPORATION	3,316	2,352
283 shares of MARSH AND MCLENNAN COMPANIES INC	9,165	9,755
180 shares of MAXIMUS INC	4,166	11,380
240 shares of MAXWELL TECHNOLOGIES, INC	4,368	1,992
129 shares of MCDONALDS CORP	11,416	11,379
120 shares of MEDNAX, INC.	6,488	9,542
749 shares of MICROSOFT CORPORATION	16,705	20,006
295 shares of MOBILE MINI, INC. - COMMON STOCK	5,049	6,151



Name of Stock	End of Year Book Value	End of Year Fair Market Value
377 shares of NATIONAL INSTRUMENTS CORPORATION	7,498	9,730
326 shares of NATL OILWELL VARCO	12,905	22,282
177 shares of NEOGEN CORPORATION	3,397	8,022
282 shares of NORTHEAST UTIL	8,858	11,021
290 shares of NUCOR CP	13,106	12,516
150 shares of OCCIDENTAL PETROLEUM CORP	12,792	11,492
477 shares of ORACLE CORP	9,880	15,894
260 shares of PALL CP	6,928	15,668
126 shares of PEGASYSTEMS INC.	5,850	2,858
105 shares of PENTAIR INC. COM	2,041	5,161
171 shares of PEPSICO INC	11,800	11,702
14957 shares of PIMCO COMMODITY REAL RETURN STRATEGY FUND	138,161	99,312
99 shares of PORTFOLIO RECOVERY ASSOCIATES, INC. - COMMON STOCK	5,283	10,579
155 shares of POWER INTEGRATIONS, INC.	4,774	5,210
140 shares of PRAXAIR INC.	9,549	15,323
333 shares of RITCHIE BROS AUCTIONEERS	8,165	6,956
134 shares of ROCKWELL COLLINS INC	6,607	7,795
557 shares of ROLLINS INC	7,023	12,276
310 shares of SANDISK CORP	4,514	13,485
277 shares of SCIQEST INC.	4,194	4,393
1310 shares of SEAGATE TECHNOLOGY	14,901	39,850
350 shares of SEMTECH CORPORATION	5,837	10,133
184 shares of SPS COMMERCE, INC	3,297	6,858
599 shares of STAPLES INC.	12,016	6,829
109 shares of STRATASYS, INC.	2,308	8,736
427 shares of TD AMERITRADE HOLDING CORP	8,684	7,178
500 shares of TE CONNECTIVITY LTD	9,275	18,560
100 shares of TECHNE CORPORATION	6,588	6,834
406 shares of TEXAS INSTRUMENTS INC.	10,723	12,541
119 shares of THE FRESH MARKET INC	4,744	5,723

Name of Stock	End of Year Book Value	End of Year Fair Market Value
75 shares of THE JM SMUCKER COMPANY	6,245	6,468
144 shares of THERMO FISHER SCIENTIFIC INC	6,051	9,184
276 shares of TIME WARNER INC.	10,135	13,201
298 shares of TJX COMPANIES INC	5,885	12,650
95 shares of TRAVELERS COMPANIES INC THE	4,737	6,823
440 shares of TYCO INTERNATIONAL LTD.	5,705	12,870
165 shares of ULTIMATE SOFTWARE GROUP, INC. THE	4,980	15,578
192 shares of UNITED NATURAL FOODS, INC	5,058	10,289
75 shares of UNITED TECHNOLOGIES CORP	6,455	6,151
874 shares of UNITEDHEALTH GROUP INC.	23,109	47,406
186 shares of VENTAS INC	6,657	12,038
165 shares of VERINT SYSTEMS INC.	3,908	4,844
250 shares of VERTEX PHARMCTLS INC	9,354	10,475
100 shares of VISA INC	7,700	15,158
1200 shares of WEATHERFORD INTL NEW	24,767	13,428
328 shares of WISCONSIN ENERGY CP	7,878	12,087
156 shares of ABBOTT LABS	9,591	10,218
164 shares of AETNA INC. NEW	6,967	7,595
187 shares of AGILENT TECHNOLOGIES INC	7,114	7,656
115 shares of AMERICAN EXPRESS CO	6,495	6,610
69 shares of AMERIPRISE FINANCIAL INC	3,591	4,321
24 shares of APPLE INC.	14,399	12,772
401 shares of APPLIED MATERIALS INC.	4,626	4,587
8396 shares of AQR DIVERSIFIED ARB I	94,131	92,696
5057 shares of ARTISAN INTERNATIONAL VALUE FUND INVESTOR SHS	127,010	153,624
44 shares of BLACKROCK INC	8,752	9,095
112 shares of BOEING CO	8,256	8,440
98 shares of CAMERON INTERNATIONAL CORP	4,711	5,533
86 shares of CAPITAL ONE FINANCIAL CORP	4,770	4,982
164 shares of CENTURY LINK INC	6,437	6,416

Name of Stock	End of Year Book Value	End of Year Fair Market Value
148 shares of CIT GROUP INC	5,373	5,719
104 shares of CME GROUP, INC	5,474	5,270
74 shares of COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS	4,721	5,467
42 shares of COLGATE-PALMOLIVE COMPANY	4,185	4,391
198 shares of COMCAST CORP	6,146	7,112
146 shares of DANAHER CORP	7,739	8,161
78 shares of DAVITA INC COMMON	7,296	8,621
66 shares of DEERE CO	5,199	5,704
98 shares of DEVON ENERGY CORPORATION	6,039	5,100
13445 shares of DOUBLELINE TOTAL RETURN BOND	153,000	152,328
10829 shares of DREYFUS PREMIER EMERGING MARKETS DEBT LOCAL CURREN	156,601	166,112
121 shares of DU PONT DE NEMOURS	6,067	5,442
22 shares of ECOLAB INC	1,416	1,582
205 shares of ELECTRONIC ARTS	2,823	2,977
115 shares of EXXON MOBIL CORP	9,810	9,953
160 shares of FIDELITY NATIONAL INFORMATION SERVICES INC	5,270	5,570
58 shares of GENUINE PARTS COMPANY	3,639	3,688
14247 shares of HARBOR HIGH YIELD BD FD INSTITUTIONAL CL	153,651	158,281
8067 shares of HARDING LOEVNER INTL EQU	126,177	128,593
121 shares of INGERSOL-RAND PLC	4,922	5,803
251 shares of INTERNATIONAL GAME TECHNOLOGY	3,754	3,557
120 shares of INTERNATIONAL PAPER CO.	3,698	4,781
8878 shares of KEELEY FDS INC SMALL CAP VALUE FD A	179,275	253,918
146 shares of KOHLS CORP	6,724	6,275
60 shares of LABORATORY CORP AMER HLDGS	5,304	5,197
157 shares of MARSH AND MCLENNAN COMPANIES INC	5,008	5,412
71 shares of MCDONALDS CORP	6,279	6,263
421 shares of MICROSOFT CORPORATION	13,079	11,245
104 shares of NATL OILWELL VARCO	7,180	7,108
154 shares of NORTHEAST UTIL	5,988	6,018

Name of Stock	End of Year Book Value	End of Year Fair Market Value
83 shares of OCCIDENTAL PETROLEUM CORP	7,085	6,359
267 shares of ORACLE CORP	7,520	8,896
94 shares of PEPSICO INC	6,629	6,432
78 shares of PRAXAIR INC.	8,471	8,537
75 shares of ROCKWELL COLLINS INC	3,925	4,363
336 shares of STAPLES INC.	4,561	3,830
231 shares of TD AMERITRADE HOLDING CORP	3,998	3,883
223 shares of TEXAS INSTRUMENTS INC.	6,539	6,888
42 shares of THE JM SMUCKER COMPANY	3,481	3,622
81 shares of THERMO FISHER SCIENTIFIC INC	4,221	5,166
154 shares of TIME WARNER INC.	5,840	7,366
164 shares of TJX COMPANIES INC	6,815	6,962
52 shares of TRAVELERS COMPANIES INC	3,258	3,735
UNITED TECHNOLOGIES CORP	3,331	3,444
UNITEDHEALTH GROUP INC	7,361	6,780
VENTAS INC	6,202	6,601
VISA INC	6,636	8,337
WISCONSIN ENERGY CP	6,947	6,559

**TY 2012 Other Expenses Schedule****Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209**Software ID:** 12000057**Software Version:** 12.13.328.3

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	19,115			19,115
Bank Charges	63	63		

**TY 2012 Other Income Schedule****Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209**Software ID:** 12000057**Software Version:** 12.13.328.3

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	100	100	

**TY 2012 Other Professional Fees Schedule****Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	20,443	20,443		

## TY 2012 Substantial Contributors Schedule

**Name:** W F Whitman Family Foundation Inc

**EIN:** 20-0413209

**Software ID:** 12000057

**Software Version:** 12.13.328.3

Name	Address
Barbara K Whitman Declaration of Tr	321 Broadway PO Box 860 Saratoga Springs, NY 12866
William F Whitman Jr Declaration of	321 Broadway PO Box 860 Saratoga Springs, NY 12866



**TY 2012 Taxes Schedule****Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209**Software ID:** 12000057**Software Version:** 12.13.328.3

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	800			
Excise Tax for 2011	910			
Foreign Tax Paid	262	262		

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	Sec 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Barbara K Whitman	Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Laura B Whitman	First VP / Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
W Fifield Whitman	Second VP / Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
William F Whitman Jr	Pres / Dir / Treas 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)				
<b>a</b> <i>Paid during the year</i>				
ARTS CENTER OF COASTAL CAROLINA 14 SHELTER COVE LN HILTON HEAD,SC 29928	N/A	509a1	Arts Now Our Campaign for the Future	5,000
BOYS & GIRLS CLUB OF MARTIN COUNTY INC PO BOX 910 HOBE SOUND,FL 33475	N/A	509a1	Indiantown Building	30,000
BURNT COVE CHURCH COMMUNITY CENTER INC PO BOX 550 STONINGTON,ME 04681	N/A	509a1	Restore and Replace Siding and Trim on Building	20,000
ISLAND INSTITUTE PO BOX 648 ROCKLAND,ME 04841	N/A	509a1	Marine Studies Pathway at Deer Isle/Stonington High School	3,000
JUPITER MEDICAL CENTER FOUNDATION INC 1210 S OLD DIXIE HWY JUPITER,FL 33458	N/A	509a1	Capital Campaign	5,000
MONASTERY OF ST JOHN OF SAN FRANCISCO 21770 PONDEROSA WAY MANTON,CA 96059	N/A	509a1	General Unrestricted	5,000
PENOBSCOT EAST RESOURCE CENTER INC PO BOX 27 STONINGTON,ME 04681	N/A	509a1	General Unrestricted	10,000
ST NICHOLAS OF MYRA ORTHODOX CHURCH 102 ROSS AVE SAN ANSELMO,CA 94960	N/A	509a1	Keep the Bells Ringing	10,000
WILLIAMS COLLEGE 75 PARK ST WILLIAMSTOWN,MA 01267	N/A	509a1	Williams College Golf Program Fund	500
AMERICAN MUSEUM OF NATURAL HISTORY 79TH ST AT CENTRAL PARK W NEWYORK,NY 10024	N/A	509a1	General Unrestricted	10,000
CENTRAL PARK CONSERVANCY INC 14 E 60TH ST FL 8 NEWYORK,NY 10022	N/A	509a1	General Unrestricted	100
COLD SPRING HARBOR LABORATORY ASSOCIATION INC PO BOX 100 COLD SPG HBR,NY 11724	N/A	509a1	General Unrestricted	5,000
COMMUNITY FOUNDATION OF OYSTER BAY INC 200 SUNSET RD OYSTER BAY,NY 11771	N/A	509a1	Hurricane Sandy Relief	10,000
DEER ISLE-STONINGTON HISTORICAL SOCIETY INC PO BOX 652 DEER ISLE,ME 04627	N/A	509a1	Construction of a Historic Pole Barn	2,500
FRIENDS OF THE COLD SPRING HARBOR FISH HATCHERY INC 1660 RTE 25A COLD SPG HBR,NY 11724	N/A	509a1	General Unrestricted	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
GREEN VALE SCHOOL 250 VALENTINES LN OLD BROOKVILLE,NY 11545	N/A	509a1	General Unrestricted	2,500
OPERA HOUSE ARTS PO BOX 56 STONINGTON,ME 04681	N/A	509a1	Live for 5 Series Program	12,000
ST BERNARDS SCHOOL INC 4 E 98TH ST NEWYORK,NY 10029	N/A	509a1	General Unrestricted	5,000
WILLIAMS COLLEGE 75 PARK ST WILLIAMSTOWN,MA 01267	N/A	509a1	General Unrestricted	1,500
<b>Total . . . . . ▶ 3a</b>				142,100