ENVELOPE POSTMARK DATE NOV 06 2013

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 , and ending

Name of foundation W.P. & H.B. White Foundation		A Employer identification number 36-2601558
Number and street (or P O box number if mail is not delivered to street address) 540 Frontage Road	Room/suite 3240	B Telephone number (847)446-1441
City or town, state, and ZIP code Northfield, IL 60093		C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 22,343,404.	J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) Modified Cash (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	Description	(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	374,495.	374,495.		Statement 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	619,142.			
	b	Gross sales price for all assets on line 6a 5,273,997.				
	7	Capital gain net income (from Part IV, line 2)		619,142.		
	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 or (loss)				
	11	Other income	<87,889.>	7,958.		Statement 2
	12	**Total.** Add lines 1 through 11	905,748.	1,001,595.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	165,000.	43,450.		121,550.
	14	Other employee salaries and wages	62,890.	5,660.		57,230.
	15	Pension plans, employee benefits	45,813.	2,552.		43,261.
	16a	Legal fees				
	b	Accounting fees Stmt 3	17,100.	4,275.		12,825.
	c	Other professional fees				
	17	Interest	11,096.	11,096.		0.
	18	Taxes Stmt 4	24,440.	5,628.		0.
	19	Depreciation and depletion	277.	277.		
	20	Occupancy	17,502.	175.		17,327.
	21	Travel, conferences, and meetings	14,838.	456.		14,364.
	22	Printing and publications				
	23	Other expenses Stmt 5	13,863.	5,559.		8,304.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	372,819.	79,128.		274,861.
	25	Contributions, gifts, grants paid	640,016.			640,016.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,012,835.	79,128.		914,877.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<107,087.>			
	b	**Net investment income** (if negative, enter -0-)		922,467.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	480,405.	1,141,926.	1,141,926.
	3 Accounts receivable ▶ 1,462.			
	Less: allowance for doubtful accounts ▶	3,355.	1,462.	1,462.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,222.	6,852.	6,852.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	18,985,325.	18,192,069.	21,184,903.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 16,887.			
	Less accumulated depreciation ▶ 16,196.	968.	691.	691.
	15 Other assets (describe ▶ Statement 7)	0.	7,570.	7,570.
	16 **Total assets** (to be completed by all filers)	19,475,275.	19,350,570.	22,343,404.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 8)	17,618.	0.	
	23 **Total liabilities** (add lines 17 through 22)	17,618.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	19,457,657.	19,350,570.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	19,457,657.	19,350,570.	
	31 **Total liabilities and net assets/fund balances**	19,475,275.	19,350,570.	

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	19,457,657.
2	Enter amount from Part I, line 27a	2	<107,087.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	19,350,570.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,350,570.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Fidelity Brokerage - Z85-113638			
b	Fidelity Brokerage - Z85-113638			
c	Fidelity Brokerage - Z67-313912			
d	Fidelity Brokerage - Z67-313912			
e	Capital Gains Dividends			

	(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	56,823.		52,460.	4,363.
b	4,468,338.		4,064,003.	404,335.
c	8,384.		8,382.	2.
d	544,247.		530,010.	14,237.
e	196,205.			196,205.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				4,363.
b				404,335.
c				2.
d				14,237.
e				196,205.

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 — 619,142.

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). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 (col. (b) divided by col. (c))
2011	944,310.	20,715,228.	.045585
2010	1,283,345.	19,974,721.	.064248
2009	1,072,328.	17,780,001.	.060311
2008	1,546,714.	23,572,760.	.065614
2007	1,787,781.	28,677,818.	.062340

2	**Total** of line 1, column (d)	2	.298098
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	.059620
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	20,962,564.
5	Multiply line 4 by line 3	5	1,249,788.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,225.
7	Add lines 5 and 6	7	1,259,013.
8	Enter qualifying distributions from Part XII, line 4	8	914,877.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	18,449.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	18,449.
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	18,449.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 26,019.		
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	26,019.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	7,570.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 7,570. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities.*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ W.P. & H.B. White Foundation Telephone no. ▶ 847-446-1441

Located at ▶ 540 Frontage Road, Ste. 3240, Northfield, IL ZIP+4 ▶ 60093

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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)?	☐ 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)?	N/A	**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? 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.

(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 9		165,000.	26,185.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
Val Valsan - 540 Frontage Rd., Ste. 3240, Northfield, IL 60093	Office Admin 40.00	62,890.	19,628.	0.

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. 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**

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.

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	20,851,599.
b	Average of monthly cash balances	1b	430,192.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	21,281,791.
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	21,281,791.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	319,227.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,962,564.
6	**Minimum investment return** Enter 5% of line 5	6	1,048,128.

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	1,048,128.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 18,449.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	18,449.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,029,679.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,029,679.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,029,679.

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	914,877.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	914,877.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	914,877.

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					1,029,679.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	418,553.				
b From 2008	376,388.				
c From 2009	192,696.				
d From 2010	295,297.				
e From 2011					
f **Total** of lines 3a through e		1,282,934.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 914,877.					
a Applied to 2011, 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 2012 distributable amount					914,877.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		114,802.			114,802.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,168,132.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		303,751.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		864,381.			
10 Analysis of line 9:					
a Excess from 2008	376,388.				
b Excess from 2009	192,696.				
c Excess from 2010	295,297.				
d Excess from 2011					
e Excess from 2012					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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).)

None

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.

None

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 or e-mail of the person to whom applications should be addressed:

See Statement 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attached schedule	None	Other Public Charities		640,000.
Cash Contribution (50%) through K-1 Energy Transfer Equity LP	None	Other Public Charities	Cash Contribution (50%) through K-1 Energy Transfer Equity LP	16.
Total			▶ **3a**	640,016.
b *Approved for future payment*				
None				
Total			▶ **3b**	0.

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	374,495.	
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	523000	<95,739.>	18	7,958.	<108.>
8 Gain or (loss) from sales of assets other than inventory			18	619,142.	
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)		<95,739.>		1,001,595.	<108.>

13 **Total.** Add line 12, columns (b), (d), and (e) 13 905,748.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

223621
12-05-12

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Steven R. White — Signature of officer or trustee | Date 11/4/13 | Title President

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Elizabeth A. Vaccariello	Elizabeth Vaccariello	10/25/13		P00357347

Firm's name ▶ Varey & Vaccariello CPAs PC — Firm's EIN ▶ 36-3994838

Firm's address ▶ 617 East Golf Road, Suite 107, Arlington Heights, IL 60005 — Phone no. 847-228-6977

Legend:
a1 = Public Charity IRC Sec 509(a)1
a2 = Public Charity IRC Sec 509(a)2
a3 = Public Charity IRC Sec 509(a)3 TYPE I

W.P. & H.B. White Foundation Grants Status
2012 Payments

Organization/ Proposal Description	Status	Payment Amount
1. Amate House 3600 S. Seeley Avenue Chicago, IL 60609 12-02 General Support	a1	7,000
2. Austin Career Education Center 5352 W. Chicago Avenue Chicago, IL 60651-2857 11-146 General Support	a1	12,000
3. Bickerdike Redevelopment Corporation 2550 West North Avenue Chicago, IL 60647 11-152 Affordable Housing Initiative	a2	5,000
4. Big Shoulders Fund 212 West Van Buren Street, Suite 900 Chicago, IL 60607 12-118 General Support	a1	20,000
5. BUILD 5100 W. Harrison Street Chicago, IL 60644 12-46 General Support	a1	7,000
6. By The Hand Club For Kids 1000 N. Sedgwick Chicago, IL 60610 11-151 Literacy Initiative	a1	10,000
7. CARA Program 237 S. Desplaines Chicago, IL 60661 11-147 General Support	a1	14,000
8. Casa Central 1343 North California Avenue Chicago, IL 60622 12-113 La Posada	a1	12,000
9. CASA of Cook County 910 W. Van Buren Street, #339 Chicago, IL 60607 12-48 General Support	a1	10,000
10. Catholic Theological Union 5401 South Cornell Avenue Chicago, IL 60615 11-159 General Support	a1	20,000
11. CAWC 1116 N. Kedzie, 5th Floor Chicago, IL 60651 11-131 General Support	a1	8,000

12. Chicago Botanic Garden
    1000 Lake Cook Road
    Glencoe, IL 60022 a1
    11-140 Science First & College First Program 5,000

13. Chicago Children's Advocacy Center
    1240 South Damen Avenue
    Chicago, IL 60608 a1
    11-154 Advocacy Program 12,000

14. Chicago Youth Programs
    5350 S. Prairie Avenue
    Chicago, IL 60615 a1
    12-26 General Support 10,000

15. Children's Oncology Services, Inc.
    213 W. Institute Place, Suite 511
    Chicago, IL 60610 a1
    11-160 Summer camp for children with cancer 5,000

16. Communities in Schools of Chicago
    815 West Van Buren, Suite 300
    Chicago, IL 60607 a1
    11-158 General Support 11,000

17. CommunityHealth, NFP
    2611 W. Chicago Avenue
    Chicago, IL 60622 a1
    12-116 General Support 15,000

18. Cristo Rey Jesuit High School
    1852 West 22nd Place
    Chicago, IL 60608 a1
    12-92 General Support 12,000

19. De La Salle Institute
    3455 South Wabash Avenue
    Chicago, IL 60616-3885 a1
    12-55 Student Financial Assistance program 15,000

20. Deborah's Place
    2822 West Jackson
    Chicago, IL 60612 a1
    12-38 General Support 10,000

21. Facing Forward To End Homelessness
    642 North Kedzie Avenue
    Chicago, IL 60612 a1
    12-59 Sanctuary Place 10,000

22. Family Rescue
    PO Box 17528
    Chicago, IL 60617 a1
    12-27 General Support 10,000

23. Greater Chicago Food Depository
    4100 West Ann Lurie Place
    Chicago, IL 60632 a1
    12-121 General Support 15,000

24. Greater West Town Community Development 500 N. Sacramento Blvd Chicago, IL 60612		a1	
11-155	Vocational Training Program		12,000
25. Holy Trinity High School 1443 West Division Street Chicago, IL 60642		a1	
11-130	Financial Aid		17,000
26. Housing Opportunities for Women 1607 W. Howard Street, 2nd Floor Chicago, IL 60626		a1	
12-44	General Support		10,000
27. Howard Area Community Center 7648 N. Paulina Street Chicago, IL 60626		a1	
11-141	Early Childhood & Home Visiting Program		8,000
28. Infant Welfare Society of Chicago 3600 West Fullerton Chicago, IL 60647		a1	
12-96	General Support		12,000
29. Interfaith House 3456 W. Franklin Blvd. Chicago, IL 60624		a1	
12-103	General Support		12,000
30. Jane Addams Resource Corporation 4432 N. Ravenswood Avenue Chicago, IL 60640-5803		a1	
12-72	General Support		12,000
31. Josephinum Academy 1501 North Oakley Chicago, IL 60622		a1	
11-142	Tuition Assistance Program		15,000
32. Juvenile Protective Association 1707 N. Halsted Chicago, IL 60614		a2	
12-23	Building Bridges to Lawndale Project		7,000
33. Lambs Farm 14245 W. Rockland Road Libertyville, IL 60048		a2	
12-110	Comprehensive Vocational Services		10,000
34. Leo High School 7901 S. Sangamon Street Chicago, IL 60620		a1	
12-37	financial assistance		10,000
35. Link Unlimited 2221 South State Street Chicago, IL 60616		a1	
11-149	General Support		12,000

36. Logan Square Neighborhood Association
2840 North Milwaukee Avenue
Chicago, IL 60618 — a1
12-40 school programs — 10,000

37. Lydia Home Association
4300 W. Irving Park Road
Chicago, IL 60641-2825 — a1
12-77 Safe Families Program — 14,000

38. Mercy Housing Lakefront
120 S. LaSalle Street, Suite 1850
Chicago, IL 60603 — a1
12-80 General Support — 10,000

39. Midtown Educational Foundation
718 South Loomis Street
Chicago, IL 60607 — a1
12-66 General Support — 5,000

40. Mobile C.A.R.E. Foundation
3247 West 26th Street, Suite 2
Chicago, IL 60623 — a1
11-128 Asthma Management Program — 10,000

41. Mother McAuley Liberal Arts High School
3737 W. 99th Street
Chicago, IL 60655 — a1
12-64 tuition assistance for 8 minority students — 12,000

42. Mount Carmel High School
6410 South Dante Avenue
Chicago, IL 60637-3896 — a1
12-86 McDermott-Doyle Program — 12,000

43. Neopolitan Lighthouse
PO Box 24709
Chicago, IL 60624 — a1
12-76 General Support — 7,500

44. Notre Dame High School for Girls
3115 North Mason Avenue
Chicago, IL 60634 — a1
12-05 tuition aid & technology expenses — 12,000

45. Old Irving Park Community Clinic
5425 W. Addison Street
Chicago, IL 60641 — a1
12-31 General Support — 10,000

46. OneGoal
215 W. Superior, Suite 700
Chicago, IL 60654 — a1
12-36 General Support — 7,000

47. Our Lady of Tepeyac High School
2228 South Whipple
Chicago, IL 60623 — a1
12-107 needs based financial aid — 20,000

48.	Providence-St. Mel School 119 S. Central Park Boulevard Chicago, IL 60624 12-25 high school scholarships	a1	10,000
49.	Queen of Peace High School 7659 South Linder Burbank, IL 60459 12-07 scholarship program	a1	12,000
50.	Reading in Motion 65 E. Wacker Pl. Suite 1800 Chicago, IL 60601 12-08 General Support	a2	7,000
51.	Saint Patrick High School 5900 West Belmont Avenue Chicago, IL 60634-5199 12-108 Financial Assistance Program	a1	14,000
52.	SGA Youth & Family Services 11 East Adams, Suite 1500 Chicago, IL 60603 12-111 School Based Services	a1	7,000
53.	St. Bernard Hospital & Health Care Center 326 West 64th Street Chicago, IL 60621 11-132 Dental Center	a1	8,000
54.	St. Gregory the Great High School 1677 West Bryn Mawr Chicago, IL 60660-4106 12-42 Tuition Assistance Program	a1	8,500
55.	St. Vincent de Paul Center 2145 North Halsted Street Chicago, IL 60614 11-133 Child Development Program	a1	8,000
56.	Target Hope 4713 Blarney Drive Matteson, IL 60443 12-56 STEM Initiative	a1	15,000
57.	The Cradle Foundation 2049 Ridge Avenue Evanston, IL 60201-2794 12-114 Nursery and Special Needs Program	a3	10,000
58.	The Women's Treatment Center 140 North Ashland Avenue Chicago, IL 60607 12-12 General Support	a1	7,000
59.	Umoja Student Development Corp. 954 W. Washington, Suite 2W Chicago, IL 60607 12-79 General Support	a1	12,000

Grand Total (59) **640,000**

LAND, BUILDINGS AND EQUIPMENT: BASIS
(Page 2, Part II, Line 14)

Description	December 31, 2011	December 31, 2012
Furniture and fixtures	$ 16,887	$ 16,887
Less: Accumulated Depreciation	15,919	16,196
NET BOOK VALUE	**$ 968**	**$ 691**

DEPRECIATION
(Page 1, Part I, Line 19)

Description	Year Acquired	Cost	Accumulated Depreciation	Method	Life	Current Year Provision
Furniture and fixtures	1983	$ 5,068	$ 5,068	SL	5 yr	$ -
Furniture and fixtures	1985	586	586	SL	5 yr	-
Furniture and fixtures	1987	958	958	SL	5 yr	-
Furniture and fixtures	1989	633	633	SL	10 yr	-
Furniture and fixtures	1990	1,520	1,520	SL	5 yr	-
Furniture and fixtures	1991	3,239	3,239	SL	10 yr	-
Furniture and fixtures	1992	499	499	SL	10 yr	-
Furniture and fixtures	1993	390	390	SL	5 yr	-
Furniture and fixtures	1994	150	150	SL	5 yr	-
Furniture and fixtures	1995	1,541	1,541	SL	5 yr	-
Furniture and fixtures	2006	920	920	SL	5 yr	-
Furniture and fixtures	2010	1,383	692	SL	5 yr	277
TOTALS		**$ 16,887**	**$ 16,196**			**$ 277**

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Energy Transfer Equity LP	14,864.	0.	14,864.
Fidelity Brokerage - Z67-313912 - Dividends	12,096.	36.	12,060.
Fidelity Brokerage - Z85-113638	543,740.	196,169.	347,571.
Total to Fm 990-PF, Part I, ln 4	570,700.	196,205.	374,495.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Litigation Claims	7,958.	7,958.	
Energy Transfer Equity LP - From K-1	<95,739.>	0.	
Energy Transfer Equity LP - Non-Deductible Expense	<108.>	0.	
Total to Form 990-PF, Part I, line 11	<87,889.>	7,958.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Certified financial statements & tax preparation - Varey &	17,100.	4,275.		12,825.
To Form 990-PF, Pg 1, ln 16b	17,100.	4,275.		12,825.

Form 990-PF	Taxes	Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Section 4940 excise tax	18,812.	0.		0.
Foreign tax on dividends	5,628.	5,628.		0.
To Form 990-PF, Pg 1, ln 18	24,440.	5,628.		0.

Form 990-PF	Other Expenses	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Financial reports	10.	10.		0.
Insurance	2,079.	21.		2,058.
Office expense	2,813.	303.		2,510.
Postage	2,097.	1,171.		926.
Subscriptions	4,003.	4,003.		0.
Dues	2,795.	15.		2,780.
Bank service charges	36.	36.		0.
License and fees	30.	0.		30.
To Form 990-PF, Pg 1, ln 23	13,863.	5,559.		8,304.

Form 990-PF	Corporate Stock	Statement 6

Description	Book Value	Fair Market Value
Corporate Stock	18,192,069.	21,184,903.
Total to Form 990-PF, Part II, line 10b	18,192,069.	21,184,903.

W.P. and H.B. White Foundation

36-2601558

INVESTMENTS - CORPORATE STOCK
(Page 2, Part II, Line 10b)

Description	Shares or Par	12/31/2012 Book Value	12/31/2012 Market Value
Berkshire Hathaway Inc CL B Ne	13,500 000	1,034,808 60	1,210,950.00
Carmax Inc	12,000.000	312,734 00	450,480 00
Cemex ADR	14,901.000	436,093.30	147,072.87
CISCO Systems Inc	16,900 000	35,241 20	332,068.10
Compass Minerals	10,000 000	776,516.95	747,100.00
Dodge & Cox Income	5,504.397	72,269.00	76,290.94
EBay Inc	16,600.000	500,114.90	846,566.80
Energy Transfer Equity LP	20,000.000	531,045 01	909,600 00
Exelon Corp	19,000 000	885,485 71	565,060 00
Express Scripts Holdings	14,700 000	806,996.30	793,800 00
Exxon Mobil Corp	6,200 000	311,497.35	536,610.00
Guggenheim S&P 500	8,900 000	500,534.65	491,903 00
Ishares Barclays TIPS Fund	1,300.000	135,299 62	157,833 00
IShares Tr Dow Jones O&G	8,000.000	558,964.05	508,328 00
Janus Triton Fund Cl J	51,978 861	636,123 00	936,659.08
Johnson & Johnson	7,000 000	416,608.65	490,700.00
JPMorgan Chase & Co.	9,000 000	342,352.84	395,721 00
Kinder Morgan Mgmt LLC	6,387.000	167,763.33	481,963 02
Lowes Companies	29,000.000	770,575.66	1,030,080 00
Market Vectors	45,000.000	897,589 58	999,450 00
Matthews Asia Dividend Fund	24,374 654	325,144 18	355,382 46
Microsoft Corp	10,000 000	241,729 10	267,100 00
National Oilwell Varco	9,700.000	665,990 87	662,995 00
Novartis Ag ADR	10,300 000	580,153 35	651,990 00
Oakmark International	18,146.029	305,115.04	379,796 39
Oppenheimer Dev Markets	17,655.810	510,566.70	623,073.53
Oracle Corp	14,500.000	413,893.65	483,140 00
Paychex Inc	22,000 000	708,182.98	684,200.00
Pfizer Inc	28,000 000	480,487.95	702,212 00
Royce Low-Priced Stock Fund	42,902.607	631,524 50	593,772 08
Royce Microcap Investment Cl	25,744 991	415,876 97	380,510 97
St Joe Company	33,000 000	656,725 58	761,640 00
T Rowe Price Media & Telecomm	11,433 571	603,806.28	609,409 33
Vulcan Materials Co	10,000 000	508,876.50	520,500 00
Wasatch Small Cap Growth	21,498.262	626,524.01	887,663 24
Zimmer Holdings Inc	7,700 000	388,857.18	513,282 00
TOTALS		**$ 18,192,068.54**	**$ 21,184,902.81**

Form 990-PF	Other Assets	Statement 7

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Section 4940 excise tax deposit	0.	7,570.	7,570.
To Form 990-PF, Part II, line 15	0.	7,570.	7,570.

Form 990-PF	Other Liabilities	Statement 8

Description	BOY Amount	EOY Amount
Section 4940 excise tax payable	17,618.	0.
Total to Form 990-PF, Part II, line 22	17,618.	0.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Steven R. White 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	President and Executive Di 40.00	125,000.	26,185.	0.
John J. McCortney 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	Secretary 5.00	10,000.	0.	0.
Philip O'C. White 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	V President/Treasurer 5.00	10,000.	0.	0.
William P. White, III 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	Director 5.00	10,000.	0.	0.
Roger B. White 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	Director 5.00	10,000.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		165,000.	26,185.	0.

Form 990-PF Grant Application Submission Information Part XV, Lines 2a through 2d Statement 10

Name and Address of Person to Whom Applications Should be Submitted

Steven R. White
540 Frontage Road, Suite 3240
Northfield, IL 60093

Telephone Number	Name of Grant Program
(847) 446-1441	General Grants

Form and Content of Applications

Letters with program summaries, organization history and principles involved (See attached)

Any Submission Deadlines

None at present

Restrictions and Limitations on Awards

Basically limited to Illinois charities (See attached)

W.P. & H.B. WHITE FOUNDATION
540 FRONTAGE ROAD
SUITE 3240
NORTHFIELD, ILLINOIS 60093
(847) 446-1441
FAX (847) 446-1443

GUIDELINES FOR FUNDING

The W. P. & H. B. White Foundation provides funding to organizations in the Chicago metropolitan area that contribute to the future good of our society, primarily in the areas of education, health, and human services, with an emphasis on helping those most in need.

The Board meets quarterly in March, June, September and December. Proposals must be received no later than the first day of the preceding month to be considered in that quarter.

Grants are made for operating expenses and specific projects; however, the Foundation does not support visual and performing arts, individuals, endowments or fund raising events.

There is no grant application form. Proposals for grants should include the following information:

-history of the organization
-purpose and beneficiaries of the request
-organizational budget (and project budget if applicable)
-verification of federal tax exempt status
-list of Board of Directors
-list of corporate/foundation contributions
-latest audited financial statement

Because there are limits to the number of proposals that the Foundation can fund, selection in no way reflects on the merits of those not given support.

Inquiries and proposals should be directed to Steven R. White, President and Executive Director.

4/22/2013

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions W.P. & H.B. White Foundation	Employer identification number (EIN) or 36-2601558
	Number, street, and room or suite no. If a P.O. box, see instructions. 540 Frontage Road, No. 3240	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Northfield, IL 60093	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ W.P. & H.B. White Foundation 540 Frontage Road, Ste. 3240 - Northfield, IL 60093

  Telephone No ▶ 847-446-1441 FAX No. ▶ 847-446-1443
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______________ , and ending ______________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
Due to delayed responses from outside sources, additional time is needed to gather all the data necessary to file a complete and accurate return.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 24,861.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 26,019.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [signature] Title ▶ C.P.A. - IL Date ▶ 7/29/2013

223842
01-21-13

Form **8868** (Rev. January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions W.P. & H.B. White Foundation	Employer identification number (EIN) or 36-2601558
	Number, street, and room or suite no. If a P.O. box, see instructions. 540 Frontage Road, No. 3240	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Northfield, IL 60093	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ W.P. & H.B. White Foundation 540 Frontage Road, Ste. 3240 - Northfield, IL 60093
  Telephone No ▶ 847-446-1441 FAX No. ▶ 847-446-1443
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 24,861.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 26,019.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841 01-21-13