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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012****Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2012, or tax year beginning****, 2012, and ending**WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL
920 EAST LINCOLN
BIRMINGHAM, MI 48009**A** Employer identification number
38-3191221**B** Telephone number (see the instructions)
(248) 644-1901**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 1,854,350.**J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)**1** Contributions, gifts, grants, etc., received (att sch)

248,419.

2 Ck ☐ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments

86.

86.

N/A

4 Dividends and interest from securities

38,686.

38,686.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10

45,214.

b Gross sales price for all assets on line 6a 505,255.**7** Capital gain net income (from Part IV, line 2)

45,214.

8 Net short-term capital gain**9** Income modifications**10a** Gross sales less returns and allowances**b** Less: Cost of goods sold**c** Gross profit/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11

332,405.

83,986.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule)**b** Accounting fees (attach sch) SEE ST 1

4,000.

2,000.

2,000.

c Other prof fees (attach sch) SEE ST 2

1,200.

600.

600.

17 Interest**18** Taxes (attach schedule)(see instrs) SEE STM 3

2,079.

375.

19 Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 4

10,760.

10,653.

107.

24 Total operating and administrative expenses. Add lines 13 through 23

18,039.

13,628.

2,707.

25 Contributions, gifts, grants paid PART XV

144,800.

144,800.

26 Total expenses and disbursements. Add lines 24 and 25

162,839.

13,628.

147,507.

27 Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements**

169,566.

b Net investment income (if negative, enter -0-)

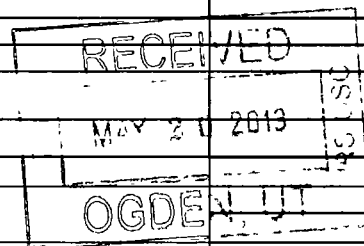
70,358.

c Adjusted net income (if negative, enter -0-)

SCANNED MAR 23 2013

REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES



18

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	289,465.	145,871.	145,871.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	539,672.	896,049.	1,532,241.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ▶			
LIABILITIES	Less accumulated depreciation (attach schedule) ▶			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	300,238.	164,518.	176,238.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,129,375.	1,206,438.	1,854,350.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET FUND ASSETS OR BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,129,375.	1,206,438.	
	30 Total net assets or fund balances (see instructions)	1,129,375.	1,206,438.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,129,375.	1,206,438.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,129,375.
2	Enter amount from Part I, line 27a	2	169,566.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	730.
4	Add lines 1, 2, and 3	4	1,299,671.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	93,233.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,206,438.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PUBLICLY-TRADED SECURITIES			VARIOUS	VARIOUS
b CAPITAL GAIN DIVIDENDS			VARIOUS	VARIOUS
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 504,760.		460,041.	44,719.
b 495.			495.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			44,719.
b			495.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	45,214.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	156,184.	1,445,497.	0.108049
2010	180,319.	1,449,574.	0.124394
2009	155,542.	1,339,607.	0.116110
2008	158,151.	1,945,794.	0.081278
2007	207,901.	2,227,577.	0.093331

2 Total of line 1, column (d)	2	0.523162
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.	3	0.104632
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,632,903.
5 Multiply line 4 by line 3	5	170,854.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	704.
7 Add lines 5 and 6	7	171,558.
8 Enter qualifying distributions from Part XII, line 4	8	147,507.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 1,407.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 1,407.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 1,407.
6 Credits/Payments:		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 1,500.	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7 1,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 93.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	93. Refunded	11 0.

Part VIII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MI</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MICHAEL TITUSKIN - NORTHPOINT</u> Telephone no <u>(248) 644-1901</u> Located at <u>920 EAST LINCOLN BIRMINGHAM MI</u> ZIP + 4 <u>48009</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Form 990-PF (2012)

Part VII Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?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

N/A

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

6 a 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? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870

7 a 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? ☐ Yes ☒ No

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part 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	1 a	1,569,764.
b	Average of monthly cash balances	1 b	88,006.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,657,770.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,657,770.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	24,867.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,632,903.
6	Minimum investment return. Enter 5% of line 5	6	81,645.

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	81,645.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	1,407.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,407.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	80,238.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	80,238.
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	80,238.

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	1 a	147,507.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	147,507.
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	147,507.

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				80,238.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	112,720.			
b From 2008	62,559.			
c From 2009	88,878.			
d From 2010	108,236.			
e From 2011	86,907.			
f Total of lines 3a through e	459,300.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 147,507.				
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				80,238.
e Remaining amount distributed out of corpus	67,269.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	526,569.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	112,720.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	413,849.			
10 Analysis of line 9				
a Excess from 2008	62,559.			
b Excess from 2009	88,878.			
c Excess from 2010	108,236.			
d Excess from 2011	86,907.			
e Excess from 2012	67,269.			

BAA

Form 990-PF (2012)

N/A

- (4) Gross investment income**

[illegible]

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

Part XIV **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 <i>Paid during the year</i> SEE STATEMENT 9				
Total			3 a	144,800.
b <i>Approved for future payment</i> SEE STATEMENT 10				
Total			3 b	54,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	86.	
4	Dividends and interest from securities			14	38,686.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	45,214.	
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)				83,986.	
13	Total. Add line 12, columns (b), (d), and (e)					83,986.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

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

Employer identification number
38-3191221

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

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

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

WHITMAN FAMILY FOUNDATION

38-3191221

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT & MARINA WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ROBERT & MARINA WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	\$ 47,030.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ROBERT & MARINA WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	\$ 77,328.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ROBERT & MARINA WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	\$ 94,061.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WHITMAN FAMILY FOUNDATION

38-3191221

Part I 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
2	454 SHARES OF CHEVRON CORP STOCK		
		\$ 47,030.	1/31/12
3	1,096 SHARES OF PROCTER & GAMBLE STOCK		
		\$ 77,328.	12/11/12
4	2,200 SHARES OF JPMORGAN CHASE STOCK		
		\$ 94,061.	12/11/12
		\$	
		\$	
		\$	

BAA

Name of organization

WHITMAN FAMILY FOUNDATION

Employer identification number

38-3191221

Part III

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

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

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

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

BAA

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

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

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

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	\$ 1,200.	\$ 600.		\$ 600.
TOTAL	<u>\$ 1,200.</u>	<u>\$ 600.</u>		<u>\$ 600.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED EXCISE TAX PAYMENT	\$ 1,500.			
EXCISE TAX DUE WITH 2011 RETURN	204.			
FOREIGN TAX WITHHELD ON DIVIDENDS	375.	\$ 375.		
TOTAL	<u>\$ 2,079.</u>	<u>\$ 375.</u>		<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH EMA ANNUAL FEES	\$ 80.			\$ 80.
MERRILL LYNCH OTHER BANKING FEES	7.			7.
MERRILL LYNCH PIA ADVISORY FEES	10,547.	\$ 10,547.		
MICHIGAN REGISTRATION	20.			20.
SPDR GOLD TRUST INVESTMENT FEES	106.	106.		
TOTAL	<u>\$ 10,760.</u>	<u>\$ 10,653.</u>		<u>\$ 107.</u>

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

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

NONDIVIDEND DISTRIBUTIONS

TOTAL \$ 730.
\$ 730.

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

ADJUSTMENT BETWEEN FAIR MARKET VALUE AND COST BASIS
RECONCILING ADJUSTMENTS

\$ 92,636.
597.
TOTAL \$ 93,233.

STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

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

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
TRACY KELLER 276 AMORY STREET # 2 JAMAICA PLAIN, MA 02130	DIRECTOR 0.50	\$ 0.	\$ 0.	\$ 0.
DAVID L. DOWNIE 655 WARNER HILL ROAD SOUTHPORT, CT 06890	DIRECTOR 0.50	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 8
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

MARINA V.N. WHITMAN
ROBERT F. WHITMAN

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CAROLINE HOUSE 574 STILLMAN STREET BRIDGEPORT, CT 06608	NONE	501C3	MINISTRY FOR IMMIGRANT WOMEN AND CHILDREN	\$ 4,000.
OPERATION HOPE 636 OLD POST ROAD FAIRFIELD, CT 06824	NONE	501C3	FOOD & SHELTER	4,000.
THE CENTER FOR WOMEN AND FAMILIES 753 FAIRFIELD AVENUE BRIDGEPORT, CT 06604	NONE	501C3	STRENGTHENING FAMILIES AND ELIMINATING ABUSE	4,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	NONE	501C3	SERVICES FOR THE HOMELESS	15,000.
BIKES NOT BOMBS 284 AMORY STREET JAMAICA PLAIN, MA 02130	NONE	501C3	EMPOWERING INNER-CITY YOUTHS	1,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FCA FAMILY & CHILDREN'S AGENCY, INC 9 MOTT AVENUE, 4TH FLOOR NORWALK, CT 06850	NONE	501C3	STRENGTHENING FAMILIES IN NEED	\$ 4,000.
GREAT LAKES PERFORMING ARTIST ASSOC. 1100 N. MAIN STREE, STE. 207 ANN ARBOR, MI 48104	NONE	501C3	HELPING SUPPORT MUSIC ARTS	7,600.
PERFORMANCE NETWORK THEATRE 120 EAST HURON ANN ARBOR, MI 48104	NONE	501C3	PROVIDING MUSIC PERFORMANCES	10,000.
DOCTORS WITHOUT BORDORS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	501C3	MEDICAL CARE	1,000.
PEOPLE & STORIES 140 EAST HANOVER STREET TRENTON, NJ 08608	NONE	501C3	LITERATURE AND EDUCATION	1,000.
HARVARD UNIV. - RADCLIFF INSTITUTE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501C3	SCHLESINGER LIBRARY FUND	5,000.
UNIVERSITY OF MICHIGAN MUSEUM OF ART 3003 SOUTH STATE STREET, STE 8000 ANN ARBOR, MI 48109	NONE	501C3	GENERAL FUND	1,000.
SALZBURG GLOBAL SEMINAR 1828 L STREET, NW, ELEVENTH FLOOR WASHINGTON, DC 20036	NONE	501C3	GENERAL FUND	11,300.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRY'S LANDING ROAD CAMBRIDGE, MA 02138	NONE	501C3	OPEN MINDS CAMPAIGN	5,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE	501C3	THE FIGHT AGAINST HUNGER AND POVERTY	5,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	LIBRARY ENRICHMENT FUND	\$ 1,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE, 3RD FLOOR BOSTON, MA 02215	NONE	501C3	MEDICAL SUPPLIES, FOOD, AND WATER FOR PEOPLE OF HAITI	1,000.
ALLEN CREEK PRESCHOOL 2350 MILLER AVENUE ANN ARBOR, MI 48103	NONE	501C3	2010 ANNUAL GIVING CAMPAIGN	1,000.
UNIVERSITY OF MICHIGAN MUSICAL SOCIETY 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	MUSICAL SOCIETY GENERAL FUND	10,000.
MICHIGAN THEATRE FOUNDATION 603 EAST LIBERTY STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT FOR COMMUNITY THEATER	2,000.
ARTRAIN 1100 NORTH MAIN STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT OF EDUCATIONAL PROGRAMS FOR THE ARTS	2,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	M.D. RESEARCH DISCOVERY FUND	1,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 48109	NONE	501C3	W.K. KELLOGG EYE CENTER ANNUAL FUND	1,000.
HOPE FOR ARIANG FOUNDATION P.O. BOX 6887 SYRACUSE, NY 13217	NONE	501C3	EDUCATIONAL AND HEALTH SERVICES FOR SUDAN	200.
MACHIK 1609 CONNECTICUT AVE NW, STE 400 WASHINGTON, DC 20009	NONE	501C3	STRENGTHENING COMMUNITIES ON THE TIBETAN PLATEAU	4,000.
SHAW FESTIVAL THEATRE P.O. BOX 628 LEWISTON, NY 14092	NONE	501C3	SUPPORT FOR COMMUNITY THEATRE	1,500.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 48109	NONE	501C3	WEILL HALL BUILDING FUND	\$ 10,000.
INSTITUTE FOR ADVANCED STUDY EINSTEIN DRIVE PRINCETON, NJ 08540	NONE	501C3	GENERAL FUND	15,000.
BURROUGHS COMMUNITY CENTER 2470 FAIRFIELD AVENUE BRIDGEPORT, CT 06605	NONE	501C3	GENERAL FUND	3,000.
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226	DONE	501C3	GENERAL FUND	1,000.
PENNIES FOR PEACE P.O. BOX 7209 BOZEMAN, MT 59771	NONE	501C3	GENERAL FUND	200.
THE ACADEMY OF EARLY MUSIC P.O. BOX 7694 ANN ARBOR, MI 48107	NONE	501C3	GENERAL FUND	1,000.
UM CENTER FOR THE EDUCATION OF WOMEN 330 EAST LIBERTY ANN ARBOR, MI 48104	NONE	501C3	RIECKER GRADUATE STUDENT RESEARCH FUND	5,000.
OPEN HOUSE NEW YORK 115 WEST 27TH STREET, FLOOR 9 NEW YORK, NY 10001	NONE	501C3	TO PROMOTE APPRECIATION AND PUBLIC AWARENESS TO NEW YORK ARCHITECTURE, ENGINEERING AND DESIGN	1,000.
INTERNATIONAL JUSTICE MISSION P.O. BOX 58147 WASHINGTON, DC 20037	NONE	501C3	HUMAN RIGHTS AGENCY THAT BRINGS RESCUE TO VICTIMS OF SLAVERY, SEXUAL EXPLOITATION AND OTHER FORMS OF VIOLENT OPPRESSION	5,000.
TOTAL				\$ 144,800.

2012

FEDERAL STATEMENTS

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WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 10
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PETERSON INST. OF INT'L ECONOMICS 1750 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONE	501C3	ECONOMIC EDUCATION	\$ 40,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 800 ANN ARBOR, MI 48109	NONE	501C3	WEILL HALL BUILDING FUND AND FORD SCHOOL BUILDING FUND	10,000.
MICHIGAN THEATRE FOUNDATION 603 EAST LIBERTY STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT OF COMMUNITY THEATRE	4,000.
TOTAL \$				<u>54,000.</u>

WHITMAN FAMILY FOUNDATION

T.I.N. 38-3191221

SECURITIES SUMMARY

CALENDAR YEAR 2012

Shares 12/31/2012	Security	Purchased or Donated	Date Acquired	Basis 12/31/2012	FMV 12/31/2012
Investments - Corporate Stock					
1,200	JP Morgan Chase	Donated	12/01/1995	23,975 00	52,762 92
1,000	JP Morgan Chase	Donated	12/17/1996	28,792 00	43,969 10
100	JP Morgan Chase	Donated	01/03/2001	1,147 31	4,396 91
800	Procter & Gamble	Donated	06/01/1992	10,170 00	54,312 00
800	Procter & Gamble	Donated	06/01/1992	10,170 00	54,312 00
1,096	Procter & Gamble	Donated	09/15/2003	50,000 00	74,407 44
1	Berkshire Hathaway	Donated	08/17/1989	3,974 50	134,060 00
2	Berkshire Hathaway	Donated	11/02/1989	8,599 00	268,120 00
1,966	Ishares Tr Kld Select Social Index	Purchase	03/04/2005	101,828 97	116,642 78
9,000	RICI ARN Issuer SHK	Purchase	01/05/2012	90,000 00	89,190 00
413	Abbott Labs	Purchase	Various	21,884 03	27,051 50
399	Altria Group Inc	Purchase	Various	8,868 72	12,544 56
577	AT&T	Purchase	Various	15,643 07	19,450 67
425	BCI Inc	Purchase	Various	14,747 71	18,249 50
553	Bristol-Myers Squibb Co	Purchase	12/12/2012	18,461 30	18,022 27
216	Chevron Corp	Purchase	Various	18,184 92	23,358 24
755	CMS Energy Corp	Purchase	11/20/2012	17,743 56	18,406 90
821	Conagra Foods Inc	Purchase	12/12/2012	24,726 88	24,219 50
320	Digital city Tr Inc	Purchase	Various	20,938 55	21,724 80
248	Du Pont E I De Nemours	Purchase	10/04/2012	12,364 09	11,154 67
529	Eaton Corp PLC	Purchase	12/04/2012	27,458 06	28,661 22
1,080	General Electric	Purchase	Various	24,554 80	22,669 20
864	Intel Corp	Purchase	Various	20,605 32	17,815 68
429	JPMorgan Chase & Co	Purchase	10/19/2012	18,186 30	18,862 74
320	Kimberly Clark	Purchase	Various	20,395 17	27,017 60
399	Kraft Foods Inc	Purchase	Various	16,618 07	18,142 53
229	McDonalds Corp	Purchase	Various	20,102 30	20,200 09
298	Merck and Co Inc	Purchase	Various	10,076 59	12,200 12
758	Microsoft Corp	Purchase	Various	21,507 88	20,245 95
287	Nextera Energy Inc	Purchase	Various	15,892 22	19,857 53
603	Paccar Inc	Purchase	Various	26,623 67	27,261 63
148	Philip Morris Intl Inc	Purchase	Various	8,135 11	12,378 72
312	Royal Dutch Shel PLC	Purchase	Various	19,041 85	22,117 68
296	Sempra Energy	Purchase	03/05/2012	17,346 52	20,998 24
742	Spectra Energy Corp	Purchase	Various	20,402 94	20,315 96
303	Time Warner Inc	Purchase	Various	9,498 40	14,492 49
217	Toronto Dominion Bank	Purchase	Various	13,820 70	18,299 61
392	Ventas Inc	Purchase	Various	19,249 45	25,370 24
609	Verizon communications	Purchase	Various	19,127 02	26,351 43
654	XCEL Energy Inc	Purchase	Various	14,824 94	17,468 34
217	PDR Gold Trust	Purchase	Various	30,362 13	35,158 43
				<u>896,049 05</u>	<u>1,532,241 19</u>
Investments - Other					
5,139 604	Lord Abbott Bond Debenture Fund	Purchase	Various	38,664 81	41,784 98
3,556 318	Lord Abbott Short Duration Inc Fd	Purchase	Various	16,323 49	16,501 32
2,146 220	Neuberger Berman Equity	Purchase	Various	23,354 04	25,089 31
2,449 801	Principal Global Diversified Inc Fund	Purchase	Various	32,269 54	34,052 23
1,418 202	Prudential Short Term Corp Bd Fund	Purchase	Various	16,309 32	16,436 96
3,108 843	Templeton Global Total Return Fund	Purchase	Various	37,596 65	42,373 53
				<u>164,517 85</u>	<u>176,238 33</u>
COMBINED TOTALS				<u>1,060,566 90</u>	<u>1,708,479 52</u>