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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

EXTENSION ATTACHED

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

| | | |
|--|---|--|
| Name of foundation WHISPERING BELLS FOUNDATION C/O MCGLADREY LLP | | A Employer identification number 13-6962126 |
| Number and street (or P.O. box number if mail is not delivered to street address) 1185 AVENUE OF THE AMERICAS | Room/suite | B Telephone number (212) 372-1210 |
| City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10036 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,182,323. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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).) | | (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 | 300,000. | | N/A | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 17. | 17. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 21,569. | 20,815. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 68,957. | | | |
| | b Gross sales price for all assets on line 6a | 545,126. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 68,957. | | |
| | 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 | | | | | |
| 12 Total. Add lines 1 through 11 | 390,543. | 89,789. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees | | | | |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes | 1,414. | 220. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | 2,992. | 2,742. | | 250. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 4,406. | 2,962. | | 250. |
| | 25 Contributions, gifts, grants paid | 663,000. | | | 663,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 667,406. | 2,962. | | 663,250. | |
| 27 Subtract line 26 from line 12 | -276,863. | | | | |
| a Excess of revenue over expenses and disbursements | | 86,827. | | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| 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 | End of year | |
|--|---|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 414,089. | 109,963. | 109,963. |
| | 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 | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | 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 STMT 5 | 374,938. | 369,982. | 371,766. |
| | b Investments - corporate stock STMT 6 | 526,818. | 558,809. | 700,594. |
| | 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 ▶ | | | | |
| Less accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1) | 1,315,845. | 1,038,754. | 1,182,323. | |
| 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 ▶) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | |
| | and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | 0. | 0. | |
| 29 Retained earnings, accumulated income, endowment, or other funds | 1,315,845. | 1,038,754. | | |
| 30 Total net assets or fund balances | 1,315,845. | 1,038,754. | | |
| 31 Total liabilities and net assets/fund balances | 1,315,845. | 1,038,754. | | |

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 | 1,315,845. |
| 2 Enter amount from Part I, line 27a | 2 | -276,863. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 1,038,982. |
| 5 Decreases not included in line 2 (itemize) ▶ SECURITIES COST BASIS ADJUSTMENT | 5 | 228. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,038,754. |

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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 PUBLICLY TRADED SECURITIES | P | 12/31/13 | 12/31/13 |
| b PUBLICLY TRADED SECURITIES | P | 12/31/13 | 12/31/13 |
| c CAPITAL GAINS DIVIDENDS | | | |
| 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 190,608. | | 177,617. | 12,991. |
| b 339,986. | | 298,552. | 41,434. |
| c 14,532. | | | 14,532. |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 12,991. |
| b | | | 41,434. |
| c | | | 14,532. |
| d | | | |
| e | | | |

| | | | |
|--|---|----------|---------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | 2 | 68,957. |
| 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)) |
|--|--|--|---|
| 2012 | 260,300. | 1,047,203. | .248567 |
| 2011 | 638,250. | 849,433. | .751384 |
| 2010 | 639,457. | 859,918. | .743626 |
| 2009 | 721,362. | 952,291. | .757502 |
| 2008 | 685,850. | 1,078,163. | .636128 |

| | | |
|--|----------|------------|
| 2 Total of line 1, column (d) | 2 | 3.137207 |
| 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 | .627441 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 1,253,109. |
| 5 Multiply line 4 by line 3 | 5 | 786,252. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 868. |
| 7 Add lines 5 and 6 | 7 | 787,120. |
| 8 Enter qualifying distributions from Part XII, line 4 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 | 8 | 663,250. |

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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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 1,737. |
| 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 | 1,737. |
| 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 | 1,737. |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 600. |
| b | Exempt foreign organizations - tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 600. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 1,137. |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | |
| 11 | Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

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? | | X |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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. | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. \$ 0. (2) On foundation managers \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | 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 | | X |
| 4a 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? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | 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? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</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 General Instruction G? If "No," attach explanation | 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|--|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► JOHN MCPARLAND Telephone no ► (212) 372-1210 Located at ► MCGLADREY LLP, 1185 6TH AVENUE, NEW YORK, NY ZIP+4 ► 10036 | | | |
| 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 | |
| 16 | At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes | No X |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | Yes | No |
|--|---|----|
| 1a During the year did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here | N/A | 1b |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | | 1c |
| 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2013 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 2013) | N/A | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a |
| 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 2013? | | 4b |

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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 |
|------------------------------------|---|---|---|---------------------------------------|
| CAROLAN WORKMAN | TRUSTEE | | | |
| C/O MCGLADREY LLP, 1185 6TH AVENUE | | | | |
| NEW YORK, NY 10036 | 0.50 | 0. | 0. | 0. |
| EDWARD KLAGSBRUN | TRUSTEE | | | |
| C/O MCGLADREY LLP, 1185 6TH AVENUE | | | | |
| NEW YORK, NY 10036 | 0.50 | 0. | 0. | 0. |
| ELIZABETH WORKMAN | PRES/TRUSTEE | | | |
| C/O MCGLADREY LLP, 1185 6TH AVENUE | | | | |
| NEW YORK, NY 10036 | 1.50 | 0. | 0. | 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 |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

0

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | | |
|---|---|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes. | | |
| a | Average monthly fair market value of securities | 1a | 1,036,524. |
| b | Average of monthly cash balances | 1b | 235,668. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 1,272,192. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 1,272,192. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 19,083. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,253,109. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 62,655. |

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 | 62,655. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 1,737. |
| b | Income tax for 2013 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,737. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 60,918. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 60,918. |
| 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 | 60,918. |

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 | 663,250. |
| 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 | 663,250. |
| 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 | 663,250. |

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

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WHISPERING BELLS FOUNDATION

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Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 60,918. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 0. | |
| b Total for prior years | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008 | 632,492. | | | |
| b From 2009 | 674,083. | | | |
| c From 2010 | 597,271. | | | |
| d From 2011 | 593,814. | | | |
| e From 2012 | 208,522. | | | |
| f Total of lines 3a through e | 2,706,182. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ | 663,250. | | | |
| a Applied to 2012, 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 2013 distributable amount | | | | 60,918. |
| e Remaining amount distributed out of corpus | 602,332. | | | |
| 5 Excess distributions carryover applied to 2013 (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: | 3,308,514. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| 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 2012 Subtract line 4a from line 2a Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 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 2008 not applied on line 5 or line 7 | 632,492. | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 2,676,022. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | 674,083. | | | |
| b Excess from 2010 | 597,271. | | | |
| c Excess from 2011 | 593,814. | | | |
| d Excess from 2012 | 208,522. | | | |
| e Excess from 2013 | 602,332. | | | |

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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 2013, 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 | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| 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))

SEE STATEMENT 7

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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

WHISPERING BELLS FOUNDATION

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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 | | | | |
| ABC (A BETTER CHANCE) OF WILTON 818 CONNECTICUT AVE NW SUIT 600 WASHINGTON, DC 20006 | NONE | PC | CHARITABLE | 300. |
| ACLU 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004 | NONE | PC | CHARITABLE | 50,000. |
| ACTION AGAINST HUNGER 247 WEST 37TH STREET 10TH FLOOR NEW YORK, NY 10018 | NONE | PC | CHARITABLE | 1,000. |
| ALLIANCE FOR YOUNG ARTISTS & WRITERS 557 BROADWAY NEW YORK, NY 10012 | NONE | PC | CHARITABLE | 1,000. |
| AMERICAN BOOKSELLERS FOUNDATION FOR FREE EXPRESSION (ABFFE) 19 FULTON STREET, ROOM 407 NEW YORK, NY 10038 | NONE | PC | CHARITABLE | 6,000. |
| Total | SEE CONTINUATION SHEET(S) | | | 663,000. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | | 0. |

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?

(1) Cash

(2) Other assets

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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

**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.

► *Am*

Signature of officer or trustee

Date _____

11 | 15 | 14

► PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Print/Type preparer's name

PAUL WEIRETER

Preparer's signature

Paul Winter

Date

11/14/14

Check ☐ if
self-employed

| | |
|------|--|
| PTIN | |
|------|--|

P00140887

Firm's name ► MCGLADREY LLP

Firm's EIN ► 42-0714325

Firm's address ► 1185 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-2602

Phone no 212-372-1000

Form **990-PF** (2013)

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

WHISPERING BELLS FOUNDATION
C/O MCGLADREY LLP

Employer identification number

13-6962126

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA 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) (2013)

Name of organization

WHISPERING BELLS FOUNDATION
C/O MCGLADREY LLP

Employer identification number

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 1 | WORKMAN PUBLISHING CO. 708 BROADWAY NEW YORK, NY 10003 | \$ 300,000. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

Name of organization

WHISPERING BELLS FOUNDATION

C/O MCGLADREY LLP

Employer identification number

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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |

Name of organization

Employer identification number

WHISPERING BELLS FOUNDATION

C/O MCGLADREY LLP

13-6962126

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

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 |
|---------------------------|---|-----------------|--|
| | | | |
| | | | |
| | | | |
| | (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 |
| | | | |
| | | | |
| | | | |

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|---|--|--------------------------------------|-------------------------------------|----------|
| AMERICAN FOR CAMPAIGN REFORM 818 CONNECTICUT AVE NW SUIT 600 WASHINGTON, DC 20006 | NONE | PC | CHARITABLE | 1,000. |
| AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY ST PHILADELPHIA, PA 19102 | NONE | PC | CHARITABLE | 3,000. |
| AMERICAN HEARTS ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231 | NONE | PC | CHARITABLE | 50. |
| AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001 | NONE | PC | CHARITABLE | 2,500. |
| ANTI DEFAMATION LEAGUE (ADL) 605 THIRD AVENUE NEW YORK, NY 10158 | NONE | PC | CHARITABLE | 45,000. |
| ASPCA 424 E. 92NS STREET NEW YORK, NY 10128 | NONE | PC | CHARITABLE | 600. |
| BRONX DEFENDERS 360 EAST 161ST STREET BRONX, NY 10451 | NONE | PC | CHARITABLE | 1,000. |
| BROOKLYN BOTANICAL GARDENS 1000 WASHINGTON AVENUE BROOKLYN, NY 11225 | NONE | PC | CHARITABLE | 300. |
| BROOKLYN PUBLIC LIBRARY 10 GRAND ARMY PLAZA BROOKLYN, NY 11238 | NONE | PC | CHARITABLE | 400. |
| C. CAP 250 WEST 57TH STREET, SUITE 2015 NEW YORK, NY 10107 | NONE | PC | CHARITABLE | 12,000. |
| Total from continuation sheets | | | | 604,700. |

**WHISPERING BELLS FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| CANCER CARE 275 SEVENTH AVENUE 22ND FLOOR NEW YORK, NY 10001 | NONE | PC | CHARITABLE | 300. |
| CARE PO BOX 7039 MERRIFIELD, VA 22116 | NONE | PC | CHARITABLE | 300. |
| CHESSE IN THE SCHOOL 520 EIGHT AVENUE, 2ND FLOOR NEW YORK, NY 10018 | NONE | PC | CHARITABLE | 500. |
| CHILDREN & NATURE NETWORK 808 14TH AVENUE SE MINNEAPOLIS, MN 55414 | NONE | PC | CHARITABLE | 1,250. |
| CITY HARVEST 6 EAST 32ND STREET 5TH FLOOR NEW YORK, NY 10016 | NONE | PC | CHARITABLE | 15,000. |
| CITY KIDS 65 NEW ST. NEW YORK, NY 10004 | NONE | PC | CHARITABLE | 1,000. |
| COMMON CAUSE 1133 19TH STREET NW, 9TH FLOOR WASHINGTON, DC 20036 | NONE | PC | CHARITABLE | 1,000. |
| COMMUNITY SUPPORT SYSTEM PO BOX 206 AQUASCO, MD 20608 | NONE | PC | CHARITABLE | 15,000. |
| CONGRESSIONAL MEDAL OF HONOR FOUNDATION 1501 LEE HIGHWAY, SUITE 300 ARLINGTON, VA 22209 | NONE | PC | CHARITABLE | 15,000. |
| CONSERVATORS CENTER PO BOX 882 MEBANE, NC 27302 | NONE | PC | CHARITABLE | 1,200. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| CT FOOD BANK PO BOX 8686 NEW HAVEN, CT 06531 | NONE | PC | CHARITABLE | 600. |
| CT HUMANE SOCIETY 701 RUSSELL ROAD NEWINGTON, CT 06111 | NONE | PC | CHARITABLE | 300. |
| CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027 | NONE | PC | CHARITABLE | 4,000. |
| DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128 | NONE | PC | EDUCATIONAL | 1,000. |
| DEERFIELD PO BOX 87 DEERFIELD, MA 01342 | NONE | PC | CHARITABLE | 10,000. |
| DIFFA (DESIGN INDUSTRIES FOUNDATION FIGHTING AIDS) 200 LEXINGTON AVENUE, RM 707 NEW YORK, NY 10016 | NONE | PC | CHARITABLE | 1,000. |
| DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001 | NONE | PC | CHARITABLE | 9,000. |
| DOROT 171 WEST 85TH STREET NEW YORK, NY 10024 | NONE | PC | CHARITABLE | 300. |
| FAIR CHANCE 2001 S STREET, NW SUITE 310 WASHINGTON, DC 20015 | NONE | PC | CHARITABLE | 12,000. |
| FOOD BANK NY 39 BROADWAY 10TH FLOOR NEW YORK, NY 10006 | NONE | PC | CHARITABLE | 500. |
| Total from continuation sheets | | | | |

**WHISPERING BELLS FOUNDATION
C/O MCGLADREY LLP**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|---|--|--------------------------------------|-------------------------------------|----------|
| FOSTER PRIDE 250 WEST 94TH STREET, #6F NEW YORK, NY 10025 | NONE | PC | CHARITABLE | 600. |
| GODDARD-RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVENUE NEW YORK, NY 10024 | NONE | PC | CULTURAL | 180,000. |
| GRAHAM WYNDHAM 1 S BROADWAY HASTINGS ON HUDSON, NY 10706 | NONE | PC | CHARITABLE | 2,000. |
| HABITAT FOR HUMANITY PO BOX 1509 NEW YORK, NY 31709 | NONE | PC | CHARITABLE | 500. |
| HEFFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202 | NONE | PC | CHARITABLE | 1,000. |
| HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002 | NONE | PC | CHARITABLE | 300. |
| HOLY APOSTLES SOUP KITCHEN 296 9TH AVENUE NEW YORK, NY 10001 | NONE | PC | CHARITABLE | 300. |
| HUMAN RIGHTS WATCH PO BOX 4803 TOMS RIVER, NJ 08754 | NONE | PC | CHARITABLE | 50,000. |
| HUMANE SOCIETY NYC 306 E 59TH STREET NEW YORK, NY 10022 | NONE | PC | CHARITABLE | 200. |
| INTERNATIONAL ACTION 819 L STREET SE WASHINGTON, DC 20003 | NONE | PC | CHARITABLE | 500. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|--|--|--------------------------------------|-------------------------------------|--------|
| INTERNATIONAL RESQUE COMMITTEE PO BOX 6068 ALBERT LEA, MN 56007 | NONE | PC | CHARITABLE | 3,000. |
| JEWISH FOUNDATION FOR THE RIGHTEOUS 305 7TH AVENUE 19TH FLOOR NEW YORK, NY 10001 | NONE | PC | CHARITABLE | 500. |
| MALARIA NO MORE FUND 432 PARK AVENUE SOUTH, 4TH FLOOR NEW YORK, NY 10016 | NONE | PC | CHARITABLE | 2,000. |
| MEMORIAL SLOAN KETTERING PO BOX 27105 NEW YORK, NY 10117 | NONE | PC | CHARITABLE | 300. |
| METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028 | NONE | PC | CULTURAL | 2,000. |
| METROPOLITAN OPERA LINCOLN CENTER PLAZA NEW YORK, NY 10023 | NONE | PC | CHARITABLE | 3,500. |
| MIDORI & FRIENDS 352 SEVENTH AVENUE SUITE 301 NEW YORK, NY 10001 | NONE | PC | CHARITABLE | 500. |
| MOMA (MUSEUM OF MODERN ART) 11 W 53RD STREET NEW YORK, NY 10019 | NONE | PC | CHARITABLE | 1,000. |
| MUSEUM OF MATHEMATICS 11 EAST 26TH STREET NEW YORK, NY 10010 | NONE | PC | CHARITABLE | 2,500. |
| NATIONAL BOOK FOUNDATION 90 BOARD STREET SUITE 604 NEW YORK, NY 10004 | NONE | PC | CHARITABLE | 2,000. |
| Total from continuation sheets | | | | |

**WHISPERING BELLS FOUNDATION
C/O MCGLADREY LLP**

13-6962126

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| NATIONAL COALITION AGAINST CENSORSHIP 19 FULTON STREET, ROOM 407 NEW YORK, NY 10038 | NONE | PC | CULTURAL | 6,000. |
| NATIONAL MS SOCIETY OF SOUTHERN NYC 733 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10017 | NONE | PC | CULTURAL | 4,000. |
| NATIONAL YIDDISH BOOK CENTER 1021 WEST STREET AMHERST, MA 01002 | NONE | PC | CHARITABLE | 1,200. |
| NEIGHBORHOOD COALITION FOR SHELTER 157 E 86TH STREET NEW YORK, NY 10128 | NONE | PC | CHARITABLE | 400. |
| NORWALK HOSPITAL 34 MAPLE STREET NORWALK, CT 06856 | NONE | PC | CHARITABLE | 600. |
| NY PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023 | NONE | PC | CHARITABLE | 10,000. |
| NY PUBLIC LIBRARY 445 FIFTH AVENUE NEW YORK, NY 10016 | NONE | PC | CHARITABLE | 7,500. |
| NYC OUTWARD BOUND 29-46 NORTHERN BLVD NEW YORK, NY 11101-2813 | NONE | PC | CHARITABLE | 3,500. |
| ORANGE COUNTY LITERACY COUNCIL 200 N GREENSBORO STREET SUITE C-2 CARRBORO, NC 27510 | NONE | PC | CHARITABLE | 1,500. |
| OSBORNE ASSOCIATION 809 WESTCHESTER AVENUE BRONX, NY 10455 | NONE | PC | CHARITABLE | 500. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| PAGE EDUCATION FOUNDATION 901 N 3RD STREET MINNEAPOLIS, MN 55401 | NONE | PC | CHARITABLE | 350. |
| PARK AVENUE CHRISTIAN CHURCH DAY SCHOOL 4 WEST 76TH STREET NEW YORK, NY 10023 | NONE | PC | EDUCATIONAL | 1,000. |
| PLANNED PARENTHOOD 1108 16TH STREET NW WASHINGTON, DC 20036 | NONE | PC | CHARITABLE | 1,500. |
| POETS & WRITERS 90 BOARD STREET, SUITE 2100 NEW YORK, NY 10004 | NONE | PC | CULTURAL | 10,000. |
| PREP FOR PREP 328 WEST 71ST STREET NEW YORK, NY 10023 | NONE | PC | CHARITABLE | 75,000. |
| PROJECT HOPE 255 CARTER HALL LANE PO BOX 250 MILLWOOD, VA 22646 | NONE | PC | CHARITABLE | 700. |
| PROJECT RETURN (PALLADIA) 2006 MADISON AVENUE NEW YORK, NY 10035 | NONE | PC | CHARITABLE | 300. |
| REHAB INSTITUTE OF CHICAGO 345 E. SUPERIOR STREET CHICAGO, IL 60611 | NONE | PC | CHARITABLE | 1,000. |
| SAMUEL WAXMAN CANCER RESEARCH FOUNDATION 420 LEXINGTON AVENUE SUITE 825 NEW YORK, NY 10170 | NONE | PC | CHARITABLE | 3,000. |
| SASHA BRUCE YOUTHWORX 741 8TH STREET SE WASHINGTON, DC 20003 | NONE | PC | CHARITABLE | 500. |
| Total from continuation sheets | | | | |

WHISPERING BELLS FOUNDATION
C/O MCGLADREY LLP

13-6962126

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| SIMON WEISENTHAL CENTER 1399 SOUTH ROXBURY LOS ANGELES, CA 90035 | NONE | PC | CHARITABLE | 300. |
| SMILE TRAIN 41 MADISON AVENUE 28TH FLOOR NEW YORK, NY 10010 | NONE | PC | CHARITABLE | 300. |
| SOS/TASTE OF THE NATION PO BOX 75475 BALTIMORE, MD 21275 | NONE | PC | CHARITABLE | 5,000. |
| SOUTHERN POVERTY LAW 400 WASHINGTON AVENUE MONTGOMERY, AL 36104 | NONE | PC | CHARITABLE | 400. |
| STANLEY ISAAC NEIGHBORHOOD CENTER 415 E 93RD STREET NEW YORK, NY 10128 | NONE | PC | CHARITABLE | 300. |
| TEMPLE SINAI NURSERY SCHOOL 3100 MILITARY RD WASHINGTON, DC 20015 | NONE | PC | CHARITABLE | 300. |
| THIRTEEN 825 EIGHTH AVENUE NEW YORK, NY 10019 | NONE | PC | CHARITABLE | 400. |
| TRICKLE UP 104 W. 27TH STREET, 12TH FLOOR NEW YORK, NY 10001-6210 | NONE | PC | CHARITABLE | 5,000. |
| UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022 | NONE | PC | CHARITABLE | 30,000. |
| UNICEF 125 MAIDEN LANE NEW YORK, NY 10038 | NONE | PC | CHARITABLE | 500. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|--|--|--------------------------------------|-------------------------------------|--------|
| UNITED FOR LIBRARIES (FORMELY ALTAPF & FOLUSA) 50 E HUDSON STREET CHICAGO, IL 60611 | NONE | PC | CHARITABLE | 6,000. |
| UNITED NEIGHBORHOOD HOUSES OF NYC 70 W. 36TH STREET #503 NEW YORK, NY 10018 | NONE | PC | CHARITABLE | 500. |
| UNIVERSITY OF DENVER 2199 S. UNIVERSITY BLVD. DENVER, CO 80208 | NONE | PC | EDUCATIONAL | 2,500. |
| US HOLOCAUST MUSEUM 100 RAOUL WALLENBERGH PLACE, SW WASHINGTON, DC 20024 | NONE | PC | CHARITABLE | 600. |
| VISUALLY IMPAIRED PARTNERSHIP 112 FRANKLIN TURNPIKE, SUITE 200 WALDWICK, NJ 07463 | NONE | PC | CHARITABLE | 500. |
| WENDY WEISMAN JENKINSON CULINARY ARTS FUND PO BOX 1182 OAK BLUFF, MA 02557 | NONE | PC | CHARITABLE | 750. |
| WHAT TO EXPECT FOUNDATION 211 WEST 80TH STREET, LOWER LEVEL NEW YORK, NY 10024 | NONE | PC | CHARITABLE | 2,500. |
| WILTON FIREFIGHTERS 236 DANBURY ROAD WILTON, CT 06897 | NONE | PC | CHARITABLE | 600. |
| WILTON HISTORICAL SOCIETY 224 DANBURY ROAD WILTON, CT 06897 | NONE | PC | CHARITABLE | 500. |
| WILTON LAND CONSERVATION TRUST PO BOX 77 WILTON, CT 06897 | NONE | PC | CHARITABLE | 600. |
| Total from continuation sheets | | | | |

WHISPERING BELLS FOUNDATION
C/O MCGLADREY LLP

13-6962126

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|---|--|--------------------------------------|-------------------------------------|--------|
| WILTON LIBRARY FRIENDS 137 OLD RIDGEFIELD ROAD WILTON, CT 06897 | NONE | PC | CULTURAL | 500. |
| WILTON POLICE 240 DANBURY ROAD WILTON, CT 06897 | NONE | PC | CHARITABLE | 600. |
| WILTON VOLUNTEER AMBULANCE 234 DANBURY ROAD WILTON, CT 06897 | NONE | PC | CHARITABLE | 300. |
| WMNR FINE ARTS RADIO PO BOX 920 MONROE, CT 06468 | NONE | PC | CHARITABLE | 400. |
| WNYC 160 VARICK STREET NEW YORK, NY 10013 | NONE | PC | CHARITABLE | 5,000. |
| WORLD WILDLIFE FUND PO BOX 96096 WASHINGTON, DC 20077 | NONE | PC | CHARITABLE | 500. |
| YADDO 20 WEST 44TH STREET, SUITE 408 NEW YORK, NY 10036 | NONE | PC | CHARITABLE | 500. |
| YALE ALUMNI FUND PO BOX 2038 NEW HAVEN, CT 06521 | NONE | PC | EDUCATIONAL | 3,000. |
| | | | | |
| | | | | |
| Total from continuation sheets | | | | |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| JPMORGAN CHASE BANK NA | 17. | 17. | |
| TOTAL TO PART I, LINE 3 | 17. | 17. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|--|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| JPMORGAN CHASE - CAPITAL GAIN DISTRIBUTION | 14,532. | 14,532. | 0. | 0. | |
| JPMORGAN CHASE - DIVIDEND | 20,809. | 0. | 20,809. | 20,809. | |
| JPMORGAN CHASE - EXEMPT DIVIDENDS | 754. | 0. | 754. | 0. | |
| JPMORGAN CHASE - INTEREST | 6. | 0. | 6. | 6. | |
| TO PART I, LINE 4 | 36,101. | 14,532. | 21,569. | 20,815. | |

FORM 990-PF TAXES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX | 1,194. | 0. | | 0. |
| FOREIGN TAXES | 220. | 220. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 1,414. | 220. | | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT 4 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| JPMORGAN MANAGEMENT FEES | 2,742. | 2,742. | | 0. |
| NYS FILING FEE | 250. | 0. | | 250. |
| TO FORM 990-PF, PG 1, LN 23 | 2,992. | 2,742. | | 250. |

| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | | | STATEMENT 5 |
|--|--|----------------|------------|----------------------|
| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
| VARIOUS GOVERNMENT & AGENCY OBLIGATIONS - SEE SCHEDULE ATTACHED | X | | 369,982. | 371,766. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 369,982. | 371,766. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 369,982. | 371,766. |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT 6 |
|---|-----------------|----------------------|-------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | |
| VARIOUS COMMON STOCKS - SEE SCHEDULE ATTACHED | 513,309. | 654,785. | |
| VARIOUS OTHER STOCKS - SEE SCHEDULE ATTACHED | 45,500. | 45,809. | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 558,809. | 700,594. | |

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

CAROLAN WORKMAN
ELIZABETH WORKMAN



WHISPERING BELLS FOUNDATION ACCT. A11631008
For the Period 12/1/13 to 12/31/13



00340738880240024905
00540730090010024905

Equity Detail

| | Price | Quantity | Value | Adjusted Tax Cost Original Cost | Unrealized Gain/Loss | Est. Annual Inc Accrued Div | Yield |
|---|-------|-----------|-----------|------------------------------------|-------------------------|--------------------------------|-------|
| US Large Cap Equity | | | | | | | |
| BBH CORE SELECT FUND-N 05528X-60-4 BBTE X | 21.40 | 3,988 778 | 85,359 85 | 72,187 10 | 13,172.75 | | |
| CULLEN HIGH DIVIDEND EQ-I 230001-40-6 CHDV X | 16.73 | 2,770.476 | 46,350 06 | 38,263 34 | 8,086 72 | 1,135 89 | 2 45% |

J.P.Morgan



WHISPERING BELLS FOUNDATION ACCT A11631008
For the Period 12/1/13 to 12/31/13

| | Price | Quantity | Value | Adjusted Tax Cost Original Cost | Unrealized Gain/Loss | Est Annual Inc Accrued Div | Yield |
|---|--------|------------|---------------------|------------------------------------|-------------------------|-------------------------------|--------------|
| US Large Cap Equity | | | | | | | |
| JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812CO-53-0 SEEG X | 31.78 | 1,118,404 | 35,542.88 | 25,500.00 | 10,042.88 | | |
| JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X | 27.74 | 2,972,319 | 82,452.13 | 58,861.07 | 23,591.06 | 341.81 | 0.41% |
| SG REN SPX 10/16/14 2 XLEV- 8%CAP- 16%MAXPYMT INITIAL LEVEL-09/27/13 SPX 1691 75 83368W-EU-1 | 106.73 | 12,000,000 | 12,807.60 | 12,000.00 | 807.60 | | |
| SPDR S&P 500 ETF TRUST 78462F-10-3 SPY | 184.69 | 306,000 | 56,515.14 | 41,448.94 | 15,066.20 | 1,025.40 | 1.81% |
| Total US Large Cap Equity | | | \$319,027.66 | \$248,260.45 | \$70,767.21 | \$2,503.10 | 0.78% |

US Mid Cap Equity

| | | | | | | | |
|--|--------|-----------|--------------------|--------------------|--------------------|-------------------|--------------|
| ASTON RIVER RD DIV ALL CAP-I 00080Y-87-6 ARID X | 13.52 | 2,535,022 | 34,273.50 | 29,287.88 | 4,985.62 | 740.22 | 2.16% |
| ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH | 133.81 | 297,000 | 39,741.57 | 26,550.04 | 13,191.53 | 513.21 | 1.29% |
| Total US Mid Cap Equity | | | \$74,015.07 | \$55,837.92 | \$18,177.15 | \$1,253.43 | 1.69% |



WHISPERING BELLS FOUNDATION ACCT. A11631008
For the Period 12/1/13 to 12/31/13

| | Price | Quantity | Value | Adjusted Tax Cost Original Cost | Unrealized Gain/Loss | Est Annual Inc Accrued Div. | Yield |
|--|--------|------------|---------------------|------------------------------------|-------------------------|--------------------------------|--------------|
| EAFE Equity | | | | | | | |
| ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X | 36.77 | 1,732,973 | 63,721.42 | 43,500.04 | 20,221.38 | 1,599.53 | 2.51% |
| DODGE & COX INTL STOCK FUND 256206-10-3 DODF X | 43.04 | 1,928,636 | 83,008.49 | 62,384.98 | 20,623.51 | 1,340.40 | 1.61% |
| ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA | 67.10 | 350,000 | 23,483.25 | 23,087.75 | 395.50 | 596.05 | 2.54% |
| JPM REN MXEA 10/16/14 2 XLEV- 10%CAP- 20%MAXPYMT INITIAL LEVEL-09/27/13 MXEA 1835.850 48126N-UT-2 | 103.21 | 12,000,000 | 12,385.20 | 12,000.00 | 385.20 | | |
| Total EAFE Equity | | | \$182,598.36 | \$140,972.77 | \$41,625.59 | \$3,535.98 | 1.93% |
| European Large Cap Equity | | | | | | | |
| VANGUARD FTSE EUROPE ETF 922042-87-4 VGK | 58.80 | 405,000 | 23,814.00 | 22,945.28 | 868.72 | 659.74 | 2.77% |
| Asia ex-Japan Equity | | | | | | | |
| ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAP1 X | 11.47 | 1,909,243 | 21,899.02 | 20,649.02 | 1,250.00 | 301.66 | 1.38% |



WHISPERING BELLS FOUNDATION ACCT. A11631008
For the Period 12/1/13 to 12/31/13

| | Price | Quantity | Value | Adjusted Tax Cost Original Cost | Unrealized Gain/Loss | Est Annual Inc. Accrued Div. | Yield |
|------------------------------|-------|-----------|-------------|------------------------------------|-------------------------|---------------------------------|-------|
| Asia ex-Japan Equity | | | | | | | |
| MATTHEWS PACIFIC TIGER FD-IS | 24.97 | 1,338,860 | 33,431.33 | 24,643.61 | 8,787.72 | | |
| 577130-83-4 MIPT X | | | | | | | |
| Total Asia ex-Japan Equity | | | \$55,330.35 | \$45,292.63 | \$10,037.72 | \$301.66 | 0.55% |



WHISPERING BELLS FOUNDATION ACCT. A11631008
For the Period 12/1/13 to 12/31/13

US Fixed Income

| | | | | | | | |
|--|-------|-----------|------------|------------|------------|--------------------|-------|
| PRUDENTIAL TOTAL RETURN BD-Z 74440B-40-5 | 13.97 | 3,174.32 | 44,345.24 | 44,250.00 | 95.24 | 1,656.99 | 3.74% |
| DOUBLELINE TOTAL RET BD-I 258620-10-3 | 10.78 | 4,021.86 | 43,355.68 | 44,750.00 | (1,394.32) | 2,240.17 | 5.17% |
| EATON VANCE FLOATING RATE-I 277911-49-1 | 9.19 | 2,689.16 | 24,713.39 | 23,681.33 | 1,032.06 | 965.40 | 3.91% |
| JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1 | 11.89 | 4,190.91 | 49,829.87 | 49,815.97 | 13.90 | 1,294.98 113.15 | 2.60% |
| JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0 | 10.89 | 12,889.98 | 140,371.83 | 137,574.11 | 2,797.72 | 1,340.55 180.46 | 0.96% |
| JPM TAX AWARE R/R FD - INSTL FUND 993 4812A2-53-8 | 9.96 | 3,323.16 | 33,098.69 | 34,750.00 | (1,651.31) | 830.79 83.08 | 2.51% |

J.P. Morgan



WHISPERING BELLS FOUNDATION ACCT. A11631008
For the Period 12/1/13 to 12/31/13

| US Fixed Income | | | | | | | | | | |
|---|-------|----------|--------------|-------------------|--|-------------------------|--------------------|--|-------|--|
| | Price | Quantity | Value | Adjusted Tax Cost | | Unrealized Gain/Loss | Est. Annual Income | | Yield | |
| | | | | Original Cost | | | Accrued Interest | | | |
| BLACKROCK HIGH YIELD BOND | 8.21 | 3,040.28 | 24,960.72 | 23,987.83 | | 972.89 | 1,520.14 | | 6.09% | |
| 091929-63-8 | | | | | | | | | | |
| Total US Fixed Income | | | | | | | | | | |
| | | | \$360,675.42 | \$358,809.24 | | \$1,866.18 | \$9,849.02 | | 2.73% | |
| | | | | | | | \$376.69 | | | |
| Foreign Exchange & Non-USD Fixed Income | | | | | | | | | | |
| JPM INTL CURR INCOME FD - SEL | 11.10 | 999.15 | 11,090.55 | 11,172.76 | | (82.21) | 4.99 | | 0.05% | |
| FUND 3831 | | | | | | | | | | |
| 4812A3-29-6 | | | | | | | | | | |



00340738880240024909
00540730090010024909

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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.

| | | Enter filer's identifying number |
|---|---|--|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions. WHISPERING BELLS FOUNDATION C/O MCGLADREY LLP | Employer identification number (EIN) or 13-6962126 |
| | Number, street, and room or suite no. If a P.O. box, see instructions 1185 AVENUE OF THE AMERICAS | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10036 | |

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

| 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 (other than individual) | 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 |

JOHN MCPARLAND

- The books are in the care of ► **MCGLADREY LLP, 1185 6TH AVENUE - NEW YORK, NY 10036**

Telephone No. ► **(212) 372-1210**

Fax No. ►

- 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.

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 0. |
| b If this application is for Forms 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 | \$ | 0. |
| 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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- 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).

| | | |
|---|---|--|
| Type or print File by the due date for filing your return. See instructions. | Enter filer's identifying number, see instructions | |
| | Name of exempt organization or other filer, see instructions. WHISPERING BELLS FOUNDATION C/O MCGLADREY LLP | Employer identification number (EIN) or 13-6962126 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 1185 AVENUE OF THE AMERICAS | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10036 | |

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

| 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 (other than individual) | 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.

JOHN MCPARLAND

- The books are in the care of **MCGLADREY LLP, 1185 6TH AVENUE - NEW YORK, NY 10036**
Telephone No **(212) 372-1210** Fax No. _____

- 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 17, 2014**.

5 For calendar year **2013**, 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

ADDITIONAL TIME IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

| | | | |
|--|----|----|----|
| 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ | 0. |
| b If this application is for Forms 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 | \$ | 0. |
| 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 **▶**

Title **▶ CPA**

Date **▶**

Form 8868 (Rev. 1-2014)