Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
W F Whitman Family Foundation Inc

% c/o Foundation Source

A Employer identification number
20-0413209

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd
Suite 123

Room/suite

B Telephone number (see instructions)
(800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 5,230,354

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	161,543			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	73,481	73,481		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	443,492			
	b	Gross sales price for all assets on line 6a 2,483,290				
	7	Capital gain net income (from Part IV, line 2)		443,492		
	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) (attach schedule)				
	11	Other income (attach schedule)	106	106		
	12	**Total.** Add lines 1 through 11	678,622	517,079		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	23,068	23,068		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	13,123	276		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	23,197			23,197
	24	**Total operating and administrative expenses.** Add lines 13 through 23	59,388	23,344		23,197
	25	Contributions, gifts, grants paid	178,000			178,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	237,388	23,344		201,197
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	441,234			
	b	**Net investment income** (if negative, enter -0-)		493,735		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	584,455	473,327	473,327
	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 schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,249,844	3,802,206	4,757,027
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	3,834,299	4,275,533	5,230,354
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,834,299	4,275,533	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,834,299	4,275,533	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,834,299	4,275,533	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,834,299
2	Enter amount from Part I, line 27a	2	441,234
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,275,533
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,275,533

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly-traded Securities			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,483,290		2,039,798	443,492
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				443,492
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	443,492
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	161,215	3,756,831	0 042912
2011	167,054	3,616,664	0 04619
2010	145,213	3,215,789	0 045156
2009	155,785	2,715,186	0 057375
2008	164,161	3,167,007	0 051835

2	**Total** of line 1, column (d)	2	0 243468
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 048694
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,852,890
5	Multiply line 4 by line 3	5	236,307
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,937
7	Add lines 5 and 6	7	241,244
8	Enter qualifying distributions from Part XII, line 4	8	201,197

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	9,875
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	9,875
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	9,875
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 6,200		
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	6,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	3,675
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** ▶ **Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶co Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

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 |

		Line	Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Total number of other employees paid over $50,000 ▶				

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,728,560
b	Average of monthly cash balances	1b	198,232
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,926,792
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,926,792
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,902
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,852,890
6	**Minimum investment return.** Enter 5% of line 5	6	242,645

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	242,645
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,875		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,875
3	Distributable amount before adjustments Subtract line 2c from line 1			3	232,770
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	232,770
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	232,770

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	201,197
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	201,197
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	201,197

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				232,770
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			175,051	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 201,197				
a Applied to 2012, but not more than line 2a			175,051	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				26,146
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				206,624
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

See Additional Data Table

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				178,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	73,481	
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	443,492	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Foreign Tax Refund			01	106	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				517,079	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 517,079

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-04-30	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Jeffrey D Haskell				
Firm's name	Foundation Source		Firm's EIN	
Firm's address	One Hollow Ln Ste 212 Lake Success, NY 11042		Phone no (800) 839-1754	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Thomas C Danziger Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Sec 1 0	0	0	0
Barbara K Whitman Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1 0	0	0	0
Laura B Whitman Foundation Source 501 Silverside Rd Wilmington, DE 198091377	First VP / Dir 1 0	0	0	0
W Fifield Whitman Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Second VP / Dir 1 0	0	0	0
William F Whitman Jr Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres / Dir / Treas 1 0	0	0	0

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

BARBARA K WHITMAN
WILLIAM F WHITMAN JR

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

Recipient 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*				
ARTS CENTER OF COASTAL CAROLINA 14 SHELTER COVE LN HILTON HEAD, SC 29928	N/A	PC	Arts Now! Our Campaign for the Future	5,000
MARTIN MEMORIAL FOUNDATION INC PO BOX 9010 STUART, FL 34995	N/A	PC	General & Unrestricted	10,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 633 3RD AVE 28TH FL NEW YORK, NY 10017	N/A	PC	Dr Allan Halpern's research on Skin Cancer	5,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 633 3RD AVE 28TH FL NEW YORK, NY 10017	N/A	PC	Dr Peter Scardino's research on Prostate Cancer	5,000
OPERA HOUSE ARTS PO BOX 56 STONINGTON, ME 04681	N/A	PC	Chess Documentary	10,000
PENOBSCOT EAST RESOURCE CENTER INC PO BOX 27 STONINGTON, ME 04681	N/A	PC	Fishermen Engagement Program	20,000
SKIDMORE COLLEGE 815 N BROADWAY SARATOGA SPGS, NY 12866	N/A	PC	Class of 1964 50th Reunion Fund	10,000
AMERICAN MUSEUM OF NATURAL HISTORY 79TH ST AT CENTRAL PRK W NEW YORK, NY 10024	N/A	PC	GENERAL & UNRESTRICTED	10,000
CENTRAL PARK CONSERVANCY INC 14 E 60 ST FL 8 NEW YORK, NY 10022	N/A	PC	GENERAL & UNRESTRICTED	1,000
COLD SPRING HARBOR LABORATORY PO BOX 100 COLD SPRING HARBOR, NY 11724	N/A	PC	GENERAL & UNRESTRICTED	10,000
COMMUNITY FOUNDATION OF OYSTER BAY INC 200 SUNSET ROAD OYSTER BAY, NY 11771	N/A	PC	GENERAL & UNRESTRICTED	3,000
DILLER-QUAILE SCHOOL OF MUSIC INC 24 E 95TH ST NEW YORK, NY 10128	N/A	PC	GENERAL & UNRESTRICTED	1,000
FRIENDS OF THE COLD SPRING HARBOR FISH HATCHERY 1660 RTE 25A COLD SPRING HARBOR, NY 11724	N/A	PC	GENERAL & UNRESTRICTED	5,000
GREEN VALE SCHOOL 250 VALENTINES LN OLD BROOKVILLE, NY 11545	N/A	PC	GENERAL & UNRESTRICTED	5,000
NEW YORK SOCIETY LIBRARY TRUSTEES 53 E 79TH ST NEW YORK, NY 10075	N/A	PC	GENERAL & UNRESTRICTED	500
Total . . . . ▶ **3a**				178,000

Form 990PF Part XV Line 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*				
NEW YORK UNIVERSITY - SCHOOL OF LAW 110 W 3RD ST 2ND FL NEW YORK, NY 10012	N/A	PC	GENERAL & UNRESTRICTED	1,250
NORTH SHORE LAND ALLIANCE INC 151 POST ROAD OLD WESTBURY, NY 11568	N/A	PC	GENERAL & UNRESTRICTED	890
OPERA HOUSE ARTS PO BOX 56 STONINGTON, ME 04681	N/A	PC	LIVE FOR $5 SERIES	12,500
ST BERNARDS SCHOOL INC 4 E 98TH ST NEW YORK, NY 10029	N/A	PC	GENERAL & UNRESTRICTED	15,000
ST JOHNS CHURCH PO BOX 266 COLD SPRING HARBOR, NY 11724	N/A	PC	GENERAL & UNRESTRICTED	4,166
ST JOHNS CHURCH PO BOX 266 COLD SPRING HARBOR, NY 11724	N/A	PC	CAPITAL CAMPAIGN	1,500
TAFT SCHOOL CORPORATION 110 WOODBURY ROAD WATERTOWN, CT 06795	N/A	PC	2014 ANNUAL FUND	1,444
TAFT SCHOOL CORPORATION 110 WOODBURY ROAD WATERTOWN, CT 06795	N/A	PC	GENERAL & UNRESTRICTED	5,000
TAFT SCHOOL CORPORATION 110 WOODBURY ROAD WATERTOWN, CT 06795	N/A	PC	CLASS OF 1988 25TH REUNION FUND	10,000
METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK, NY 10028	N/A	PC	GENERAL & UNRESTRICTED	2,000
THE NEW YORK PUBLIC LIBRARY ASTOR LENOX & TILDEN 5TH AVE AND 42ND ST NEW YORK, NY 10018	N/A	PC	GENERAL & UNRESTRICTED	1,000
WESLEYAN UNIVERSITY 212 COLLEGE ST MIDDLETOWN, CT 06459	N/A	PC	GENERAL & UNRESTRICTED	1,250
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460	N/A	PC	GENERAL & UNRESTRICTED	1,500
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN, MA 01267	N/A	PC	GENERAL & UNRESTRICTED	20,000
Total . . . . ▶ **3a**				178,000

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ 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	Employer identification number
W F Whitman Family Foundation Inc	20-0413209

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

Name of organization	Employer identification number
W F Whitman Family Foundation Inc	20-0413209

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	WILLIAM CHARITABLE LD UNITRUST DTD 8050 SE LITTLE HARBOUR DR HOBE SOUND, FL33455	$ 161,543	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
W F Whitman Family Foundation Inc

Employer identification number
20-0413209

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
		$	

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

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

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

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

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

Name of organization
W F Whitman Family Foundation Inc

Employer identification number
20-0413209

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(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

(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

(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

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

TY 2013 Depreciation Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2013 Investments Corporate Stock Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	5,466	7,433
ABAXIS, INC	4,040	6,002
ABBOTT LABS	4,146	4,676
ADT LTD.	4,459	8,499
ADVISORY BOARD COMPANY	6,274	7,640
AIR PRODS & CHEM INC.	2,756	3,577
AMC NETWORKS INC	2,859	8,309
AMER INTERNATIONAL GROUP INC	7,167	9,648
ANADARKO PETROLEUM CORP	15,160	23,796
APACHE CORPORATION	5,508	6,531
APPLE INC.	4,140	5,610
AQR DIVERSIFIED ARB I	251,317	246,253
ARTISAN INTERNATIONAL VALUE FU	380,795	438,997
ATHENAHEALTH	5,141	12,912
AUTODESK, INC.	12,446	24,657
BAXTER INTERNATIONAL INC.	4,401	4,451
BEACON ROOFING SUPPLY, INC	4,458	10,271
BIO-REFERENCE LABORATORIES, IN	4,384	6,002
BIOGEN IDEC INC	8,708	22,366
BOSTON SCIENTIFIC	4,601	6,815
BROADCOM CORPORATION	10,478	10,378
CABLEVISION SYSTEMS CORP CL A	5,697	8,606
CABOT MICROELECTRONICS CORPORA	6,749	8,043
CASS INFORMATION SYSTEMS, INC	2,905	7,476
CEPHEID	8,579	16,381
CHEESECAKE FACTORY INC	4,429	9,413
CHEMED CORP	7,039	10,727
CIMAREX ENERGY CO	4,270	5,141
CISCO SYSTEMS INC	5,483	5,944
CITIGROUP INC	8,260	10,161

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CITRIX SYSTEMS INC	15,409	15,180
COMCAST CORP	20,495	57,861
COMCAST CORP CL A	6,004	7,588
CONAGRA FOODS INC	5,520	5,358
COSTAR GROUP, INC.	4,710	13,844
COVIDIEN LTD	6,744	12,258
CREE, INC.	15,870	22,507
DEALERTRACK HOLDINGS INC	5,046	11,539
DEVON ENERGY CORPORATION	4,642	5,383
DIGI INTERNATIONAL INC.	3,799	4,606
DIRECTV GROUP	7,076	17,265
DOLBY LABORATORIES	10,183	9,486
DOUBLELINE TOTAL RETURN BOND	52,375	49,873
DOVER CORP	5,461	7,337
DRIEHAUS EMERGING MARKETS GROW	368,979	387,891
EBIX INC	4,169	3,074
ECHO GLOBAL LOGISTICS, INC.	2,735	4,618
EOG RESOURCES INC	5,585	7,721
EXPRESS SCRIPTS HOLDING CO.	4,753	5,619
FINANCIAL ENGINES INC	3,792	11,464
FIVE BELOW INC	3,055	3,672
FLUOR CORP	11,037	15,657
FOREST LABORATORIES	26,571	51,326
FORWARD AIR CORP	2,518	4,171
FRANKLIN RES INC	3,315	3,522
FREEPORT-MCMORAN COPPER & GOLD	7,166	10,190
GENERAL MILLS INC	5,525	5,939
GENTEX CORPORATION	5,692	9,960
GRAND CANYON EDUCATION, INC.	6,678	15,609
HARDING LOEVNER INTL EQU	353,070	393,740

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ILLINOIS TOOL WORKS	4,685	6,474
IMMUNOGEN, INC	4,594	7,115
INNERWORKINGS, INC.	1,987	2,921
INTERNATIONAL BUSINESS MACHINE	7,327	6,940
IPC THE HOSPITALIST COMPANY, I	4,351	7,721
ISIS PHARMACEUTICALS, INC.	4,252	17,729
JP MORGAN CHASE & CO	8,286	9,942
JUNIPER NETWORKS	2,764	3,070
K12 INC	5,760	5,111
KIMBERLY CLARK CORP	6,913	7,626
L-3 COMMUNICATIONS CORP	16,118	24,044
LIBERTY INTERACTIVE CORP	6,373	26,709
LIBERTY MEDIA CORPORATION	8,658	46,813
LINEAR TECHNOLOGY CORP	2,758	3,325
MARSH AND MCLENNAN COMPANIES I	6,444	6,819
MAXIMUS INC	3,862	14,077
MCDONALD'S CORP	5,516	5,628
MEDNAX, INC.	5,850	11,210
MEDTRONIC INC	9,392	11,995
MICROSOFT CORPORATION	6,879	9,240
MOBILE MINI, INC. - COMMON STO	4,152	10,707
MORGAN STANLEY	7,828	10,819
NATIONAL INSTRUMENTS CORPORATI	8,566	12,872
NATL OILWELL VARCO	4,998	10,339
NEOGEN CORPORATION	3,195	10,740
NUCOR CP	13,155	15,480
OCCIDENTAL PETROLEUM CORP	9,417	11,032
PALL CP	8,118	21,338
PARKER HANNIFIN CP	5,481	7,590
PEGASYSTEMS INC.	7,546	7,918

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PENTAIR INC. COM	2,652	8,155
PEPSICO INC	6,868	7,465
PFIZER INC.	8,204	9,128
PHILIP MORRIS INTL	4,296	4,008
PIMCO COMMODITY REAL RETURN ST	161,324	101,877
PNC FINANCIAL GROUP INC.	6,073	7,448
PORTFOLIO RECOVERY ASSOCIATES,	4,633	13,580
POWER INTEGRATIONS, INC.	4,331	7,536
PROCTER GAMBLE CO	7,771	8,304
PROGRESSIVE CORP OHIO	5,490	6,136
PROTO LABS INC	4,650	7,474
PRUDENTIAL FINCL INC	5,637	8,669
QUEST DIAGNOSTICS	4,137	3,962
RIDGEWORTH FDS SEIX FLOATING R	125,751	126,584
RITCHIE BROS AUCTIONEERS	11,342	11,419
ROADRUNNER TRANSPORTATION SYST	5,796	5,929
ROLLINS INC	5,469	12,328
SANDISK CORP	5,905	21,162
SCIQUEST INC.	3,690	6,892
SEAGATE TECHNOLOGY	18,888	71,323
SEMTECH CORPORATION	5,059	7,584
SOUTHWEST AIRLINES	4,842	6,519
SPS COMMERCE, INC	2,849	10,383
STAPLES INC.	3,933	4,227
STARZ	995	9,357
STRATASYS, INC.	1,604	9,294
SYSCO CORP	2,638	2,924
TE CONNECTIVITY LTD	10,579	27,004
TECHNE CORPORATION	6,004	8,520
THE FRESH MARKET INC	4,146	4,212

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TJX COMPANIES INC	4,909	6,947
TYCO INTERNATIONAL LTD.	6,759	17,647
ULTIMATE SOFTWARE GROUP, INC.	3,418	16,854
UNITED NATURAL FOODS, INC	4,572	12,967
UNITED TECHNOLOGIES CORP	9,680	12,404
UNITEDHEALTH GROUP INC.	18,293	47,439
V F CORP	5,542	8,478
VERINT SYSTEMS INC.	3,219	6,226
VERTEX PHARMCTLS INC	9,450	17,832
WALT DISNEY HOLDINGS CO.	5,510	7,564
WEATHERFORD INTL	29,135	25,481
WELLS FARGO & CO.	5,512	7,037
WHIRLPOOL CORP	2,931	3,765
3M CO	4,848	6,592
ABBOTT LABS	3,602	4,063
AIR PRODS & CHEM INC.	2,411	3,130
AMER INTERNATIONAL GROUP INC	7,205	9,700
APACHE CORPORATION	4,783	5,672
APPLE INC.	3,695	5,049
AQR DIVERSIFIED ARB I	122,676	119,593
ARTISAN INTERNATIONAL VALUE FU	172,010	230,937
BAXTER INTERNATIONAL INC.	3,851	3,895
BOSTON SCIENTIFIC	4,024	6,010
CIMAREX ENERGY CO	3,594	4,511
CISCO SYSTEMS INC	4,800	5,204
CITIGROUP INC	7,201	8,859
COMCAST CORP CL A	5,161	6,496
CONAGRA FOODS INC	4,826	4,684
DEVON ENERGY CORPORATION	4,002	4,640
DOVER CORP	4,742	6,372

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EOG RESOURCES INC.	5,099	7,049
EXPRESS SCRIPTS HOLDING CO	4,226	4,987
FRANKLIN RES INC.	2,937	3,117
GENERAL MILLS INC	4,829	5,191
HARDING LOEVNER INTL EQU	268,471	294,298
ILLINOIS TOOL WORKS	4,077	5,633
INTERNATIONAL BUSINESS MACHINE	6,360	6,002
JP MORGAN CHASE & CO	7,214	8,655
JUNIPER NETWORKS	2,398	2,663
KEELEY FDS INC SMALL CAP VALUE	154,415	290,542
KIMBERLY CLARK CORP	5,966	6,581
LINEAR TECHNOLOGY CORP	2,418	2,915
MARSH AND MCLENNAN COMPANIES	5,650	5,997
MATTHEWS PACIFIC TIGER FUND I	152,140	150,426
MCDONALDS CORP	4,851	4,949
MEDTRONIC INC	8,179	10,445
MICROSOFT CORPORATION	5,988	8,043
MORGAN STANLEY	6,753	9,314
OCCIDENTAL PETROLEUM CORP	8,118	9,510
PARKER HANNIFIN	4,738	6,561
PEPSICO INC	6,028	6,552
PFIZER INC.	7,158	7,964
PHILIP MORRIS INTL	3,742	3,485
PNC FINANCIAL GROUP INC.	5,314	6,517
PROCTOR GAMBLE CO	6,781	7,245
PROGRESSIVE CORP OHIO	4,787	5,345
PRUDENTIAL FINCL INC	4,986	7,562
QUEST DIAGNOSTICS	3,578	3,427
RIDGEWORTH FDS SEIX FLOATING R	161,343	162,945
SOUTHWEST AIRLINES	4,169	5,633

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STAPLES INC.	3,419	3,671
SYSCO CORP	2,345	2,599
TJX COMPANIES INC	4,998	7,074
UNITED TECHNOLOGIES CORP	8,436	10,811
V F CORP	4,890	7,481
WALT DISNEY HOLDINGS CO	4,842	6,647
WELLS FARGO & CO	4,801	6,129
WHIRLPOOL CORP	2,531	3,294

TY 2013 Investments - Land Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

TY 2013 Land, Etc. Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

TY 2013 Other Expenses Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	23,197			23,197

TY 2013 Other Income Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	106	106	

TY 2013 Other Professional Fees Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	23,068	23,068		

TY 2013 Taxes Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	6,200			
990-PF Excise Tax for 2012	6,647			
Foreign Tax Paid	276	276		