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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.

2013

For calendar year 2013, or tax year beginning , 2013, and ending

DEAN & BARBARA WHITE
FAMILY FOUNDATION, INC.
1000 E. 80TH PLACE, SUITE 700N
MERRILLVILLE, IN 46410

G Check all that apply:

☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 29,174,598.**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
35-2015808
B Telephone number (see the instructions)
(219) 769-6601
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (att sch)	2,000,000.			
2	Check <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	183,666.	183,666.	183,666.	
4	Dividends and interest from securities	351,892.	351,892.	351,892.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	1,313,653.			
b	Gross sales price for all assets on line 6a	5,765,863.			
7	Capital gain net income (from Part IV, line 2)		1,313,653.		
8	Net short-term capital gain			55,377.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit (loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	3,849,211.	1,849,211.	590,935.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE ST 1	18,160.			18,160.
b	Accounting fees (attach sch) SEE ST 2	8,650.	8,650.		
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) SEE STM 3	28,591.	13,591.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 4	319,935.	318,673.		1,262.
24	Total operating and administrative expenses. Add lines 13 through 23	375,336.	340,914.		19,422.
25	Contributions, gifts, grants paid PART XV	8,371,642.			8,371,642.
26	Total expenses and disbursements. Add lines 24 and 25	8,746,978.	340,914.	0.	8,391,064.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-4,897,767.			
b	Net investment income (if negative, enter -0-)		1,508,297.		
c	Adjusted net income (if negative, enter -0-)			590,935.	

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ADMINISTRATIVE EXPENSES

80

Part II Balance Sheets		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	7,951,166.	1,665,191.	1,665,191.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule) STATEMENT 5	2,354,500.	2,525,705.	2,530,019.
	b Investments – corporate stock (attach schedule) STATEMENT 6	14,512,060.	15,595,766.	22,205,400.
	c Investments – corporate bonds (attach schedule) STATEMENT 7	2,593,517.	2,726,814.	2,773,988.
	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)	27,411,243.	22,513,476.	29,174,598.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	27,411,243.	22,513,476.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	27,411,243.	22,513,476.	
	31 Total liabilities and net assets/fund balances (see instructions)	27,411,243.	22,513,476.	

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	27,411,243.
2 Enter amount from Part I, line 27a	2	-4,897,767.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	22,513,476.
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	22,513,476.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SHORT TERM GAINS - SEE STATEMENT 9	P	VARIOUS	VARIOUS
b LONG TERM GAINS - SEE STATEMENT 9	P	VARIOUS	VARIOUS
c CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
d SECURITIES LITIGATION SETTLEMENT PROCEED	P	VARIOUS	VARIOUS
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 482,770.		427,393.	55,377.
b 5,279,605.		4,024,817.	1,254,788.
c 124.			124.
d 3,364.			3,364.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			55,377.
b			1,254,788.
c			124.
d			3,364.
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	1,313,653.
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	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	3	55,377.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	2,818,489.	29,505,773.	0.095523
2011	5,539,044.	33,522,584.	0.165233
2010	5,921,703.	35,271,046.	0.167891
2009	5,497,445.	37,668,600.	0.145942
2008	1,456,453.	46,031,215.	0.031641

2 Total of line 1, column (d)	2	0.606230
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	0.121246
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	27,577,338.
5 Multiply line 4 by line 3	5	3,343,642.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,083.
7 Add lines 5 and 6	7	3,358,725.
8 Enter qualifying distributions from Part XII, line 4	8	8,391,064.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary— see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	15,083.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15,083.
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	15,083.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	13,047.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	30,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	43,047.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	27,964.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 27,964. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> IN DE		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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 _____	13	X	
14	The books are in care of ▶ <u>ED FERGUSON</u> Telephone no. ▶ <u>(219) 769-6601</u> Located at ▶ <u>1000 E 80TH PL, SUITE 700N MERRILLVILLE IN</u> ZIP + 4 ▶ <u>46410</u>			
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	N/A	▶	<input type="checkbox"/>
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 ▶	15		N/A
		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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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 ▶ 20 __ , 20 __ , 20 __ , 20 __ .	<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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

BAA

Form 990-PF (2013)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

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)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

Part VII 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
DEAN V. WHITE 1000 E. 80TH PLACE, SUITE 700N MERRILLVILLE, IN 46410	PRESIDENT 1.00	0.	0.	0.
BARBARA E. WHITE 1000 E. 80TH PLACE, SUITE 700N MERRILLVILLE, IN 46410	VP & TREASUR 1.00	0.	0.	0.
CRAIG WHITE 136 HEBER AVENUE, SUITE 204 PARK CITY, UT 84060	VP & SECRETARY 1.00	0.	0.	0.
DENNIS KACKOS 1000 E. 80TH PLACE, SUITE 700N MERRILLVILLE, IN 46410	ASST. SECRET 1.00	0.	0.	0.

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

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

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

0

Part VII 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
OPPENHEIMER & CO, INC. 125 BROAD STREET NEW YORK, NY 10004	INVESTMENT MGMT	274,363.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	24,701,211.
b	Average of monthly cash balances	1 b	3,296,086.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	27,997,297.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,997,297.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	419,959.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,577,338.
6	Minimum investment return Enter 5% of line 5	6	1,378,867.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,378,867.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	15,083.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	15,083.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,363,784.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,363,784.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amounts adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,363,784.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.— total from Part I, column (d), line 26	1 a	8,391,064.
b	Program-related investments— total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,391,064.
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	15,083.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	8,375,981.

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				1,363,784.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	3,625,437.			
c From 2010	4,172,427.			
d From 2011	3,878,625.			
e From 2012	1,353,773.			
f Total of lines 3a through e	13,030,262.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 8,391,064.				
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				1,363,784.
e Remaining amount distributed out of corpus	7,027,280.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,057,542.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	20,057,542.			
10 Analysis of line 9				
a Excess from 2009	3,625,437.			
b Excess from 2010	4,172,427.			
c Excess from 2011	3,878,625.			
d Excess from 2012	1,353,773.			
e Excess from 2013	7,027,280.			

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 10			VARIOUS	8,371,642.
Total				3 a 8,371,642.
b <i>Approved for future payment</i>				
Total				3 b

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, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization **DEAN & BARBARA WHITE
FAMILY FOUNDATION, INC.**

Employer identification number
35-2015808

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (i) \$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 *arexclusively* 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

DEAN & BARBARA WHITE

35-2015808

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DEAN V. WHITE 1000 E 80TH PLACE, SUITE 700N MERRILLVILLE, IN 46410	\$ 2,000,000.	Person <input 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

Employer identification number

DEAN & BARBARA WHITE

35-2015808

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
	N/A		
		\$	
(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
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)
-----------------	--

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

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

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

2013

FEDERAL STATEMENTS

PAGE 1

CLIENT DVWFOUND

DEAN & BARBARA WHITE
FAMILY FOUNDATION, INC.

35-2015808

5/23/14

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STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL LEGAL FEES	\$ 18,160.			\$ 18,160.
TOTAL	\$ 18,160.	\$ 0.	\$ 0.	\$ 18,160.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL ACCOUNTING AND TAX	\$ 8,650.	\$ 8,650.		
TOTAL	\$ 8,650.	\$ 8,650.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	\$ 15,000.			
FOREIGN INCOME TAXES	13,591.	\$ 13,591.		
TOTAL	\$ 28,591.	\$ 13,591.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	\$ 1,128.			\$ 1,128.
INVESTMENT FEES	318,673.	\$ 318,673.		
LICENSES & FEES	134.			134.
TOTAL	\$ 319,935.	\$ 318,673.	\$ 0.	\$ 1,262.

2013

FEDERAL STATEMENTS

PAGE 2

CLIENT DVWFOUND

DEAN & BARBARA WHITE
FAMILY FOUNDATION, INC.

35-2015808

5/23/14

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STATEMENT 5
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER BROKERAGE ACCT 3278	COST	\$ 2,525,705.	\$ 2,530,019.
		\$ 2,525,705.	\$ 2,530,019.
	TOTAL	\$ 2,525,705.	\$ 2,530,019.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER BROKERAGE ACCT 6622	COST	\$ 2,098,073.	\$ 4,368,450.
OPPENHEIMER BROKERAGE ACCT 6689	COST	230,449.	8,077.
OPPENHEIMER BROKERAGE ACCT 3260	COST	3,260,345.	4,604,545.
OPPENHEIMER BROKERAGE ACCT 4953	COST	3,057,856.	3,339,700.
OPPENHEIMER BROKERAGE ACCT 1981	COST	4,247,697.	6,179,207.
OPPENHEIMER BROKERAGE ACCT 1089	COST	1,525,416.	2,152,822.
OPPENHEIMER BROKERAGE ACCT 7995	COST	1,175,930.	1,552,599.
	TOTAL	\$ 15,595,766.	\$ 22,205,400.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER BROKERAGE ACCT 3278	COST	\$ 2,726,814.	\$ 2,773,988.
	TOTAL	\$ 2,726,814.	\$ 2,773,988.

STATEMENT 8
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORSDEAN V. WHITE
BARBARA E. WHITE

DEAN & BARBARA WHITE FAMILY FOUNDATION, INC.
TIN 35-2015608
2013

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES

Item #	(A) Description	(B) How Acquired	(C) Date Acquired	(D) Date Sold	(E) Gross Sales Price	(F) Depr Allowed	(G) Cost Basis	(H) Gain Loss	(I) FMV at 12/31/69	(J) Adj Basis at 12/31/69	(K) Excess (D)-(J)	(L) Gain (Loss)	Long Term Cap Gain	Short Term Cap Gain
1	735 AMDOCS LTD	PURCHASED	5/20/2009	5/3/2013	26,634.33	-	16,128.55	10,505.78	-	-	-	10,505.78	10,505.78	
2	990 AMDOCS LTD	PURCHASED	5/20/2009	5/8/2013	35,790.17	-	21,724.16	14,066.01	-	-	-	14,066.01	14,066.01	
3	5 AMDOCS LTD	PURCHASED	7/23/2009	6/19/2013	181.54	-	119.95	61.59	-	-	-	61.59	61.59	
4	510 AMDOCS LTD	PURCHASED	7/23/2009	5/8/2013	18,437.36	-	12,334.59	6,202.77	-	-	-	6,202.77	6,202.77	
5	22 ATLAS AIR WORLDWIDE HLDGS INC -COM NEW	PURCHASED	1/19/2007	1/3/2013	994.66	-	1,046.17	(51.51)	-	-	-	(51.51)	(51.51)	
6	48 ATLAS AIR WORLDWIDE HLDGS INC -COM NEW	PURCHASED	1/19/2007	1/4/2013	2,165.23	-	2,382.54	(117.31)	-	-	-	(117.31)	(117.31)	
7	405 BLOOMIN BRANDS INC	PURCHASED	8/8/2012	1/25/2013	7,302.02	-	4,880.21	2,421.81	-	-	-	2,421.81	2,421.81	
8	430 COACH INC	PURCHASED	5/22/2008	10/23/2013	21,013.91	-	14,695.16	6,318.75	-	-	-	6,318.75	6,318.75	
9	705 COACH INC	PURCHASED	5/22/2008	9/24/2013	38,288.66	-	24,093.23	14,195.43	-	-	-	14,195.43	14,195.43	
10	825 COACH INC	PURCHASED	5/23/2008	10/23/2013	40,317.38	-	27,927.90	12,389.48	-	-	-	12,389.48	12,389.48	
11	250 COACH INC	PURCHASED	3/24/2009	10/23/2013	12,217.39	-	4,115.33	8,102.06	-	-	-	8,102.06	8,102.06	
12	735 CST BRANDS INC	PURCHASED	5/3/2013	7/26/2013	24,138.01	-	22,003.33	2,134.68	-	-	-	2,134.68	2,134.68	
13	330 EBAY INC	PURCHASED	5/24/2010	1/25/2013	18,644.65	-	7,083.29	11,561.36	-	-	-	11,561.36	11,561.36	
14	970 EBAY INC	PURCHASED	5/24/2010	1/9/2013	48,595.79	-	19,747.34	28,848.45	-	-	-	28,848.45	28,848.45	
15	200 EMCOR GROUP INC	PURCHASED	3/20/2003	10/24/2013	7,701.86	-	2,319.00	5,382.86	-	-	-	5,382.86	5,382.86	
16	98 EMCOR GROUP INC	PURCHASED	1/19/2007	10/24/2013	3,658.39	-	2,726.80	931.59	-	-	-	931.59	931.59	
17	505 EPL OIL & GAS INC	PURCHASED	10/7/2010	10/1/2013	18,821.83	-	5,819.00	13,002.83	-	-	-	13,002.83	13,002.83	
18	120 EPL OIL & GAS INC	PURCHASED	10/7/2010	10/1/2013	4,472.51	-	1,435.75	3,036.76	-	-	-	3,036.76	3,036.76	
19	235 HARRIS CORP DEL	PURCHASED	3/19/2009	3/8/2013	10,652.64	-	7,712.06	2,940.58	-	-	-	2,940.58	2,940.58	
20	575 HARRIS CORP DEL	PURCHASED	3/19/2009	1/25/2013	28,460.19	-	18,869.95	9,590.24	-	-	-	9,590.24	9,590.24	
21	425 HARRIS CORP DEL	PURCHASED	5/6/2009	3/8/2013	19,265.41	-	12,480.55	6,784.86	-	-	-	6,784.86	6,784.86	
22	160 HARRIS CORP DEL	PURCHASED	7/23/2009	3/11/2013	7,164.38	-	5,063.95	2,100.43	-	-	-	2,100.43	2,100.43	
23	270 HARRIS CORP DEL	PURCHASED	7/23/2009	3/8/2013	12,239.20	-	8,545.42	3,693.78	-	-	-	3,693.78	3,693.78	
24	125 HARRIS CORP DEL	PURCHASED	2/3/2012	3/11/2013	5,597.17	-	5,226.10	371.07	-	-	-	371.07	371.07	
25	22 MALLINCKRODT PUB LTD CO	PURCHASED	1/19/2007	9/9/2013	1,018.25	-	644.79	373.46	-	-	-	373.46	373.46	
26	118 MALLINCKRODT PUB LTD CO	PURCHASED	8/3/2009	9/9/2013	5,461.54	-	3,286.10	2,175.44	-	-	-	2,175.44	2,175.44	5.50
27	0 MALLINCKRODT PUB LTD CO	PURCHASED	7/12/2013	7/12/2013	5.50	-	-	5.50	-	-	-	5.50	5.50	
28	432 MICROSOFT CORP	PURCHASED	5/10/2006	3/12/2013	12,018.96	-	10,221.12	1,797.84	-	-	-	1,797.84	1,797.84	
29	367 MICROSOFT CORP	PURCHASED	5/17/2006	3/12/2013	10,210.55	-	8,429.99	1,780.56	-	-	-	1,780.56	1,780.56	
30	200 MICROSOFT CORP	PURCHASED	8/1/2006	3/12/2013	5,564.33	-	4,804.00	760.33	-	-	-	760.33	760.33	
31	246 MICROSOFT CORP	PURCHASED	1/19/2007	7/19/2013	6,608.15	-	6,313.80	294.35	-	-	-	294.35	294.35	
32	496 MICROSOFT CORP	PURCHASED	1/19/2007	3/12/2013	13,789.55	-	15,351.20	(1,551.65)	-	-	-	(1,551.65)	(1,551.65)	
33	98 PENTAIR LTD	PURCHASED	1/24/2008	1/3/2013	4,930.41	-	2,820.03	2,110.38	-	-	-	2,110.38	2,110.38	
34	55 PENTAIR LTD	PURCHASED	9/10/2008	1/3/2013	2,767.06	-	1,751.88	1,015.18	-	-	-	1,015.18	1,015.18	
35	81 PENTAIR LTD	PURCHASED	1/6/2009	1/3/2013	4,075.13	-	1,517.23	2,557.90	-	-	-	2,557.90	2,557.90	
36	100 PENTAIR LTD	PURCHASED	3/17/2009	1/3/2013	5,031.03	-	1,556.13	3,474.90	-	-	-	3,474.90	3,474.90	
37	295 PIER 1 IMPORTS INC	PURCHASED	5/10/2011	6/19/2013	7,229.52	-	3,509.29	3,720.23	-	-	-	3,720.23	3,720.23	
38	564 STARZ -COM SER A	PURCHASED	11/5/2009	4/30/2013	13,200.91	-	3,127.93	10,072.98	-	-	-	10,072.98	10,072.98	
39	282 STARZ -COM SER A	PURCHASED	12/1/2009	4/30/2013	6,600.46	-	1,640.76	4,959.70	-	-	-	4,959.70	4,959.70	
40	149 STARZ -COM SER A	PURCHASED	12/8/2009	4/30/2013	3,487.47	-	840.44	2,647.03	-	-	-	2,647.03	2,647.03	
41	205 THE ADT CORPORATION	PURCHASED	1/24/2008	12/9/2013	8,190.22	-	4,765.19	3,425.03	-	-	-	3,425.03	3,425.03	
42	115 THE ADT CORPORATION	PURCHASED	9/10/2008	12/9/2013	4,594.51	-	2,961.50	1,633.01	-	-	-	1,633.01	1,633.01	
43	168 THE ADT CORPORATION	PURCHASED	1/6/2009	12/9/2013	6,711.99	-	2,547.73	4,164.26	-	-	-	4,164.26	4,164.26	
44	210 THE ADT CORPORATION	PURCHASED	3/17/2009	12/9/2013	8,389.98	-	2,569.49	5,820.49	-	-	-	5,820.49	5,820.49	
45	256 TIME WARNER CABLE INC	PURCHASED	3/19/2007	6/17/2013	26,000.21	-	29,137.39	(3,137.18)	-	-	-	(3,137.18)	(3,137.18)	
46	34 TIME WARNER CABLE INC	PURCHASED	4/4/2008	6/17/2013	3,453.15	-	2,761.82	691.33	-	-	-	691.33	691.33	
47	166 TYCO INTERNATIONAL LTD	PURCHASED	1/24/2008	9/12/2013	5,637.18	-	2,947.76	2,689.42	-	-	-	2,689.42	2,689.42	
48	245 TYCO INTERNATIONAL LTD	PURCHASED	1/24/2008	9/4/2013	8,127.73	-	4,350.61	3,777.12	-	-	-	3,777.12	3,777.12	
49	230 TYCO INTERNATIONAL LTD	PURCHASED	9/10/2008	9/12/2013	7,810.55	-	4,533.95	3,276.60	-	-	-	3,276.60	3,276.60	
50	74 TYCO INTERNATIONAL LTD	PURCHASED	1/6/2009	9/12/2013	2,512.96	-	867.38	1,645.58	-	-	-	1,645.58	1,645.58	
51	60 AMAZON COM INC	PURCHASED	8/30/2011	5/1/2013	14,884.65	-	12,564.99	2,319.66	-	-	-	2,319.66	2,319.66	
52	19 AMAZON COM INC	PURCHASED	9/14/2011	5/1/2013	4,713.47	-	4,258.28	455.19	-	-	-	455.19	455.19	
53	28 AMAZON COM INC	PURCHASED	9/14/2011	5/6/2013	7,167.91	-	6,275.36	892.55	-	-	-	892.55	892.55	
54	26 AMAZON COM INC	PURCHASED	8/15/2012	10/10/2013	6,655.92	-	6,167.72	488.20	-	-	-	488.20	488.20	
55	134 AMERICAN EXPRESS CO	PURCHASED	5/24/2011	5/24/2011	9,921.21	-	6,791.78	3,129.43	-	-	-	3,129.43	3,129.43	
56	520 AMERICAN INTL GROUP INC -COM NEW	PURCHASED	10/4/2012	11/1/2013	25,151.32	-	18,137.55	7,013.77	-	-	-	7,013.77	7,013.77	
57	424 AMERICAN INTL GROUP INC -COM NEW	PURCHASED	10/10/2012	11/1/2013	20,508.00	-	15,111.32	5,396.68	-	-	-	5,396.68	5,396.68	
58	227 AMERICAN TOWER CORP NEW -REIT	PURCHASED	1/22/2007	8/14/2013	15,842.10	-	9,011.90	6,830.20	-	-	-	6,830.20	6,830.20	
59	11 AMEROURCEBERGEN CORP	PURCHASED	4/6/2013	10/21/2013	770.33	-	630.12	140.21	-	-	-	140.21	140.21	
60	354 AMEROURCEBERGEN CORP	PURCHASED	4/6/2013	10/21/2013	22,672.30	-	18,585.51	4,086.79	-	-	-	4,086.79	4,086.79	
61	331 AMEROURCEBERGEN CORP	PURCHASED	4/18/2013	10/21/2013	21,248.17	-	18,312.50	2,935.67	-	-	-	2,935.67	2,935.67	
62	177 AMGEN INC	PURCHASED	4/16/2013	4/30/2013	18,488.09	-	15,514.08	(1,025.99)	-	-	-	(1,025.99)	(1,025.99)	
63	11 ANADARKO PETE CORP	PURCHASED	4/11/2013	12/11/2013	926.81	-	955.91	(29.10)	-	-	-	(29.10)	(29.10)	

DEAN & BARBARA WHITE FAMILY FOUNDATION, INC.
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STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES

Item #	(A) Description	(B) How Acquired	(C) Date Acquired	(D) Date Sold	(E) Gross Sales Price	(F) Depr Allowed	(G) Cost Basis	(H) Gain Loss	(I) FMV at 12/31/69	(J) Adj Basis at 12/31/69	(K) Excess (J)-(I)	(L) Gain (Loss)	Long Term Cap Gain	Short Term Cap Gain
64	216 ANADARKO PETE CORP	PURCHASED	4/11/2013	11/7/2013	19,584.46		18,770.61	813.85	-	-	-	813.85		813.85
65	240 ANADARKO PETE CORP	PURCHASED	4/25/2013	12/11/2013	20,221.30		20,373.57	(152.27)	-	-	-	(152.27)		(152.27)
66	426 ANADARKO PETE CORP	PURCHASED	8/28/2013	12/11/2013	35,892.82		39,618.06	(3,723.24)	-	-	-	(3,723.24)		(3,723.24)
67	15 APPLE INC	PURCHASED	12/9/2008	1/2/2013	8,136.86		1,538.69	6,598.17	-	-	-	6,598.17		6,598.17
68	22 APPLE INC	PURCHASED	12/9/2008	1/16/2013	11,170.46		2,256.74	8,913.72	-	-	-	8,913.72		8,913.72
69	35 APPLE INC	PURCHASED	12/9/2008	3/4/2013	14,666.42		3,590.27	11,076.15	-	-	-	11,076.15		11,076.15
70	54 APPLE INC	PURCHASED	12/9/2008	1/25/2013	24,051.10		5,539.27	18,511.83	-	-	-	18,511.83		18,511.83
71	87 APPLE INC	PURCHASED	12/9/2008	4/18/2013	34,321.55		8,924.37	25,397.18	-	-	-	25,397.18		25,397.18
72	145 BIOGEN DEC INC	PURCHASED	3/1/2012	6/3/2013	32,766.86		17,376.86	15,390.00	-	-	-	15,390.00		15,390.00
73	15 BIOGEN DEC INC	PURCHASED	3/16/2012	6/3/2013	3,109.74		1,872.00	1,237.74	-	-	-	1,237.74		1,237.74
74	27 BIOGEN DEC INC	PURCHASED	3/16/2012	6/3/2013	6,101.41		3,369.60	2,731.81	-	-	-	2,731.81		2,731.81
75	98 BIOGEN DEC INC	PURCHASED	3/16/2012	6/3/2013	21,030.43		12,230.39	8,800.04	-	-	-	8,800.04		8,800.04
76	27 BIOGEN DEC INC	PURCHASED	4/11/2012	6/13/2013	5,597.54		3,414.23	2,183.31	-	-	-	2,183.31		2,183.31
77	91 BIOGEN DEC INC	PURCHASED	4/11/2012	8/14/2013	19,339.18		11,507.23	7,831.95	-	-	-	7,831.95		7,831.95
78	27 BLACKROCK INC	PURCHASED	11/7/2012	6/24/2013	6,647.15		5,133.11	1,514.04	-	-	-	1,514.04		1,514.04
79	64 BLACKROCK INC	PURCHASED	11/7/2012	6/24/2013	15,646.44		12,167.36	3,479.08	-	-	-	3,479.08		3,479.08
80	87 BLACKROCK INC	PURCHASED	11/7/2012	6/24/2013	21,418.61		16,787.67	4,630.94	-	-	-	4,630.94		4,630.94
81	43 BLACKROCK INC	PURCHASED	1/17/2013	6/24/2013	10,586.21		9,961.81	624.40	-	-	-	624.40		624.40
82	466 BRISTOL MYERS SQUIBB CO	PURCHASED	7/10/2012	1/9/2013	15,601.33		16,268.01	(666.68)	-	-	-	(666.68)		(666.68)
83	469 BRISTOL MYERS SQUIBB CO	PURCHASED	7/10/2012	1/9/2013	15,701.77		16,405.57	(703.80)	-	-	-	(703.80)		(703.80)
84	435 BRISTOL MYERS SQUIBB CO	PURCHASED	7/18/2012	1/9/2013	14,563.47		15,649.68	(1,086.21)	-	-	-	(1,086.21)		(1,086.21)
85	163 CAPITAL ONE FINL CORP	PURCHASED	4/26/2011	1/18/2013	9,201.82		8,675.91	525.91	-	-	-	525.91		525.91
86	10 CAPITAL ONE FINL CORP	PURCHASED	9/15/2011	1/18/2013	564.53		430.00	134.53	-	-	-	134.53		134.53
87	301 CAPITAL ONE FINL CORP	PURCHASED	9/15/2011	1/22/2013	17,078.38		12,942.87	4,135.51	-	-	-	4,135.51		4,135.51
88	74 CAPITAL ONE FINL CORP	PURCHASED	10/12/2011	1/22/2013	4,113.94		3,259.68	854.26	-	-	-	854.26		854.26
89	230 CAPITAL ONE FINL CORP	PURCHASED	10/12/2011	1/22/2013	13,049.93		10,131.43	2,918.50	-	-	-	2,918.50		2,918.50
90	440 CAPITAL ONE FINL CORP	PURCHASED	11/10/2011	2/12/2013	24,461.28		19,557.96	4,903.32	-	-	-	4,903.32		4,903.32
91	287 CAPITAL ONE FINL CORP	PURCHASED	3/15/2012	2/12/2013	15,955.42		15,141.11	814.31	-	-	-	814.31		814.31
92	103 CHEVRON CORP NEW	PURCHASED	5/22/2012	10/10/2013	11,895.36		10,276.30	1,619.06	-	-	-	1,619.06		1,619.06
93	18 CHEVRON CORP NEW	PURCHASED	6/7/2012	10/10/2013	2,078.80		1,816.84	261.96	-	-	-	261.96		261.96
94	860 CISCO SYS INC	PURCHASED	5/2/2013	11/14/2013	23,483.88		17,741.80	335.08	-	-	-	335.08		335.08
95	1047 CISCO SYS INC	PURCHASED	5/2/2013	10/22/2013	28,076.80		21,599.61	1,884.19	-	-	-	1,884.19		1,884.19
96	398 CISCO SYS INC	PURCHASED	5/16/2013	11/18/2013	8,532.97		9,520.15	(987.18)	-	-	-	(987.18)		(987.18)
97	626 CISCO SYS INC	PURCHASED	5/16/2013	11/18/2013	13,158.29		14,973.90	(1,815.61)	-	-	-	(1,815.61)		(1,815.61)
98	657 CISCO SYS INC	PURCHASED	6/5/2013	11/18/2013	14,085.83		16,011.06	(1,925.23)	-	-	-	(1,925.23)		(1,925.23)
99	443 CISCO SYS INC	PURCHASED	6/17/2013	11/18/2013	9,497.75		7,803.86	1,693.89	-	-	-	1,693.89		1,693.89
100	264 CITIGROUP INC -COM NEW	PURCHASED	10/18/2011	6/21/2013	12,242.72		10,612.07	1,630.65	-	-	-	1,630.65		1,630.65
101	359 CITIGROUP INC -COM NEW	PURCHASED	10/18/2011	2/26/2013	14,625.33		10,612.07	4,013.26	-	-	-	4,013.26		4,013.26
102	527 CITIGROUP INC -COM NEW	PURCHASED	10/19/2011	6/21/2013	24,639.07		16,136.84	8,502.23	-	-	-	8,502.23		8,502.23
103	143 CITIGROUP INC -COM NEW	PURCHASED	10/31/2011	6/21/2013	6,631.47		4,613.18	2,018.29	-	-	-	2,018.29		2,018.29
104	196 CVS CAREMARK CORPORATION	PURCHASED	6/2/2011	8/28/2013	11,234.53		7,551.88	3,682.65	-	-	-	3,682.65		3,682.65
105	309 CVS CAREMARK CORPORATION	PURCHASED	6/2/2011	5/13/2013	18,079.21		11,905.77	6,173.44	-	-	-	6,173.44		6,173.44
106	207 CVS CAREMARK CORPORATION	PURCHASED	8/24/2011	8/28/2013	11,865.04		7,122.85	4,742.19	-	-	-	4,742.19		4,742.19
107	232 CVS CAREMARK CORPORATION	PURCHASED	8/24/2011	9/11/2013	13,808.42		7,983.10	5,825.32	-	-	-	5,825.32		5,825.32
108	90 CVS CAREMARK CORPORATION	PURCHASED	9/6/2011	9/11/2013	5,356.71		3,194.98	2,161.73	-	-	-	2,161.73		2,161.73
109	181 CVS CAREMARK CORPORATION	PURCHASED	9/6/2011	9/23/2013	10,536.00		6,425.45	4,110.55	-	-	-	4,110.55		4,110.55
110	506 DISNEY WALT CO -COM DISNEY	PURCHASED	3/11/2010	5/16/2013	33,780.69		17,031.91	16,748.78	-	-	-	16,748.78		16,748.78
111	71 DISNEY WALT CO -COM DISNEY	PURCHASED	5/12/2011	4/11/2013	1,328.76		3,075.37	1,664.61	-	-	-	1,664.61		1,664.61
112	58 E M C CORP MASS	PURCHASED	10/18/2011	10/23/2013	5,254.95		5,396.14	(141.19)	-	-	-	(141.19)		(141.19)
113	224 E M C CORP MASS	PURCHASED	10/18/2011	4/11/2013	9,576.20		10,069.58	(493.38)	-	-	-	(493.38)		(493.38)
114	418 E M C CORP MASS	PURCHASED	10/18/2011	10/23/2013	12,785.48		13,232.55	(447.07)	-	-	-	(447.07)		(447.07)
115	545 E M C CORP MASS	PURCHASED	9/7/2012	10/23/2013	15,225.27		17,944.79	(2,719.52)	-	-	-	(2,719.52)		(2,719.52)
116	649 E M C CORP MASS	PURCHASED	9/7/2012	10/23/2013	16,140.20		19,111.57	(2,971.37)	-	-	-	(2,971.37)		(2,971.37)
117	688 E M C CORP MASS	PURCHASED	5/29/2012	10/17/2013	358.42		288.96	69.46	-	-	-	69.46		69.46
118	7 EBAY INC	PURCHASED	5/29/2012	7/18/2013	41,940.23		32,446.06	9,494.17	-	-	-	9,494.17		9,494.17
119	786 EBAY INC	PURCHASED	5/29/2012	10/17/2013	18,033.43		13,615.34	4,408.09	-	-	-	4,408.09		4,408.09
120	352 EBAY INC	PURCHASED	10/12/2011	8/28/2013	18,133.55		14,427.47	3,711.08	-	-	-	3,711.08		3,711.08
121	321 ENSCO PLC -SHS CLASS A	PURCHASED	5/23/2012	10/23/2013	17,907.59		15,057.50	2,850.09	-	-	-	2,850.09		2,850.09
122	317 ENSCO PLC -SHS CLASS A	PURCHASED	7/13/2010	9/11/2013	9,021.43		6,604.33	2,417.10	-	-	-	2,417.10		2,417.10
123	109 EXPRESS SCRIPTS HLDG CO	PURCHASED	7/13/2010	9/23/2013	11,603.33		12,597.00	(993.67)	-	-	-	(993.67)		(993.67)
124	137 EXPRESS SCRIPTS HLDG CO	PURCHASED	8/1/2011	4/16/2013	2,339.50		2,283.66	55.84	-	-	-	55.84		55.84
125	187 EXPRESS SCRIPTS HLDG CO	PURCHASED	8/1/2011	4/16/2013	2,339.50		2,283.66	55.84	-	-	-	55.84		55.84
126	236 EXPRESS SCRIPTS HLDG CO	PURCHASED	8/1/2011	4/16/2013	2,339.50		2,283.66	55.84	-	-	-	55.84		55.84
127	27 EXXON MOBIL CORP	PURCHASED	4/4/2011	4/16/2013	2,339.50		2,283.66	55.84	-	-	-	55.84		55.84

DEAN & BARBARA WHITE FAMILY FOUNDATION, INC.

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2013

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES

Item #	(A) Description	(B) How Acquired	(C) Date Acquired	(D) Date Sold	(E) Gross Sales Price	(F) Depreciation Allowed	(G) Cost Basis	(H) Gain or Loss	(I) FMV as of 12/31/69	(J) Adj Basis as of 12/31/69	(K) Excess (I)-(J)	(L) Gain (Loss)	Long Term Cap Gain	Short Term Cap Gain
128	323 EXON MOBIL CORP	PURCHASED	4/4/2011	4/11/2013	28,634.69		27,319.34	1,315.35	-	-	-	1,315.35	1,315.35	
129	192 EXON MOBIL CORP	PURCHASED	4/5/2011	4/16/2013	16,636.44		16,483.19	153.25	-	-	-	153.25	153.25	
130	222 EXON MOBIL CORP	PURCHASED	4/5/2011	4/25/2013	19,684.72		19,058.68	626.04	-	-	-	626.04	626.04	
131	174 FEDEX CORP	PURCHASED	2/8/2013	3/20/2013	17,396.81		18,568.84	(1,172.03)	-	-	-	(1,172.03)		(1,172.03)
132	180 FEDEX CORP	PURCHASED	2/26/2013	3/20/2013	17,996.69		18,543.14	(546.45)	-	-	-	(546.45)		(546.45)
133	249 FREEPORT-MCMORAN COPPER & GOLD	PURCHASED	6/29/2012	3/14/2013	8,254.35		8,470.48	(216.13)	-	-	-	(216.13)		(216.13)
134	238 FREEPORT-MCMORAN COPPER & GOLD	PURCHASED	7/3/2012	3/14/2013	7,889.70		8,415.66	(525.96)	-	-	-	(525.96)		(525.96)
135	37 FREEPORT-MCMORAN COPPER & GOLD	PURCHASED	8/21/2012	6/20/2013	1,036.94		1,355.31	(318.37)	-	-	-	(318.37)		(318.37)
136	129 FREEPORT-MCMORAN COPPER & GOLD	PURCHASED	8/21/2012	3/14/2013	4,276.35		4,725.26	(448.91)	-	-	-	(448.91)		(448.91)
137	315 FREEPORT-MCMORAN COPPER & GOLD	PURCHASED	8/21/2012	3/19/2013	10,350.69		11,538.42	(1,187.73)	-	-	-	(1,187.73)		(1,187.73)
138	434 FREEPORT-MCMORAN COPPER & GOLD	PURCHASED	10/16/2012	6/20/2013	12,163.07		17,818.60	(5,655.53)	-	-	-	(5,655.53)		(5,655.53)
139	464 FREEPORT-MCMORAN COPPER & GOLD	PURCHASED	11/1/2012	6/20/2013	13,003.84		18,773.43	(5,769.59)	-	-	-	(5,769.59)		(5,769.59)
140	203 FREEPORT-MCMORAN COPPER & GOLD	PURCHASED	11/1/2012	6/20/2013	5,689.18		7,109.02	(1,419.84)	-	-	-	(1,419.84)		(1,419.84)
141	445 GENERAL ELECTRIC CO	PURCHASED	12/16/2011	1/9/2013	9,337.03		7,538.30	1,788.73	-	-	-	1,788.73	1,788.73	
142	155 GENERAL ELECTRIC CO	PURCHASED	12/22/2011	1/9/2013	3,248.74		2,774.50	474.24	-	-	-	474.24	474.24	
143	31 GENERAL MTRS CO	PURCHASED	10/24/2011	1/6/2013	902.08		770.03	132.05	-	-	-	132.05	132.05	
144	59 GENERAL MTRS CO	PURCHASED	1/6/2012	4/8/2013	1,621.29		1,351.29	270.00	-	-	-	270.00	270.00	
145	817 GENERAL MTRS CO	PURCHASED	1/6/2012	1/16/2013	23,774.19		18,711.91	5,062.28	-	-	-	5,062.28	5,062.28	
146	595 GENERAL MTRS CO	PURCHASED	1/26/2012	4/8/2013	16,350.29		14,994.00	1,356.29	-	-	-	1,356.29	1,356.29	
147	123 GENERAL MTRS CO	PURCHASED	9/7/2012	4/8/2013	3,379.98		2,870.82	509.16	-	-	-	509.16		509.16
148	390 GILEAD SCIENCES INC	PURCHASED	12/5/2011	6/3/2013	20,532.63		7,819.46	12,713.17	-	-	-	12,713.17	12,713.17	
149	390 GILEAD SCIENCES INC	PURCHASED	12/5/2011	6/3/2013	20,532.63		7,819.46	12,713.17	-	-	-	12,713.17	12,713.17	
150	11 GILEAD SCIENCES INC	PURCHASED	2/6/2012	6/3/2013	579.13		308.34	270.79	-	-	-	270.79	270.79	
151	100 GILEAD SCIENCES INC	PURCHASED	2/6/2012	6/5/2013	5,024.92		2,803.09	2,221.83	-	-	-	2,221.83	2,221.83	
152	103 GILEAD SCIENCES INC	PURCHASED	2/6/2012	6/17/2013	5,261.99		2,887.18	2,374.81	-	-	-	2,374.81	2,374.81	
153	214 GILEAD SCIENCES INC	PURCHASED	2/6/2012	6/5/2013	10,753.33		5,998.61	4,754.72	-	-	-	4,754.72	4,754.72	
154	97 GILEAD SCIENCES INC	PURCHASED	4/19/2012	6/17/2013	4,955.47		2,523.35	2,432.12	-	-	-	2,432.12	2,432.12	
155	4 GOLDMAN SACHS GROUP INC	PURCHASED	10/11/2012	10/23/2013	628.36		488.00	140.36	-	-	-	140.36	140.36	
156	142 GOLDMAN SACHS GROUP INC	PURCHASED	10/11/2012	2/28/2013	21,032.46		17,323.85	3,708.61	-	-	-	3,708.61	3,708.61	
157	126 GOLDMAN SACHS GROUP INC	PURCHASED	10/15/2012	10/23/2013	19,793.37		15,602.49	4,190.88	-	-	-	4,190.88	4,190.88	
158	12 GOOGLE INC -CL A	PURCHASED	9/20/2010	10/10/2013	10,359.09		6,072.03	4,287.06	-	-	-	4,287.06	4,287.06	
159	7 GOOGLE INC -CL A	PURCHASED	8/11/2011	10/10/2013	6,042.80		3,876.74	2,166.06	-	-	-	2,166.06	2,166.06	
160	461 HALLIBURTON CO	PURCHASED	8/2/2012	3/19/2013	18,130.81		15,076.54	3,054.27	-	-	-	3,054.27	3,054.27	
161	393 HOME DEPOT INC	PURCHASED	10/18/2011	10/21/2013	29,344.83		14,179.44	15,165.39	-	-	-	15,165.39	15,165.39	
162	1 INTERNATIONAL BUSINESS MACHS	PURCHASED	6/21/2010	1/9/2013	131.84		131.24	60.60	-	-	-	60.60	60.60	
163	53 INTERNATIONAL BUSINESS MACHS	PURCHASED	6/21/2010	4/23/2013	10,098.39		6,955.70	3,142.69	-	-	-	3,142.69	3,142.69	
164	31 INTERNATIONAL BUSINESS MACHS	PURCHASED	6/23/2010	4/23/2013	5,906.61		4,037.72	1,868.89	-	-	-	1,868.89	1,868.89	
165	78 INTERNATIONAL BUSINESS MACHS	PURCHASED	6/23/2010	8/7/2013	14,713.38		10,159.42	4,553.96	-	-	-	4,553.96	4,553.96	
166	25 INTERNATIONAL BUSINESS MACHS	PURCHASED	9/14/2011	8/7/2013	4,715.83		4,221.20	494.63	-	-	-	494.63	494.63	
167	226 JPMORGAN CHASE & CO COM	PURCHASED	8/15/2011	9/19/2013	11,966.52		8,313.19	3,653.33	-	-	-	3,653.33	3,653.33	
168	143 JPMORGAN CHASE & CO COM	PURCHASED	8/29/2011	10/23/2013	7,576.02		5,343.89	2,232.13	-	-	-	2,232.13	2,232.13	
169	228 JPMORGAN CHASE & CO COM	PURCHASED	8/29/2011	9/19/2013	12,072.41		8,520.34	3,552.07	-	-	-	3,552.07	3,552.07	
170	495 JPMORGAN CHASE & CO COM	PURCHASED	10/19/2011	10/23/2013	26,224.69		16,463.70	9,760.99	-	-	-	9,760.99	9,760.99	
171	224 JPMORGAN CHASE & CO COM	PURCHASED	3/21/2012	10/23/2013	11,867.34		10,122.54	1,744.80	-	-	-	1,744.80	1,744.80	
172	16 KRAFT FOODS GROUP INC	PURCHASED	9/7/2011	5/2/2013	812.79		592.20	220.59	-	-	-	220.59	220.59	
173	116 KRAFT FOODS GROUP INC	PURCHASED	12/22/2011	5/2/2013	5,892.71		4,556.56	1,336.15	-	-	-	1,336.15	1,336.15	
174	151 KRAFT FOODS GROUP INC	PURCHASED	1/18/2012	5/2/2013	7,076.69		6,116.89	959.80	-	-	-	959.80	959.80	
175	65 KRAFT FOODS GROUP INC	PURCHASED	5/18/2012	5/2/2013	3,301.95		2,622.75	679.20	-	-	-	679.20	679.20	
176	237 LIBERTY GLOBAL PLC -SHS CL A	PURCHASED	2/16/2013	6/18/2013	17,087.36		15,665.68	1,421.68	-	-	-	1,421.68	1,421.68	
177	696 LULU & CO	PURCHASED	1/9/2013	5/20/2013	38,602.74		36,741.79	1,860.95	-	-	-	1,860.95	1,860.95	
178	498 LOWES COS INC	PURCHASED	11/20/2012	6/21/2013	19,590.99		17,185.88	2,405.11	-	-	-	2,405.11	2,405.11	
179	592 MICROSOFT CORP	PURCHASED	5/21/2013	7/19/2013	18,813.43		20,714.02	(1,900.59)	-	-	-	(1,900.59)		(1,900.59)
180	570 MICROSOFT CORP	PURCHASED	6/5/2013	7/19/2013	18,114.28		19,841.67	(1,727.39)	-	-	-	(1,727.39)		(1,727.39)
181	579 MICROSOFT CORP	PURCHASED	6/27/2013	7/19/2013	18,400.30		20,067.74	(1,667.44)	-	-	-	(1,667.44)		(1,667.44)
182	49 MONDELEZ INTL INC -CL A	PURCHASED	9/7/2011	2/14/2013	1,313.66		1,103.29	210.37	-	-	-	210.37	210.37	
183	349 MONDELEZ INTL INC -CL A	PURCHASED	12/22/2011	2/14/2013	9,356.48		8,489.08	867.40	-	-	-	867.40	867.40	
184	453 MONDELEZ INTL INC -CL A	PURCHASED	1/18/2012	2/14/2013	12,144.66		11,396.07	748.59	-	-	-	748.59	748.59	
185	195 MONDELEZ INTL INC -CL A	PURCHASED	5/18/2012	2/14/2013	5,227.83		4,886.31	341.52	-	-	-	341.52	341.52	
186	525 NETAPP INC	PURCHASED	12/7/2012	5/22/2013	19,855.15		17,498.20	2,356.95	-	-	-	2,356.95	2,356.95	
187	512 NETAPP INC	PURCHASED	7/21/2012	5/22/2013	19,363.50		17,561.56	1,801.94	-	-	-	1,801.94	1,801.94	
188	582 NEWS CORP -CL A	PURCHASED	7/21/2012	2/8/2013	16,330.60		15,632.10	6,988.50	-	-	-	6,988.50	6,988.50	
189	155 NEWS CORP -CL A	PURCHASED	8/12/2011	2/8/2013	4,349.22		2,535.80	1,813.42	-	-	-	1,813.42	1,813.42	
190	0 NEWS CORP NEW -CL A	PURCHASED	7/1/2013	7/1/2013	11.09		-	11.09	-	-	-	11.09	11.09	
191	174 ORACLE CORP	PURCHASED	1/9/2013	4/11/2013	5,893.24		6,013.43	(120.19)	-	-	-	(120.19)		(120.19)

DEAN & BARBARA WHITE FAMILY FOUNDATION, INC.
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STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES

Item #	(A) Description	(B) How Acquired	(C) Date Acquired	(D) Date Sold	(E) Gross Sales Price	(F) Depreciation Allowed	(G) Cost Basis	(H) Gain or Loss	(I) FMV as of 12/31/69	(J) Adj. Basis as of 12/31/69	(K) Excess (I)-(J)	(L) Gain (Loss)	Long Term Cap. Gain	Short Term Cap. Gain
192	350 ORACLE CORP	PURCHASED	1/9/2013	6/21/2013	10,671.59		12,095.97	(1,424.38)	-	-	-	(1,424.38)	(1,424.38)	
193	520 ORACLE CORP	PURCHASED	1/31/2013	6/21/2013	15,854.93		18,387.15	(2,532.22)	-	-	-	(2,532.22)	(2,532.22)	
194	635 PEABODY ENERGY CORP	PURCHASED	12/13/2012	3/20/2013	13,620.44		17,564.09	(3,943.65)	-	-	-	(3,943.65)	(3,943.65)	
195	479 PEPSICO INC	PURCHASED	5/16/2012	1/2/2013	33,003.85		32,787.53	216.32	-	-	-	216.32	216.32	
196	221 PEPSICO INC	PURCHASED	5/30/2012	1/2/2013	15,227.24		15,118.57	108.67	-	-	-	108.67	108.67	
197	754 PFIZER INC	PURCHASED	3/15/2011	5/21/2013	21,420.74		14,870.16	6,550.58	-	-	-	6,550.58	6,550.58	
198	171 PHILIP MORRIS INTL INC	PURCHASED	8/23/2011	14/31/2013	14,319.35		14,845.89	(526.54)	-	-	-	(526.54)	(526.54)	
199	248 PHILIP MORRIS INTL INC	PURCHASED	10/21/2011	8/27/2013	20,767.25		17,329.71	3,437.54	-	-	-	3,437.54	3,437.54	
200	5 QUALCOMM INC	PURCHASED	1/27/2011	4/25/2013	311.79		273.56	38.23	-	-	-	38.23	38.23	
201	309 QUALCOMM INC	PURCHASED	4/14/2011	4/25/2013	15,268.66		16,123.81	(855.15)	-	-	-	(855.15)	(855.15)	
202	299 QUALCOMM INC	PURCHASED	11/14/2011	4/25/2013	18,645.08		17,108.74	1,536.34	-	-	-	1,536.34	1,536.34	
203	119 QUALCOMM INC	PURCHASED	11/17/2011	7/8/2013	7,128.91		6,655.67	473.24	-	-	-	473.24	473.24	
204	149 QUALCOMM INC	PURCHASED	11/17/2011	4/25/2013	9,391.36		8,333.57	957.79	-	-	-	957.79	957.79	
205	263 QUALCOMM INC	PURCHASED	8/21/2012	7/8/2013	15,755.50		16,256.02	(500.52)	-	-	-	(500.52)	(500.52)	
206	126 QUALCOMM INC	PURCHASED	9/7/2012	7/8/2013	7,548.26		7,818.30	(270.04)	-	-	-	(270.04)	(270.04)	
207	394 QUALCOMM INC	PURCHASED	9/7/2012	7/15/2013	24,355.75		24,447.68	(91.93)	-	-	-	(91.93)	(91.93)	
208	377 QUALCOMM INC	PURCHASED	11/16/2012	7/15/2013	16,982.59		17,024.87	(42.28)	-	-	-	(42.28)	(42.28)	
209	324 RIO TINTO PLC - SPONSORED ADR	PURCHASED	12/14/2012	2/20/2013	18,047.56		17,934.48	113.08	-	-	-	113.08	113.08	
210	299 RIO TINTO PLC - SPONSORED ADR	PURCHASED	12/18/2012	2/20/2013	16,655.00		17,383.86	(728.86)	-	-	-	(728.86)	(728.86)	
211	90 SCHLUMBERGER LTD	PURCHASED	6/11/2010	12/20/2013	7,873.83		5,292.01	2,581.82	-	-	-	2,581.82	2,581.82	
212	260 SCHLUMBERGER LTD	PURCHASED	6/21/2010	12/20/2013	22,746.63		15,939.56	6,807.07	-	-	-	6,807.07	6,807.07	
213	172 SCHLUMBERGER LTD	PURCHASED	6/3/2011	12/20/2013	15,047.77		14,719.76	328.01	-	-	-	328.01	328.01	
214	56 TARGET CORP	PURCHASED	11/15/2012	1/4/2013	3,382.28		3,496.64	(114.36)	-	-	-	(114.36)	(114.36)	
215	214 TARGET CORP	PURCHASED	11/15/2012	1/2/2013	12,439.54		13,362.15	(922.61)	-	-	-	(922.61)	(922.61)	
216	539 TARGET CORP	PURCHASED	11/15/2012	1/4/2013	32,554.49		33,957.00	(1,402.51)	-	-	-	(1,402.51)	(1,402.51)	
217	198 TIME WARNER CABLE INC	PURCHASED	7/11/2012	2/6/2013	17,390.19		16,408.67	981.52	-	-	-	981.52	981.52	
218	92 TIME WARNER CABLE INC	PURCHASED	7/13/2012	2/6/2013	8,080.29		7,831.96	248.33	-	-	-	248.33	248.33	
219	267 TIME WARNER CABLE INC	PURCHASED	9/16/2012	2/6/2013	23,450.41		25,048.89	(1,598.48)	-	-	-	(1,598.48)	(1,598.48)	
220	156 UNITED TECHNOLOGIES CORP	PURCHASED	3/24/2009	10/17/2013	23,621.59		6,522.73	17,098.86	-	-	-	17,098.86	17,098.86	
221	65 UNITED TECHNOLOGIES CORP	PURCHASED	11/10/2008	10/10/2013	6,822.54		3,436.75	3,385.79	-	-	-	3,385.79	3,385.79	
222	471 UNITED TECHNOLOGIES CORP	PURCHASED	10/15/2010	10/10/2013	4,933.22		3,478.82	1,454.40	-	-	-	1,454.40	1,454.40	
223	493 WELLS FARGO & CO NEW	PURCHASED	6/21/2013	9/24/2013	20,621.17		19,936.87	684.30	-	-	-	684.30	684.30	
224	478 WELLS FARGO & CO NEW	PURCHASED	7/18/2013	9/24/2013	20,035.58		20,467.62	(432.04)	-	-	-	(432.04)	(432.04)	
225	538 WILLIAMS COS INC DEL	PURCHASED	1/2/2013	6/24/2013	17,038.16		18,165.12	(1,126.96)	-	-	-	(1,126.96)	(1,126.96)	
226	525 WILLIAMS COS INC DEL	PURCHASED	1/7/2013	6/24/2013	16,626.46		17,780.68	(1,154.22)	-	-	-	(1,154.22)	(1,154.22)	
227	35000 AMERICAN EXPRESS CO -B/E 4.875% DUE 07/15/13	PURCHASED	1/16/2008	7/15/2013	35,000.00		34,790.35	209.65	-	-	-	209.65	209.65	
228	50000 BARCLAYS BANK PLC -B/E 2.75% DUE 02/23/15 -MT	PURCHASED	2/22/2012	1/17/2013	51,786.50		50,064.00	1,722.50	-	-	-	1,722.50	1,722.50	
229	51000 BARCLAYS BK PLC -FGR 5.2% DUE 07/10/14 -MTN	PURCHASED	1/11/2011	1/17/2013	55,226.60		56,160.00	(933.40)	-	-	-	(933.40)	(933.40)	
230	35000 BERSHIRE HATHAWAY FIN CORP -B/E 4.625% DUE	PURCHASED	1/15/2008	1/17/2013	36,082.55		35,471.45	611.10	-	-	-	611.10	611.10	
231	40000 CAPITAL ONE CC TR 2008-3A -CL A 5.05% DUE 02/15/	PURCHASED	7/22/2010	4/15/2013	40,000.00		43,750.00	(3,750.00)	-	-	-	(3,750.00)	(3,750.00)	
232	145000 FLMC REMIC SERIES R011 -CL AB 5.5% DUE 12/15/	PURCHASED	6/26/2007	5/15/2013	1,247.25		1,247.25	-	-	-	-	-	-	
233	125000 FLMC REMIC SERIES R011 -CL AB 5.5% DUE 12/15/	PURCHASED	8/13/2008	5/15/2013	1,075.22		1,075.22	-	-	-	-	-	-	
234	38000 GOLDMAN SACHS GROUP INC -B/E 5.25% DUE 10/1/	PURCHASED	11/5/2012	10/15/2013	38,000.00		38,000.00	-	-	-	-	-	-	
235	80000 HONEYWELL INTL INC -B/E 4.25% DUE 03/01/13 -HI	PURCHASED	6/23/2008	3/1/2013	80,000.00		78,432.00	1,568.00	-	-	-	1,568.00	1,568.00	
236	145000 MASS RIB TRUST 2005-1 -CL A 4.4% DUE 03/15/11	PURCHASED	10/22/2009	3/15/2013	43,361.82		52,873.54	(9,511.72)	-	-	-	(9,511.72)	(9,511.72)	
237	6000 NORTHERN TR CORP -B/E 5.5% DUE 08/15/13 -NOT	PURCHASED	3/26/2013	8/15/2013	6,000.00		6,113.16	(113.16)	-	-	-	(113.16)	(113.16)	
238	35000 NORTHERN TRUST CO MTNS BK ENT -B/E 4.6% DUE	PURCHASED	2/14/2008	2/17/2013	35,000.00		35,152.25	(152.25)	-	-	-	(152.25)	(152.25)	
239	50000 PRINCIPAL LIFE INCOME FUND MTN -B/E 5.3% DUE 1	PURCHASED	3/18/2009	4/24/2013	50,000.00		50,000.00	-	-	-	-	-	-	
240	151000 UNITED STATES TREAS NTS -B/E 3.625% DUE 02/15/	PURCHASED	6/21/2010	6/27/2013	169,634.38		154,849.11	14,785.27	-	-	-	14,785.27	14,785.27	
241	58000 UNITED STATES TREAS NTS -B/E 1% DUE 08/30/19 -	PURCHASED	11/20/2012	7/25/2013	55,412.42		57,768.91	(2,356.49)	-	-	-	(2,356.49)	(2,356.49)	
242	10000 UNITED TECHNOLOGIES TFS -UNDLY 913017814	PURCHASED	2/21/2013	5/22/2013	9,667.90		10,172.40	(504.50)	-	-	-	(504.50)	(504.50)	
243	0 UNITED TECHNOLOGIES TFS -UNDLY 913017814	PURCHASED	5/22/2013	5/22/2013	500.00		500.00	-	-	-	-	-	-	
244	PRIN FLMC PC - GOLD COMB 15.45% DUE 12/01/19	PURCHASED	VARIOUS	VARIOUS	2,725.44		2,725.44	-	-	-	-	-	-	
245	PRIN FLMC PC - GOLD COMB 15.45% DUE 12/01/19	PURCHASED	VARIOUS	VARIOUS	27,628.23		27,628.23	-	-	-	-	-	-	
246	PRIN FLMC PC - GOLD COMB 15.45% DUE 12/01/19	PURCHASED	VARIOUS	VARIOUS	9,514.36		9,514.36	-	-	-	-	-	-	
247	PRIN FLMC PC - GOLD COMB 15.45% DUE 12/01/19	PURCHASED	VARIOUS	VARIOUS	41,240.01		41,240.01	-	-	-	-	-	-	
248	PRIN FLMC PC - GOLD COMB 15.45% DUE 12/01/19	PURCHASED	VARIOUS	VARIOUS	17,533.77		17,533.77	-	-	-	-	-	-	
249	PRIN FLMC PC - GOLD COMB 15.45% DUE 12/01/19	PURCHASED	VARIOUS	VARIOUS	12,226.07		12,226.07	-	-	-	-	-	-	
250	PRIN FLMC PC - GOLD COMB 15.45% DUE 12/01/19	PURCHASED	VARIOUS	VARIOUS	27,005.98		27,005.98	-	-	-	-	-	-	
251	PRIN FLMC PC - GOLD COMB 15.45% DUE 12/01/19	PURCHASED	VARIOUS	VARIOUS	3,375.18		3,375.18	-	-	-	-	-	-	
252	PRIN FLMC PC - GOLD COMB 15.45% DUE 12/01/19	PURCHASED	VARIOUS	VARIOUS	18,195.66		18,195.66	-	-	-	-	-	-	
253	170 AMCOR LTD - ADR NEW	PURCHASED	2/13/2006	6/26/2013	6,318.65		3,525.07	2,793.58	-	-	-	2,793.58	2,793.58	

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STATEMENT 9
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CAPITAL GAINS AND LOSSES

Item #	(A) Description	(B) How Acquired	(C) Date Acquired	(D) Date Sold	(E) Gross Sales Price	(F) Deprec Allowed	(G) Cost Basis	(H) Gain Loss	(I) FMV at 12/31/69	(J) Adj Basis at 12/31/69	(K) Excess (I)-(J)	(L) Gain (Loss)	Long Term Cap Gain	Short Term Cap Gain
254	255 AMCOR LTD -ADR NEW	PURCHASED	1/22/2007	6/26/2013	9,477.98		5,814.00	3,663.98	-	-	-	3,663.98	3,663.98	
255	564 AMCOR LTD -ADR NEW	PURCHASED	1/22/2007	7/30/2013	21,559.76		12,859.20	8,700.56	-	-	-	8,700.56	8,700.56	
256	22 ASTELLAS PHARMA INC -ADR	PURCHASED	1/22/2007	4/19/2013	1,237.29		850.59	386.70	-	-	-	386.70	386.70	
257	111 ASTELLAS PHARMA INC -ADR	PURCHASED	6/7/2010	5/2/2013	6,362.42		3,583.26	2,779.16	-	-	-	2,779.16	2,779.16	
258	254 ASTELLAS PHARMA INC -ADR	PURCHASED	6/7/2010	4/19/2013	14,285.10		8,199.52	6,085.58	-	-	-	6,085.58	6,085.58	
259	141 ASTELLAS PHARMA INC -ADR	PURCHASED	6/15/2010	5/2/2013	8,081.99		4,569.52	3,512.47	-	-	-	3,512.47	3,512.47	
260	209 ASTELLAS PHARMA INC -ADR	PURCHASED	6/15/2010	5/17/2013	2,963.70		1,693.32	1,270.38	-	-	-	1,270.38	1,270.38	
261	627 ASTELLAS PHARMA INC -ADR	PURCHASED	6/15/2010	5/17/2013	8,891.10		5,079.95	3,811.15	-	-	-	3,811.15	3,811.15	
262	185 ASTELLAS PHARMA INC -ADR	PURCHASED	8/26/2010	5/17/2013	2,623.37		1,578.81	1,044.56	-	-	-	1,044.56	1,044.56	
263	280 ASTELLAS PHARMA INC -ADR	PURCHASED	8/26/2010	5/17/2013	3,970.51		2,389.55	1,580.96	-	-	-	1,580.96	1,580.96	
264	655 ASTELLAS PHARMA INC -ADR	PURCHASED	8/26/2010	12/10/2013	9,588.05		5,589.84	3,998.21	-	-	-	3,998.21	3,998.21	
265	159 ASTELLAS PHARMA INC -ADR	PURCHASED	10/12/2010	12/10/2013	2,327.48		1,509.86	817.62	-	-	-	817.62	817.62	
266	429 ASTELLAS PHARMA INC -ADR	PURCHASED	10/12/2010	12/10/2013	6,279.81		4,073.78	2,206.03	-	-	-	2,206.03	2,206.03	
267	1128 ASTELLAS PHARMA INC -ADR	PURCHASED	10/12/2010	12/20/2013	16,212.00		10,711.49	5,500.51	-	-	-	5,500.51	5,500.51	
268	0 BANCO SANTANDER SA -ADR	PURCHASED	2/8/2013	2/8/2013	900.25		-	900.25	-	-	-	900.25	900.25	
269	0 BANCO SANTANDER SA -ADR	PURCHASED	8/9/2013	8/9/2013	1,809.96		-	1,809.96	-	-	-	1,809.96	1,809.96	
270	1364 CARREFOUR SA -SPONSORED ADR	PURCHASED	2/17/2009	2/21/2013	7,347.56		9,221.46	(1,873.90)	-	-	-	(1,873.90)	(1,873.90)	
271	1273 CARREFOUR SA -SPONSORED ADR	PURCHASED	3/16/2009	2/21/2013	6,657.36		8,566.78	(1,909.42)	-	-	-	(1,909.42)	(1,909.42)	
272	352 CARREFOUR SA -SPONSORED ADR	PURCHASED	7/17/2009	2/21/2013	1,896.14		3,123.19	(1,227.05)	-	-	-	(1,227.05)	(1,227.05)	
273	1077 CARREFOUR SA -SPONSORED ADR	PURCHASED	7/17/2009	10/11/2013	7,676.72		9,555.90	(1,879.18)	-	-	-	(1,879.18)	(1,879.18)	
274	131 CARREFOUR SA -SPONSORED ADR	PURCHASED	9/3/2009	12/18/2013	983.30		1,170.76	(187.46)	-	-	-	(187.46)	(187.46)	
275	1031 CARREFOUR SA -SPONSORED ADR	PURCHASED	9/3/2009	10/11/2013	7,348.83		9,214.15	(1,865.32)	-	-	-	(1,865.32)	(1,865.32)	
276	1532 CARREFOUR SA -SPONSORED ADR	PURCHASED	1/27/2011	12/18/2013	11,499.30		14,261.85	(2,762.55)	-	-	-	(2,762.55)	(2,762.55)	
277	601 CARREFOUR SA -SPONSORED ADR	PURCHASED	10/24/2011	12/18/2013	4,511.15		3,114.20	1,396.95	-	-	-	1,396.95	1,396.95	
278	289 GLAXOSMITHKLINE PLC -SPONSORED ADR	PURCHASED	4/23/2013	4/23/2013	14,793.71		16,068.40	(1,274.69)	-	-	-	(1,274.69)	(1,274.69)	
279	131 NOVARTIS AG -SPONSORED ADR	PURCHASED	4/25/2007	2/20/2013	9,164.46		7,625.64	1,538.82	-	-	-	1,538.82	1,538.82	
280	52 NOVARTIS AG -SPONSORED ADR	PURCHASED	4/27/2007	2/20/2013	3,637.80		3,066.50	571.30	-	-	-	571.30	571.30	
281	116 RWE AG -SPONSORED ADR	PURCHASED	12/23/2003	3/19/2013	4,265.87		4,518.20	(252.33)	-	-	-	(252.33)	(252.33)	
282	239 RWE AG -SPONSORED ADR	PURCHASED	2/13/2006	3/19/2013	8,789.17		19,323.15	(10,533.98)	-	-	-	(10,533.98)	(10,533.98)	
283	25 RWE AG -SPONSORED ADR	PURCHASED	1/22/2007	3/19/2013	919.37		2,600.00	(1,680.63)	-	-	-	(1,680.63)	(1,680.63)	
284	260 SANOFI -SPONSORED ADR	PURCHASED	2/10/2010	1/16/2013	12,538.24		9,289.10	3,249.14	-	-	-	3,249.14	3,249.14	
285	180 SEVEN & HLDGS CO LTD -ADR	PURCHASED	4/27/2009	6/20/2013	12,600.89		8,041.70	4,559.19	-	-	-	4,559.19	4,559.19	
286	28 SEVEN & HLDGS CO LTD -ADR	PURCHASED	9/10/2009	6/20/2013	1,960.14		1,306.67	653.47	-	-	-	653.47	653.47	
287	274 SOCIETE GENERALE FRANCE -SPONSORED ADR	PURCHASED	2/13/2006	1/9/2013	2,278.89		7,452.80	(5,173.91)	-	-	-	(5,173.91)	(5,173.91)	
288	782 SOCIETE GENERALE FRANCE -SPONSORED ADR	PURCHASED	1/22/2007	2/25/2013	6,270.87		36,821.60	(20,551.73)	-	-	-	(20,551.73)	(20,551.73)	
289	1634 SOCIETE GENERALE FRANCE -SPONSORED ADR	PURCHASED	1/22/2007	1/9/2013	13,590.16		56,046.20	(42,456.04)	-	-	-	(42,456.04)	(42,456.04)	
290	849 SOCIETE GENERALE FRANCE -SPONSORED ADR	PURCHASED	5/16/2008	2/25/2013	6,808.15		20,077.24	(13,269.09)	-	-	-	(13,269.09)	(13,269.09)	
291	132 SOCIETE GENERALE FRANCE -SPONSORED ADR	PURCHASED	6/4/2008	2/25/2013	1,058.51		1,178.41	(119.90)	-	-	-	(119.90)	(119.90)	
292	206 TAKEDA PHARMACEUTICAL CO LTD -SPONSORED AL	PURCHASED	6/4/2008	10/11/2013	4,921.01		5,931.54	(1,010.53)	-	-	-	(1,010.53)	(1,010.53)	
293	373 TAKEDA PHARMACEUTICAL CO LTD -SPONSORED AL	PURCHASED	6/4/2008	5/9/2013	10,132.58		10,740.13	(607.55)	-	-	-	(607.55)	(607.55)	
294	584 TAKEDA PHARMACEUTICAL CO LTD -SPONSORED AL	PURCHASED	6/10/2008	10/11/2013	13,950.81		16,047.21	(2,096.40)	-	-	-	(2,096.40)	(2,096.40)	
295	9 TOYOTA MOTOR CORP -SP ADR REPTCOM	PURCHASED	6/30/2008	10/11/2013	1,624.41		1,719.42	(95.01)	-	-	-	(95.01)	(95.01)	
296	110 TOYOTA MOTOR CORP -SP ADR REPTCOM	PURCHASED	2/13/2006	7/8/2013	1,121.96		937.17	184.79	-	-	-	184.79	184.79	
297	111 TOYOTA MOTOR CORP -SP ADR REPTCOM	PURCHASED	2/13/2006	6/19/2013	13,445.13		11,454.30	1,990.83	-	-	-	1,990.83	1,990.83	
298	125 TOYOTA MOTOR CORP -SP ADR REPTCOM	PURCHASED	1/22/2007	9/4/2013	13,928.64		14,525.84	(597.20)	-	-	-	(597.20)	(597.20)	
299	127 TOYOTA MOTOR CORP -SP ADR REPTCOM	PURCHASED	1/22/2007	11/25/2013	15,702.78		16,357.92	(655.14)	-	-	-	(655.14)	(655.14)	
300	127 TOYOTA MOTOR CORP -SP ADR REPTCOM	PURCHASED	1/22/2007	7/8/2013	15,832.04		16,619.65	(787.61)	-	-	-	(787.61)	(787.61)	
301	0 ACTIVIS PLC	PURCHASED	10/7/2013	10/7/2013	5.84		-	5.84	-	-	-	5.84	5.84	
302	458 ALLSTATE CORP	PURCHASED	2/29/2012	5/3/2013	22,294.97		14,585.79	7,709.18	-	-	-	7,709.18	7,709.18	
303	651 ALLSTATE CORP	PURCHASED	2/29/2012	8/6/2013	32,992.36		20,732.20	12,260.16	-	-	-	12,260.16	12,260.16	
304	382 AVERY DENNISON CORP	PURCHASED	1/25/2011	5/8/2013	16,493.17		15,964.20	527.97	-	-	-	527.97	527.97	
305	429 AVERY DENNISON CORP	PURCHASED	1/25/2011	2/7/2013	16,610.49		17,928.38	(1,317.89)	-	-	-	(1,317.89)	(1,317.89)	
306	462 AVERY DENNISON CORP	PURCHASED	8/22/2011	5/8/2013	19,946.03		18,220.17	1,725.86	-	-	-	1,725.86	1,725.86	
307	760 AVERY DENNISON CORP	PURCHASED	8/22/2011	7/9/2013	12,817.11		7,145.96	5,671.15	-	-	-	5,671.15	5,671.15	
308	760 AVERY DENNISON CORP	PURCHASED	8/22/2011	5/8/2013	32,811.65		20,114.54	12,697.11	-	-	-	12,697.11	12,697.11	
309	94 AVERY DENNISON CORP	PURCHASED	1/23/2012	7/17/2013	4,145.72		2,750.42	1,395.30	-	-	-	1,395.30	1,395.30	
310	147 AVERY DENNISON CORP	PURCHASED	1/23/2012	7/9/2013	6,667.87		4,304.19	2,363.68	-	-	-	2,363.68	2,363.68	
311	346 AVERY DENNISON CORP	PURCHASED	2/16/2012	7/17/2013	15,259.78		10,330.32	4,929.46	-	-	-	4,929.46	4,929.46	
312	794 AVERY DENNISON CORP	PURCHASED	2/16/2012	7/25/2013	35,113.55		23,705.98	11,407.57	-	-	-	11,407.57	11,407.57	
313	499 BANK OF AMERICA CORPORATION	PURCHASED	1/25/2011	1/9/2013	5,942.96		6,786.40	(843.44)	-	-	-	(843.44)	(843.44)	
314	2285 BANK OF AMERICA CORPORATION	PURCHASED	1/25/2011	1/7/2013	27,625.03		31,076.00	(3,450.97)	-	-	-	(3,450.97)	(3,450.97)	
315	549 BANK OF AMERICA CORPORATION	PURCHASED	4/7/2011	1/9/2013	6,538.44		6,758.19	(219.75)	-	-	-	(219.75)	(219.75)	
316	249 CARNIVAL CORP -PAIRED CTF	PURCHASED	1/25/2011	1/3/2013	9,213.34		11,359.36	(2,146.02)	-	-	-	(2,146.02)	(2,146.02)	

DEAN & BARBARA WHITE FAMILY FOUNDATION, INC.
TIN 35-2015808
2013

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES

Item #	(A) Description	(B) How Acquired	(C) Date Acquired	(D) Date Sold	(E) Gross Sales Price	(F) Depr Allowed	(G) Cost Basis	(H) Gain Loss	(I) FMV as of 12/31/09	(J) Adj Basis as of 12/31/09	(K) Excess (I) - (J)	(L) Gain (Loss)	Long Term Cap Gain	Short Term Cap Gain
317	610 CARNIVAL CORP - PAIRED CTF	PURCHASED	5/2/2011	1/3/2013	22,570.83		23,463.22	(892.39)	-	-	-	(892.39)	(892.39)	
318	650 CARNIVAL CORP - PAIRED CTF	PURCHASED	5/2/2011	4/4/2013	21,408.31		25,001.80	(3,593.49)	-	-	-	(3,593.49)	(3,593.49)	
319	375 CARNIVAL CORP - PAIRED CTF	PURCHASED	6/6/2011	4/4/2013	12,350.95		13,811.12	(1,460.17)	-	-	-	(1,460.17)	(1,460.17)	
320	206 CARNIVAL CORP - PAIRED CTF	PURCHASED	7/12/2011	4/4/2013	6,784.79		7,445.29	(660.50)	-	-	-	(660.50)	(660.50)	
321	1692 CARNIVAL CORP - PAIRED CTF	PURCHASED	7/12/2011	11/1/2013	58,477.86		61,152.61	(2,674.73)	-	-	-	(2,674.73)	(2,674.73)	
322	308 CARNIVAL CORP - PAIRED CTF	PURCHASED	11/10/2011	11/1/2013	10,644.91		10,113.93	530.98	-	-	-	530.98	530.98	
323	21 CARNIVAL CORP - PAIRED CTF	PURCHASED	4/7/2013	11/1/2013	725.79		703.90	21.89	-	-	-	21.89	21.89	
324	409 CITIGROUP INC - COM NEW	PURCHASED	1/7/2011	1/9/2013	17,382.11		19,591.10	(2,208.99)	-	-	-	(2,208.99)	(2,208.99)	
325	1244 DONNELLEY R & SONS CO	PURCHASED	1/25/2011	7/31/2013	22,316.97		22,518.27	(201.30)	-	-	-	(201.30)	(201.30)	
326	1470 DONNELLEY R & SONS CO	PURCHASED	1/25/2011	8/6/2013	27,914.42		26,681.61	1,232.81	-	-	-	1,232.81	1,232.81	
327	970 ELECTRONIC ARTS INC	PURCHASED	1/25/2011	5/15/2013	21,900.75		14,802.10	7,098.65	-	-	-	7,098.65	7,098.65	
328	281 ELECTRONIC ARTS INC	PURCHASED	2/4/2011	8/21/2013	7,516.05		5,116.99	2,399.06	-	-	-	2,399.06	2,399.06	
329	568 ELECTRONIC ARTS INC	PURCHASED	2/4/2011	5/15/2013	12,824.36		10,343.23	2,481.13	-	-	-	2,481.13	2,481.13	
330	479 ELECTRONIC ARTS INC	PURCHASED	2/10/2011	8/21/2013	12,812.07		8,617.16	4,194.91	-	-	-	4,194.91	4,194.91	
331	1193 FORTUNE BRANDS HOME & SEC INC	PURCHASED	12/20/2011	1/31/2013	38,355.16		18,769.71	19,585.45	-	-	-	19,585.45	19,585.45	
332	661 FORTUNE BRANDS HOME & SEC INC	PURCHASED	5/1/2012	1/31/2013	21,269.09		15,723.72	5,545.37	-	-	-	5,545.37	5,545.37	
333	360 HEWLETT PACKARD CO	PURCHASED	9/22/2011	7/18/2013	9,455.20		8,150.36	1,304.84	-	-	-	1,304.84	1,304.84	
334	580 HEWLETT PACKARD CO	PURCHASED	4/12/2012	7/18/2013	15,233.38		14,442.00	791.38	-	-	-	791.38	791.38	
335	89 INTERNATIONAL BUSINESS MACHS	PURCHASED	1/23/2007	1/24/2013	18,164.49		8,657.03	9,507.46	-	-	-	9,507.46	9,507.46	
336	115 INTERNATIONAL BUSINESS MACHS	PURCHASED	1/23/2007	1/7/2013	22,230.37		11,186.05	11,044.32	-	-	-	11,044.32	11,044.32	
337	163 INTERNATIONAL BUSINESS MACHS	PURCHASED	1/23/2007	4/2/2013	34,834.44		15,855.01	18,979.43	-	-	-	18,979.43	18,979.43	
338	141 INTERNATIONAL BUSINESS MACHS	PURCHASED	1/25/2011	4/2/2013	30,132.86		22,548.72	7,584.14	-	-	-	7,584.14	7,584.14	
339	783 JPMORGAN CHASE & CO COM	PURCHASED	7/20/2011	8/6/2013	43,550.72		32,118.66	11,432.06	-	-	-	11,432.06	11,432.06	
340	338 JPMORGAN CHASE & CO COM	PURCHASED	7/31/2011	8/6/2013	14,899.67		11,053.94	3,845.73	-	-	-	3,845.73	3,845.73	
341	288 JULY EU & CO	PURCHASED	12/7/2011	1/7/2013	14,825.91		11,031.57	3,794.34	-	-	-	3,794.34	3,794.34	
342	356 LINCOLN NATL CORP IND	PURCHASED	1/25/2011	5/16/2013	14,626.09		10,232.58	4,393.51	-	-	-	4,393.51	4,393.51	
343	621 LINCOLN NATL CORP IND	PURCHASED	1/25/2011	7/18/2013	21,866.12		17,849.53	4,016.59	-	-	-	4,016.59	4,016.59	
344	794 LINCOLN NATL CORP IND	PURCHASED	1/25/2011	8/2/2013	35,073.93		22,822.10	12,251.83	-	-	-	12,251.83	12,251.83	
345	424 MCGRAW HILL FINL INC	PURCHASED	1/25/2011	11/1/2013	29,774.45		16,185.22	13,589.23	-	-	-	13,589.23	13,589.23	
346	621 MCGRAW HILL FINL INC	PURCHASED	1/25/2011	12/3/2013	45,877.87		23,705.25	22,172.62	-	-	-	22,172.62	22,172.62	
347	1185 MCGRAW HILL FINL INC	PURCHASED	1/25/2011	11/4/2013	84,310.10		45,234.65	39,075.45	-	-	-	39,075.45	39,075.45	
348	1192 MCGRAW HILL FINL INC	PURCHASED	1/25/2011	10/21/2013	82,428.22		45,501.86	36,926.36	-	-	-	36,926.36	36,926.36	
349	524 MCGRAW HILL FINL INC	PURCHASED	4/4/2013	12/3/2013	38,711.76		26,905.04	11,806.72	-	-	-	11,806.72	11,806.72	
350	425 ROBERT HALF INTL INC	PURCHASED	1/25/2011	2/7/2013	15,027.69		14,296.02	731.67	-	-	-	731.67	731.67	
351	477 ROBERT HALF INTL INC	PURCHASED	1/25/2011	11/5/2013	18,316.32		16,045.18	2,271.14	-	-	-	2,271.14	2,271.14	
352	609 ROBERT HALF INTL INC	PURCHASED	1/25/2011	10/16/2013	24,471.32		20,485.36	3,985.96	-	-	-	3,985.96	3,985.96	
353	2208 ROBERT HALF INTL INC	PURCHASED	1/25/2011	12/16/2013	87,719.00		74,272.04	13,446.96	-	-	-	13,446.96	13,446.96	
354	876 SEALED AIR CORP NEW	PURCHASED	10/3/2012	10/14/2013	23,842.99		13,438.72	10,404.27	-	-	-	10,404.27	10,404.27	
355	393 STATE STR CORP	PURCHASED	1/25/2011	2/4/2013	21,978.27		18,471.00	3,507.27	-	-	-	3,507.27	3,507.27	
356	295 STATE STR CORP	PURCHASED	2/4/2011	2/4/2013	16,497.68		13,865.54	2,632.14	-	-	-	2,632.14	2,632.14	
357	249 STATE STR CORP	PURCHASED	1/30/2012	2/4/2013	13,925.16		9,616.36	4,308.80	-	-	-	4,308.80	4,308.80	
358	81 TIME WARNER CABLE INC	PURCHASED	1/25/2011	1/7/2013	7,899.94		5,462.39	2,437.55	-	-	-	2,437.55	2,437.55	
359	377 TIME WARNER CABLE INC	PURCHASED	1/25/2011	1/31/2013	34,695.12		25,423.71	9,271.41	-	-	-	9,271.41	9,271.41	
360	541 TIME WARNER CABLE INC	PURCHASED	1/25/2011	1/3/2013	53,220.09		36,483.36	16,736.73	-	-	-	16,736.73	16,736.73	
361	135 TIME WARNER CABLE INC	PURCHASED	11/18/2011	1/31/2013	12,423.98		8,103.76	4,320.22	-	-	-	4,320.22	4,320.22	
362	114 WHIRLPOOL CORP	PURCHASED	10/28/2011	2/4/2013	12,957.60		6,071.64	6,885.96	-	-	-	6,885.96	6,885.96	
363	214 WHIRLPOOL CORP	PURCHASED	11/1/2011	5/13/2013	21,444.20		11,397.64	11,046.56	-	-	-	11,046.56	11,046.56	
364	148 WHIRLPOOL CORP	PURCHASED	11/1/2011	2/4/2013	32,166.97		7,425.16	11,372.81	-	-	-	11,372.81	11,372.81	
365	283 WHIRLPOOL CORP	PURCHASED	11/1/2011	5/13/2013	32,166.97		14,198.11	17,968.56	-	-	-	17,968.56	17,968.56	
366	93 WHIRLPOOL CORP	PURCHASED	11/10/2011	5/13/2013	11,812.24		5,002.47	6,809.77	-	-	-	6,809.77	6,809.77	
367	41 WHIRLPOOL CORP	PURCHASED	5/17/2012	7/15/2013	5,084.54		2,445.20	2,639.34	-	-	-	2,639.34	2,639.34	
368	313 WHIRLPOOL CORP	PURCHASED	5/17/2012	5/13/2013	42,295.44		19,859.76	22,435.68	-	-	-	22,435.68	22,435.68	
369	238 WHIRLPOOL CORP	PURCHASED	5/21/2012	7/15/2013	29,573.16		13,714.32	15,858.84	-	-	-	15,858.84	15,858.84	
370	284 WHIRLPOOL CORP	PURCHASED	5/21/2012	7/19/2013	36,588.88		16,364.99	20,223.89	-	-	-	20,223.89	20,223.89	
371	161 ACCENTURE PLC IRELAND -SHS CLASS A	PURCHASED	1/26/2007	7/18/2013	12,144.58		5,889.38	6,255.20	-	-	-	6,255.20	6,255.20	
372	280 ACCENTURE PLC IRELAND -SHS CLASS A	PURCHASED	2/2/2007	7/18/2013	21,121.01		10,771.60	10,349.41	-	-	-	10,349.41	10,349.41	
373	300 ACCENTURE PLC IRELAND -SHS CLASS A	PURCHASED	2/12/2007	7/18/2013	22,629.65		11,523.00	11,106.65	-	-	-	11,106.65	11,106.65	
374	1000 AGILENT TECHNOLOGIES INC	PURCHASED	5/24/2012	3/20/2013	4,379.05		40,753.00	1,626.05	-	-	-	1,626.05	1,626.05	
375	585 AMERICAN TOWER CORP NEW -REIT	PURCHASED	10/3/2011	7/18/2013	43,607.30		31,595.09	12,012.21	-	-	-	12,012.21	12,012.21	
376	1385 BBAT CORP	PURCHASED	2/8/2012	4/3/2013	43,986.06		41,001.96	2,984.10	-	-	-	2,984.10	2,984.10	
377	650 BED BATH & BEYOND INC	PURCHASED	8/17/2012	5/13/2013	44,706.12		43,059.45	1,646.67	-	-	-	1,646.67	1,646.67	
378	619 CAPITAL ONE FINL CORP	PURCHASED	3/11/2011	3/5/2013	34,500.87		31,513.12	2,987.75	-	-	-	2,987.75	2,987.75	
379	495 COACH INC	PURCHASED	9/16/2011	1/30/2013	25,600.38		29,582.44	(3,982.06)	-	-	-	(3,982.06)	(3,982.06)	

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES

DEAN & BARBARA WHITE FAMILY FOUNDATION, INC.

TIN 35-2015808

2013

Item #	(A) Description	(B) How Acquired	(C) Date Acquired	(D) Date Sold	(E) Gross Sales Price	(F) Depreciation Allowed	(G) Cost Basis	(H) Gain or Loss	(I) FMV at 12/31/69	(J) Adj Basis at 12/31/69	(K) Excess (U-L)	(L) Gain (Loss)	Long Term Cap Gain	Short Term Cap Gain
380	240 COACH INC	PURCHASED	10/18/2012	1/30/2013	12,412.30		13,665.36	(1,253.06)	-	-	-	(1,253.06)		(1,253.06)
381	445 COCA COLA CO	PURCHASED	9/7/2010	9/20/2013	17,278.24		12,835.85	4,442.39	-	-	-	4,442.39	4,442.39	
382	445 COCA COLA CO	PURCHASED	9/7/2010	9/20/2013	17,278.24		12,835.85	4,442.39	-	-	-	4,442.39	4,442.39	
383	1465 E M C CORP MASS	PURCHASED	10/5/2009	7/10/2013	35,844.70		24,873.80	10,970.90	-	-	-	10,970.90	10,970.90	
384	455 EDWARDS LIFESCIENCES CORP	PURCHASED	3/20/2013	5/29/2013	29,163.44		36,167.54	(7,004.10)	-	-	-	(7,004.10)		(7,004.10)
385	890 EASTMAN CO	PURCHASED	1/30/2013	8/20/2013	39,773.67		44,072.98	(4,299.31)	-	-	-	(4,299.31)		(4,299.31)
386	270 INTERNATIONAL BUSINESS MACHS	PURCHASED	5/15/2009	8/9/2013	50,609.13		27,186.12	23,423.01	-	-	-	23,423.01	23,423.01	
387	115 INTUITIVE SURGICAL INC-COM NEW	PURCHASED	8/31/2010	5/24/2013	57,733.74		30,454.44	27,279.30	-	-	-	27,279.30	27,279.30	
388	376 KRAFT FOODS GROUP INC	PURCHASED	5/13/2013	5/13/2013	20,534.40		12,910.36	7,624.04	-	-	-	7,624.04	7,624.04	
389	1135 MICROSOFT CORP	PURCHASED	1/16/2012	6/21/2013	37,721.97		33,457.30	4,264.67	-	-	-	4,264.67	4,264.67	
390	585 NATIONAL OILWELL VARCO INC	PURCHASED	1/7/2011	5/17/2013	39,974.96		38,334.14	1,740.82	-	-	-	1,740.82	1,740.82	
391	332 PERRIGO CO	PURCHASED	12/20/2012	12/20/2013	50,535.38		34,390.88	16,144.50	-	-	-	16,144.50	16,144.50	
392	430 ROPER INDS INC NEW	PURCHASED	3/15/2012	5/21/2013	53,266.04		42,540.85	10,725.19	-	-	-	10,725.19	10,725.19	
393	465 UNITED PARCEL SERVICE INC-CL B	PURCHASED	8/4/2010	5/17/2013	41,110.28		31,364.81	9,745.47	-	-	-	9,745.47	9,745.47	
394	232 V F CORP	PURCHASED	2/74/2012	8/27/2013	43,248.49		33,871.37	9,377.12	-	-	-	9,377.12	9,377.12	
395	245 AMERIPRISE FINL INC	PURCHASED	8/3/2011	3/1/2013	16,667.09		12,329.80	4,337.29	-	-	-	4,337.29	4,337.29	
396	90 BECTON DICKINSON & CO	PURCHASED	11/13/2008	9/9/2013	8,941.07		6,113.07	2,828.00	-	-	-	2,828.00	2,828.00	
397	100 BECTON DICKINSON & CO	PURCHASED	11/13/2008	7/25/2013	10,348.19		6,792.30	3,555.89	-	-	-	3,555.89	3,555.89	
398	130 BECTON DICKINSON & CO	PURCHASED	6/19/2009	9/5/2013	12,914.88		9,022.59	3,892.29	-	-	-	3,892.29	3,892.29	
399	0 COMMERCE BANCSHARES INC	PURCHASED	12/16/2013	12/16/2013	26.70		-	26.70	-	-	-	26.70	26.70	
400	240 DANAHER CORP DEL	PURCHASED	11/13/2012	7/25/2013	16,166.11		12,580.78	3,585.33	-	-	-	3,585.33	3,585.33	
401	310 EMERSON ELEC CO	PURCHASED	12/26/2007	6/3/2013	17,724.18		17,673.10	51.08	-	-	-	51.08	51.08	
402	50 EMERSON ELEC CO	PURCHASED	7/20/2011	6/3/2013	2,858.74		2,786.00	72.74	-	-	-	72.74	72.74	
403	135 EMERSON ELEC CO	PURCHASED	9/28/2011	6/3/2013	7,718.60		5,919.98	1,798.62	-	-	-	1,798.62	1,798.62	
404	65 EXXON MOBIL CORP	PURCHASED	12/2/2011	8/2/2013	5,973.49		6,113.25	(139.76)	-	-	-	(139.76)	(139.76)	
405	450 GENERAL MILS INC	PURCHASED	12/2/2011	1/15/2013	18,366.38		17,883.00	483.38	-	-	-	483.38	483.38	
406	140 GENERAL MILS INC	PURCHASED	3/30/2012	1/15/2013	5,713.99		5,506.19	207.80	-	-	-	207.80	207.80	
407	545 INVESCO LTD	PURCHASED	1/7/2012	4/25/2013	16,248.81		12,545.85	3,702.96	-	-	-	3,702.96	3,702.96	
408	590 INVESCO LTD	PURCHASED	5/10/2012	4/25/2013	17,590.46		13,490.35	4,100.11	-	-	-	4,100.11	4,100.11	
409	90 JOHNSON & JOHNSON	PURCHASED	12/26/2007	7/23/2013	8,322.33		6,084.90	2,237.43	-	-	-	2,237.43	2,237.43	
410	370 LINEAR TECHNOLOGY CORP	PURCHASED	9/28/2011	1/11/2013	13,264.09		10,781.06	2,483.03	-	-	-	2,483.03	2,483.03	
411	35 LINEAR TECHNOLOGY CORP	PURCHASED	10/27/2011	1/11/2013	1,254.71		1,137.23	117.48	-	-	-	117.48	117.48	
412	315 LINEAR TECHNOLOGY CORP	PURCHASED	10/27/2011	2/7/2013	11,623.23		10,235.08	1,388.15	-	-	-	1,388.15	1,388.15	
413	145 LINEAR TECHNOLOGY CORP	PURCHASED	3/14/2012	2/7/2013	5,350.38		4,870.42	479.96	-	-	-	479.96	479.96	
414	185 LOWES COS INC	PURCHASED	4/2/2009	6/19/2013	7,657.03		5,034.00	2,623.03	-	-	-	2,623.03	2,623.03	
415	85 MICROSOFT CORP	PURCHASED	4/2/2009	10/3/2013	2,847.48		1,669.40	1,178.08	-	-	-	1,178.08	1,178.08	
416	240 MICROSOFT CORP	PURCHASED	4/2/2009	8/2/2013	7,614.34		4,713.60	2,900.74	-	-	-	2,900.74	2,900.74	
417	500 MICROSOFT CORP	PURCHASED	4/2/2009	4/15/2013	14,319.57		9,820.00	4,499.57	-	-	-	4,499.57	4,499.57	
418	480 MICROSOFT CORP	PURCHASED	6/5/2009	10/3/2013	16,079.90		9,744.00	6,335.90	-	-	-	6,335.90	6,335.90	
419	140 MICROSOFT CORP	PURCHASED	8/12/2011	5/22/2013	22,175.83		3,066.00	1,623.97	-	-	-	1,623.97	1,623.97	
420	280 NEXTERA ENERGY INC	PURCHASED	7/28/2011	5/22/2013	10,063.62		14,768.24	(4,704.59)	-	-	-	(4,704.59)	(4,704.59)	
421	150 NOVARTIS AG-SPONSORED ADR	PURCHASED	12/26/2007	7/25/2013	11,063.82		9,202.02	1,861.80	-	-	-	1,861.80	1,861.80	
422	95 PRAXAIR INC	PURCHASED	12/26/2007	7/25/2013	6,005.46		6,047.41	(41.95)	-	-	-	(41.95)	(41.95)	
423	80 STANLEY BLACK & DECKER INC	PURCHASED	4/8/2011	3/1/2013	18,671.43		18,142.22	529.21	-	-	-	529.21	529.21	
424	240 STANLEY BLACK & DECKER INC	PURCHASED	6/29/2011	3/1/2013	7,390.78		6,612.33	778.45	-	-	-	778.45	778.45	
425	95 STANLEY BLACK & DECKER INC	PURCHASED	7/29/2010	8/29/2013	8,420.05		3,531.65	4,888.40	-	-	-	4,888.40	4,888.40	
426	45 V F CORP	PURCHASED	8/27/2010	8/29/2013	24,324.56		9,549.93	14,774.65	-	-	-	14,774.65	14,774.65	
427	130 V F CORP	PURCHASED	8/27/2010	8/29/2013	7,072,540.15		5,762,374.76	1,310,165.39	-	-	-	1,310,165.39	1,310,165.39	55,377.14

FEDERAL STATEMENTS
DEAN & BARBARA WHITE FAMILY FOUNDATION, INC.
TIN 35-2015808

STATEMENT 2013
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

No.	NAME & ADDRESS	DONEE/ RECIPIENT RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT / CONTRIBUTION	AMOUNT
1	Indianapolis State Museum Foundation 650 W Washington Street Indianapolis, IN 46204	N/A	Public	Matching Grant Lincoln Financial Foundation Collection - Abe Lincoln	1,000,000 00
2	Crown Point Community Foundation P O Box 522 Crown Point, Indiana 46308-0522	N/A	Public	Operating Grant	500,000 00
3	Bosma Visionary Opportunities Foundation 8020 Zionsville Road Indianapolis, IN 46268	N/A	Public	Operating Funds	500,000 00
4	National Ability Center 1000 Ability Way Park City, UT 84060	N/A	Public	Operating Funds	1,500,000 00
5	American Heart Association 405 Broadwalk Hebron, Indiana 46341	N/A	Public	Operating Funds	50,000 00
6	Crown Point Community Theatre P O Box 238 Crown Point, Indiana 46307	N/A	Public	Operating Funds	1,000 00
7	Lake Circuit Court Domestic Relations Counseling 2293 North Main Street Crown Point, Indiana 46307	N/A	Public	Operating Funds Staffing for Children's Room	10,400 00
8	Porter County Community Foundation P O Box 302 Valparaiso, Indiana 46384	N/A	Public	Operating Funds	5,000 00
9	Merrillville Education Foundation P O Box 14475 Merrillville, IN 46411	N/A	Public	Operating Funds for Support for Merrillville High School	10,000 00
10	Teach for America 300 West Adams Street - Suite 1000 Chicago, IL 60606	N/A	Public	Operating Funds	10,000 00
11	Merrillville High School S T A N D Club 276 East 68th Place Merrillville , IN 46410	N/A	Public	Operating Funds for Diversification Programs	2,000 00
12	The Cancer Support Center 2028 Elm Road Homewood, Illinois 60430-1707	N/A	Public	Operating Funds	2,500 00
13	Northwest Indiana Symphony 1040 Ridge Road Munster, IN 46321	N/A	Public	Operating Funds	15,000 00
14	South Shore Arts 138 South Main Street Crown Point, Indiana 46307	N/A	Public	Operating Funds	15,000 00

FEDERAL STATEMENTS
DEAN & BARBARA WHITE FAMILY FOUNDATION, INC.
TIN 35-2015808

STATEMENT 2013
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

No.	NAME & ADDRESS	DONEE/ RECIPIENT RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT / CONTRIBUTION	AMOUNT
15	Boy Scouts of America Calumet Council 8751 Calumet Avenue Munster, Indiana 46321	N/A	Public	Operating Funds	3,000 00
16	Cedar Lake Police Department 7408 Constitution Avenue Cedar Lake, IN 46303	N/A	Public	Volunteers in Public	34,242 00
17	Tides Center National Center for Earth & Space Science Education P O Box 2350 Ellicott City, MD 21041-2350	N/A	Public	Operating Funds	1,000 00
18	Crown Point Youth Sports Commission Inc 3516 LaPorte Street Highland, Indiana 46322	N/A	Public	Operating Funds Phase III Master Plan Development	250,000 00
19	Indianapolis Zoological Society 1200 West Washington Street Indianapolis, IN 46222	N/A	Public	Operating Funds	2,000,000 00
20	Bosma Visionary Opportunities Foundation 8020 Zionsville Road Indianapolis, IN 46268	N/A	Public	Matching Funds	50,000 00
21	Bosma Visionary Opportunities Foundation 8020 Zionsville Road Indianapolis, IN 46268	N/A	Public	Matching Funds	50,000 00
22	Crown Point Youth Sports Commission Inc 3516 LaPorte Street Highland, Indiana 46322	N/A	Public	Operating Funds Phase III Master Plan Development	2,000,000 00
23	Bosma Visionary Opportunities Foundation 8020 Zionsville Road Indianapolis, IN 46268	N/A	Public	Matching Funds	50,000 00
24	Latin School of Chicago 59 W North Blvd Chicago, IL 60610	N/A	Public	Operating Funds	312,500 00
					<u>8,371,642 00</u>

DEAN AND BARBARA WHITE FAMILY FOUNDATION, INC.

October 11, 2013

RESOLUTIONS OF THE MEMBERS

I. Amendment of Certificate of Incorporation

WHEREAS, the Members of the Corporation deem it desirable and in the best interests of the Corporation to amend the Certificate of Incorporation of the Corporation, substantially in the form attached hereto as Exhibit A (the "Certificate of Amendment").

NOW, THEREFORE, BE IT RESOLVED, that the Members hereby approve and adopt the Certificate of Amendment.

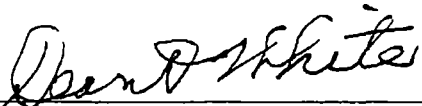
FURTHER RESOLVED, that the appropriate officer or officers of the Corporation be, and hereby are, authorized and directed, in the name and on behalf of the Corporation to execute, acknowledge, file and record with the Secretary of State of the State of Delaware the Certificate of Amendment.

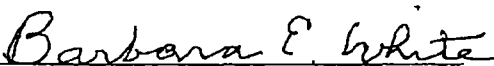
II. Amendment and Restatement of Bylaws

RESOLVED, that the Members of the Corporation hereby adopt and approve the Amended and Restated Bylaws of the Corporation, substantially in the form attached hereto as Exhibit B.

III. General Authorization

RESOLVED, that the officers of the Corporation, and each of them, are hereby authorized to do all things, to take all such actions and to execute, deliver, and file all such documents in the name and on behalf of the Corporation, in its individual or in a representative capacity, as any of them may determine to be necessary or appropriate in effecting the foregoing resolutions.


Dean V. White, Initial Member


Barbara E. White, Initial Member

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF

DEAN AND BARBARA WHITE FAMILY FOUNDATION, INC.

Dean and Barbara White Family Foundation, Inc. (hereinafter called the "Corporation"), a non-stock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Act") does hereby certify that:

1. The name of the Corporation is Dean and Barbara White Family Foundation, Inc.
2. The Certificate of Incorporation of the Corporation is hereby amended as follows:

(a) Article Three thereof is deleted in its entirety and replaced with the following new Article Three:

THIRD: The nature of the purposes to be conducted by the Corporation is as follows:

The Corporation is formed exclusively for charitable, scientific, religious, and educational purposes as set forth in Code Section 501(c)(3), including, but not limited to, the making of grants or other distributions in furtherance of purposes described in Code Section 501(c)(3), with special consideration given to organizations providing services to or benefitting residents of Lake and Porter Counties in Northwest Indiana.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Code Section 501(c)(3) or by a corporation contributions to which are deductible for federal income, estate, and gift tax purposes under Code Sections 170(c)(2), 2055(a)(2), and 2522(a)(2).

In furtherance of the foregoing purposes, the Corporation may conduct any and all other activities as shall from time to time be found appropriate in connection with the foregoing purposes and may lawfully be engaged in by corporations formed under the laws of the State of Delaware.

(b) Article Four thereof is deleted in its entirety and replaced with the following new Article Four:

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of,

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or be distributable to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth Article Three. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Code Section 501(c)(3) or by a corporation contributions to which are deductible for federal income, estate, and gift tax purposes under Code Sections 170(c)(2), 2055(a)(2), and 2522(a)(2).

(c) Article Five thereof is deleted in its entirety and replaced with the following new Article Five:

FIFTH: Notwithstanding any other provision of this Certificate of Incorporation, at any time when the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942. Further, the Corporation shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), nor (ii) retain any excess business holdings as defined in Code Section 4943(c), nor (iii) make any investments in such manner as to incur tax liability under Code Section 4944, nor (iv) make any taxable expenditures as defined in Code Section 4945(d).

(d) Article Six thereof is deleted in its entirety and replaced with the following new Article Six:

SIXTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, religious, or educational purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Chancery of the State of Delaware, exclusively for the purposes of the Corporation or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(e) Article Seven thereof is deleted in its entirety and replaced with the following new Article Seven:

SEVENTH: Any and all references in this Certificate of Incorporation to "Code Section" or "Code Sections" means a section or sections of the Internal Revenue Code of 1986, as amended, and shall include corresponding provisions of future federal tax laws, all as from time to time in effect.

(f) Section 7 of Article Twelve is deleted in its entirety and replaced with the following new Section 7 of Article Twelve:

7. The Corporation shall have one class of members. Each members shall be entitled to vote in the election of directors of the Corporation, to vote for the adoption, amendment, or repeal of the Bylaws pursuant to the provisions of this certificate of incorporation and the provisions of the General Corporation Law of the State of Delaware, and vote in such other proceedings as required of the members by the Bylaws of the Corporation or the General Corporation Law of the State of Delaware.

3. The aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by a duly authorized officer this 11th day of October, 2013.

DEAN AND BARBARA WHITE FAMILY
FOUNDATION, INC.

By: 

Name: Dean V. White

Title: President

**AMENDED AND RESTATED BYLAWS
OF
DEAN AND BARBARA WHITE FAMILY FOUNDATION, INC.**

(Adopted as of October 11, 2013)

ARTICLE I

PURPOSES

SECTION 1.01. *Purposes.* The purposes of the Dean and Barbara White Family Foundation, Inc. (the "Corporation"), as set forth in its Certificate of Incorporation, are: exclusively for charitable, scientific, religious, and educational purposes as set forth in Code Section 501(c)(3), including, but not limited to, the making of grants or other distributions in furtherance of purposes described in Code Section 501(c)(3), with priority given to organizations serving Lake and Porter Counties in Northwest Indiana.

SECTION 1.02. *Limitations on Operations.* No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporation's Certificate of Incorporation. Notwithstanding any other provision of the Certificate of Incorporation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Code Section 501(c)(3) or by a corporation contributions to which are deductible for federal income, estate, and gift tax purposes under Code Sections 170(c)(2), 2055(a)(2), and 2522(a)(2).

SECTION 1.03. *Limitations on Distributions.* The total distributions made by the Corporation to any one organization during a taxable year shall not exceed twenty-five percent (25%) of the amount of the Corporation's budgeted grantmaking for such taxable year, as determined by the Board of Directors, unless a greater distribution amount is otherwise approved by the Members from time to time.

SECTION 1.04. *Private Foundation Requirements.* Notwithstanding any other provision of these Bylaws, at any time when the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942. Further, the Corporation shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), nor (ii) retain any excess business holdings as defined in Code Section 4943(c), nor (iii) make any investments in such manner as to incur tax liability under Code Section 4944, nor (iv) make any taxable expenditures as defined in Code Section 4945(d).

SECTION 1.05. *Dissolution.* Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, religious, or educational purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Chancery of the State of Delaware, exclusively for the purposes of the Corporation or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 1.06. *Powers.* The Corporation shall have such powers as are now or may hereafter be granted to a nonprofit nonstock corporation by the General Corporation Law of the State of Delaware ("Delaware Law").

ARTICLE II

OFFICES

SECTION 2.01. *Principal and Other Offices.* The Corporation may have a principal office and such other offices, either within or without the State of Delaware, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

SECTION 2.02. *Registered Agent and Office.* The Corporation shall have and continuously maintain in the State of Delaware a registered office and a registered agent whose office is identical with such registered office, as required by the General Corporation Law. The registered agent of the Corporation may be changed from time to time by resolution of the Board of Directors.

ARTICLE III

MEMBERS

SECTION 3.01. *Membership.* The Corporation shall have one class of members (the "Members").

SECTION 3.02. *Eligibility, Term, and Election of Members.*

- (a) The initial Members of the Corporation shall be Dean White and Barbara White. At any time after both of the initial Members cease to be Members and (i) no Successor (as defined in paragraph (c) of this Section) has been designated, or (ii) their Successors, if any, all fail or cease to be Members, (A) the Members shall be the then legally competent descendants of both of the initial Members, if any (collectively, the "Initial Member

Descendants"), or (B) if there are no legally competent Initial Member Descendants at that time, or if the legally competent Initial Member Descendants have resigned or been removed in accordance with these Bylaws, the Members shall be elected in accordance with Section 3.02(b) below (the "Elected Members"); provided, however, that, if at any time thereafter there is any legally competent Initial Member Descendant who has not previously resigned or been removed, membership of the Elected Members shall terminate and such Initial Member Descendant shall be the Member. With respect to clauses (A) and (B) of the preceding sentence, if at any time then or thereafter there is more than one legally competent Initial Member Descendant, all legally competent Initial Member Descendants shall be the Members.

- (b) In accordance with (a) of this Section 3.02, at any time there are no legally competent Initial Member Descendants or the legally competent Initial Member Descendants have resigned or been removed in accordance with these Bylaws, one or more Elected Members shall be elected by the affirmative vote of a majority of the Class A Directors (as described in Article V of these Bylaws), to serve for the term designated by such majority at the time of election. Only an individual who is eligible to serve as a Class A Director shall be eligible to serve as an Elected Member.
- (c) Each initial Member may from time to time designate an individual as his or her successor (each, a "Successor Member"), or a series of Successor Members, to serve after such initial Member ceases to be a Member and may specify the period that each Successor Member shall serve. Each Successor Member (or the last of the series of Successor Members if a series has been designated) may from time to time designate an individual or series of individuals as his or her successor or successors, who shall become Successor Members after the designating Successor Member ceases to serve as a Member. Each Successor Member shall have all of the rights and responsibilities of a Member when so serving. Each designation of a Successor Member or Successor Members shall be made by an instrument in writing delivered to the Secretary of the Corporation, and if more than one instrument is delivered to the Secretary, the last one received by such initial Member shall be controlling.
- (d) Each initial Member shall be a Member until his or her death, resignation, or removal. Each Elected Member or Successor Member shall be a Member for such period as is prescribed at the time of the appointment of such Member or, if no period is provided, any such individual shall be a Member until his or her death, resignation, removal, or other termination.

SECTION 3.03. Voting Rights. The Members shall have the exclusive right to elect the Directors and the exclusive right to vote on all matters pertaining to the affairs of the Corporation on which a vote of the Members is required by the Certificate of Incorporation or these Bylaws, or is otherwise deemed desirable by the Board of Directors. In accordance with Section 14.01 of these Bylaws, the Members shall have the exclusive right to approve any alteration, amendment, or repeal of these Bylaws and adoption of new Bylaws; provided, however, that no such alteration, amendment, or

repeal may at any time change the provisions of Section 3.02 or 3.03 without the prior approval of the initial Members, and no such alteration, amendment, or repeal of any provision of Section 3.02 or 3.03 shall be made at any time after both initial Members cease to be Members.

SECTION 3.04. *Transfer of Membership.* Membership in this Corporation is not transferrable or assignable.

SECTION 3.05. *Resignation.* Any Member may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. A resignation need not be accepted in order to be effective.

SECTION 3.06. *Removal.* An initial Member may be removed by the affirmative vote of a majority of the Class A Directors whenever such initial Member is deemed incapacitated, as determined when two (2) physicians each sign and file with the Corporation's records a written statement certifying that he or she is a physician of the incapacitated initial Member and that in his or her opinion, or in the opinion of another physician with whom he or she has consulted, the incapacitated initial Member is mentally or physically unable to administer the Corporation's affairs properly. Any Member, other than an initial Member, may be removed by the affirmative vote of a majority of the Class A Directors (not including the Member being removed, if such Member is also a Class A Director) whenever such Member is no longer competent to fulfill the duties of a Member, as determined in the judgment of such majority. Any Elected Member may also be removed by the affirmative vote of a majority of the Class A Directors whenever, in the sole and unquestionable judgment of the Class A Directors, the best interests of the Corporation would be served thereby.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 4.01. *Manner of Acting.* If there is only one Member of the Corporation, action required or permitted by the Certificate of Incorporation or these Bylaws to be taken by the Members shall be taken by written notice from the Member to the Board of Directors. Such notice may be given at any annual, special, or regular meeting of the Board of Directors. At any time that there is more the one Member, action of the Members shall be taken at a duly constituted meeting of the Members and shall be decided by the vote of a majority of the Members who are present at the meeting, in person or by proxy.

SECTION 4.02. *Annual Meetings.* At any time when there is more than one Member, the annual meeting of the Members (the "Annual Members Meeting") shall be held at such time and place as shall be determined by resolution of the Members and designated in the notice or waiver of notice of the meeting; provided, however, that if all the Members shall meet at any time and place and consent to the holding of a meeting,

such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. At each Annual Members Meeting, the Members shall elect Directors as hereinafter provided and may transact such other business as may properly come before the meeting.

SECTION 4.03. *Special Meetings.* Special meetings of the Members (each, a "Special Members Meeting") may be called at any time by the President, the Board of Directors, or any Member. Special Member Meetings shall be held at such place as may be designated in the notice or waiver of notice of such meeting.

SECTION 4.04. *Notice of Meetings.* Notice of each Annual or Special Members Meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of such meeting in writing to each Member, at his or her address as it appears on the records of the Corporation, stating the place, date, hour, and, in the case of a special meeting, the purpose(s) for which the meeting is called.

SECTION 4.05. *Quorum.* The presence, in person or by proxy, of at least two-thirds of the Members (but not less than two Members if there are two or more Members in office) shall constitute a quorum for the transaction of business at any meeting of the Members. If fewer than two-thirds of the Members is present at a meeting of the Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

SECTION 4.06. *Use of Conference Telephone or Other Communications Equipment.* Members may participate in and act at any meeting of the Members by means of a conference telephone or other similar interactive technology, including, but not limited to electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

SECTION 4.07. *Proxies.* Any Member entitled to vote at any meeting may vote by proxy. Such proxy shall be in writing and shall be revocable at the will of the Member executing the same. A proxy shall be invalid upon the expiration of thirty-six months from the date of its execution, unless a longer period is specifically provided for therein.

SECTION 4.08. *Consent of Members.* Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if a consent thereto in writing, setting forth the action so taken, shall be signed by all of the Members. The Members may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory (a) to serve as his or her signature and (b) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic communication that (i) contains or attaches the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I

consent"); and (iii) contains a clear reference to the written consent action in the subject line.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.01. *General Powers of Directors.* All corporate powers shall be vested in and may be exercised by the Board of Directors of the Corporation, except as otherwise expressly provided by Delaware Law, the Certificate of Incorporation, or these Bylaws.

SECTION 5.02. *Number, Tenure, and Qualification of Directors.*

(a) The number of Directors shall be not less than one (1) nor more than ten (10). Such number shall be fixed, from time to time, by the Members. There shall be two (2) classes of directors: Class A Directors and Class B Directors. A majority of the Board of Directors shall be comprised at all times (other than if a Class A Member becomes a Class B Member as provided in Section 5.02(b)) of Class A Directors.

(b) Only (i) descendants of both of Dean V. and Barbara E. White, and (ii) the spouses of such descendants (including any spouse of any deceased descendant of both of Dean V. and Barbara E. White, but only if such spouse and descendant were married to and living with each other as of the date of death of the descendant), shall be eligible to serve as Class A Directors. Any individual who, during his or her term as a director of the Corporation, ceases to be eligible to serve as a Class A Director shall be deemed a Class B Director thereafter and may serve until the next Annual Member Meeting despite the majority requirement in Section 5.02(a), unless and until elected as a Class B Director.

(c) Each Director shall be elected annually by the Members at the Annual Members Meeting, or if there is only one Member, by annual action of the Member as provided in these Bylaws. Each Director shall hold office until the next Annual Member Meeting, or annual action of the Member, and until the Director's successor shall have been elected and qualified.

(d) There shall be no limit on the number of consecutive terms an individual may serve as a Class A Director; no individual may serve as a Class B Director for more than ten (10) consecutive one-year terms, including any partial terms.

(e) No individual shall be eligible to serve as a Director unless and until such individual has attained twenty-one (21) years of age.

(f) Directors need not be residents of Delaware.

SECTION 5.03. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution. If the election of Officers shall not be held at any annual meeting of the Board of Directors, the Board of Directors shall cause the election to be held at an additional regular meeting or at a special meeting of the Board of Directors as soon thereafter as may be convenient.

SECTION 5.04. Special Meetings. Special meetings may be called by or at the request of the Chairman of the Board of Directors (if any), the President, or any two (2) Directors. The person or persons authorized to call special meetings may fix any place as the place for holding any special meeting called by such person or persons.

SECTION 5.05. Notice of Meetings. Unless otherwise required by Delaware Law, the Certificate of Incorporation, or these Bylaws, notice of the annual, other regular, or special meeting of the Board of Directors shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of such meeting in writing to each Director at his or her address as it appears on the records of the Corporation, stating the place, date, hour, and, in the case of a special meeting, the purpose(s) for which the meeting is called, unless such notice is waived by the Directors.

SECTION 5.06. Quorum. A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If fewer than a majority of the Directors is present at a meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 5.07. Use of Conference Telephone or Other Communications Equipment. Members of the Board of Directors or any committee thereof may participate in and act at any meeting of the Board of Directors, or committee, by means of a conference telephone or other similar interactive technology, including, but not limited to electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

SECTION 5.08. Manner of Acting. Unless otherwise required by Delaware Law, the Certificate of Incorporation, or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 5.09. Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Board of Directors or by all members of such committee, as

the case may be. The writing or writings shall be filed with the minutes of the proceedings of the Board of Directors or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. A Director or committee member, as the case may be, may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory (a) to serve as his or her signature and (b) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic communication that (i) contains or attaches the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the subject line.

SECTION 5.10. Resignation. Any Director may resign at any time by giving oral tender of resignation at any meeting of the Board of Directors or by giving written notice to the Secretary of the Corporation. Written notice of resignation shall be effective when the notice is delivered unless the resignation specifies a later effective date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.11. Removal. A Director may be removed, with or without cause, at any time by the vote of a majority of all the Members, and the vacancy in the Board of Directors caused by any such removal may be filled by the Members at any meeting thereof.

SECTION 5.12. Vacancies. Any vacancy occurring in the Board of Directors because of death, resignation, or disqualification, or any directorship to be filled by reason of an increase in the number of Directors, may be filled by either (a) the Board of Directors at any regular meeting, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors then in office or (b) the Members, at a special meeting called for that purpose, by the affirmative vote of a majority of all the Members.

SECTION 5.13. Compensation. The Members shall have the authority to establish reasonable compensation, if any, of the Directors for services to the Corporation. Furthermore, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services rendered to the Corporation that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Corporation, so long as the Directors comply with any conflict of interest policy adopted by the Board of Directors. Directors may receive reimbursement for reasonable expenses incurred in connection with Corporation matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE VI

OFFICERS

SECTION 6.01. *Officers.* The Board of Directors shall elect a President, a Secretary, and a Treasurer of the Corporation, and there may be a Chairman of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such other officers of the Corporation as may be determined from time to time by the Board of Directors (each, an "Officer," and taken together with all other officers of the Corporation, the "Officers"). Any two or more offices may be held by the same person. The Officers shall have such duties as are hereafter described and such additional duties as the Board of Directors may from time to time prescribe. With the exception of the Chairman of the Board of Directors (if any), who must be a Director of the Corporation, Officers need not be Directors.

SECTION 6.02. *Election and Term of Office.* The Officers shall be elected annually by the Board of Directors at the annual meeting of the Directors. If the election of the Officers is not held at such meeting, the Board of Directors shall cause the election to be held at an additional regular meeting or at a special meeting of the Board of Directors called for that purpose as soon thereafter as may be convenient. Each Officer shall hold office until the Officer's successor has been duly elected and qualified or until the Officer's death or until the Officer has resigned or been removed in the manner hereinafter provided. Election of an Officer shall not of itself create contract rights.

SECTION 6.03. *Resignation.* Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall be effective when the notice is delivered unless the resignation specifies a later effective date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.04. *Removal.* Any Officer elected by the Board of Directors may be removed at any time, with or without cause, by the vote of a majority of the Directors then in office at any meeting thereof. Removal shall be without prejudice to the contract rights, if any, of the person or persons so removed.

SECTION 6.05. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors at any meeting thereof. An Officer elected to fill a vacancy shall be elected to serve until the next annual meeting of the Board of Directors.

SECTION 6.06. *President.* The President shall be the principal executive officer of the Corporation and as such shall exercise general supervision of all operations and personnel of the Corporation, subject to the direction or approval of the Board of Directors. If there is no Chairman of the Board, the President shall preside at all meetings of the Board of Directors and all meetings of the Members at which he or she is present and shall see that the orders and resolutions of the Board of Directors are carried into effect, except in those instances in which that responsibility is assigned to

some other person by the Board of Directors. The President may sign bonds, mortgages, and all other contracts and documents, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors, or by these Bylaws to some other Officer or agent of the Corporation.

SECTION 6.07. *Vice President or Vice Presidents.* One or more Vice Presidents may be elected from time to time by the Board of Directors. The Vice President (or, in the event there is more than one Vice President, each of the Vice Presidents) shall perform such duties as shall be assigned to the Vice President by the President or the Board of Directors. Unless their authority is expressly limited, in the absence of the President or in the event of the President's inability or refusal to act, the Vice President, or each of the Vice Presidents (in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such a designation, or in the absence of any such designation, then in the order of their seniority of tenure), as the case may be, shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions of the President.

SECTION 6.08. *Secretary.* The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in one or more books provided for that purpose; be custodian of the Corporate records; keep a register of the post office address and any electronic address of each Director and Member, which shall be furnished to the Secretary by such Director or Member; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

SECTION 6.09. *Treasurer.* The Treasurer shall be the principal financial officer of the Corporation. The Treasurer shall: (a) have charge of and be responsible for overseeing the maintenance of adequate books of account for the Corporation; (b) have charge of all funds and securities of the Corporation, and be responsible for overseeing the management thereof, and for the receipt and disbursement thereof; and (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 6.10. *Chairman of the Board of Directors.* The Chairman of the Board of Directors, if any, shall preside at all meetings of the Board of Directors and all meetings of the Members at which he or she is present. Except where the signature of the President is required by law, the Chairman of the Board of Directors shall possess the same power as the President to sign bonds, mortgages, and all other contracts and documents that may be authorized by the Board of Directors.

SECTION 6.11. *Assistant Treasurers and Assistant Secretaries.* Any Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be

assigned to them by the Treasurer or the Secretary, respectively, or by the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

SECTION 6.12. *Other Officers and Agents.* Officers and agents of the Corporation, if any, other than those whose duties are provided for in these Bylaws, shall have such authority and perform such duties as may from time to time be prescribed by the Board of Directors.

SECTION 6.13. *Absence of Officers.* In the absence of any Officer, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties, or any such powers or duties, of any Officer to any other Officer or to any Director.

SECTION 6.14. *Compensation.* The Board of Directors shall have the authority to establish reasonable compensation of any Officer for services to the Corporation.

ARTICLE VII

COMMITTEES

SECTION 7.01. *Board Committees.* Whenever its number consists of three (3) or more individuals, the Board of Directors may, by resolution adopted by a majority of the Directors in office, designate one or more committees of the Board of Directors, each to consist of two (2) or more of the Directors. Any such committee, to the extent provided in the resolution of the Board of Directors, may exercise the powers and authority of the Board of Directors in the management of the affairs of the Corporation with the exception of any authority the delegation of which is prohibited by Section 141 of Delaware Law, and may authorize the seal of the Corporation to be affixed to all papers that may require it.

SECTION 7.02. *Advisory Committees.* By resolution, the Board of Directors may designate other advisory committees not having and exercising the authority of the Board of Directors in the management of the Corporation. Members of any such advisory committee may, but need not, be Directors, and the Board of Directors shall appoint the members thereof, except as and to the extent such authority shall be vested in an Officer or agent of the Corporation by the Board of Directors.

SECTION 7.03. *Term of Office.* Each member of a committee of the Board of Directors or an advisory committee (each, a "Committee Member") shall continue as such until the next annual meeting and until such Committee Member's successor is appointed, unless the committee shall be sooner terminated by resolution of the Board of Directors, or unless such Committee Member resigns or is removed from such committee. Any Committee Member may be removed, with or without cause, by the

person or persons authorized to appoint such Committee Member whenever in such person's or persons' judgment the best interests of the Corporation shall be served by such removal.

SECTION 7.04. *Chair.* One or more members of each committee shall be appointed as chair by the person or persons authorized to appoint Committee Members thereof.

SECTION 7.05. *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the original appointments.

SECTION 7.06. *Quorum.* Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the Committee Members shall constitute a quorum and the act of a majority of the Committee Members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7.07. *Rules.* Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, GIFTS AND INVESTMENTS

SECTION 8.01. *Contracts.* The Board of Directors may authorize any Officer or Officers or agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 8.02. *Checks, Drafts, Etc.* All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 8.03. *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution.

SECTION 8.04. *Gifts.* The Board of Directors may accept or reject, or by resolution may authorize any Officer or Officers or agent or agents of the Corporation to accept or reject, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

SECTION 8.05. *Investments.* The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the Corporation, and may retain any or all of the assets transferred to the Corporation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the Corporation as stated in its Certificate of Incorporation, and such powers shall not be exercised so as to cause the Corporation to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3).

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and each committee thereof.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall end on the last day of December each year.

ARTICLE XI

SEAL

The seal of the Corporation shall be in such form as from time to time may be adopted by the Board of Directors; provided, however, the Corporation is not required to have a seal.

ARTICLE XII

WAIVER OF NOTICE

SECTION 12.01. *Written Waiver of Notice.* A written waiver of any required notice, signed by the person entitled to notice, or a waiver given by electronic transmission by the person entitled to notice, whether before or after the date stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Members, the Board of Directors, or a committee thereof, need be specified in any written waiver of notice.

SECTION 12.02. Attendance as Waiver of Notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, and objects at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIII

INDEMNIFICATION AND INSURANCE

SECTION 13.01. Indemnification. The Corporation shall indemnify each person who is or was a Director, Officer, or committee member, or who is serving or has served at the request of the Corporation as a director, trustee, or officer of another corporation, partnership, joint venture, trust, or other enterprise, and may indemnify any person who is or was an employee or agent of the Corporation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the State of Delaware and by Code Section 4941, if applicable, in the event any of such persons was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative.

SECTION 13.02. Authorization of Indemnification. Any indemnification under this Article XIII (unless the indemnification is ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, committee member, employee, or agent of the Corporation is proper in the circumstances. In the case of indemnification that is mandatory under Section 13.01 hereof, the determination shall be limited to (a) whether the person to be indemnified has met the standards specified in Section 13.01 and (b) the amount of the indemnification permitted by law. Any determination under this Section 13.02 shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

SECTION 13.03. Advance Payments. Expenses incurred by a Director, Officer, or committee member of the Corporation in defending any civil, criminal, administrative, or investigative action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article XIII, unless such payment would constitute an excess benefit transaction under Code Section 4941, if applicable.

SECTION 13.04. Non-Exclusivity and Continuation. The indemnification provided by this Article XIII shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be

entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, committee member, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 13.05. Insurance. The Corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article XIII, and (b) on behalf of any person who is or was a Director, Officer, committee member, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article XIII.

ARTICLE XIV

AMENDMENTS TO BYLAWS

SECTION 14.01. Amendments by the Members. Subject to Section 3.03 of these Bylaws, these Bylaws may be altered, amended, or repealed and new Bylaws, not inconsistent with any provision of the Certificate of Incorporation or any provision of law, may be adopted the affirmative vote of a majority of the Members. Such action may be taken at any meeting of the Members, provided that notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of any meeting at which such action is taken.

SECTION 14.02. Implied Amendments. Any action taken or authorized by the Members that would be inconsistent with the Bylaws then in effect but is taken or authorized by the affirmative vote of a majority of all Members in office shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized, and subject to the restrictions stated in Section 3.03 of these Bylaws.

ARTICLE XV

MISCELLANEOUS

SECTION 15.01. Definitions. In addition to the terms defined elsewhere in these Bylaws, the following terms shall have the following meanings when used herein:

- (a) "Certificate of Incorporation" means the Certificate of Incorporation of the Corporation as filed with the Secretary of State of the State of

Delaware on May 20, 1997, as amended on October 11, 2013, and any current and future amendments thereto.

- (b) **"Code Section" or "Code Sections"** means a section or sections of the Internal Revenue Code of 1986, as amended, and shall include corresponding provisions of future federal tax laws, all as from time to time in effect.
- (c) **"Director"** means a member of the Board of Directors.

SECTION 15.02. Writings. Any action required in these Bylaws to be "written," to be "in writing," to have "written consent," to have "written approval," and the like by or of the Members, Directors, or Committee Members shall include any such communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission.

SECTION 15.03. Electronic Signatures. Any action required in these Bylaws to be "signed" or to have a "signature" by or of a Member, a Director, or a Committee Member shall include an action signed with an electronic signature that is any symbol executed or adopted, or any security procedure employed or adopted, by or on behalf of a person with intent to authenticate a record and which is attached to or logically associated with the action in electronic form.

SECTION 15.04. Notice. Any notice required by Delaware Law, the Certificate of Incorporation, or these Bylaws may be delivered by mail, electronic transmission, or by any other means permitted by Delaware Law or these Bylaws. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the person entitled to notice at his or her address as it appears on the records of the Corporation with first-class postage thereon prepaid. If notice is given by electronic transmission, such notice shall be deemed to be delivered upon direction to the e-mail address, facsimile number, or other contact information of record of the person entitled to notice. If sent by another means (including telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the person entitled to notice.