Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: W.P. & H.B. White Foundation

A Employer identification number: 36-2601558

Number and street (or P O box number if mail is not delivered to street address): 540 Frontage Road

Room/suite: 3240

B Telephone number: (847)446-1441

City or town, state or province, country, and ZIP or foreign postal code: Northfield, IL 60093

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 27,799,305.

J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) Modified Cash *(Part I, column (d) must be on cash basis.)*

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

ENVELOPE POSTMARK DATE JUL 23 2014

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	332,784.	332,784.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,534,770.			
	b Gross sales price for all assets on line 6a 8,954,963.				
	7 Capital gain net income (from Part IV, line 2)		1,534,770.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<61,637.>	417.		Statement 2
	12 Total. Add lines 1 through 11	1,805,917.	1,867,971.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	158,450.	35,554.		122,896.
	14 Other employee salaries and wages	64,777.	5,830.		58,947.
	15 Pension plans, employee benefits	49,064.	2,749.		46,315.
	16a Legal fees				
	b Accounting fees Stmt 3	17,100.	4,275.		12,825.
	c Other professional fees Stmt 4	4,435.	0.		4,435.
	17 Interest	9,405.	9,405.		0.
	18 Taxes Stmt 5	44,019.	8,153.		0.
	19 Depreciation and depletion	276.	276.		
	20 Occupancy	17,818.	178.		17,640.
	21 Travel, conferences, and meetings	12,984.	408.		12,545.
	22 Printing and publications				
	23 Other expenses Stmt 6	17,724.	7,860.		9,864.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	396,052.	74,688.		285,467.
	25 Contributions, gifts, grants paid	696,505.			696,505.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,092,557.	74,688.		981,972.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	713,360.			
	b **Net investment income** (if negative, enter -0-)		1,793,283.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,141,926.	392,870.	392,870.
	3	Accounts receivable ▶ 1,451. Less: allowance for doubtful accounts ▶	1,462.	1,451.	1,451.
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6,852.	8,305.	8,305.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 7	18,192,069.	19,658,905.	27,393,560.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ 16,887. Less accumulated depreciation ▶ 16,472.	691.	415.	415.
	15	Other assets (describe ▶ Statement 8)	7,570.	2,704.	2,704.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	19,350,570.	20,064,650.	27,799,305.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ Statement 9)	0.	720.	
	23	**Total liabilities** (add lines 17 through 22)	0.	720.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	19,350,570.	20,063,930.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	19,350,570.	20,063,930.	
	31	**Total liabilities and net assets/fund balances**	19,350,570.	20,064,650.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	19,350,570.
2	Enter amount from Part I, line 27a	2	713,360.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20,063,930.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,063,930.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Publicly Traded Securities			
b	Publicly Traded Securities			
c	Publicly Traded Securities			
d	Capital Gains Dividends			
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	217,781.		207,569.	10,212.
b	1,074,488.		945,070.	129,418.
c	7,506,875.		6,267,554.	1,239,321.
d	155,819.			155,819.
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				10,212.
b				129,418.
c				1,239,321.
d				155,819.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,534,770.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	914,877.	20,962,564.	.043643
2011	944,310.	20,715,228.	.045585
2010	1,283,345.	19,974,721.	.064248
2009	1,072,328.	17,780,001.	.060311
2008	1,546,714.	23,572,760.	.065614

2	**Total** of line 1, column (d)	2	.279401
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	.055880
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	24,553,505.
5	Multiply line 4 by line 3	5	1,372,050.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,933.
7	Add lines 5 and 6	7	1,389,983.
8	Enter qualifying distributions from Part XII, line 4	8	981,972.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	35,866.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	35,866.
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	35,866.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	38,570.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,296.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	44,866.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	9,000.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	9,000.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 10		158,450.	27,779.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Val Valsan - 540 Frontage Rd., Ste. 3240, Northfield, IL 60093	Office Admin 40.00	64,777.	21,284.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	24,358,191.
b	Average of monthly cash balances	1b	569,225.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	24,927,416.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	24,927,416.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	373,911.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,553,505.
6	**Minimum investment return.** Enter 5% of line 5	6	1,227,675.

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	1,227,675.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 35,866.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	35,866.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,191,809.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,191,809.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,191,809.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	981,972.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	981,972.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	981,972.

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				1,191,809.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 376,388.				
b From 2009 192,696.				
c From 2010 295,297.				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	864,381.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 981,972.				
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				981,972.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	209,837.			209,837.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	654,544.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	166,551.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	487,993.			
10 Analysis of line 9:				
a Excess from 2009 192,696.				
b Excess from 2010 295,297.				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

See Statement 11

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Cash Contribution (50%) through K-1 Energy Transfer Equity LP	None	PC	Cash Contribution (50%) through K-1 Energy Transfer Equity LP	5.
See attached schedule	None			696,500.
Total			▶ **3a**	696,505.
b *Approved for future payment* None				
Total			▶ **3b**	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	332,784.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	<60,932.>	18	417.	<1,122.>
8 Gain or (loss) from sales of assets other than inventory			18	1,534,770.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<60,932.>		1,867,971.	<1,122.>

13 **Total**. Add line 12, columns (b), (d), and (e) 13 1,805,917.

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

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

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

323621 10-10-13

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Signature of officer or trustee

Date 7/8/14

▶ Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Elizabeth A. Vaccariello		6/27/14		P00357347

Firm's name ▶ Varey & Vaccariello CPAs PC

Firm's EIN ▶ 36-3994838

Firm's address ▶ 617 East Golf Road, Suite 107
Arlington Heights, IL 60005

Phone no. 847-228-6977

DEPRECIATION
(Page 1, Part I, Line 19)

Description	**Year Acquired**	**Cost**	**Accumulated Depreciation**	**Method**	**Life**	**Current Year Provision**
Furniture and fixtures	1983	$ 5,068	$ 5,068	SL	5 yr	$ -
Furniture and fixtures	1985	586	586	SL	5 yr	-
Furniture and fixtures	1987	958	958	SL	5 yr	-
Furniture and fixtures	1989	633	633	SL	10 yr	-
Furniture and fixtures	1990	1,520	1,520	SL	5 yr	-
Furniture and fixtures	1991	3,239	3,239	SL	10 yr	-
Furniture and fixtures	1992	499	499	SL	10 yr	-
Furniture and fixtures	1993	390	390	SL	5 yr	-
Furniture and fixtures	1994	150	150	SL	5 yr	-
Furniture and fixtures	1995	1,541	1,541	SL	5 yr	-
Furniture and fixtures	2006	920	920	SL	5 yr	-
Furniture and fixtures	2010	1,383	968	SL	5 yr	276
TOTALS		**$ 16,887**	**$ 16,472**			**$ 276**

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

Description	December 31, 2012	December 31, 2013
Furniture and fixtures	$ 16,887	$ 16,887
Less: Accumulated Depreciation	16,196	16,472
NET BOOK VALUE	**$ 691**	**$ 415**

Legend:
PC = Public Charity IRC Sec 509(a)(1) or (2)
SO I = Public Charity IRC Sec 509(a)(3) Type 1

W.P. & H.B. White Foundation Payments Status
2013 Grants

Organization/ Proposal Description	Status	Payment Amount
1. A Safe Haven 2750 West Roosevelt Road Chicago, IL 60608 13-45 General Support	PC	10,000
2. Amate House 3600 S. Seeley Avenue Chicago, IL 60609 13-01 General Support	PC	10,000
3. Bickerdike Redevelopment Corporation 2550 West North Avenue Chicago, IL 60647 12-152 Affordable Housing Initiative	PC	5,000
4. Big Shoulders Fund 212 West Van Buren Street, Suite 900 Chicago, IL 60607 13-88 General Support	PC	22,000
5. Bridge 2 Freedom 130 N. Central Avenue Chicago, IL 60644 13-103 Housing for 3 Female ex-offenders	PC	5,000
6. BUILD 5100 W. Harrison Street Chicago, IL 60644 13-57 General Support	PC	7,000
7. By The Hand Club For Kids 1000 N. Sedgwick Chicago, IL 60610 12-157 Literacy Initiative	PC	12,000
8. CARA Program 237 S. Desplaines Chicago, IL 60661 12-156 General Support	PC	15,000
9. Casa Central 1343 North California Avenue Chicago, IL 60622 13-92 La Posada Program	PC	12,000
10. CASA of Cook County 910 W. Van Buren Street, #339 Chicago, IL 60607 13-47 General Support	PC	10,000
11. Catholic Theological Union 5401 South Cornell Avenue Chicago, IL 60615 11-159 General Support	PC	20,000

	Status	
12. CAWC 1116 N. Kedzie, 5th Floor Chicago, IL 60651 12-132 General Support	PC	10,000
13. Chicago Botanic Garden 1000 Lake Cook Road Glencoe, IL 60022 13-16 Science Career Continuum	PC	7,500
14. Chicago Children's Advocacy Center 1240 South Damen Avenue Chicago, IL 60608 12-153 Advocacy Program	PC	12,000
15. Chicago Youth Programs 5350 S. Prairie Avenue Chicago, IL 60615 13-13 General Support	PC	12,000
16. Child's Voice 180 Hansen Court Wood Dale, IL 60191 13-44 Early Intervention Toddler Group	PC	8,000
17. Children's Oncology Services, Inc. 213 W. Institute Place, Suite 511 Chicago, IL 60610 12-144 2013 Summer Camp for Children with Cancer	PC	7,500
18. Communities in Schools of Chicago 815 West Van Buren, Suite 300 Chicago, IL 60607 12-155 General Support	PC	12,000
19. Community Counseling Centers of Chicago 4740 North Clark Street Chicago, IL 60640 12-150 Parenting Fundamentals Program	PC	5,000
20. CommunityHealth, NFP 2611 W. Chicago Avenue Chicago, IL 60622 13-91 General Support	PC	17,000
21. De La Salle Institute 3455 South Wabash Avenue Chicago, IL 60616-3885 13-69 Student Financial Assistance Program	PC	15,000
22. Deborah's Place 2822 West Jackson Chicago, IL 60612 13-23 General Support	PC	12,000
23. Executive Service Corps of Chicago 25 East Washington Street, Suite 1500 Chicago, IL 60602-1804 13-71 General Support	PC	7,000

Status

24. Facing Forward To End Homelessness
642 North Kedzie Avenue
Chicago, IL 60612
13-46 Sanctuary Place PC 10,000

25. Family Rescue
PO Box 17528
Chicago, IL 60617
13-07 General Support PC 12,000

26. Feed My Starving Children
401 93rd Avenue NW
Coon Rapids, MN 55433
13-138 help for Typhoon Haiyan/Philippines PC 20,000

27. Greater West Town Community Development
500 N. Sacramento Blvd
Chicago, IL 60612
12-145 Vocational Training Program PC 15,000

28. Holy Trinity High School
1443 West Division Street
Chicago, IL 60642
12-123 Financial Aid PC 17,000

29. House of the Good Shepherd
1114 W. Grace Street
Chicago, IL 60613
12-136 General Support PC 10,000

30. Housing Opportunities for Women
1607 W. Howard Street, 2nd Floor
Chicago, IL 60626
13-35 General Support PC 10,000

31. Howard Area Community Center
7648 N. Paulina Street
Chicago, IL 60626
12-124 Early Childhood & Home Visiting Program PC 10,000

32. Infant Welfare Society of Chicago
3600 West Fullerton
Chicago, IL 60647
13-78 General Support PC 12,000

33. Interfaith House
3456 W. Franklin Blvd.
Chicago, IL 60624
13-84 General Support PC 12,000

34. Jane Addams Resource Corporation
4432 N. Ravenswood Avenue
Chicago, IL 60640-5803
13-48 General Support PC 12,000

35. Josephinum Academy
1501 North Oakley
Chicago, IL 60622
12-151 tuition assistance PC 15,000

Status

36. Juvenile Protective Association
1707 N. Halsted
Chicago, IL 60614
13-10 Building Bridges to Lawndale Project PC 7,000

37. Lambs Farm
14245 W. Rockland Road
Libertyville, IL 60048
13-90 Comprehensive Vocational Services PC 10,000

38. Lawrence Hall Youth Services
4833 N. Francisco Ave.
Chicago, IL 60625-3698
13-15 Clinical Services Program PC 10,000

39. Leo High School
7901 S. Sangamon Street
Chicago, IL 60620
13-33 financial assistance PC 10,000

40. Link Unlimited
2221 South State Street
Chicago, IL 60616
13-32 College Readiness & Success Program PC 13,000

41. Lydia Home Association
4300 W. Irving Park Road
Chicago, IL 60641-2825
13-62 Safe Families Program PC 14,000

42. Mercy Housing Lakefront
120 S. LaSalle Street, Suite 1850
Chicago, IL 60603
13-59 General Support PC 10,000

43. Midtown Educational Foundation
718 South Loomis Street
Chicago, IL 60607
13-77 General Support PC 5,000

44. Mobile C.A.R.E. Foundation
3247 West 26th Street, Suite 2
Chicago, IL 60623
12-125 Asthma Management Program, ARD PC 10,000

45. Mother McAuley Liberal Arts High School
3737 W. 99th Street
Chicago, IL 60655
13-70 tuition assistance for 8 minority students PC 12,000

46. Mount Carmel High School
6410 South Dante Avenue
Chicago, IL 60637-3896
13-58 McDermott-Doyle Program PC 12,000

47. Neopolitan Lighthouse
PO Box 24709
Chicago, IL 60624
13-66 General Support PC 7,500

Status

48. Old Irving Park Community Clinic
5425 W. Addison Street
Chicago, IL 60641
13-12 General Support PC 10,000

49. OneGoal
215 W. Superior, Suite 700
Chicago, IL 60654
13-26 General Support PC 10,000

50. Our Lady of Tepeyac High School
2228 South Whipple
Chicago, IL 60623
13-79 needs based financial aid PC 20,000

51. Providence-St. Mel School
119 S. Central Park Boulevard
Chicago, IL 60624
13-30 high school scholarships PC 7,500

52. Queen of Peace High School
7659 South Linder
Burbank, IL 60459
13-05 Scholarship program PC 12,000

53. Reading in Motion
65 E. Wacker Pl. Suite 1800
Chicago, IL 60601
13-08 General Support PC 10,000

54. SGA Youth & Family Services
11 East Adams, Suite 1500
Chicago, IL 60603
13-93 School Based Services PC 7,000

55. Southwest Chicago PADS
3121 West 71st Street
Chicago, IL 60629-0453
13-80 Case Management Program PC 5,000

56. St. Bernard Hospital & Health Care Center
326 West 64th Street
Chicago, IL 60621
12-126 Dental Center PC 8,000

57. St. Patrick High School
5900 West Belmont Avenue
Chicago, IL 60634-5199
13-83 Financial Assistance Program PC 14,000

58. St. Vincent de Paul Center
2145 North Halsted Street
Chicago, IL 60614
12-129 Child Development Program PC 10,000

59. Target H.O.P.E.
4713 Blarney Drive
Matteson, IL 60443
13-49 STEM Project PC 20,000

Status

60. The Cradle Foundation
2049 Ridge Avenue
Evanston, IL 60201-2794
13-87 Nursery & Special Needs Program SO I 10,000

61. The Women's Treatment Center
140 North Ashland Avenue
Chicago, IL 60607
13-11 General Support PC 10,000

62. Umoja Student Development Corp.
954 W. Washington, Suite 225
Chicago, IL 60607
13-63 General Support PC 12,000

63. Youth Job Center of Evanston, Inc.
1114 Church Street
Evanston, IL 60201
12-133 Summer Tutors Program PC 2,500

Grand Total (63) **$ 696,500**
2013

Form 990-PF	Dividends and Interest from Securities	Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Energy Transfer Equity LP	17,543.	3,501.	14,042.
Fidelity Brokerage - Z67-313912 - Dividends	3,338.	0.	3,338.
Fidelity Brokerage - Z85-113638	467,722.	152,318.	315,404.
Total to Fm 990-PF, Part I, ln 4	488,603.	155,819.	332,784.

Form 990-PF	Other Income	Statement 2

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Litigation Claims	417.	417.	
Energy Transfer Equity LP - From K-1	<60,932.>	0.	
Energy Transfer Equity LP - Non-Deductible Expense	<1,122.>	0.	
Total to Form 990-PF, Part I, line 11	<61,637.>	417.	

Form 990-PF	Accounting Fees	Statement 3

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

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Computer consultant	4,435.	0.		4,435.
To Form 990-PF, Pg 1, ln 16c	4,435.	0.		4,435.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Section 4940 excise tax	35,866.	0.		0.
Foreign tax on dividends	8,153.	8,153.		0.
To Form 990-PF, Pg 1, ln 18	44,019.	8,153.		0.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Financial reports	10.	10.		0.
Insurance	2,193.	22.		2,171.
Office expense	2,493.	332.		2,161.
Postage	2,739.	1,615.		1,124.
Subscriptions	5,789.	5,789.		0.
Dues	3,695.	15.		3,680.
Bank service charges	77.	77.		0.
License and fees	728.	0.		728.
To Form 990-PF, Pg 1, ln 23	17,724.	7,860.		9,864.

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
Corporate Stock	19,658,905.	27,393,560.
Total to Form 990-PF, Part II, line 10b	19,658,905.	27,393,560.

Form 990-PF Other Assets Statement 8

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Section 4940 excise tax deposit	7,570.	2,704.	2,704.
To Form 990-PF, Part II, line 15	7,570.	2,704.	2,704.

Form 990-PF Other Liabilities Statement 9

Description	BOY Amount	EOY Amount
Payroll taxes payable	0.	720.
Total to Form 990-PF, Part II, line 22	0.	720.

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

Description	Shares or Par	12/31/2013 Book Value	12/31/2013 Market Value
American Tower Corp	7,500.000	574,639 95	598,650.00
Apple Inc	700.000	318,801.25	392,714 00
Berkshire Hathaway Inc CL B Ne	13,500 000	1,034,808 60	1,600,560 00
Brown Capital Mgt	16,219.309	1,000,150 00	1,202,012.99
Buffalo Emerging Opportunities	33,021 464	600,000.00	659,438.64
Carmax Inc	10,500.000	278,362.37	493,710.00
CISCO Systems Inc	16,900.000	35,241.20	379,067 00
Coca-Cola Co	18,000 000	691,837.95	743,580.00
Compass Minerals	11,500.000	886,455.70	920,575 00
EBay Inc	19,500 000	650,951 27	1,069,867.50
Enbridge Inc	15,000.000	673,929.00	655,200 00
Energy Transfer Equity LP	20,000.000	424,974.01	1,634,800.00
Express Scripts Hldgs	16,500.000	903,063 59	1,158,960.00
Exxon Mobil Corp	6,200.000	311,497.35	627,440 00
Fidelity Small Cap Value	28,522 533	500,000.00	571,591 56
Gilead Sciences Inc	11,700.000	595,718.13	878,670 00
Guggenheim S&P 500	8,900.000	500,534 65	685,923.00
Icon Ord Euro 06	8,400.000	320,025 27	339,494.40
Intel Corp	14,500.000	304,481 85	376,347.50
IShares Core S&P	400.000	66,291 92	74,260.00
IShares Nasdaq Biotech	500.000	111,550 45	113,530.00
Kinder Morgan Mgmt LLC	6,802.000	167,712 49	514,639.32
Lowes Companies	29,000.000	770,575 66	1,436,950.00
Market Vectors	25,000.000	566,435 65	721,000 00
Market Vectors Biotech	1,200.000	104,830 11	106,224 00
Matthews Asia Dividend Fund	24,374 654	325,144.18	380,244 60
National Oilwell Varco	13,000 000	912,963.56	1,033,890.00
Novartis Ag ADR	10,300.000	580,153.35	827,914.00
Oakmark International	18,146 029	305,115.04	477,603 48
Oppenheimer Dev	17,655.810	510,566.70	671,273 90
Oracle Corp	14,500.000	413,893.65	554,770.00
Paychex Inc	27,500.000	890,556.08	1,252,075.00
Sanofi Sponsored ADR	6,000.000	307,810 58	321,780.00
Schwab Charles Corp New	33,500.000	722,063.30	871,000 00
SPDR S&P Biotech ETF	800.000	103,375.55	104,160 00
T Rowe Price Media & Telecomm	11,433.571	603,806.28	794,175.84
Vulcan Materials Co	10,000.000	508,876 50	594,200 00
Wasatch Small Cap Growth	15,797.008	484,220.71	828,869.01
Wells Fargo & Co	16,000.000	597,491.50	726,400.00
TOTALS		**$ 19,658,905.40**	**$ 27,393,560.74**

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Steven R. White 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	President and Executive Di 40.00	128,450.	27,779.	0.
John J. McCortney 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	Secretary 5.00	10,000.	0.	0.
Philip O'C. White 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	V President/Treasurer 5.00	10,000.	0.	0.
William P. White, III 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	Director 5.00	10,000.	0.	0.
Roger B. White 540 Frontage Rd., Ste. 3240 Northfield, IL 60093	Director 5.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		158,450.	27,779.	0.

Form 990-PF Grant Application Submission Information Statement 11
Part XV, Lines 2a through 2d

Name and Address of Person to Whom Applications Should be Submitted

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

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

Form and Content of Applications

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

Any Submission Deadlines

None at present

Restrictions and Limitations on Awards

Basically limited to Illinois charities (See attached)

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

GUIDELINES FOR FUNDING

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

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

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

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

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

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

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

5/8/2014

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

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

OMB No. 1545-1709

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

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

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

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

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

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

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

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

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

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

Telephone No ▶ 847-446-1441 Fax No. ▶ 847-446-1443

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ ☒ calendar year 2013 or

▶ ☐ tax year beginning ______________ , and ending ______________

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 44,866.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 38,570.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 6,296.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2014)

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12-31-13