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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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

WHISPERING FOX FOUNDATION
C/O MAFFEI & ASSOCIATES, CPAs, LLC

Number and street (or P.O. box number if mail is not delivered to street address)

3225 TEMPLETON GAP ROAD

Room/suite

105

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

COLORADO SPRINGS, CO 80907

A Employer identification number

36-4579715

B Telephone number

719-633-4681

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 12,150,533.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

(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

0.

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

473,242.

473,242.

Statement 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 5,384,699.

<22,221.>

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

451,021.

473,242.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

Stmnt 2

23,132.

0.

23,132.

b Accounting fees

Stmnt 3

9,205.

4,603.

4,602.

c Other professional fees

Stmnt 4

45,051.

45,051.

0.

17 Interest

18 Taxes

Stmnt 5

3,297.

3,297.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

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

80,685.

52,951.

27,734.

25 Contributions, gifts, grants paid

450,100.

450,100.

26 Total expenses and disbursements. Add lines 24 and 25

530,785.

52,951.

477,834.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<79,764.>

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

420,291.

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	41,756.	47,432.	47,432.
	3 Accounts receivable ▶ 12,010.			
	Less: allowance for doubtful accounts ▶	4,622.	12,010.	12,010.
	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	2,920.	10,160.	10,160.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	10,846,626.	10,735,839.	12,080,931.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	10,895,924.	10,805,441.	12,150,533.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,895,924.	10,805,441.	
	30 Total net assets or fund balances	10,895,924.	10,805,441.	
31 Total liabilities and net assets/fund balances	10,895,924.	10,805,441.		

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	10,895,924.
2 Enter amount from Part I, line 27a	2	<79,764.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,816,160.
5 Decreases not included in line 2 (itemize) ▶ See Statement 6	5	10,719.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,805,441.

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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				
b See Attached Statements				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 5,384,699.		5,406,920.	<22,221.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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				
b				
c				
d				
e			<22,221.>	
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	<22,221.>
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	440,861.	10,005,267.	.044063
2011	485,456.	9,696,751.	.050064
2010	355,203.	9,023,779.	.039363
2009	552,734.	7,970,226.	.069350
2008	538,110.	9,971,647.	.053964
2 Total of line 1, column (d)			2 .256804
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 .051361
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 11,673,011.
5 Multiply line 4 by line 3			5 599,538.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,203.
7 Add lines 5 and 6			7 603,741.
8 Enter qualifying distributions from Part XII, line 4			8 477,834.

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	8,406.
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	8,406.
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	8,406.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,160.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	10,160.
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	1,754.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 1,754. Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

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?	Yes	No
1a			X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c	Did the foundation file Form 1120-POL for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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) ☐ CO		
8b	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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Maffei & Associates, CPAs, LLC</u> Telephone no. ► <u>719-633-4681</u> Located at ► <u>3225 Templeton Gap Rd., Suite 105, Colorado Sprin</u> ZIP+4 ► <u>80907</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	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	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?		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	
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870.

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Douglas S Higgins	President			
3225 TEMPLETON GAP RD., SUITE 105				
COLORADO SPRINGS, CO 80907	0.00	0.	0.	0.
Margaret M Higgins	Secretary/Treasurer			
3225 TEMPLETON GAP RD., SUITE 105				
COLORADO SPRINGS, CO 80907	0.00	0.	0.	0.

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

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

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

0

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Part 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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,772,151.
b	Average of monthly cash balances	1b	78,622.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,850,773.
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	11,850,773.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	177,762.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,673,011.
6	Minimum investment return. Enter 5% of line 5	6	583,651.

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	583,651.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,406.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,406.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	575,245.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	575,245.
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	575,245.

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	477,834.
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	477,834.
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	477,834.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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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				575,245.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			442,679.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 477,834.				
a Applied to 2012, but not more than line 2a			442,679.	
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				35,155.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		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				540,090.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

2013.03020 WHISPERING FOX FOUNDATION C 0811 1

WHISPERING FOX FOUNDATION

Form 990-PF (2013)

C/O MAFFEI & ASSOCIATES, CPAs, LLC

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Alliance Defense Fund 15100 N. 90th Street Scottsdale, AZ 85260	None	Other Public Charity	Support religious liberty programs	20,000.
Archdiocese of Chicago 835 N. Rush Street Chicago, IL 60611	None	Other Public Charity	Support Cardinal's student scholarship fund	40,000.
Black Forest Fire/Rescue Protection District 11445 Teachout Road Colorado Springs, CO 80908	None	Other Public Charity	Support for disaster relief and health services	47,000.
Catholic Health Initiative f/b/o Penrose St. Francis Health Foundation 2222 N. Nevada Avenue Colorado Springs, CO 80907	None	Other Public Charity	Support for faith-based health care facilities	24,100.
Center for Urban Renewal and Education 1317 F Street NW, Suite 990 Washington, DC 20004	None	Other Public Charity	Support programs addressing societal problems related to poverty	40,000.
Total	See continuation sheet(s)			3a 450,100.
b Approved for future payment				
None				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	473,242.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	<22,221.>	
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)		0.		451,021.	0.
13	Total. Add line 12, columns (b), (d), and (e)					451,021.

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

[illegible]

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 American High Income Trust	P	Various	12/19/13
b Calamos Growth and Income	P	Various	06/03/13
c PIMCO Total Return Fund	P	Various	12/19/13
d PIMCO Real Return Strategy	P	Various	05/29/13
e Prudential Total Return Bond	P	Various	12/19/13
f RS Global Natural Resources	P	05/30/13	12/19/13
g T Rowe Price Emerg Mkts Stock	P	Various	12/19/13
h American High Income Trust	P	Various	12/19/13
i Calamos Growth and Income	P	Various	06/03/13
j PIMCO Total Return Fund	P	Various	12/19/13
k PIMCO Fundamental Index Plus	P	06/18/12	10/17/13
l PIMCO Real Return Strategy	P	Various	05/29/13
m T Rowe Price Emerg Mkts Stock	P	06/18/12	12/19/13
n American High Income Trust	P	Various	12/19/13
o Calamos Growth and Income	P	Various	06/03/13

(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 49,387.		49,524.	<137.>
b 20,747.		19,751.	996.
c 175,891.		181,464.	<5,573.>
d 102,585.		109,813.	<7,228.>
e 789,865.		813,097.	<23,232.>
f 271,424.		310,424.	<39,000.>
g 4,090.		4,180.	<90.>
h 50,311.		49,020.	1,291.
i 2,761.		2,709.	52.
j 674,492.		710,651.	<36,159.>
k 2,000.		1,641.	359.
l 1,663.		1,817.	<154.>
m 53,976.		50,000.	3,976.
n 710,086.		729,342.	<19,256.>
o 472,168.		443,740.	28,428.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<137.>
b			996.
c			<5,573.>
d			<7,228.>
e			<23,232.>
f			<39,000.>
g			<90.>
h			1,291.
i			52.
j			<36,159.>
k			359.
l			<154.>
m			3,976.
n			<19,256.>
o			28,428.

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

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

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 Columbia Acorn A	P	02/03/06	10/25/13
b Europacific Growth Fund	P	02/03/06	10/25/13
c Keeley Small Cap Value A	P	02/03/06	10/03/13
d MFS Int'l New Discovery	P	02/03/06	10/25/13
e PIMCO Real Return Strategy	P	Various	05/29/13
f T Rowe Price Emerg Mkts Stock	P	Various	12/19/13
g Vanguard Total Bond Mkt Index	P	Various	06/03/13
h Vanguard Windsor II Fund	P	02/03/06	10/25/13
i Vanguard Inflation Protected	P	Various	06/03/13
j			
k			
l			
m			
n			
o			

(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 248,400.		200,285.	48,115.
b 80,000.		71,577.	8,423.
c 2,000.		1,350.	650.
d 30,000.		26,927.	3,073.
e 206,176.		298,473.	<92,297.>
f 278,417.		302,894.	<24,477.>
g 400,000.		367,477.	32,523.
h 153,000.		133,792.	19,208.
i 605,260.		526,972.	78,288.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			48,115.
b			8,423.
c			650.
d			3,073.
e			<92,297.>
f			<24,477.>
g			32,523.
h			19,208.
i			78,288.
j			
k			
l			
m			
n			
o			

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	<22,221.>
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

WHISPERING FOX FOUNDATION
C/O MAFFEI & ASSOCIATES, CPAs, LLC

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
El Paso County Search and Rescue 3950 Interpark Drive Colorado Springs, CO 80907	None	Other Public Charity	Support for search and rescue services for citizens of El Paso County	6,000.
El Paso County Sheriff's Office 27 East Vermijo Street Colorado Springs, CO 80903	None	Other Public Charity	Support for law enforcement and safety services for the residents of El Paso County	30,000.
Faith In Practice 7500 Beechnut Street, Ste 208 Houston, TX 77074	None	Other Public Charity	Support for medical services in Guatemala	40,000.
Humane Society of the United States 2100 L Street, NW Washington, DC 20037	None	Other Public Charity	Support programs and services for animal protection	40,000.
Life Network 3700 Galley Road Colorado Springs, CO 80909	None	Other Public Charity	Support for life-affirming services to women and families	45,000.
Misericordia 6300 North Ridge Chicago, IL 60660	None	Other Public Charity	Support education and health and community outreach programs	20,000.
National Forest Foundation Fort Missoula Rd, Bldg 27, Ste 3 Missoula, MT 59804	None	Other Public Charity	Support forest restoration in Waldo Canyon burn areas	15,000.
Silver Key Senior Services 2250 Bott Avenue Colorado Springs, CO 80904	None	Other Public Charity	Provide support for the elderly	40,000.
Special Kids/Special Families, Inc. 424 W. Pikes Peak Avenue Colorado Springs, CO 80905	None	Other Public Charity	Support programs and services for disabled children	33,000.
The Salvation Army 4751 Broadway Denver, CO 80216	None	Other Public Charity	Support for emergency disaster services	10,000.
Total from continuation sheets				279,000.

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Eagle Muni Money Market	15.	0.	15.	15.	
Raymond James	473,227.	0.	473,227.	473,227.	
To Part I, line 4	473,242.	0.	473,242.	473,242.	

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	23,132.	0.		23,132.
To Form 990-PF, Pg 1, ln 16a	23,132.	0.		23,132.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	9,205.	4,603.		4,602.
To Form 990-PF, Pg 1, ln 16b	9,205.	4,603.		4,602.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment fees/interest	45,051.	45,051.		0.
To Form 990-PF, Pg 1, ln 16c	45,051.	45,051.		0.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	3,297.	3,297.		0.
To Form 990-PF, Pg 1, ln 18	3,297.	3,297.		0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	6
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Description	Amount
Federal tax expense	10,153.
Basis adjustment-Prudential	566.
Total to Form 990-PF, Part III, line 5	10,719.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
AMCAP Fund	536,251.	742,375.
American High Income Fund	0.	0.
Calamos Growth & Income Fund	0.	0.
Columbia Acorn Fund	874,598.	1,066,801.
Europacific Growth Fund	933,419.	1,118,795.
Keeley Small Cap Value Fund	506,126.	803,407.
MFS Intl New Discovery Fund	322,189.	385,664.
PIMCO Commodity Real Return Strategy	271,000.	267,582.
Vanguard Energy Admiral Fund	154,170.	182,034.
Vanguard Total Bd Mkt Index Fd	397,935.	392,460.
Vanguard Windsor II Fund	723,346.	865,063.
Vanguard Inflation Protected Sec Fd	231,808.	206,863.
IVY Asset Strategy Fund A	439,896.	589,710.
T Rowe Price Emerg Mkts Stock	0.	0.
Prudential Global Real Estate	632,848.	707,552.
Franklin Strategic Income	1,014,275.	1,018,686.
PIMCO All Asset Fund	37,825.	35,795.
PIMCO Fundamental Index	460,921.	518,152.
PIMCO Total Return Fund	0.	0.
Invesco Developing Mkts	336,500.	343,380.
JP Morgan High Yield	810,000.	805,960.
Loomis Sayles Global Bond	412,702.	397,972.

WHISPERING FOX FOUNDATION C/O MAFFEI & A

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MFS Research Bond
Vanguard Int-Term Inv Grade

790,000.
850,030.

787,052.
845,628.

Total to Form 990-PF, Part II, line 10b

10,735,839.

12,080,931.