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

2013

Department of the Treasury
Internal Revenue Service

- ▶ 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.

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

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL
920 EAST LINCOLN
BIRMINGHAM, MI 48009

A Employer identification number
38-3191221

B Telephone number (see the instructions)
(248) 644-1901

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 2,184,116.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	103,552.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	58.	58.	N/A	
	4 Dividends and interest from securities	47,489.	47,489.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	269,981.			
	b Gross sales price for all assets on line 6a	860,307.			
	7 Capital gain net income (from Part IV, line 2)		269,981.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	421,080.	317,528.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	4,000.	2,000.		2,000.
	c Other prof fees (attach sch) SEE ST 2	1,250.	625.		625.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 3	4,027.	527.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	15,819.	15,819.			
24 Total operating and administrative expenses. Add lines 13 through 23	25,096.	18,971.		2,625.	
25 Contributions, gifts, grants paid PART XV	154,500.			154,500.	
26 Total expenses and disbursements. Add lines 24 and 25	179,596.	18,971.		157,125.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	241,484.				
b Net investment income (if negative, enter -0-)		298,557.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets

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

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	145,871.		
	2 Savings and temporary cash investments		157,976.	157,976.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	896,049.	911,975.	1,673,187.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	164,518.	338,428.	352,953.	
14 Land, buildings, and equipment, basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	1,206,438.	1,408,379.	2,184,116.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,206,438.	1,408,379.	
	30 Total net assets or fund balances (see instructions)	1,206,438.	1,408,379.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,206,438.	1,408,379.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,206,438.
2 Enter amount from Part I, line 27a	2	241,484.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	373.
4 Add lines 1, 2, and 3	4	1,448,295.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	39,916.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,408,379.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)**1 a PUBLICLY-TRADED SECURITIES****b CAPITAL GAIN DIVIDENDS**

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 857,043.		590,326.	266,717.
b 3,264.			3,264.
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			266,717.
b			3,264.
c			
d			
e			

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

269,981.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-
in Part I, line 8

3

269,981.

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

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

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

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

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	147,507.	1,632,903.	0.090334
2011	156,184.	1,445,497.	0.108049
2010	180,319.	1,449,574.	0.124394
2009	155,542.	1,339,607.	0.116110
2008	158,151.	1,945,794.	0.081278

2 Total of line 1, column (d)

2

0.520165

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3

0.104033

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4

1,959,085.

5 Multiply line 4 by line 3

5

203,809.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

2,986.

7 Add lines 5 and 6

7

206,795.

8 Enter qualifying distributions from Part XII, line 4

8

157,125.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	5,971.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,971.
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	5,971.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	3,593.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	3,593.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,378.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11		
		Refunded	

Part VIIA Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MICHAEL TITUSKIN - NORTHPOINT</u> Telephone no <u>(248) 644-1901</u> Located at <u>920 EAST LINCOLN BIRMINGHAM MI</u> ZIP + 4 <u>48009</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 <u>N/A</u>	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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Part VII B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870

6 b X

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

N/A

7 b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 (see instructions)

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

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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	1 a	1,858,202.
b	Average of monthly cash balances	1 b	130,717.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,988,919.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,988,919.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	29,834.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,959,085.
6	Minimum investment return. Enter 5% of line 5	6	97,954.

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	97,954.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	5,971.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	5,971.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	91,983.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	91,983.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	91,983.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	157,125.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	157,125.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	157,125.

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				91,983.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	62,559.			
b From 2009	88,878.			
c From 2010	108,236.			
d From 2011	86,907.			
e From 2012	67,269.			
f Total of lines 3a through e	413,849.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 157,125.				
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				91,983.
e Remaining amount distributed out of corpus	65,142.			
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	478,991.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	62,559.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	416,432.			
10 Analysis of line 9:				
a Excess from 2009	88,878.			
b Excess from 2010	108,236.			
c Excess from 2011	86,907.			
d Excess from 2012	67,269.			
e Excess from 2013	65,142.			

N/A

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

- b 85%** of line 2a

- 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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 8

- 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 of the person to whom applications should be addressed

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

- c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 9				
Total			3 a	154,500.
b Approved for future payment SEE STATEMENT 10				
Total			3 b	52,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) 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			14	58.	
4	Dividends and interest from securities			14	47,489.	
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	269,981.	
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)				317,528.	
13	Total. Add line 12, columns (b), (d), and (e)				13	317,528.

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization **WHITMAN FAMILY FOUNDATION**
C/O NORTHPOINT FINANCIAL

Employer identification number
38-3191221

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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

Name of organization

Employer identification number

WHITMAN FAMILY FOUNDATION

38-3191221

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT & MARINA WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	\$ 103,552.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

38-3191221

Part II

[illegible]

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

Employer identification number

38-3191221

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

► \$ N/A

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

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

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

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FEDERAL STATEMENTS

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WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING / PROFESSIONAL FEES	\$ 4,000.	\$ 2,000.		\$ 2,000.
TOTAL	<u>\$ 4,000.</u>	<u>\$ 2,000.</u>		<u>\$ 2,000.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	\$ 1,250.	\$ 625.		\$ 625.
TOTAL	<u>\$ 1,250.</u>	<u>\$ 625.</u>		<u>\$ 625.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED EXCISE TAX PAYMENT	\$ 3,500.			
FOREIGN TAX WITHHELD ON DIVIDENDS	527.	\$ 527.		
TOTAL	<u>\$ 4,027.</u>	<u>\$ 527.</u>		<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH EMA ANNUAL FEES	\$ 80.	\$ 80.		
MERRILL LYNCH OTHER BANKING FEES	5.	5.		
MERRILL LYNCH PIA ADVISORY FEES	15,622.	15,622.		
SPDR GOLD TRUST INVESTMENT FEES	112.	112.		
TOTAL	<u>\$ 15,819.</u>	<u>\$ 15,819.</u>		<u>\$ 0.</u>

2013

FEDERAL STATEMENTS

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WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NONDIVIDEND DISTRIBUTIONS

TOTAL	\$	373.
	\$	<u>373.</u>

STATEMENT 6
FORM 990-PF, PART III, LINE 5
OTHER DECREASESEXCESS FMV OVER COST OF ASSETS CONTRIBUTED
RECONCILING ADJUSTMENTS

	\$	39,239.
		677.
TOTAL	\$	<u>39,916.</u>

STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MARINA V.N. WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	PRESIDENT 0.50	\$ 0.	\$ 0.	\$ 0.
ROBERT F. WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	VP, TREASURER 0.50	0.	0.	0.
MALCOLM WHITMAN 276 AMORY STREET # 2 JAMAICA PLAIN, MA 02130	DIRECTOR 0.50	0.	0.	0.
LAURA M. WHITMAN 655 WARNER HILL ROAD SOUTHPORT, CT 06890	DIRECTOR 0.50	0.	0.	0.
DAVID L. DOWNIE 655 WARNER HILL ROAD SOUTHPORT, CT 06890	SECRETARY 0.50	0.	0.	0.
MARINA V.N. WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	DIRECTOR 0.50	0.	0.	0.
ROBERT F. WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	DIRECTOR 0.50	0.	0.	0.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
TRACY KELLER 276 AMORY STREET # 2 JAMAICA PLAIN, MA 02130	DIRECTOR 0.50	\$ 0.	\$ 0.	\$ 0.
DAVID L. DOWNIE 655 WARNER HILL ROAD SOUTHPORT, CT 06890	DIRECTOR 0.50	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 8
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

MARINA V.N. WHITMAN
ROBERT F. WHITMAN

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CAROLINE HOUSE 574 STILLMAN STREET BRIDGEPORT, CT 06608	NONE	501C3	MOTHER AND CHILD LITERACY PROGRAM	\$ 2,000.
OPERATION HOPE 636 OLD POST ROAD FAIRFIELD, CT 06824	NONE	501C3	FOOD & SHELTER FOR THE NEEDY	5,000.
THE CENTER FOR WOMEN AND FAMILIES 753 FAIRFIELD AVENUE BRIDGEPORT, CT 06604	NONE	501C3	STRENGTHENING FAMILIES WHILE ELIMINATING ABUSE AND VIOLENCE	4,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	NONE	501C3	SERVICES FOR THE HOMELESS IN THE BOSTON AREA	15,000.
BIKES NOT BOMBS 284 AMORY STREET JAMAICA PLAIN, MA 02130	NONE	501C3	EMPOWERING INNER-CITY YOUTHS	1,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FCA FAMILY & CHILDREN'S AGENCY, INC 9 MOTT AVENUE, 4TH FLOOR NORWALK, CT 06850	NONE	501C3	STRENGTHENING FAMILIES IN NEED	\$ 4,000.
GREAT LAKES PERFORMING ARTIST ASSOC. 1100 N. MAIN STREE, STE. 207 ANN ARBOR, MI 48104	NONE	501C3	HELPING SUPPORT MUSIC ARTS IN THE GREAT LAKES COMMUNITIES	8,000.
PERFORMANCE NETWORK THEATRE 120 EAST HURON ANN ARBOR, MI 48104	NONE	501C3	PROVIDING MUSIC PERFORMANCES	10,000.
DOCTORS WITHOUT BORDORS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	501C3	MEDICAL CARE ASSISTANCE AROUND THE WORLD	1,000.
ASHOKA 1700 NORTH MOORE STREET, STE 2000 ARLINGTON, VA 22209	NONE	501C3	SUPPORTS INNOVATIVE ENTREPRENEURS	1,000.
PEOPLE & STORIES 140 EAST HANOVER STREET TRENTON, NJ 08608	NONE	501C3	LITERATURE AND EDUCATION	1,000.
PETERSON INST. OF INT'L ECONOMICS 1750 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONE	501C3	ECONOMIC EDUCATION	20,000.
HARVARD UNIV. - RADCLIFF INSTITUTE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501C3	SCHLESINGER LIBRARY FUND	3,000.
UNIVERSITY OF MICHIGAN MUSEUM OF ART 3003 SOUTH STATE STREET, STE 8000 ANN ARBOR, MI 48109	NONE	501C3	GENERAL FUND	1,000.
SALZBURG GLOBAL SEMINAR 1828 L STREET, NW, ELEVENTH FLOOR WASHINGTON, DC 20036	NONE	501C3	GENERAL FUND	11,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, STE 100 ARLINGTON, VA 22203	NONE	501C3	ENVIRONMENTAL PRESERVATION	\$ 1,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, STE 8000 ANN ARBOR, MI 48109	NONE	501C3	W.K. KELLOGG EYE CENTER ANNUAL FUND	2,000.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRY'S LANDING ROAD CAMBRIDGE, MA 02138	NONE	501C3	FINANCIAL AID	5,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE	501C3	SUPPORT THE FIGHT AGAINST HUNGER, POVERTY, AND SOCIAL INJUSTICE	5,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	CEW ANNUAL GIFT FUND	5,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE, 3RD FLOOR BOSTON, MA 02215	NONE	501C3	MEDICAL SUPPLIES, FOOD, AND WATER FOR PEOPLE OF HAITI	1,000.
ALLEN CREEK PRESCHOOL 2350 MILLER AVENUE ANN ARBOR, MI 48103	NONE	501C3	2013 ANNUAL GIVING CAMPAIGN	2,500.
UNIVERSITY OF MICHIGAN MUSICAL SOCIETY 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	SUPPORT FOR MURRAY PERAHIA PERFORMANCE AT HILL AUDITORIUM	10,000.
MICHIGAN THEATRE FOUNDATION 603 EAST LIBERTY STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT FOR COMMUNITY THEATER	2,000.
ARTRAIN 1100 NORTH MAIN STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT OF EDUCATIONAL PROGRAMS FOR THE ARTS	2,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	UMCCC DIRECTOR'S LEADERSHIP FUND	\$ 1,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 48109	NONE	501C3	UNIVERSITY LIBRARY ENRICHMENT FUND	1,000.
MACHIK 1609 CONNECTICUT AVE NW, STE 400 WASHINGTON, DC 20009	NONE	501C3	STRENGTHENING COMMUNITIES ON THE TIBETAN PLATEAU	4,000.
SHAW FESTIVAL THEATRE P.O. BOX 628 LEWISTON, NY 14092	NONE	501C3	SUPPORT FOR COMMUNITY THEATRE	3,000.
THE COALITION FOR BUZZARDS BAY 114 FRONT STREET NEW BEDFORD, MA 02740	NONE	501C3	ANNUAL FUND FOR PROTECTING THE BUZZARDS BAY ENVIRONMENT	1,000.
INSTITUTE FOR ADVANCED STUDY EINSTEIN DRIVE PRINCETON, NJ 08540	NONE	501C3	GENERAL FUND	5,000.
BURROUGHS COMMUNITY CENTER 2470 FAIRFIELD AVENUE BRIDGEPORT, CT 06605	NONE	501C3	GENERAL FUND	4,000.
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226	DONE	501C3	KEEPING OPERA ALIVE IN THE DETROIT AREA	1,000.
THE ACADEMY OF EARLY MUSIC P.O. BOX 7694 ANN ARBOR, MI 48107	NONE	501C3	HELPING DELIVER PERFORMANCES OF EARLY CLASSICAL MUSIC FEATURING CRITICALLY ACCLAIMED ARTISTS FROM ALL OVER THE WORLD	500.
OPEN HOUSE NEW YORK 115 WEST 27TH STREET, FLOOR 9 NEW YORK, NY 10001	NONE	501C3	TO PROMOTE APPRECIATION AND PUBLIC AWARENESS TO NEW YORK ARCHITECTURE, ENGINEERING AND DESIGN	1,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
INTERNATIONAL JUSTICE MISSION P.O. BOX 58147 WASHINGTON, DC 20037	NONE	501C3	HUMAN RIGHTS AGENCY THAT BRINGS RESCUE TO VICTIMS OF SLAVERY, SEXUAL EXPLOITATION AND OTHER FORMS OF VIOLENT OPPRESSION	\$ 3,000.
CT AGAINST GUNS VIOLENCE EDUCATION FUND P.O. BOX 523 SOUTHPORT, CT 06890	NONE	501C3	PROVIDING EDUCATION AND INFORMATION ON GUN VIOLENCE	3,000.
BRADY CENTER TO PREVENT GUN VIOLENCE 1225 EYE STREET, NW, SUITE 1100 WASHINGTON , DC 20005	NONE	501C3	GENERAL FUND	500.
STAR SPANGLED MUSIC FOUNDATION 1610 ARGYLE CRESENT ANN ARBOR, MI 48103	NONE	501C3	SUPPORT THE MISSION OF FOSTERING APPRECIATION AND DEEPER UNDERSTANDING OF PATRIOTIC MUSIC OF THE UNITED STATES	1,000.
SHAKESPEAR FESTIVAL OF AMERICA 55 QUEEN STREET, P.O. BOX 520 STRATFORD, ON CANAD	NONE	501C3	SUPPORTING THE BEST IN CLASSICAL THEATRE	1,500.
THE SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	NONE	501C3	PRESERVING THE ENVIRONMENT	500.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	GENERAL FUND	1,000.
TOTAL				\$ 154,500.

2013

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CLIENT 930-6

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

5/08/14

11 07AM

STATEMENT 10
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MICHIGAN THEATRE FOUNDATION 603 EAST LIBERTY STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT OF COMMUNITY THEATRE	\$ 2,000.
PERFORMANCE NETWORK THEATRE 120 EAST HURON ANN ARBOR, MI 48104	NONE	501C3	PROVIDING MUSICAL PERFORMANCES	30,000.
PETERSON INST. OF INT'L ECONOMICS 1750 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONE	501C3	ECONOMIC EDUCATION	20,000.
TOTAL				\$ 52,000.

WHITMAN FAMILY FOUNDATION

T.I.N. 38-3191221

SECURITIES SUMMARY

CALENDAR YEAR 2013

Shares 12/31/2013	Security	Purchased or Donated	Date Acquired	Basis 12/31/2013	FMV 12/31/2013
Investments - Corporate Stock					
1	Berkshire Hathaway	Donated	08/17/1989	3,974 50	177,900 00
2	Berkshire Hathaway	Donated	11/02/1989	8,599 00	355,800 00
1,966	Ishares Tr Kld Select Social Index	Purchase	03/04/2005	101,828 97	150,846 27
950	Abbvie Inc	Purchase	Various	30,692 93	50,169 50
515	Altria Group Inc	Purchase	Various	12,844 68	19,770 85
248	AMN Elec Power Co	Purchase	11/12/2013	11,829 60	11,591 52
747	AT&T	Purchase	Various	21,679 04	26,264 52
501	Automatic Data Processing	Purchase	11/19/2013	39,927 45	40,480 30
596	BCE Inc	Purchase	Various	22,362 34	25,800 84
729	Bristol-Myers Squibb Co	Purchase	Various	24,866 91	38,746 35
308	Chevron Corp	Purchase	Various	28,738 24	38,472 28
1,048	Conagra Foods Inc	Purchase	Various	32,391 65	35,317 60
822	Digital rty Tr Inc	Purchase	12/06/2013	38,315 80	40,376 64
376	Du Pont E I De Nemours	Purchase	Various	18,376 95	24,428 72
595	Eaton Corp PLC	Purchase	Various	31,383 74	45,291 40
1,531	General Electric	Purchase	Various	34,976 10	42,913 93
680	GlaxoSmithKline PLC ADR	Purchase	11/01/2013	35,907 26	36,305 20
1,715	Intel Corp	Purchase	Various	38,183 58	44,512 85
558	JPMorgan Chase & Co	Purchase	Various	24,327 44	32,631 84
376	Kimberly Clark	Purchase	Various	25,657 49	39,276 96
560	Kraft Foods Inc	Purchase	Various	24,236 30	30,189 60
367	McDonalds Corp	Purchase	Various	33,382 80	35,610 01
454	Nextera Energy Inc	Purchase	Various	28,736 69	38,871 48
433	Occidental Pete Corp Cal	Purchase	Various	37,226 31	41,178 30
761	Paccar Inc	Purchase	Various	33,969 41	45,028 37
193	Philip Morris Intl Inc	Purchase	Various	12,243 61	16,816 09
855	PPL Corporation	Purchase	06/28/2013	25,857 17	25,726 95
1,221	Spectra Energy Corp	Purchase	Various	34,282 20	43,492 02
580	Thomson Reuters Corp	Purchase	03/15/2013	18,731 16	21,935 60
323	Toronto Dominion Bank	Purchase	Various	22,526 54	30,439 52
510	Ventas Inc	Purchase	Various	27,433 93	29,212 80
769	Verizon communications	Purchase	Various	26,484 70	37,788 66
				<u>911,974 49</u>	<u>1,673,186 97</u>
Investments - Other					
4,925 780	Driehaus Active Income Fund	Purchase	Various	52,705 85	53,050 65
8,561 890	Henderson Global Equity Inc Fund	Purchase	Various	65,926 55	72,005 49
7,600 735	Lord Abbott Bond Debenture Fund	Purchase	Various	58,830 17	61,878 12
5,371 516	Lord Abbott Short Duration Inc Fd	Purchase	Various	24,746 01	24,440 39
3,110 477	Neuberger Berman Equity Inc Fund	Purchase	Various	34,964 50	37,512 35
2,823 407	Principal Global Diversified Inc Fund	Purchase	Various	38,129 00	39,697 10
2,152 952	Prudential Short Term Corp Bd Fund	Purchase	Various	24,810 22	24,457 53
2,958 559	Templeton Global Total Return Fund	Purchase	Various	38,316 07	39,910 96
				<u>338,428 37</u>	<u>352,952 59</u>
COMBINED TOTALS				<u>1,250,402 86</u>	<u>2,026,139 56</u>