Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: CHARLES R WHITNEY CHARITABLE FOUNDATION

A Employer identification number: 65-6221696

Number and street (or P.O. box number if mail is not delivered to street address): c/o Bruce R Nichols, PO BOX 36069 | Room/suite:

B Telephone number (see instructions): 734-464-9091

City or town, state or province, country, and ZIP or foreign postal code: GROSSE POINTE, MI 48236-6069

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 940,007

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	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	24,869	24,869		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	70,527			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2) . .		70,527		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold . . .				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	95,396	95,396		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	4,000			4,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule) . . .				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) . . .	556	556		
	19	Depreciation (attach schedule) and depletion . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,358			2,358
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,772	556		8,858
	25	Contributions, gifts, grants paid	25,200			25,200
	26	**Total expenses and disbursements.** Add lines 24 and 25	36,972	556		34,058
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	58,424			
	b	**Net investment income** (if negative, enter -0-) .		94,840		
	c	**Adjusted net income** (if negative, enter -0-) . .				

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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	28,937	44,358	44,358
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	639,687	682,690	895,649
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	668,624	727,048	940,007
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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	668,624	727,048	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)			
	31	**Total liabilities and net assets/fund balances** (see instructions)	668,627	727,048	

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	668,624
2	Enter amount from Part I, line 27a	2	58,424
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	727,048
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	727,048

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	SHORT-TERM GAIN - SCHEDULE ATTACHED - PAGE 17	P	VARIOUS	12/31/2013
b	CAPITAL GAIN DISTRIBUTIONS - SCHEDULE ATTACHED - PAGE25	P	VARIOUS	12/31/2013
c	LONG-TERM GAIN - SCHEDULE ATTACHED - PAGE 24	P	VARIOUS	12/31/2013
d	LONG-TERM GAIN - SCHEDULE ATTACHED - PAGE 24	P	VARIOUS	12/31/2013
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	25,304	0	25,767	(463)
b	14,486	0	0	14,486
c	206,225	0	161,378	44,847
d	38,349	0	26,691	11,658
e				

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	70,528
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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	1,897
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	1,897
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	1,897
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,305		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	3,805
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	1,908
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,908 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FLORIDA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶			
14	The books are in care of ▶ FREDERICK L RAFFERTY CPA Telephone no. ▶ 734.464.9091 Located at ▶ 38524 ANN ARBOR TRAIL, LIVONIA, MI ZIP+4 ▶ 48150-4542			
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			
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		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		✓

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE - PAGE 24	SEE ATTACHED SCHEDULE PG 24	4,000	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 FOUNDATION MADE CASH CONTRIBUTIONS DIRECTLY TO VARIOUS CHARITIES AS INDICATED ON THE ATTACHED SCHEDULE LISTING EACH CONRIBUTION MADE DURING 2013	25,200
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 NONE	0
2	
All other program-related investments. See instructions.	
3 NONE	0
Total. Add lines 1 through 3 . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	864,365
b	Average of monthly cash balances	1b	36,648
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	901,013
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	901,013
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	13,515
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	887,498
6	**Minimum investment return.** Enter 5% of line 5	6	44,375

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	44,375
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,897		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,897
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	42,478
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	42,478
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	42,478

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	34,058
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,058
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	34,058

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				42,478
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			25,191	
b	Total for prior years: 20___,20____,20____				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 34,058				
a	Applied to 2012, but not more than line 2a			25,191	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				17,287
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				25,191
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
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				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE ATTACHED - PAGE 26			UNRESTRICTED CONTRIBUTIONS TO CHARITABLE ORGANIZATIONS	25,200
Total ▶ 3a				25,200
b *Approved for future payment*				
NONE				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					24,869
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					70,527
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)					95,396

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 95,396

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4 & 8	THESE ACTIVITIES PROVIDE FUNDING FOR DISTRIBUTIONS TO QUALIFIED CHARITABLE ORGANIZATIONS.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ X [signature] 7/15/14 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
FREDERICK L RAFFERTY CPA	Frederick L Rafferty	7/8/14		P01322176
Firm's name ▶ FREDERICK L RAFFERTY CPA			Firm's EIN ▶	38-1971627
Firm's address ▶ 38524 ANN ARBOR TRAIL, LIVONIA, MI 48150			Phone no.	734.464.9091

CHARLES R. WHITNEY FOUNDATION
2013 Form 990 - PF
65-6221696

Part 1 - Operating and Administrative Expenses:

Line 13 - Trustee Fees:	
Tracy Whitney Howe	$ 1,000
Marcia Lockwood Whitney	1,000
Jane Whitney Gage	1,000
Charles R. Whitney, Jr.	1,000
	$ 4,000
Line 16b Frederick L. Rafferty CPA	$ 2,500
Line 23 - Other expenses:	
Bank Custodian Fees	$ 2,358
	0
Bank Custodian Fees	$ 2,358

Part II - Balance Sheets:

Line 10b Investments	Beginning of Year	End of Year	
	Book Value	Book Value	Mkt Value
Investments At Northern Trust - Equity Funds - Page 28	$ 352,131	$ 408,052	$ 616,151
Investments At Northern Trust - Fixed Income - Page 29	202,360	178,715	179,901
Investments At Northern Trust - Real Estate - Page 29	33,900	48,144	53,355
Investments At Northern Trust - Commodities - Page 30	51,295	47,780	46,242
Total Investments At Northern Trust	$ 639,686	$ 682,691	$ 895,649

Part IX-A Summary of Direct Charitable Acivities:

1. Donations to charitable Organizations as Listed in Part XV	$ 25,200

CHARLES R. WHITNEY FOUNDATION
65-6221696
FORM 990-PF
2013

CAPITAL GAINS SCHEDULE AND LIST OF TRUSTEES AND THEIR COMPENSATION

Part IV - Capital Gains and Losses for Tax on Investment Income

Securities	Shares	Acquired D-Donation	Date Acquired	Date Sold	Gross Sales Price	Deprec	Cost or Other Basis	Gain or (Loss)
Northern Trust Company - Short Term Capital Gains and Losses -Sch Attached - Page 17					25,304	0	25,767	(463)
Northern Trust Company - Capital Gain Distributions-Sch Attached - Page 25					14,486	0	0	14,486
Northern Trust Company - Long Term Capital Gains and Losses -Sch Attached - Page 24					206,225	0	161,378	44,847
Northern Trust Company - Long Term Capital Gains and Losses -Sch Attached - Page 24					38,349	0	26,691	11,658
Total Capital Gains and Losses					284,363	0	213,836	70,527

Part VIII - Section 1 - Information About Trustees and Their Compensation

Name and Address	Title and Ave Hrs Per Week	Compensation	Contribution To Benefit Plans	Expense Account/ Other Allow
Ms. Jane Whitney Gage	Trustee	$ 1,000	$0	$0
106 Catchpaw Road	2 Hours			
Hinesburg, VT 05461				
Ms. Marcia Lockwood Whitney	Trustee	1,000	0	0
7729 South 3500 East	2 Hours			
Cottonwood Heights, UT 84121				
Ms. Tracy Whitney Howe	Trustee	1,000	0	0
8741 N. Meadowview	2 Hours			
Park City, Utah 84098				
Mr. Charles R. Whitney, Jr.	Trustee	1,000	0	0
312 Rivard	2 Hours			
Grosse Pointe, MI 48230				
Totals		$ 4,000	$0	$0

2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-05097
Recipient's Tax ID Number: XX-XXX1696

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
CHARLES R WHITNEY FOUNDATION
C/O FREDERICK L. RAFFERTY, CPA
38524 ANN ARBOR TRL.
LIVONIA, MI 48150-4542

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND		PCRIX					
397.1700	01/24/2013	Various	2,676.91	2,608.22	0.00	68.69	0.00	0 00
78463V107	MFC SPDR GOLD TR GOLD SHS		GLD					
60.0000	03/14/2013	04/20/2012	9,223.46	9,569 35	0 00	-345 89	0.00	0.00
33939L506	MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD							
30 0000	09/19/2013	03/18/2013	748 49	766.45	0.00	-17.96	0 00	0.00
33939L605	MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD							
39.0000	09/19/2013	Various	980 01	980 41	0 00	-0.40	0.00	0.00
665162467	MFB NORTHERN FUNDS ULTRA SHORT FIXED INCOME FD		NUSFX					
4.0000	09/19/2013	11/02/2012	40.84	40.92	0.00	-0 08	0.00	0 00
33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD							
5 0000	12/05/2013	01/24/2013	168.79	183.37	0 00	-14 58	0.00	0.00
665162533	MFB NORTHERN FUNDS BD INDEX FD		NOBOX					
795 1100	12/05/2013	Various	8,316.83	8,374 96	0 00	-58 13	0.00	0.00
33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD							
14.0000	12/16/2013	01/24/2013	469.71	513 45	0 00	-43 74	0.00	0 00
33939L506	MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD							
7 0000	12/16/2013	03/18/2013	174.16	178.84	0 00	-4.68	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665130209	MFB NORTHN INTL EQTY INDEX FD		NOINX					
94.0000	12/16/2013	12/05/2013	1,131.76	1,133 64	0 00	-1 88	0 00	0 00
33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD							
14.0000	12/20/2013	01/24/2013	476.99	513.45	0.00	-36.46	0.00	0 00
33939L506	MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD							
8 0000	12/20/2013	03/18/2013	199.12	204 39	0 00	-5 27	0 00	0 00
665130209	MFB NORTHN INTL EQTY INDEX FD		NOINX					
58.0000	12/20/2013	12/05/2013	696.58	699 48	0 00	-2.90	0.00	0 00
Total Short Term Sales			**25,303.65**	**25,766.93**	**0.00**	**-463.28**	**0.00**	**0.00**
Long Term Sales								
665162442	MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND		NMHYX					
25.0000	01/24/2013	02/01/2010	275.50	256.75	0.00	18 75	0 00	0 00
665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD		NMMGX					
98.0000	01/24/2013	09/01/2011	1,834 56	1,707.20	0.00	127.36	0.00	0 00
665162533	MFB NORTHERN FUNDS BD INDEX FD		NOBOX					
16 0000	01/24/2013	11/04/2011	174 72	175 36	0 00	-0.64	0 00	0 00
665162574	MFB NORTHN MULTIMGR MID CAP FD		NMMCX					
88 0000	01/24/2013	09/01/2011	1,107 04	970.64	0.00	136 40	0.00	0.00

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2013 Tax Information Statement

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665162806	MFB NORTHERN FDS FIXED INCOME FD		NOFIX					
55.0000	01/24/2013	11/04/2011	583 00	580 25	0 00	2 75	0.00	0 00
722005667	PIMCO COMMODITY REALRETURN STRATEGY FUND		PCRIX					
840 3500	01/24/2013	Various	5,663 93	4,996.96	0 00	666 97	0 00	0 00
665162442	MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND		NMHYX					
3.0000	03/14/2013	02/01/2010	33 12	30 81	0.00	2 31	0 00	0.00
665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD		NMMEX					
2 0000	03/14/2013	09/01/2011	38.20	42.00	0 00	-3.80	0 00	0.00
665162533	MFB NORTHERN FUNDS BD INDEX FD		NOBOX					
2 0000	03/14/2013	11/04/2011	21.66	21 92	0 00	-0.26	0.00	0.00
665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD		NMIEX					
356 0000	03/14/2013	09/01/2011	3,552.88	3,260 95	0 00	291 93	0 00	0 00
665162772	MFB NORTHERN FDS STK INDEX FD		NOSIX					
4.0000	03/14/2013	01/13/2012	77 88	63 92	0 00	13 96	0 00	0.00
665162806	MFB NORTHERN FDS FIXED INCOME FD		NOFIX					
2.0000	03/14/2013	11/04/2011	21 04	21 10	0.00	-0.06	0 00	0 00
665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD		NMMGX					
28 0000	07/25/2013	Various	526 96	487 25	0 00	39 71	0 00	0 00

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LIVONIA, MI 48150-4542

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665162566	MFB NORTHN MULTIMGR SMALL CAP FD		NMMSX					
567 0000	07/25/2013	04/26/2010	6,798.33	5,409 14	0 00	1,389.19	0.00	0.00
665162665	MFB NORTHN FDS SMALL CAP CORE FD		NSGRX					
370.9200	07/25/2013	12/16/2010	7,574.19	5,367 23	0.00	2,206 96	0.00	0 00
665162665	MFB NORTHN FDS SMALL CAP CORE FD		NSGRX					
10.0800	07/25/2013	01/13/2012	205.83	146.80	0 00	59 03	0.00	0.00
665162772	MFB NORTHERN FDS STK INDEX FD		NOSIX					
2043.9700	07/25/2013	Various	42,923.37	22,197 08	0 00	20,726.29	0 00	0.00
665162772	MFB NORTHERN FDS STK INDEX FD		NOSIX					
202 0300	07/25/2013	01/13/2012	4,242.63	3,228.38	0 00	1,014.25	0.00	0 00
33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD							
8.0000	09/19/2013	04/20/2012	277.86	278.54	0 00	-0 68	0 00	0.00
33939L506	MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD							
291.0000	09/19/2013	09/29/2011	7,260.32	7,236 39	0.00	23.93	0.00	0 00
33939L506	MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD							
25 0000	09/19/2013	Various	623.74	630 75	0 00	-7 01	0.00	0 00
33939L605	MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD							
291 0000	09/19/2013	09/29/2011	7,312.36	7,239.64	0 00	72 72	0.00	0 00

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2013 Tax Information Statement

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38524 ANN ARBOR TRL
LIVONIA, MI 48150-4542

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
33939L605	MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD							
20 0000	09/19/2013	Various	502 56	511.00	0 00	-8.44	0 00	0 00
665162442	MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND		NMHYX					
43 0000	09/19/2013	04/20/2012	465.26	448 06	0 00	17.20	0.00	0 00
665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD		NMMGX					
.4700	09/19/2013	12/21/2010	8.94	8.18	0.00	0 76	0 00	0.00
665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD		NMMGX					
9.5300	09/19/2013	04/20/2012	181.36	165.25	0 00	16.11	0.00	0 00
665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD		NMMEX					
27 0000	09/19/2013	09/01/2011	521.37	567 00	0.00	-45.63	0.00	0 00
665162533	MFB NORTHERN FUNDS BD INDEX FD		NOBOX					
30 0000	09/19/2013	11/04/2011	314 10	328 80	0.00	-14.70	0 00	0 00
665162566	MFB NORTHN MULTIMGR SMALL CAP FD		NMMSX					
4.0000	09/19/2013	04/26/2010	50 32	38.16	0 00	12 16	0 00	0 00
665162574	MFB NORTHN MULTIMGR MID CAP FD		NMMCX					
11 0000	09/19/2013	09/01/2011	165.00	121 33	0.00	43 67	0.00	0 00
665162665	MFB NORTHN FDS SMALL CAP CORE FD		NSGRX					
3.0000	09/19/2013	12/16/2010	62 52	43 41	0 00	19 11	0.00	0 00

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2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-05097
Recipient's Tax ID Number: XX-XXX1696

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
CHARLES R WHITNEY FOUNDATION
C/O FREDERICK L. RAFFERTY, CPA
38524 ANN ARBOR TRL.
LIVONIA, MI 48150-4542

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665162772	MFB NORTHERN FDS STK INDEX FD		NOSIX					
49 0000	09/19/2013	01/29/2009	1,052 03	511 56	0.00	540 47	0 00	0.00
665162806	MFB NORTHERN FDS FIXED INCOME FD		NOFIX					
18 0000	09/19/2013	11/04/2011	182.16	189 90	0 00	-7 74	0.00	0 00
33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD							
201 0000	12/05/2013	09/29/2011	6,785 52	6,318 42	0.00	467 10	0 00	0 00
33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD							
24 0000	12/05/2013	Various	810.21	832.78	0 00	-22 57	0.00	0.00
665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD		NMMEX					
205.0000	12/05/2013	09/01/2011	3,876.55	4,305.03	0 00	-428.48	0.00	0 00
665162533	MFB NORTHERN FUNDS BD INDEX FD		NOBOX					
5405 2000	12/05/2013	Various	56,538.22	54,122 99	0 00	2,415 23	0.00	0 00
665162533	MFB NORTHERN FUNDS BD INDEX FD		NOBOX					
49.9100	12/05/2013	01/13/2012	522.06	546 00	0 00	-23 94	0 00	0 00
665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD		NMIEX					
153 0000	12/05/2013	09/01/2011	1,630 98	1,401 48	0.00	229.50	0 00	0 00
665162566	MFB NORTHN MULTIMGR SMALL CAP FD		NMMSX					
53 0000	12/05/2013	Various	691 65	504 54	0 00	187 11	0 00	0.00

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2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-05097
Recipient's Tax ID Number: XX-XXX1696

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address: - Ref: PP
CHARLES R WHITNEY FOUNDATION
C/O FREDERICK L. RAFFERTY, CPA
38524 ANN ARBOR TRL.
LIVONIA, MI 48150-4542

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665162574	MFB NORTHN MULTIMGR MID CAP FD		NMMCX					
394 0000	12/05/2013	Various	6,103.06	4,276.13	0 00	1,826 93	0.00	0 00
665162665	MFB NORTHN FDS SMALL CAP CORE FD		NSGRX					
24 0000	12/05/2013	12/16/2010	526 32	347 28	0 00	179 04	0 00	0 00
665162772	MFB NORTHERN FDS STK INDEX FD		NOSIX					
836 0000	12/05/2013	01/29/2009	18,592.64	8,727 84	0 00	9,864.80	0 00	0.00
665162442	MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND		NMHYX					
110.0000	12/16/2013	04/20/2012	1,202.30	1,146 20	0.00	56.10	0.00	0 00
665162467	MFB NORTHERN FUNDS ULTRA SHORT FIXED INCOME FD		NUSFX					
14.0000	12/16/2013	11/02/2012	143 08	143.22	0 00	-0 14	0.00	0.00
665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD		NMMGX					
33 0000	12/16/2013	Various	594 66	575.78	0 00	18 88	0.00	0 00
665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD		NMMEX					
62 0000	12/16/2013	09/01/2011	1,171 18	1,302.01	0.00	-130 83	0.00	0.00
665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD		NMIEX					
164 0000	12/16/2013	09/01/2011	1,744 96	1,502.23	0.00	242 73	0.00	0.00
665162566	MFB NORTHN MULTIMGR SMALL CAP FD		NMMSX					
9.0000	12/16/2013	09/01/2011	117 45	85.59	0.00	31.86	0 00	0 00

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2013 Tax Information Statement

Ref: PP

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-05097
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C/O FREDERICK L. RAFFERTY, CPA
38524 ANN ARBOR TRL.
LIVONIA, MI 48150-4542

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665162574	MFB NORTHN MULTIMGR MID CAP FD		NMMCX					
25.0000	12/16/2013	04/26/2010	389 75	270 50	0 00	119.25	0 00	0.00
665162665	MFB NORTHN FDS SMALL CAP CORE FD		NSGRX					
5 0000	12/16/2013	12/16/2010	109 60	72 35	0 00	37 25	0 00	0 00
665162772	MFB NORTHERN FDS STK INDEX FD		NOSIX					
104 0000	12/16/2013	01/29/2009	2,316 08	1,085.76	0.00	1,230.32	0 00	0.00
665162806	MFB NORTHERN FDS FIXED INCOME FD		NOFIX					
44.0000	12/16/2013	11/04/2011	447.48	464 20	0 00	-16.72	0.00	0 00
665162442	MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND		NMHYX					
98 0000	12/20/2013	Various	1,029.98	1,047.27	0.00	-17.29	0.00	0.00
665162467	MFB NORTHERN FUNDS ULTRA SHORT FIXED INCOME FD		NUSFX					
13.0000	12/20/2013	11/02/2012	132 86	132.99	0.00	-0.13	0.00	0.00
665162475	MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD		NMMGX					
29 0000	12/20/2013	Various	467 77	522 57	0 00	-54.80	0.00	0 00
665162483	MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD		NMMEX					
56.0000	12/20/2013	09/01/2011	1,044 96	1,176.00	0.00	-131.04	0.00	0 00
665162558	MFB NORTHN MULTI-MANAGER INTL EQTY FD FD		NMIEX					
148.0000	12/20/2013	09/01/2011	1,577.68	1,355 68	0.00	222.00	0.00	0.00

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2013 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-05097
Recipient's Tax ID Number: XX-XXX1696

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
CHARLES R WHITNEY FOUNDATION
C/O FREDERICK L. RAFFERTY, CPA
38524 ANN ARBOR TRL.
LIVONIA, MI 48150-4542

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
665162566	MFB NORTHN MULTIMGR SMALL CAP FD		NMMSX					
8 0000	12/20/2013	09/01/2011	90 48	76 08	0.00	14.40	0 00	0.00
665162574	MFB NORTHN MULTIMGR MID CAP FD		NMMCX					
23.0000	12/20/2013	12/19/2012	310 73	274.16	0 00	36 57	0 00	0 00
665162665	MFB NORTHN FDS SMALL CAP CORE FD		NSGRX					
3 3000	12/20/2013	12/16/2010	68.21	47.75	0 00	20.46	0 00	0 00
665162665	MFB NORTHN FDS SMALL CAP CORE FD		NSGRX					
1.7000	12/20/2013	12/19/2012	35 14	27.77	0.00	7 37	0.00	0 00
665162772	MFB NORTHERN FDS STK INDEX FD		NOSIX					
94.0000	12/20/2013	01/29/2009	2,113 12	981.36	0.00	1,131.76	0 00	0 00
665162806	MFB NORTHERN FDS FIXED INCOME FD		NOFIX					
40.0000	12/20/2013	Various	405.20	424.43	0 00	-19 23	0 00	0.00
Total Long Term Sales			**206,224 62**	**161,378.10**	**0.00**	**44,846.52**	**0.00**	**0.00**
Long Term 28% Sales								
78463V107	MFC SPDR GOLD TR GOLD SHS		GLD					
144.0000	01/24/2013	Various	23,283 91	17,191 33	0.00	6,092 58	0 00	0 00
78463V107	MFC SPDR GOLD TR GOLD SHS		GLD					
98 0000	03/14/2013	Various	15,064 98	9,499.44	0 00	5,565 54	0.00	0 00
Total Long Term 28% Sales			**38,348.89**	**26,690.77**	**0.00**	**11,658.12**	**0.00**	**0.00**

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Northern Trust

2013 Tax Information Statement

CHARLES R WHITNEY FOUNDATION

Account Number: 23-05097
Tax ID Number: XX-XXX1696
Ref: PP

Non-Qualified Foreign Dividends

Description	Amount of dividend
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	253.19
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	270.47
MFB NORTHN INTL EQTY INDEX FD	14.31
Total Non-Qualified Foreign Dividends	**537.97**

Capital Gain Distributions

Description	Amount of dividend
MFB NORTHERN FDS FIXED INCOME FD	212.75
MFB NORTHERN FDS STK INDEX FD	697 52
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND	2,065.18
MFB NORTHERN FUNDS ULTRA SHORT FIXED INCOME FD	4.15
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD	4,583.23
MFB NORTHN FDS SMALL CAP CORE FD	783.39
MFB NORTHN MULTIMGR MID CAP FD	4,609.53
MFB NORTHN MULTIMGR SMALL CAP FD	1,529.89
Total capital gain distributions	**14,485.64**

CHARLES R. WHITNEY FOUNDATION
(65-6221696)
2013 FORM 990-PF
PART XV - Grants and Contributions Paid during the year

Contributions Paid in 2013:		
Brownfield Public Library	$	500
Champlain Valley Agency On Aging		1,000
Charlevoix Venetian Festival		1,000
Colorado Aids Project - Aids Walk		500
Grosse Pointe Historical Society		1,000
Hera Women's Cancer Foundation		1,000
Hinesburg Land Trust		500
Kimbal Union Academy		1,000
Less Cancer Foundation		2,000
Miss Hall's School		2,000
Movember U S #799902		500
Planned Parenthood of Northern New England		1,000
Prescott Firefighters Charities		2,500
Primary Children's Hospital		6,200
Sitka Center For Art and Ecology		2,500
The Masters School		1,000
Vermont Land Trust		1,000
	$	25,200

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
MFB NORTHERN FDS STK INDEX FD (NOSIX)	$22 860	9,456.09	$216,166.21	$99,620 72	$116,545.49		$3,754 07	1 7%	35.1%
Total Large Cap			**$216,166 21**	**$99,620.72**	**$116,545.49**		**$3,754.07**	**1.7%**	**35.1%**
Equity Securities - Mid Cap									
MFB NORTHERN MULTI-MANAGER MID CAP FUND (NMMCX)	$13.730	2,698 84	$37,055 07	$24,380 10	$12,674 97		$261.79	0.7%	6 0%
Total Mid Cap			**$37,055 07**	**$24,380.10**	**$12,674 97**		**$261.79**	**0.7%**	**6.0%**
Equity Securities - Small Cap									
MFB NORTHERN FUNDS SMALL CAP CORE FUND (NSGRX)	$20.950	545.64	$11,431.15	$8,071 74	$3,359 41		$112.95	1.0%	1 9%
MFB NORTHERN MULTI-MANAGER SMALL CAP FUND (NMMSX)	11 500	849 76	9,772.24	5,537.68	4,234.56		69 68	0 7%	1.6%
Total Small Cap			**$21,203.39**	**$13,609.42**	**$7,593 97**		**$182.63**	**0.9%**	**3 4%**
Equity Securities - International Developed									
MFB NORTHERN INTL EQUITY INDEX FD (NOINX)	$12 340	5,838.66	$72,049.06	$70,414.20	$1,634.86		$1,401 28	1.9%	11 7%
MFB NORTHERN MULTI-MANAGER INTL EQUITY FUND (NMIEX)	10.940	14,895.69	162,958.84	115,303.99	47,654.85		1,847.07	1 1%	26 4%
Total International Region - USD			**$235,007 90**	**$185,718 19**	**$49,289.71**		**$3,248.34**	**1.4%**	**38 1%**

Continued on next page.

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% o Asset
Total International Developed			$235,007.90	$185,718.19	$49,289 71		$3,248.34	1.4%	38.1%
Equity Securities - International Emerging									
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS EQUITY FD (NMMEX)	$19 050	5,602 00	$106,718.10	$84,723.30	$21,994 80		$1,182 02	1 1%	17.3%
Total Emerging Markets Region - USD			$106,718.10	$84,723.30	$21,994 80		$1,182 02	1.1%	17.3%
Total International Emerging			$106,718.10	$84,723.30	$21,994.80		$1,182 02	1.1%	17.3%
Total Equity Securities			$616,150 67	$408,051.73	$208,098.94		$8,628.85	1.4%	100.0%

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
Funds									
MFB NORTHERN FDS FIXED INCOME FD (NOFIX)	$10.090	3,998 42	$40,344.05	$41,792 76	($1,448.71)		$1,323 48	3 3%	22.4%
MFB NORTHERN FDS ULTRA SHORT FIXED INCOME FD (NUSFX)	10 210	1,321.82	13,495.78	13,520.45	(24.67)		120 29	0.9%	7 5%
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND (NMHYX)	10 540	10,250.88	108,044.27	104,955.36	3,088.91		6,324.79	5 9%	60.1%
Total Corporate/ Government			$161,884.10	$160,268 57	$1,615.53		$7,768.55	4.8%	90.0%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Other Bonds									
Funds									
MFC FLEXSHARES TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD (TDTT)	$24.920	723.00	$18,017 16	$18,446 32	($429 16)		$75.92	0.4%	10 0%
Total Other Bonds			**$18,017.16**	**$18,446.32**	**($429.16)**		**$75.92**	**0.4%**	**10.0%**
Total Fixed Income Securities			**$179,901.26**	**$178,714.89**	**$1,186.37**		**$7,844 47**	**4.4%**	**100.0%**

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Real Estate - Real Estate Funds									
MFB NORTHERN FDS MULTI-MANAGER GLOBAL REAL ESTATE FD (NMMGX)	$16 330	3,267 29	$53,354 84	$48,143 66	$5,211 18		$1,535 63	2 9%	100 0%
Total Global Region - USD			**$53,354 84**	**$48,143.66**	**$5,211.18**		**$1,535 63**	**2.9%**	**100.0%**
Total Real Estate Funds			**$53,354.84**	**$48,143.66**	**$5,211.18**		**$1,535.63**	**2.9%**	**100.0%**
Total Real Estate			**$53,354.84**	**$48,143.66**	**$5,211.18**		**$1,535.63**	**2 9%**	**100.0%**

Continued on next page

Portfolio Details *(continued)*

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Commodities - Commodities									
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	$34 310	1,321.00	$45,323.51	$47,780.33	($2,456.82)	$918.33	$918 10	2 0%	100 0%
Total Global Region - USD			**$45,323.51**	**$47,780.33**	**($2,456 82)**	**$918 33**	**$918 10**	**2.0%**	**100.0%**
Total Commodities			**$45,323 51**	**$47,780.33**	**($2,456 82)**	**$918.33**	**$918.10**	**2.0%**	**100.0%**
Total Commodities			**$45,323.51**	**$47,780.33**	**($2,456.82)**	**$918.33**	**$918.10**	**2 0%**	**100.0%**
			+ 916.33 ①				①		
			46,241.84						

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FDS MONEY MKT FD MONEY MARKET FUND .									
PRINCIPAL CASH	$1.000	7,595.22	$7,595 22	$7,595 22	$0 00				
INCOME CASH	1 000	36,762.45	36,762.45	36,762.45	0.00				
Total Cash			**$44,357.67**	**$44,357.67**	**$0.00**	**$0.31**	**$4.44**	**0.0%**	
Total Cash and Short Term Investments			**$44,357.67**	**$44,357 67**	**$0.00**	**$0 31**	**$4 44**	**0.0%**	

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