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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052









2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 10-01-2013 , and ending 09-30-2014

Name of foundation WHITEHALL FOUNDATION INC		A Employer identification number 13-5637595	
Number and street (or P O box number if mail is not delivered to street address) POST OFFICE BOX 3423		Room/suite	B Telephone number (see instructions) (561) 655-4474
City or town, state or province, country, and ZIP or foreign postal code PALM BEACH, FL 33480		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 116,650,653	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	822,626	822,626		
	4 Dividends and interest from securities.	2,968,943	2,968,943		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	16,020,041			
	b Gross sales price for all assets on line 6a 63,703,846				
	7 Capital gain net income (from Part IV, line 2)		16,020,041		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,760	3,760		
	12 Total. Add lines 1 through 11	19,815,370	19,815,370		
	13 Compensation of officers, directors, trustees, etc	165,000	123,750		41,250
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	14,898	11,174		3,725
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	92,608	23,152		69,456
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	205,624	202,848		2,777
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	45,110	0		45,110
	21 Travel, conferences, and meetings	19,837	0		19,837
	22 Printing and publications				
	23 Other expenses (attach schedule)	92,950	7,238		85,713
	24 Total operating and administrative expenses. Add lines 13 through 23	636,027	368,162		267,868
	25 Contributions, gifts, grants paid	5,511,466			5,511,466
	26 Total expenses and disbursements. Add lines 24 and 25	6,147,493	368,162		5,779,334
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	13,667,877			
	b Net investment income (if negative, enter -0-)		19,447,208		
	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			
	2	Savings and temporary cash investments	7,661,886	6,243,263	6,243,263
	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)	12,487,331	 12,240,126	12,116,943
	b	Investments—corporate stock (attach schedule)	43,684,788	 55,629,363	76,951,138
	c	Investments—corporate bonds (attach schedule).	17,297,609	 20,800,815	21,339,309
	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 ▶ _____)	 9,988	 0	 0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	81,141,602	94,913,567	116,650,653	
Liabilities	17	Accounts payable and accrued expenses	238	257	
	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 ▶ _____)	 0	 104,069	
	23	Total liabilities (add lines 17 through 22)	238	104,326	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	84,534,514	98,202,391	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-3,393,150	-3,393,150	
	30	Total net assets or fund balances (see page 17 of the instructions)	81,141,364	94,809,241	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	81,141,602	94,913,567	

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	81,141,364
2	Enter amount from Part I, line 27a	2	13,667,877
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	94,809,241
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	94,809,241

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	See Additional Data Table			
b				
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	See Additional Data Table		
b			
c			
d			
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	See Additional Data Table		
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	16,020,041
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 page 18 of 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	5,246,636	108,489,932	0 048361
2011	4,839,791	102,883,886	0 047041
2010	4,736,020	98,609,258	0 048028
2009	4,416,605	92,426,013	0 047785
2008	4,093,068	84,366,665	0 048515

2	Total of line 1, column (d).	2	0 239730
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 047946
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	114,887,812
5	Multiply line 4 by line 3.	5	5,508,411
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	194,472
7	Add lines 5 and 6.	7	5,702,883
8	Enter qualifying distributions from Part XII, line 4. 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	8	5,779,334

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	194,472
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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	194,472
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	194,472
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	91,600
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	91,600
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	102,872
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 Refunded		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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	No
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?		2	No
If "Yes," attach a detailed description of the activities.			
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
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?		5	No
If "Yes," attach the statement required by General Instruction T.			
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	Yes
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
<input checked="" type="checkbox"/> NJ, <input type="checkbox"/> FL			
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	Yes
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	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW WHITEHALL ORG				
14	The books are in care of ▶GEORGE MOFFETT Telephone no ▶(561) 655-4474			
	Located at ▶PO BOX 3423 PALM BEACH FL ZIP +4 ▶33480			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	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	Yes	No
	See 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? <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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?. <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 Additional Data Table				
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 NONE	0
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 page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	109,858,943
b	Average of monthly cash balances.	1b	6,778,430
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	116,637,373
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	116,637,373
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,749,561
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	114,887,812
6	Minimum investment return. Enter 5% of line 5.	6	5,744,391

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	5,744,391
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	194,472
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	194,472
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	5,549,919
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,549,919
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	5,549,919

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	5,779,334
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,779,334
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	194,472
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,584,862
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				5,549,919
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			144,370	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,779,334				
a Applied to 2012, but not more than line 2a			144,370	
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.				5,549,919
e Remaining amount distributed out of corpus	85,045			
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	85,045			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	85,045			
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. . . .	85,045			

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 organization 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))

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

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

GEORGE MOFFETT
P O BOX 3423
PALM BEACH, FL 33480
(561) 655-4474

b

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

TWO PAGE SUMMARY OUTLINING THE STUDY

c

Any submission deadlines

DECEMBER 1, MARCH 1, AND SEPTEMBER 1

d

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

FOR BASIC BIOLOGICAL RESEARCH, AGRI-BUSINESS STUDIES AND NEUROBIOLOGY

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 Additional Data Table				
Total			3a	5,511,466
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2000 SHARES WALT DISNET CO	P		2014-02-19
10000 SHARES GENERAL ELECTRIC CO	P		2014-06-13
7000 MCDONALDS CORP	P		2014-08-26
7500000 US TREASURY SECURITY	P		2014-08-13
20000 ISHARES IBOXX CORP BOND FUND	P		2014-09-03
238533 COLUMBIA FDS SER	P		2004-09-18
7000 PHILLIP MORRIS INTERNATIONAL	P		2014-08-27
25000 INTEL CORP	P		2014-09-03
15000 TARGET CORP	P		2014-09-03
18000 KIMBERLY-CLARK CORP	P		2014-09-23
11500 CONAGRA FOODS INC	P		2014-09-23
10000 E I DU PONT DE NEMOURS	P		2014-09-23
45000 CISCO SYSTEMS INC	P		2014-09-24
15000 PHILIP MORRIS INTERNATIONAL	P		2014-09-24
1200 BED BATH AND BEYOND	P		2014-09-24
3000 RAYTHEON CO	P		2014-02-24
3000 WALT DISNEY CO	P		2014-06-13
U S TREAS JP MORGAN SECURITIES	P		2014-08-13
ISHARES S&P PREF STK INDEX	P		2014-08-13
UTILITIES SELECT SECTOR SPDR	P		2014-08-13
VANGUARD UTILITIES ETF	P		2014-08-13
WESTERN ASSET CORE PLUS BOND FUND	P		2014-08-22
ISHARES CORE U S AGGREGATE	P		2014-08-22
ISHARES IBOXX INVESTMENT GRADE CORP BOND	P		2014-08-22
JP MORGAN CHASE & CO	P		2014-08-22
BANK OF MONTREAL	P		2014-08-14
GENERAL ELECTRIC	P		2014-08-14
WALMART STORE INC	P		2014-08-14
WASTE MANAGEMENT	P		2014-08-14
ROYAL DUTCH SHELL PLC ADR	P		2014-08-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CATERPILLAR INC	P		2014-08-21
INTEL CORP	P		2014-08-21
WALMART STORE INC	P		2014-08-27
AT&T INC	P		2014-08-26
DEERE & CO	P		2014-08-26
GENERAL ELECTRIC	P		2014-08-26
MCDONALS CORP	P		2014-08-26
PFIZER INC	P		2014-08-26
WALMART STORES INC	P		2014-08-26
MICROSOFT CORP	P		2014-08-14
TARGET CORP	P		2014-08-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
158,418		48,557	109,861
271,322		11,753	259,569
659,280		404,832	254,448
8,116,500		7,487,721	628,779
2,394,147		2,126,299	267,848
2,416,338		2,500,382	-84,044
597,736		285,830	311,906
862,761		481,250	381,511
905,468		412,050	493,418
1,917,478		1,009,841	907,637
380,959		280,229	100,730
711,108		399,400	311,708
1,124,075		1,108,952	15,123
1,265,291		566,051	699,240
79,862		76,835	3,027
295,525		86,050	209,475
252,959		72,835	180,124
7,131,500		4,999,609	2,131,891
2,572,743		2,547,436	25,307
1,447,568		1,028,400	419,168
1,535,259		1,064,400	470,859
5,538,500		5,023,080	515,420
2,738,330		2,473,016	265,314
2,994,239		2,691,914	302,325
1,171,097		786,930	384,167
1,323,777		1,021,271	302,506
1,161,690		101,114	1,060,576
743,376		508,600	234,776
2,060,738		1,274,258	786,480
1,247,927		965,205	282,722

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,079,709		193,368	886,341
877,933		493,500	384,433
378,554		244,617	133,937
1,036,477		1,120,326	-83,849
1,274,304		1,013,418	260,886
916,629		398,466	518,163
1,132,895		657,905	474,990
1,580,465		935,037	645,428
379,142		244,617	134,525
60,906		34,128	26,778
910,861		504,323	406,538

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			109,861
			259,569
			254,448
			628,779
			267,848
			-84,044
			311,906
			381,511
			493,418
			907,637
			100,730
			311,708
			15,123
			699,240
			3,027
			209,475
			180,124
			2,131,891
			25,307
			419,168
			470,859
			515,420
			265,314
			302,325
			384,167
			302,506
			1,060,576
			234,776
			786,480
			282,722


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			886,341
			384,433
			133,937
			-83,849
			260,886
			518,163
			474,990
			645,428
			134,525
			26,778
			406,538


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE M MOFFETT II	PRESIDENT/TREASURER 40 00	165,000	7,500	0
PO BOX 3423 PALM BEACH,FL 33480				
J WRIGHT RUMBOUGH	VICE PRESIDENT/TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
CATHERINE M THOMAS	CORPORATE SECRETARY/ASST 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
MR KENNETH S BEALL JR ESQ	TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
JAMES R LOWELL III	TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
MR E ANTHONY NEWTON	TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				
DEBORAH S GIBBONS-NEFF	TRUSTEE 0 00	0	0	0
PO BOX 3423 PALM BEACH,FL 33480				


Form 990PF Part XV Line 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				
ANIMAL LOVERS LEAGUE 40 SHORE ROAD GLEN COVE,NY 11542	NONE	501(C)(3)	GENERAL PURPOSE	3,000
BLUE HILL MEMORIAL HOSPITAL PO BOX 1029 BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	1,000
BLUE HILL PUBLIC LIBRARY 5 PARKER POINT ROAD BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	1,000
BROWN LEDGE CAMP 25 WILSON STREET BURLINGTON,VT 05401	NONE	501(C)(3)	GENERAL PURPOSE	500
CAPE ELEUTHERA MARINE CONSERVATION PO BOX 6008 LAWRENCEVILLE,NJ 08648	NONE	501(C)(3)	GENERAL PURPOSE	4,500
CASE WESTERN RESERVE UNIVERSITY 10900 EUCLID AVENUE CLEVELAND,OH 44106	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
CHILDREN'S HOSPITAL BOSTON 300 LONGWOOD AVE BOSTON,MA 02215	NONE	501(C)(3)	BIOLOGICAL RESEARCH	15,000
CHILDREN'S NATIONAL MEDICAL CENTER 111 MICHIGAN AVENUE NW WASHINGTON,DC 20010	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
CITY UNIVERSITY OF NEW YORK FLUSHING 65-30 KISSENA BLVD QUEENS,NY 11367	NONE	501(C)(3)	BIOLOGICAL RESEARCH	20,000
COLD SPRING HARBOUR LABORATORY PO BOX 100 ONE BUNGTOWN ROAD COLD SPRING HARBOR,NY 11724	NONE	501(C)(3)	GENERAL PURPOSE	75,000
COLD SPRING HARBOUR LABORATORY PO BOX 100 ONE BUNGTOWN ROAD COLD SPRING HARBOR,NY 11724	NONE	501(C)(3)	BIOLOGICAL RESEARCH	1,000
COMMUNITY FOUNDATION FOR PALM BEACH 700 S DIXIE HIGHWAY WEST PALM,FL 33401	NONE	501(C)(3)	GENERAL PURPOSE	1,000
CONNECTICUT COLLEGE 270 MOHEGAN AVE NEW LONDON,CT 06320	NONE	501(C)(3)	GENERAL PURPOSE	1,000
CONVENT OF THE VISITATION SCHOOL 2455 VISITATION DR MENDOTA HEIGHTS,MN 55120	NONE	501(C)(3)	GENERAL PURPOSE	1,000
CORINTHIAN SAILING FOUNDATION 1 NAHANT STREET MARBLEHEAD,MA 01945	NONE	501(C)(3)	GENERAL PURPOSE	3,000
Total  3a				5,511,466


Form 990PF Part XV Line 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				
CORNELL UNIVERSITY BURKE-CORNELL MEDICAL RESEARCH WHITE PLANS,NY 10605	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
DARTMOUTH COLLEGE HANOVER 7 LEBANON STREET SUITE 302 NO 6015 HANOVER,NH 03755	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
DENISON UNIVERSITY PO BOX 810 GRANVILLE,OH 43023	NONE	501(C)(3)	GENERAL PURPOSE	2,500
DUKE UNIVERSITY 2200 W MAIN STREET DURHAM,NC 27705	NONE	501(C)(3)	BIOLOGICAL RESEARCH	225,000
FLAGLER MUSEUM ONE WHITEHALL WAY PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	1,000
FRIENDS OF BOSTON UNIVERSITY TERRIER HOCKEY AGGANIS ARENA 925 COMMONWEALTH AVE BOSTON,MA 02215	NONE	501(C)(3)	GENERAL PURPOSE	500
FRIENDS OF DANA FARBER CANCER INSTITUTE 450 BROOKLINE AVENUE BOSTON,MA 02215	NONE	501(C)(3)	GENERAL PURPOSE	1,500
GEORGE STEVENS ACADEMY 23 UNION STREET BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	1,000
GEORGE WASHINGTON UNIVERSITY TAX DEPT 45155 RESEARCH PLACE ASHBURN,VA 20147	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
GLENWOOD VOLUNTEER FIRE DEPARTMENT SCHOOL HOUSE ROAD PO BOX 388 GLENWOOD LANDING,NY 11547	NONE	501(C)(3)	GENERAL PURPOSE	1,000
GREEN MOUNTAIN HORSE ASSOCIATION PO BOX 8 SOUTH WOODSTOCK,VT 05071	NONE	501(C)(3)	GENERAL PURPOSE	500
GULF STREAM COUNCIL BOY SCOUTS OF AMERICA 8335 NORTH MILITARY TRAIL PALM BEACH GARDENS,FL 33410	NONE	501(C)(3)	GENERAL PURPOSE	500
HARVARD COLLEGE FUND CLASS OF 1958 124 MOUNT AUBURN STREET CAMBRIDGE,MA 02138	NONE	501(C)(3)	GENERAL PURPOSE	500
HARVARD UNIVERSITY PO BOX 414413 BOSTON,MA 02241	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
HOSPICE FOUNDATION OF PALM BEACH COUNTY 5300 EAST AVENUE WEST PALM BEACH,FL 33407	NONE	501(C)(3)	GENERAL PURPOSE	1,000
Total  3a				5,511,466


Form 990PF Part XV Line 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				
INDEPENDENCE SEAPORT MUSEUM 211 SOUTH COLUMBUS BLVD WALNUT STREET PHILADELPHIA,PA 19106	NONE	501(C)(3)	GENERAL PURPOSE	6,000
INTERNATIONAL GAME FISH ASSOCIATION 300 GULF STREAM WAY DANIA BEACH,FL 33004	NONE	501(C)(3)	GENERAL PURPOSE	500
JOHNS HOPKINS UNIVERSITY 733 NORTH BROADWAY BALTIMORE,MD 21205	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
KEENE VALLEY HOSE AND LADDER CO PO BOX 699 KEENE VALLEY,NY 12943	NONE	501(C)(3)	GENERAL PURPOSE	1,000
KENT STATE UNIVERSITY PO BOX 5190 KENT,OH 44242	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
KNEISEL HALL PO BOX 648 BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	1,000
LAKE FOREST COLLEGE OFFICE OF ALUMNI AND DEVELOPMENT 555 NORTH SHERIDAN ROAD LAKE FOREST,IL 60045	NONE	501(C)(3)	GENERAL PURPOSE	1,000
MARINE CORPS SCHOLARSHIP FOUNDATION 121 SOUTH ST ASAPH ALEXANDRIA,VA 22314	NONE	501(C)(3)	GENERAL PURPOSE	5,000
MARTIN COUNTY HIGH SCHOOL 2801 SOUTH KANNER HIGHWAY STUART,FL 34994	NONE	501(C)(3)	GENERAL PURPOSE	500
MARY E BARTLETT LIBRARY ATTN MS MARILYN MOREHEAD 22 DALTON ROAD BRENTWOOD,NH 03833	NONE	501(C)(3)	GENERAL PURPOSE	1,000
MASSACHUSETTS INTITUTE OF TECHNOLOGY NE 18-901 CAMBRIDGE,MA 02139	NONE	501(C)(3)	BIOLOGICAL RESEARCH	240,000
MAYO COLLEGE OF MEDICINE 200 FIRST STREET SW ROCHESTER,MN 55905	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
MICHIGAN STATE UNIVERSITY 2727 ALLIANCE DRIVE LANSING,MI 48910	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
MIDDLEBURY COLLEGE ATTN GIFT ADMINISTRATION 5370 MIDDLEBURY COLLEGE 5 COURT STREET MIDDLEBURY,VT 05753	NONE	501(C)(3)	GENERAL PURPOSE	500
MIDDLESEX SCHOOL 1400 LOWELL ROAD CONCORD,MA 01742	NONE	501(C)(3)	GENERAL PURPOSE	3,000
Total  3a				5,511,466


Form 990PF Part XV Line 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				
MISS PORTERS SCHOOL GIFTS ADMINISTRATOR 60 MAIN FARMINGTON,CT 06032	NONE	501(C)(3)	GENERAL PURPOSE	1,000
MONTANA STATE UNIVERSITY 309 MONTANA HALL BOSEMAN,MT 59717	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
MOUNT SINAI SCHOOL OF MEDICINE 3 EAST 101ST STREET NEW YORK,NY 10029	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
NEW YORK UNIVERSITY SCHOOL OF MEDICINE NEW YORK,NY 10016	NONE	501(C)(3)	BIOLOGICAL RESEARCH	300,000
NORTH SHORE LAND ALLIANCE INC ATTN DIRECTOR 151 POST ROAD OLD WESTBURY,NY 11568	NONE	501(C)(3)	GENERAL PURPOSE	1,000
NORTHEASTERN UNIVERSITY 360 HUNTINGTON AVE BOSTON,MA 02215	NONE	501(C)(3)	BIOLOGICAL RESEARCH	28,500
NORTHWESTERN UNIVERSITY CHICAGO 2300 CHILDRENS PLAZA 205 CHICAGO,IL 60614	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
NORTHWESTERN UNIVERSITY EVANSTON 633 CLARK STREET EVANSTON,IL 60208	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
OREGON HEALTH SERVICES UNIVERSITY 2525 SW 1ST AVENUE PORTLAND,OR 97201	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
PALM BEACH CIVIC ASSOCIATION 139 NORTH COUNTY ROAD PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	1,000
PALM BEACH DAY ACADEMY ATTN HEADMASTER 241 SEAVIEW AVENUE PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	1,000
PALM BEACH FIRE RESCUE 300 NORTH COUNTY ROAD PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	1,000
PENINSULA AMBULANCE CORPS INC ATTN DIRECTOR PO BOX 834 BLUE HILL,ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	4,500
PILGRIM UNITED CHURCH OF CHRIST ATTN BETTY LOU ORCUTT 416 MIDDLE ROAD BRENTWOOD,NH 03833	NONE	501(C)(3)	GENERAL PURPOSE	1,500
PLANNED PARENTHOOD OF NASSAU COUNTY ATTN DIRECTOR 540 FULTON AVENUE HEMPSTEAD,NY 11550	NONE	501(C)(3)	GENERAL PURPOSE	1,000
Total  3a				5,511,466


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RUTGERS ASB III NEW BRUNSWICK, NJ 08901	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
SAINT FRANCIS BY THE SEA EPISCOPAL CHURCH ATTN TREASURER PO BOX 76 BLUE HILL, ME 04614	NONE	501(C)(3)	GENERAL PURPOSE	3,500
SALK INSTITUTE FOR BIOLOGICAL STUDIES 10010 NORTH TORREY PINES ROAD LA JOLLA, CA 92037	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
SCRIPPS RESEARCH INSTITUTE 10550 NORTH TORREY PINES ROAD LA JOLLA, CA 92037	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
SEACOAST FAMILY PROMISE ATTN PATTI FREW-WATERS NETWORK DIRECTOR PO BOX 233 STRATHAM, NH 03885	NONE	501(C)(3)	GENERAL PURPOSE	1,000
SITESALIVE FOUNDATION ATTN RICHARD WILSON PRESIDENT 8 SKINNERS PATH MARBLEHEAD, MA 01945	NONE	501(C)(3)	GENERAL PURPOSE	2,000
SPRINGSIDE SCHOOL ATTN HEADH OF SCHOOL 8000 CHEROKEE STREET PHILADELPHIA, PA 19118	NONE	501(C)(3)	GENERAL PURPOSE	1,000
ST DAVIDS EPISCOPAL CHURCH 763 SOUTH VALLEY FORGE ROAD WAYNE, PA 19087	NONE	501(C)(3)	GENERAL PURPOSE	1,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
THE CHURCH OF BETHESDA-BY- THE-SEA PO BOX 1057 PALM BEACH, FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	500
THE LAWNRENCEVILLE SCHOOL ATTN DEVELOPMENT DIRECTOR PO BOX 6008 LAWRENCEVILLE, NJ 08648	NONE	501(C)(3)	GENERAL PURPOSE	3,000
THE MARGAUX POWERS MEMORIAL THE TAFT SCHOOL ATTN CHRISTOPHER R 110 WATERTOWN, CT 06795	NONE	501(C)(3)	GENERAL PURPOSE	4,000
THE PILOT SCHOOL 100 GARDEN OF EDEN ROAD TALLEYVILLE WILMINGTON, DE 19803	NONE	501(C)(3)	GENERAL PURPOSE	3,000
THE TRUSTEES OF RESERVATIONS ATTN DIRECTOR 572 ESSEX STREET BEVERLY, MA 01915	NONE	501(C)(3)	GENERAL PURPOSE	1,000
Total  3a				5,511,466

Form 990PF Part XV Line 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				
THE WILLIAM STURGIS FRIENDS OF EDUCATION FOUNDATION INC 427 MAIN ST HYANNIS PORT,MA 02601	NONE	501(C)(3)	GENERAL PURPOSE	3,500
TOWN OF PALM BEACH UNITED WAY INC 44 COCONUT ROW M201 PALM BEACH,FL 33480	NONE	501(C)(3)	GENERAL PURPOSE	1,000
TRINITY-PAWLING SCHOOL ATTN GRAYSON K BRYANT DIRECTOR OF DEVELOPMENT 700 ROUTE 22 PAWLING,NY 12564	NONE	501(C)(3)	GENERAL PURPOSE	1,000
TROUT UNLIMITED ATTN WHIT FOSBURGH 1300 NORTH 17TH STREET ARLINGTON,VA 22209	NONE	501(C)(3)	GENERAL PURPOSE	1,000
TUCSON JEWISH COMMUNITY CENTER ERIN SHOENBERG 3800 EAST RIVER DRIVE TUCSON,AZ 85718	NONE	501(C)(3)	GENERAL PURPOSE	500
UNITED WAY OF ADDISON COUNTY ATTN DIRECTOR PO BOX 555 MIDDLEBURY,VT 05753	NONE	501(C)(3)	GENERAL PURPOSE	1,000
UNIVERSITY OF CALIFORNIA BERKELEY 2200 UNIVERSITY AVE BERKELEY,CA 94704	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF CALIFORNIA DAVIS 1 SHIELDS AVE DAVIS,CA 95616	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
UNIVERSITY OF CALIFORNIA IRVINE 510 ALDRICH HALL 5 IRVINE,CA 92617	NONE	501(C)(3)	BIOLOGICAL RESEARCH	225,000
UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE LOS ANGELES,CA 90024	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA,CA 92093	NONE	501(C)(3)	BIOLOGICAL RESEARCH	225,000
UNIVERSITY OF CHICAGO 6030 SOUTH ELLIS AVENUE CHICAGO,IL 60637	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF MASSACHUSETTS 55 LAKE AVENUE NORTH WORCESTER,MA 01655	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF NORTH CAROLINA CHAPEL HILL 104 AIRPORT DR STE 3200 CHAPEL HILL,NC 27599	NONE	501(C)(3)	BIOLOGICAL RESEARCH	150,000
UNIVERSITY OF PENNSYLVANIA 433 FRANKLIN BUILDING 3451 WALNUT STREET PHILADELPHIA,PA 19104	NONE	501(C)(3)	GENERAL PURPOSE	2,500
Total  3a				5,511,466

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF PITTSBURGH 123 UNIVERSITY PLACE PITTSBURGH,PA 15213	NONE	501(C)(3)	BIOLOGICAL RESEARCH	225,000
UNIVERSITY OF SOUTHERN CALIFORNIA 837 W DOWNEY WAY LOS ANGELES,CA 90089	NONE	501(C)(3)	BIOLOGICAL RESEARCH	225,000
UNIVERSITY OF UTAH 75 SOUTH 2000 EAST SALT LAKE CITY,UT 84112	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
VANDERBILT UNIVERSITY PMB 406310 2301 VANDERBILT PLACE NASHVILLE,TN 37240	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
WASHINGTON AND LEE UNIVERSITY ATTN DIRECTOR OF CORPORATE 204 W WASHINGTON ST LEXINGTON,VA 24450	NONE	501(C)(3)	GENERAL PURPOSE	4,500
WASHINGTON UNIVERSITY IN ST LOUIS CAMPUS BOX 8018 ST LOUIS,MO 63110	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
WOODS HOLE OCEANOGRAPHIC INSTITUTE ATTN DIRECTOR OF FENNO HOUSE MS 40 WOODS HOLE,MA 02543	NONE	501(C)(3)	GENERAL PURPOSE	1,000
YALE UNIVERSITY PO BOX 208250 NEW HAVEN,CT 06508	NONE	501(C)(3)	BIOLOGICAL RESEARCH	90,000
YALE UNIVERSITY PO BOX 1844 ATTN DIRECTOR OF GIVING NEW HAVEN,CT 06508	NONE	501(C)(3)	GENERAL PURPOSE	1,000
BOSTON UNIVERSITY ONE SIBER WAY BOSTON,MA 02215	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
CLEVELAND CLINIC FOUNDATION 9500 EUCLID AVE A90 CLEVELAND,OH 44106	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
LEHIGH UNIVERSITY 27 MEMORIAL DR BETHLEHEM,PA 18015	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
MARQUETTE UNIVERSITY 1250 WEST WISCONSIN AVE MILWAUKEE,WI 53233	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
MAX PLANCK FLORIDA INSTITUTE 1 MAX PLANCK WAY JUPITER,FL 33458	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
STATE UNIVERSITY OF NEW YORK STONY BROOK STONY BROOK UNIVERSITY STONY BROOK,NY 11794	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
Total  3a				5,511,466

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF IOWA UNIVERSITY OF IOWA IOWA CITY,IA 52242	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNIVERSITY OF TEXAS AUSTIN UNIVERSITY OF TEXAS AUSTIN AUSTIN,TX 78712	NONE	501(C)(3)	BIOLOGICAL RESEARCH	75,000
UNUSED GRANTS FROM WASHINGTON UNIVERSITY 1 BROOKINGS DR ST LOUIS,MO 63130	NONE	501(C)(3)	BIOLOGICAL RESEARCH	-3,648
UNUSED GRANTS FROM CINCINNATI CHILDREN'S HOSPITAL MED 333 BURNET AVE CINCINNATI,OH 45229	NONE	501(C)(3)	BIOLOGICAL RESEARCH	-3,886
ASSISTANCE LEAGUE MINNEAOP LIS 6416 PENN AVE SOUTH MINNEAPOLIS,MN 55423	NONE	501(C)(3)	BIOLOGICAL RESEARCH	500
EMHS FOUNDATION 1 CUMBERLAND STREET 300 BANGOR,ME 04401	NONE	501(C)(3)	BIOLOGICAL RESEARCH	1,000
MAINE AUDUBON - DOWNEAST CHAPTER PO BOX 1212 ELSWORTH,ME 04605	NONE	501(C)(3)	BIOLOGICAL RESEARCH	500
THE TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN,CT 06795	NONE	501(C)(3)	BIOLOGICAL RESEARCH	2,000
THE BOSTON FOUNDATION 75 ARLINGTON STREET BOSTON,MA 02116	NONE	501(C)(3)	BIOLOGICAL RESEARCH	500
TREASURE COAST HOSPICE 9065 SE BRIDGE ROAD HOBE SOUND,FL 33455	NONE	501(C)(3)	BIOLOGICAL RESEARCH	500
Total			▶ 3a	5,511,466

TY 2013 Accounting Fees Schedule

Name: WHITEHALL FOUNDATION INC

EIN: 13-5637595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	92,608	23,152		69,456

**TY 2013 Investments Corporate
Bonds Schedule**

Name: WHITEHALL FOUNDATION INC
EIN: 13-5637595

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME SECURITIES	20,800,815	21,339,309

TY 2013 Investments Corporate
Stock Schedule

Name: WHITEHALL FOUNDATION INC
EIN: 13-5637595

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	488,633	481,712
ABB LTD	114,863	112,050
ABBOTT LABORATORIES, CO.	472,106	831,800
ABBVIE, INC.	511,960	1,155,200
ABERDEEN ASIA-PAC XJ-INST	2,753,430	2,611,542
ACCENTURE PLC-CL-A	376,342	384,237
ACTIVISION BLIZZARD INC	162,149	145,530
AETNA INC	198,749	202,500
AMERICAN EXPRESS CO	273,891	273,563
AMERISOURCEBERGEN CORP	300,204	303,403
APACHE CORP	122,650	112,644
APPLE INC	131,915	130,975
ASHTON/FAIRPOINTE MID CAP-I	2,000,000	1,897,930
BANK OF NEW YORK MELLON CORP	368,317	369,872
BED BATH & BEYOND INC	102,446	105,328
BERKSHIRE HATHAWAY INC DEL CL B	628,401	638,898
BLACKROCK, INC.	1,113,987	1,969,920
BOEING CO	257,125	254,760
CABOT OIL & GAS CORP	74,967	73,553
CARDINAL HEALTH INC	256,825	262,220
CARPENTER TECHNOLOGY CORP	219,974	180,600
CATERPILLAR INC	220,047	742,725
CENOVUS ENERGY INC	155,467	134,400
CHEVRONTEXACO CORP	670,588	1,909,120
CINTAS CORP	157,561	169,416
COLGATE PALMOLIVE CO	581,805	2,347,920
COMCAST CORP	233,813	231,254
COMERICA INC	272,842	275,477
CONAGRA FOODS INC	810,875	1,106,840
CONOCOPHILLIPS CORP.	1,063,441	1,377,360

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CSX CORP	216,349	224,420
DANONE	320,689	300,160
DELAWARE EMERGING MARKETS-I	1,250,000	1,196,770
DEVON ENERGY CORP	339,846	317,037
DODGE & COX INTL STOCK FUND	4,000,000	3,932,133
DOW CHEMICAL CO	1,069,124	1,835,400
DU PONT E I DE NEMOURS & CO	774,415	1,435,200
EBAY INC	428,011	441,714
EXPEDITORS INTERNATIONAL INC	202,250	198,842
EXXON MOBIL CORP	707,765	2,116,125
FREEPORT MCMORAN COPPER & GOLD	938,159	979,500
GENERAL MILLS INC	1,070,681	1,816,200
GOLDMAN SACHS GROUP INC	231,913	238,641
HALLIBURTON CO	1,044,693	2,257,850
HCA HOLDINGS INC	277,639	282,080
HENRY SCHEIN INC	156,465	151,411
HERTZ GLOBAL HOLDINGS INC	243,488	203,120
HILL-ROM HOLDINGS INC	109,910	103,575
HOME DEPOT, INC.	861,890	2,476,980
HONEYWELL INTERNATIONAL INC	249,347	244,440
HYATT HOTELS CORP -CL A	73,497	72,624
INTERCONTINENTAL EXCHANGE INC	246,385	253,565
INTN'L BUSINESS MACHINES CORP.	808,018	1,898,300
ISHARES CORE S&P MID-CAP ETF	1,492,873	1,422,096
ISHARES MSCI ALL COUNTRY ASIA	2,010,664	1,888,656
ISHARES MSCI EAFE INDEX FUND	4,015,219	3,911,320
JOHNSON & JOHNSON CO.	1,172,500	2,131,800
JP MORGAN CHASE & CO	190,000	301,200
KRAFT FOODS GROUP, INC.	357,997	657,962
MATTEL INC	69,864	61,300

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK & CO INC	1,058,985	1,630,200
METLIFE, INC.	1,040,359	1,343,000
MICROSOFT CORP	1,207,065	2,255,414
MONDELEZ, INTERNATIONAL, INC.	793,249	1,370,800
NATIONAL FUEL GAS CO	152,284	139,980
NESTLE S A	257,826	246,661
OMNICOM GROUP INC	436,938	418,325
PACCAR INC	232,557	211,878
PEPSICO, INC.	1,089,264	1,535,985
PFIZER INC	170,518	310,485
POTASH CORP SASKATCHEWAN INC	439,788	437,184
PROCTER & GAMBLE CO	158,938	159,106
PROGRESSIVE CORP OHIO	215,848	221,832
RANGE RESOURCES CORP	197,790	169,525
RAYTHEON CO	645,138	2,337,260
ROCKWELL AUTOMATION INC	82,317	76,916
ROSS STORES INC	184,529	205,956
SCHLUMBERGER LTD	581,965	544,042
SCOTTS MIRACLE-GRO COMPANY	119,950	110,000
SEALED AIR CORP	198,403	191,840
SPECTRA ENERGY CORP	1,008,904	1,570,400
STANLEY BLACK & DECKER INC	182,573	177,580
TE CONNECTIVITY LTD	231,740	205,955
TWENTY FIRST CENTURY FOX INC	178,411	171,450
UNILEVER	187,909	181,218
UNITEDHEALTH GROUP INC	356,982	373,031
US DOLLAR	866,382	866,382
VERIZON COMMUNICATIONS INC	1,277,866	1,499,700
WALT DISNEY CO	648,548	2,403,810
WELLS FARGO & CO	201,209	202,293

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WISDOMTREE JAPAN HEDGED EQUITY FUND	1,200,104	1,239,760
AT & T, INC.	0	0
BANK OF MONTREAL	0	0
CISCO SYSYTEMS INC.	0	0
DEERE CO	0	0
DISNEY WALT HOLDING CO	0	0
GENERAL ELECTRIC CO	0	0
INTEL CORP	0	0
ISHARES S & P US PREFERRED STOCK INDEX FUND	0	0
KIMBERLY-CLARK CORP.	0	0
MCDONALDS CORP	0	0
PHILIP MORRIS INTN'L INC.	0	0
ROYAL DUTCH SHELL, PLC.	0	0
TARGET CORP	0	0
AMEX UTILITIES SPDR	0	0
VANGUARD UTILITIES ETF	0	0
WAL MART STORES INC	0	0
WASTE MANAGEMENT INC.	0	0

TY 2013 Investments Government Obligations Schedule

Name: WHITEHALL FOUNDATION INC

EIN: 13-5637595

**US Government Securities - End of
Year Book Value:**

12,240,126

**US Government Securities - End of
Year Fair Market Value:**

12,116,943

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2013 Other Assets Schedule

Name: WHITEHALL FOUNDATION INC

EIN: 13-5637595

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL EXCISE TAX	9,988	0	0

TY 2013 Other Expenses Schedule**Name:** WHITEHALL FOUNDATION INC**EIN:** 13-5637595

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	117	29		88
INSURANCE	4,447	1,112		3,335
OFFICE EXPENSE	15,213	3,803		11,410
TELEPHONE	7,251	1,813		5,438
POSTAGE	1,922	481		1,442
SCIENTIFIC ADVISOR	64,000	0		64,000

TY 2013 Other Income Schedule

Name: WHITEHALL FOUNDATION INC

EIN: 13-5637595

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	3,760	3,760	3,760

TY 2013 Other Liabilities Schedule

Name: WHITEHALL FOUNDATION INC

EIN: 13-5637595

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	0	104,069

TY 2013 Taxes Schedule**Name:** WHITEHALL FOUNDATION INC**EIN:** 13-5637595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	195,613	195,613		0
PAYROLL TAXES	9,646	7,235		2,412
PROPERTY TAXES	365	0		365