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Return of Private Foundation

EXTENSION ATTACHED 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation WHISPERING BELLS FOUNDATION C/O RSM US LLP		A Employer identification number 13-6962126						
Number and street (or P.O. box number if mail is not delivered to street address) 1185 AVENUE OF THE AMERICAS	Room/suite	B Telephone number (212) 372-1210						
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10036		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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"/>
<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							
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) \$ 1,318,976.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		575,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		17.	17.		STATEMENT 1
4 Dividends and interest from securities		25,655.	25,502.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		49,720.			
b Gross sales price for all assets on line 6a 412,927.					
7 Capital gain net income (from Part IV, line 2)			49,720.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		650,392.	75,239.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 3		645.	387.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		3,695.	3,445.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		4,340.	3,832.		250.
25 Contributions, gifts, grants paid		484,150.			484,150.
26 Total expenses and disbursements. Add lines 24 and 25		488,490.	3,832.		484,400.
27 Subtract line 26 from line 12		161,902.			
a Excess of revenue over expenses and disbursements			71,407.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		109,963.	172,681.	172,681.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 5		369,982.	279,245.	281,816.
	b	Investments - corporate stock STMT 6		558,809.	749,025.	864,479.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,038,754.	1,200,951.	1,318,976.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		1,038,754.	1,200,951.	
	30	Total net assets or fund balances		1,038,754.	1,200,951.	
	31	Total liabilities and net assets/fund balances		1,038,754.	1,200,951.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,038,754.
2	Enter amount from Part I, line 27a	2	161,902.
3	Other increases not included in line 2 (itemize) ▶ SECURITIES COST BASIS ADJUSTMENT	3	295.
4	Add lines 1, 2, and 3	4	1,200,951.
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	1,200,951.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		12/31/14	12/31/14
b PUBLICLY TRADED SECURITIES		12/31/14	12/31/14
c CAPITAL GAINS DIVIDENDS			
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 84,379.		87,841.	-3,462.
b 312,219.		275,366.	36,853.
c 16,329.			16,329.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-3,462.
b			36,853.
c			16,329.
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	49,720.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	663,250.	1,253,109.	.529284
2012	260,300.	1,047,203.	.248567
2011	638,250.	849,433.	.751384
2010	639,457.	859,918.	.743626
2009	721,362.	952,291.	.757502

2 Total of line 1, column (d)	2	3.030363
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	.606073
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,309,092.
5 Multiply line 4 by line 3	5	793,405.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	714.
7 Add lines 5 and 6	7	794,119.
8 Enter qualifying distributions from Part XII, line 4	8	484,400.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,428.
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	1,428.
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	1,428.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		32.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,460.
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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOHN MCPARLAND Located at ► RSM US LLP, 1185 6TH AVENUE, NEW YORK, NY Telephone no ► (212) 372-1210 ZIP+4 ► 10036			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes No	X X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2014 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 2014)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROLAN WORKMAN	TRUSTEE			
C/O RSM US LLP, 1185 6TH AVENUE				
NEW YORK, NY 10036	0.50	0.	0.	0.
EDWARD KLAGSBRUN	TRUSTEE			
C/O RSM US LLP, 1185 6TH AVENUE				
NEW YORK, NY 10036	0.50	0.	0.	0.
ELIZABETH WORKMAN	PRES/TRUSTEE			
C/O RSM US LLP, 1185 6TH AVENUE				
NEW YORK, NY 10036	1.50	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services	▶	0

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

1	N/A	
2		
3		
4		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	N/A	
2		
3	All other program-related investments See instructions	
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,139,764.
b	Average of monthly cash balances	1b	189,263.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,329,027.
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	1,329,027.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,935.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,309,092.
6	Minimum investment return. Enter 5% of line 5	6	65,455.

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	65,455.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,428.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,428.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,027.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	64,027.
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	64,027.

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	484,400.
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	484,400.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	484,400.

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

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WHISPERING BELLS FOUNDATION

Form 990-PF (2014)

C/O RSM US LLP

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				64,027.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009	674,083.			
b From 2010	597,271.			
c From 2011	593,814.			
d From 2012	208,522.			
e From 2013	602,332.			
f Total of lines 3a through e	2,676,022.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$	484,400.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				64,027.
e Remaining amount distributed out of corpus	420,373.			
5 Excess distributions carryover applied to 2014 (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	3,096,395.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	674,083.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	2,422,312.			
10 Analysis of line 9				
a Excess from 2010	597,271.			
b Excess from 2011	593,814.			
c Excess from 2012	208,522.			
d Excess from 2013	602,332.			
e Excess from 2014	420,373.			

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Form 990-PF (2014)

WHISPERING BELLS FOUNDATION

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABC (A BETTER CHANCE) OF WILTON 6 GODFREY PLACE WILTON, CT 06897	NONE	PC	CHARITABLE	300.
ACLU 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004	NONE	PC	CHARITABLE	30,000.
ACTION AGAINST HUNGER 247 WEST 37TH STREET 10TH FLOOR NEW YORK, NY 10018	NONE	PC	CHARITABLE	1,000.
AMERICAN BOOKSELLERS FOUNDATION FOR FREE EXPRESSION (ABFFE) 19 FULTON STREET, ROOM 407 NEW YORK, NY 10038	NONE	PC	CHARITABLE	6,000.
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY ST PHILADELPHIA, PA 19102	NONE	PC	CHARITABLE	3,000.
Total	SEE CONTINUATION SHEET(S)			484,150.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	17.	
4 Dividends and interest from securities			14	25,655.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	49,720.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		75,392.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	75,392.

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

[illegible]

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE	PC	CHARITABLE	3,500.
ANTI DEFAMATION LEAGUE (ADL) 605 THIRD AVENUE NEW YORK, NY 10158	NONE	PC	CHARITABLE	25,000.
ASPCA 424 E. 92ND STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	1,000.
BOOKS FOR A BETTER LIFE (NATIONAL MS SOCIETY OF SOUTHERN NYC) 733 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10017	NONE	PC	CULTURAL	4,000.
BRONX DEFENDERS 360 EAST 161ST STREET BRONX, NY 10451	NONE	PC	CHARITABLE	1,000.
BROOKLYN BOTANICAL GARDENS 1000 WASHINGTON AVENUE BROOKLYN, NY 11225	NONE	PC	CHARITABLE	500.
BROOKLYN PUBLIC LIBRARY 10 GRAND ARMY PLAZA BROOKLYN, NY 11238	NONE	PC	CHARITABLE	400.
C. CAP 505 EIGHTH AVENUE SUITE 1400 NEW YORK, NY 10018	NONE	PC	CHARITABLE	6,000.
CANCER CARE 275 SEVENTH AVENUE 22ND FLOOR NEW YORK, NY 10001	NONE	PC	CHARITABLE	300.
CARE USA PO BOX 7039 MERRIFIELD, VA 22116	NONE	PC	CHARITABLE	300.
Total from continuation sheets				443,850.

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHES IN THE SCHOOLS 520 EIGHT AVENUE 2ND FLOOR NEW YORK, NY 10018	NONE	PC	CHARITABLE	500.
CHILDREN & NATURE NETWORK 808 14TH AVENUE SE MINNEAPOLIS, MN 55414	NONE	PC	CHARITABLE	1,250.
CITY HARVEST 6 EAST 32ND STREET 5TH FLOOR NEW YORK, NY 10016	NONE	PC	CHARITABLE	10,000.
COLUMBIA UNIVERSITY MEDICAL CENTER 630 WEST 168TH ST NEW YORK, NY 10032	NONE	PC	CHARITABLE	3,000.
COMMON CAUSE 1133 19TH STREET NW, 9TH FLOOR WASHINGTON, DC 20036	NONE	PC	CHARITABLE	1,000.
COMMUNITY SUPPORT SYSTEM PO BOX 206 AQUASCO, MD 20608	NONE	PC	CHARITABLE	7,500.
CONGRESSIONAL MEDAL OF HONOR FOUNDATION 1501 LEE HIGHWAY, SUITE 300 ARLINGTON, VA 22209	NONE	PC	CHARITABLE	15,000.
CONSERVATION TRAVEL AFRICA WIRED TO AFRICA SOUTH AFRICA	NONE	PC	CHARITABLE	500.
CONSERVATORS CENTER PO BOX 882 MEBANE, NC 27302	NONE	PC	CHARITABLE	1,200.
CT FOOD BANK PO BOX 8686 NEW HAVEN, CT 06531	NONE	PC	CHARITABLE	300.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CT HUMANE SOCIETY 701 RUSSELL ROAD NEWINGTON, CT 06111	NONE	PC	CHARITABLE	300.
CURREY INGRAM ACADEMY 6544 MURRAY LANE BRENTWOOD, TN 37027	NONE	PC	CHARITABLE	2,000.
DALTON SCHOOL 108 EAST 89TH STREET NEW YORK, NY 10128	NONE	PC	EDUCATIONAL	3,500.
DEERFIELD PO BOX 87 DEERFIELD, MA 01342	NONE	PC	CHARITABLE	5,000.
DIPFA (DESIGN INDUSTRIES FOUNDATION FIGHTING AIDS) 200 LEXINGTON AVENUE, RM 707 NEW YORK, NY 10016	NONE	PC	CHARITABLE	1,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	PC	CHARITABLE	7,500.
DOROT 171 WEST 85TH STREET NEW YORK, NY 10024	NONE	PC	CHARITABLE	300.
FAIR CHANCE 2001 S STREET, NW SUITE 310 WASHINGTON, DC 20015	NONE	PC	CHARITABLE	1,000.
FOOD BANK NY 39 BROADWAY 10TH FLOOR NEW YORK, NY 10006	NONE	PC	CHARITABLE	500.
FOSTER PRIDE 250 WEST 94TH STREET, #6F NEW YORK, NY 10025	NONE	PC	CHARITABLE	600.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GMHC (GAY MEN'S HEALTH CRISIS) 446 WEST 33RD ST NEW YORK, NY 10001	NONE	PC	CHARITABLE	3,000.
GODDARD-RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVENUE NEW YORK, NY 10024	NONE	PC	CULTURAL	95,000.
GREENPEACE 702 H STREET NW SUITE 300 WASHINGTON, DC 20001	NONE	PC	CHARITABLE	2,000.
GREENWICH VILLAGE SOCIETY FOR HISTORIC PRESERVATION 232 EAST 11TH ST NEW YORK, NY 10003	NONE	PC	CHARITABLE	350.
HABITAT FOR HUMANITY PO BOX 1509 AMERICAS, GA 31709	NONE	PC	CHARITABLE	2,500.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE	PC	CHARITABLE	1,000.
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002	NONE	PC	CHARITABLE	300.
HEP MALAWI (JABULANI SCHOOL) 1836 WEST 25TH S #3B CLEVELAND, OH 44113	NONE	PC	EDUCATIONAL	5,000.
HOLY APOSTLES SOUP KITCHEN 296 9TH AVENUE NEW YORK, NY 10001	NONE	PC	CHARITABLE	300.
HUMAN RIGHTS WATCH 350 FIFTH AVE 34TH FLOOR NEW YORK, NY 10118	NONE	PC	CHARITABLE	30,000.
Total from continuation sheets				

WHISPERING BELLS FOUNDATION
C/O RSM US LLP

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUMANE SOCIETY NYC 306 E 59TH STREET NEW YORK, NY 10022	NONE	PC	CHARITABLE	200.
INTERNATIONAL ACTION 819 L STREET SE WASHINGTON, DC 20003	NONE	PC	CHARITABLE	500.
INTERNATIONAL RESQUE COMMITTEE PO BOX 6068 ALBERT LEA, MN 56007	NONE	PC	CHARITABLE	3,000.
ISSUE ONE (FORMERLY AMERICAN FOR CAMPAIGN REFORM) 11 DUPONT CIRCLE SUITE 350 WASHINGTON, DC 20036	NONE	PC	CHARITABLE	1,000.
JEWISH FOUNDATION FOR THE RIGHTEOUS 305 7TH AVENUE 19TH FLOOR NEW YORK, NY 10001	NONE	PC	CHARITABLE	500.
LONG WHARF 222 SARGENT DRIVE NEW HAVEN, CT 06511	NONE	PC	CHARITABLE	1,000.
MALARIA NO MORE 432 PARK AVENUE SOUTH, 4TH FLOOR NEW YORK, NY 10016	NONE	PC	CHARITABLE	2,000.
MEMORIAL SLOAN KETTERING PO BOX 27105 NEW YORK, NY 10117	NONE	PC	CHARITABLE	300.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028	NONE	PC	CULTURAL	2,000.
METROPOLITAN OPERA LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PC	CHARITABLE	3,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIDORI & FRIENDS 352 SEVENTH AVENUE SUITE 301 NEW YORK, NY 10001	NONE	PC	CHARITABLE	500.
MOMA (MUSEUM OF MODERN ART) 11 W 53RD STREET NEW YORK, NY 10019	NONE	PC	CULTURAL	1,200.
MOST VALUABLE KIDS NY 1440 BROADWAY 23RD FLOOR NEW YORK, NY 10018	NONE	PC	CHARITABLE	2,000.
MUSEUM OF MATHEMATICS 11 EAST 26TH STREET NEW YORK, NY 10010	NONE	PC	CHARITABLE	1,200.
NATIONAL BOOK FOUNDATION 90 BOARD STREET SUITE 604 NEW YORK, NY 10004	NONE	PC	CHARITABLE	2,000.
NATIONAL YIDDISH BOOK CENTER 1021 WEST STREET AMHERST, MA 01002	NONE	PC	CHARITABLE	700.
NCAC (NATIONAL COALITION AGAINST CENSORSHIP) 19 FULTON STREET, ROOM 407 NEW YORK, NY 10038	NONE	PC	CULTURAL	6,000.
NEIGHBORHOOD COALITION FOR SHELTER 157 E 86TH STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	400.
NORWALK HOSPITAL 34 MAPLE STREET NORWALK, CT 06856	NONE	PC	CHARITABLE	500.
NY PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PC	CHARITABLE	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NY PUBLIC LIBRARY 445 FIFTH AVENUE NEW YORK, NY 10016	NONE	PC	CHARITABLE	7,500.
NYC OUTWARD BOUND 29-46 NOTHERN BLVD LONG ISLAND CITY, NY 11101	NONE	PC	EDUCATIONAL	3,500.
ORANGE COUNTY LITERACY COUNCIL 200 N GREENSBORO STREET SUITE C-2 CARRBORO, NC 27510	NONE	PC	CHARITABLE	1,500.
OSBORNE ASSOCIATION 809 WESTCHESTER AVENUE BRONX, NY 10455	NONE	PC	CHARITABLE	500.
PAGE EDUCATION FOUNDATION 901 N 3RD STREET MINNEAPOLIS, MN 55401	NONE	PC	CHARITABLE	350.
PLANNED PARENTHOOD 1108 16TH STREET NW WASHINGTON, DC 20036	NONE	PC	CHARITABLE	2,500.
POETS & WRITERS 90 BOARD STREET, SUITE 2100 NEW YORK, NY 10004	NONE	PC	CULTURAL	1,500.
PREP FOR PREP 328 WEST 71ST STREET NEW YORK, NY 10023	NONE	PC	CHARITABLE	75,000.
PROJECT HOPE PO BOX 96340 WASHINGTON, DC 20090	NONE	PC	CHARITABLE	700.
REHAB INSTITUTE OF CHICAGO 345 E. SUPERIOR STREET CHICAGO, IL 60611	NONE	PC	CHARITABLE	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAMUEL WAXMAN CANCER RESEARCH FOUNDATION 420 LEXINGTON AVENUE SUITE 825 NEW YORK, NY 10170	NONE	PC	CHARITABLE	750.
SASHA BRUCE YOUTHWORX 741 8TH STREET SE WASHINGTON, DC 20003	NONE	PC	CHARITABLE	500.
SECOND CHANCE WILDLIFE 7101 BAARCELLONA DRIVE GAITHERSBURG, MD 20879	NONE	PC	CHARITABLE	1,000.
SHAKESPEARE & CO 70 KEMBLE ST LENOX, MA 01240	NONE	PC	CHARITABLE	2,500.
SHENANGO VALLEY COMMUNITY LIBRARY 11 NORTH SHARPSVILLE AVE SHARON, PA 16146	NONE	PC	CHARITABLE	500.
SIMON WEISENTHAL CENTER 1399 SOUTH ROXBURY LOS ANGELES, CA 90035	NONE	PC	CHARITABLE	300.
SMILE TRAIN 41 MADISON AVENUE 28TH FLOOR NEW YORK, NY 10010	NONE	PC	CHARITABLE	300.
SOS/TASTE OF THE NATION PO BOX 75475 BALTIMORE, MD 21275	NONE	PC	CHARITABLE	6,000.
SOUTHERN POVERTY LAW 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PC	CHARITABLE	400.
STANLEY ISAACS NEIGHBORHOOD CENTER 415 E 93RD STREET NEW YORK, NY 10128	NONE	PC	CHARITABLE	300.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEMPLE SINAI NURSERY SCHOOL 3100 MILITARY RD WASHINGTON, DC 20015	NONE	PC	CHARITABLE	500.
THIRTEEN 825 EIGHTH AVENUE NEW YORK, NY 10019	NONE	PC	CHARITABLE	500.
TRICKLE UP 104 W. 27TH STREET, 12TH FLOOR NEW YORK, NY 10001	NONE	PC	CHARITABLE	5,000.
UJA FEDERATION 130 EAST 59TH STREET NEW YORK, NY 10022	NONE	PC	CHARITABLE	30,000.
UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PC	CHARITABLE	500.
UNITED FOR LIBRARIES (FORMELY ALTAFF & FOLUSA) 50 E HURON STREET CHICAGO, IL 60611	NONE	PC	CHARITABLE	3,000.
UNITED NEIGHBORHOOD HOUSE 70 W. 36TH STREET #503 NEW YORK, NY 10018	NONE	PC	CHARITABLE	500.
UNIVERSITY OF DENVER 2199 S. UNIVERSITY BLVD. DENVER, CO 80208	NONE	PC	EDUCATIONAL	2,500.
US HOLOCAUST MUSEUM 100 RAOUL WALLENBERGH PLACE, SW WASHINGTON, DC 20024	NONE	PC	CHARITABLE	500.
WENDY WEISMAN JENKINSON CULINARY ARTS FUND PO BOX 1182 OAK BLUFF, MA 02557	NONE	PC	CULTURAL	500.
Total from continuation sheets				

WHISPERING BELLS FOUNDATION
C/O RSM US LLP

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WILTON FIREFIGHTERS 236 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300.
WILTON HISTORICAL SOCIETY 224 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	250.
WILTON LAND CONSERVATION TRUST PO BOX 77 WILTON, CT 06897	NONE	PC	CHARITABLE	300.
WILTON LIBRARY 137 OLD RIDGEFIELD ROAD WILTON, CT 06897	NONE	PC	CULTURAL	500.
WILTON POLICE 240 DANBURY ROAD DANBURY, CT 06897	NONE	PC	CHARITABLE	300.
WILTON VOLUNTEER AMBULANCE 234 DANBURY ROAD WILTON, CT 06897	NONE	PC	CHARITABLE	300.
WMNR FINE ARTS RADIO PO BOX 920 MONROE, CT 06468	NONE	PC	CHARITABLE	400.
WNYC 160 VARICK STREET NEW YORK, NY 10013	NONE	PC	CHARITABLE	5,000.
WORLD WILDLIFE FUND PO BOX 96096 WASHINGTON, DC 20077	NONE	PC	CHARITABLE	1,000.
YADDO 20 WEST 44TH STREET SUITE 408 NEW YORK, NY 10036	NONE	PC	CHARITABLE	500.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2014**Name of the organization**WHISPERING BELLS FOUNDATION
C/O RSM US LLP**Employer identification number**

13-6962126

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

WHISPERING BELLS FOUNDATION
C/O RSM US LLP

Employer identification number

13-6962126

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WORKMAN PUBLISHING CO. 708 BROADWAY NEW YORK, NY 10003	\$ 575,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

WHISPERING BELLS FOUNDATION
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Employer identification number

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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

WHISPERING BELLS FOUNDATION
C/O RSM US LLP

Employer identification number

13-6962126

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____

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

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE BANK NA	17.	17.	
TOTAL TO PART I, LINE 3	17.	17.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE - CAPITAL GAIN DISTRIBUTION	16,329.	16,329.	0.	0.	
JPMORGAN CHASE - DIVIDEND	25,483.	0.	25,483.	25,483.	
JPMORGAN CHASE - EXEMPT DIVIDENDS	153.	0.	153.	0.	
JPMORGAN CHASE - INTEREST	19.	0.	19.	19.	
TO PART I, LINE 4	41,984.	16,329.	25,655.	25,502.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	258.	0.		0.
FOREIGN TAXES	387.	387.		0.
TO FORM 990-PF, PG 1, LN 18	645.	387.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
JPMORGAN MANAGEMENT FEES	3,430.	3,430.		0.	
NYS FILING FEES	250.	0.		250.	
CHASE BANK FEES	15.	15.		0.	
TO FORM 990-PF, PG 1, LN 23	3,695.	3,445.		250.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
VARIOUS GOVERNMENT & AGENCY OBLIGATIONS - SEE SCHEDULE ATTACHED	X		279,245.	281,816.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			279,245.	281,816.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			279,245.	281,816.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
VARIOUS COMMON STOCKS - SEE SCHEDULE ATTACHED			568,921.	686,095.
VARIOUS OTHER STOCKS - SEE SCHEDULE ATTACHED			180,104.	178,384.
TOTAL TO FORM 990-PF, PART II, LINE 10B			749,025.	864,479.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

CAROLAN WORKMAN
ELIZABETH WORKMAN



WHISPERING BELLS FOUNDATION

For the Period 12/1/14 to 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	22.69	1,059,326	24,036.11	18,495.83	5,540.28	152.54	0.63%
GS CYCLICAL SECT REL PERF NT 3/4/15 1.08 XLEV BASKET UPSIDE- UNCAPPED 1.1 SPX DOWNSIDE 2/14/14 SPX 1838.63 BSKT IXM 215.86 IXI 513.97 IXT 360.81 38147Q-NP-7	113.74	12,000,000	13,648.80	12,000.00	1,648.80		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	29.40	2,972,319	87,386.18	58,861.07	28,525.11	570.68	0.65%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	15.70	3,126,954	49,093.18	50,000.00	(906.82)	459.66	0.94%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	205.54	551,000	113,252.54	95,359.33	17,893.21	2,113.08 625.34	1.87%
Total US Large Cap Equity			\$287,416.81	\$234,716.23	\$52,700.58	\$3,295.96 \$625.34	1.15%
US Mid Cap Equity							
ASTON RIVER RD DIV ALL CAP-I 00080Y-87-6 ARID X	13.16	2,535,022	33,360.89	29,287.88	4,073.01	1,155.97	3.47%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	144.80	297,000	43,005.60	26,550.04	16,455.56	576.77	1.34%
Total US Mid Cap Equity			\$76,366.49	\$55,837.92	\$20,528.57	\$1,732.74	2.27%

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WHISPERING BELLS FOUNDATION

For the Period 12/1/14 to 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	34.21	1,732,973	59,285.01	43,500.04	15,784.97	947.93	1.60%
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	42.11	2,021,210	85,113.15	66,235.13	18,878.02		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	60.84	790,000	48,063.60	50,924.47	(2,860.87)	1,786.19	3.72%
Total EAFE Equity			\$192,461.76	\$160,659.64	\$31,802.12	\$2,734.12	1.42%
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10.78	1,222,455	13,178.06	11,650.00	1,528.06	622.22	4.72%
Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPJ X	11.36	988,225	11,226.24	11,750.00	(523.76)	147.24	1.31%
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	26.56	1,257,444	33,397.71	22,807.68	10,590.03	225.08	0.67%
Total Asia ex-Japan Equity			\$44,623.95	\$34,557.68	\$10,066.27	\$372.32	0.83%

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WHISPERING BELLS FOUNDATION
For the Period 12/1/14 to 12/31/14

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18.31	3,934.919	72,048.37	71,500.00	548.37	1,074.23	1.49%

TOTAL COMMON STOCKS

\$686,095.44

\$568,921.47



WHISPERING BELLS FOUNDATION

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR	11 64	2,038.683	23,730 27	20,753.79
EQNX CB STGY I				
29446A-81-9 EBSI X				
GATEWAY FUND-Y	29 57	1,213.971	35,897 12	35,300 00
367829-88-4 GTEY X				

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WHISPERING BELLS FOUNDATION

For the Period 12/1/14 to 12/31/14

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GOLDMAN SACHS TR	10 28	2,477 218	25,465 80	26,250 00
STRG INCM INST				
38145C-84-6 GSZI X				
GOTHAM ABSOLUTE RETURN FUND	13 90	2,655 834	36,916 09	35,050 00
360873-13-7 GARI X				
INV BALANCED-RISK ALLOC-Y	11.64	1,206.487	14,043 51	15,250 00
00141V-69-7 ABRY X				
PIMCO UNCONSTRAINED BOND-P	11 18	2,080 660	23,261.78	23,250 00
72201M-45-3 PUCP X				
Total Hedge Funds			\$159,314.57	\$155,853.79

	Price	Quantity	Estimated Value	Cost	Est Annual Income	Accrued Income
Hard Assets						
JPM DAILY RETURN NOTE	90 23	12,000.000	10,827 60	12,000 00		
LNKD TO BCOMF3						
MATURITY DATE 11/25/16						
DD 11/21/14						
48127D-PJ-1						

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WHISPERING BELLS FOUNDATION
For the Period 12/1/14 to 12/31/14

		Price	Quantity	Estimated Value	Cost	Est. Annual Income Accrued Income
Hard Assets						
PIMCO COMMODITY PL STRAT-P		7.65	1,077,397	8,242.09	12,250.00	447.11
72201P-16-7 PCLP X						
Total Hard Assets				\$19,069.69	\$24,250.00	\$447.11
TOTAL OTHER STOCKS				\$178,384.26	\$180,103.79	



WHISPERING BELLS FOUNDATION

For the Period 12/1/14 to 12/31/14

US Fixed Income

JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11 72	4,190 91	49,117 42	49,815 97	(698 55)	779 50	1 59 %
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10 86	10,779 88	117,069 53	114,574 11	2,495 42	980 96	0 84 %
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10 24	2,216 40	22,695 91	23,250 00	(554 09)	332 45	1 46 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 97	2,117 97	23,234 08	23,369 22	(135 14)	1,130 99	4 87 %
PRUDENTIAL TOTAL RETURN BD-Z 74440B-40-5	14 41	3,174 32	45,741 94	44,247 95	1,493 99	1,631 59	3 57 %
BLACKROCK HIGH YIELD BOND 091929-63-8	7 88	3,040 28	23,957 43	23,987 83	(30 40)	1,428 93	5 96 %
Total US Fixed Income			\$281,816 31	\$279,245 08	\$2,571 23	\$6,284 42	2 23 %

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