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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending

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

G Check all that apply

☐ Initial return
☐ Final return
☐ Address change

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 2,442,817.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

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

A Employer identification number

38-3191221

B Telephone number (see instructions)

(248) 644-1901

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

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc, received (attach schedule).

254,203.

2 Ck ☐ if the foundn is not required to attach Sch B

3 Interest on savings and temporary cash investments

39.

39.

N/A

4 Dividends and interest from securities

55,110.

55,110.

5a Gross rents

b Net rental income or (loss)

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

290,740.

b Gross sales price for all assets on line 6a 567,406.

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

290,740.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

600,092.

345,889.

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 1

4,000.

2,000.

2,000.

c Other prof fees (attach sch) SEE ST 2

1,300.

650.

650.

17 Interest

18 Taxes (attach schedule) (see instrs) SEE STM 3

6,733.

855.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

19,187.

19,167.

20.

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

31,220.

22,672.

2,670.

25 Contributions, gifts, grants paid

255,100.

255,100.

26 Total expenses and disbursements. Add lines 24 and 25

286,320.

22,672.

257,770.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

313,772.

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

323,217.

c Adjusted net income (if negative, enter -0-)

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ADMINISTRATIVE AND OPERATING EXPENSES

318

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	157,976.	200,762.	200,762.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	911,975.	1,084,521.	1,901,024.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	338,428.	337,196.	341,031.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)	1,408,379.	1,622,479.	2,442,817.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,408,379.	1,622,479.	
	30 Total net assets or fund balances (see instructions)	1,408,379.	1,622,479.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,408,379.	1,622,479.	

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	1,408,379.
2 Enter amount from Part I, line 27a	2	313,772.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,722,151.
5 Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 5</u>	5	99,672.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,622,479.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PUBLICLY-TRADED SECURITIES				
b CAPITAL GAIN DIVIDENDS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 563,230.		276,666.	286,564.
b 4,176.			4,176.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			286,564.
b			4,176.
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	290,740.
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	0.

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

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

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

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

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2013	157,125.	1,959,085.	0.080203
2012	147,507.	1,632,903.	0.090334
2011	156,184.	1,445,497.	0.108049
2010	180,319.	1,449,574.	0.124394
2009	155,542.	1,339,607.	0.116110

2 Total of line 1, column (d)	2	0.519090
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	0.103818
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,142,733.
5 Multiply line 4 by line 3	5	222,454.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,232.
7 Add lines 5 and 6	7	225,686.
8 Enter qualifying distributions from Part XII, line 4	8	257,770.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 3,232.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2		3 3,232.
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 3,232.
6 Credits/Payments:		
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a 3,500.	
b Exempt foreign organizations – tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7 3,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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 0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 268.	
11 Enter the amount of line 10 to be credited to 2015 estimated tax. 268. Refunded	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>		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 \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MI</u>		
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? <i>If 'No,' attach explanation.</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2014)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MICHAEL TITUSKIN - NORTHPOINT</u> Telephone no. <u>(248) 644-1901</u> Located at <u>920 EAST LINCOLN BIRMINGHAM MI</u> ZIP + 4 <u>48009</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 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?	16		X
	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			

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years' here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4 b	X

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Form 990-PF (2014)

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

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

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

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

0

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	2,095,900.
b Average of monthly cash balances	1 b	79,463.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	2,175,363.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,175,363.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	32,630.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,142,733.
6 Minimum investment return. Enter 5% of line 5	6	107,137.

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	107,137.
2a Tax on investment income for 2014 from Part VI, line 5	2 a	3,232.
b Income tax for 2014. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	3,232.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	103,905.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	103,905.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	103,905.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	257,770.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	257,770.
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	3,232.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	254,538.

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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Form 990-PF (2014)

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				103,905.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years. 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2014.				
a From 2009	88,878.			
b From 2010	108,236.			
c From 2011	86,907.			
d From 2012	67,269.			
e From 2013	65,142.			
f Total of lines 3a through e	416,432.			
4 Qualifying distributions for 2014 from Part XII, line 4: \$ 257,770.				
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				103,905.
e Remaining amount distributed out of corpus	153,865.			
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	570,297.			
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 instructions			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 (see instructions)	88,878.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	481,419.			
10 Analysis of line 9				
a Excess from 2010	108,236.			
b Excess from 2011	86,907.			
c Excess from 2012	67,269.			
d Excess from 2013	65,142.			
e Excess from 2014	153,865.			

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 SEE STATEMENT 8				
Total			3 a	255,100.
b Approved for future payment PETERSON INST. OF INT'L ECONOMICS 1750 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONE	501C3	ECONOMIC EDUCATION	20,000.
Total			3 b	20,000.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

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

OMB No 1545-0047

2014

Name of the organization

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

Employer identification number

38-3191221

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

WHITMAN FAMILY FOUNDATION

38-3191221

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT & MARINA WHITMAN 2101 BELMONT ROAD ANN ARBOR, MI 48104	\$ 254,203.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

38-3191221

Part II

[illegible]

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

38-3191221

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 information once. See instructions.) ▶ \$

► \$ N/A

Use duplicate copies of Part III if additional space is needed

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

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

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

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

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	\$ 1,300.	\$ 650.		\$ 650.
TOTAL	<u>\$ 1,300.</u>	<u>\$ 650.</u>		<u>\$ 650.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED EXCISE TAX PAYMENT	\$ 3,500.			
EXCISE TAX DUE WITH 2013 RETURN	2,378.			
FOREIGN TAX WITHHELD ON DIVIDENDS	855.	\$ 855.		
TOTAL	<u>\$ 6,733.</u>	<u>\$ 855.</u>		<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH OTHER BANKING FEES	\$ 102.	\$ 102.		
MERRILL LYNCH PIA ADVISORY FEES	19,065.	19,065.		
MICHIGAN REGISTRATION	20.			\$ 20.
TOTAL	<u>\$ 19,187.</u>	<u>\$ 19,167.</u>		<u>\$ 20.</u>

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 5
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	\$	99,341.
RECONCILING ADJUSTMENTS		331.
TOTAL	\$	99,672.

STATEMENT 6
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

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

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 7
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

MARINA V.N. WHITMAN
ROBERT F. WHITMAN

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CAROLINE HOUSE 574 STILLMAN STREET BRIDGEPORT, CT 06608	NONE	501C3	MOTHER AND CHILD LITERACY PROGRAM	\$ 2,000.
OPERATION HOPE 636 OLD POST ROAD FAIRFIELD, CT 06824	NONE	501C3	FOOD & SHELTER FOR THE NEEDY	5,000.
THE CENTER FOR FAMILY JUSTICE 753 FAIRFIELD AVENUE BRIDGEPORT, CT 06604	NONE	501C3	STRENGTHENING FAMILIES WHILE ELIMINATING ABUSE AND VIOLENCE	4,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118	NONE	501C3	SERVICES FOR THE HOMELESS IN THE BOSTON AREA	15,000.
BIKES NOT BOMBS 284 AMORY STREET JAMAICA PLAIN, MA 02130	NONE	501C3	EMPOWERING INNER-CITY YOUTHS	1,000.
FAMILY & CHILDREN'S AGENCY, INC 9 MOTT AVENUE, 4TH FLOOR NORWALK, CT 06850	NONE	501C3	STRENGTHENING FAMILIES IN NEED	4,000.
GREAT LAKES PERFORMING ARTIST ASSOC. 1100 N. MAIN STREE, STE. 207 ANN ARBOR, MI 48104	NONE	501C3	HELPING SUPPORT MUSIC ARTS IN THE GREAT LAKES COMMUNITIES	20,000.
PERFORMANCE NETWORK THEATRE 120 EAST HURON ANN ARBOR, MI 48104	NONE	501C3	PROVIDING MUSIC PERFORMANCES	11,000.
DOCTORS WITHOUT BORDORS 333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	501C3	MEDICAL CARE ASSISTANCE AROUND THE WORLD	1,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ASHOKA 1700 NORTH MOORE STREET, STE 2000 ARLINGTON, VA 22209	NONE	501C3	SUPPORTS INNOVATIVE ENTREPRENEURS	\$ 1,000.
PEOPLE & STORIES 140 EAST HANOVER STREET TRENTON, NJ 08608	NONE	501C3	LITERATURE AND EDUCATION	1,000.
HARVARD UNIV. - RADCLIFF INSTITUTE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501C3	SCHLESINGER LIBRARY FUND	3,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, STE 8000 ANN ARBOR, MI 48109	NONE	501C3	MUSEUM OF ART	1,000.
SALZBURG GLOBAL SEMINAR 1828 L STREET, NW, ELEVENTH FLOOR WASHINGTON, DC 20036	NONE	501C3	GENERAL FUND	12,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, STE 8000 ANN ARBOR, MI 48109	NONE	501C3	W.K. KELLOGG EYE CENTER ANNUAL FUND	2,000.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRY'S LANDING ROAD CAMBRIDGE, MA 02138	NONE	501C3	FINANCIAL AID	5,000.
OXFAM AMERICA 226 CAUSEWAY STREET, 5TH FLOOR BOSTON, MA 02114	NONE	501C3	SUPPORT THE FIGHT AGAINST HUNGER, POVERTY, AND SOCIAL INJUSTICE	1,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	WEILL HALL BUILDING FUND	10,000.
ALLEN CREEK PRESCHOOL 2350 MILLER AVENUE ANN ARBOR, MI 48103	NONE	501C3	2013 ANNUAL GIVING CAMPAIGN	2,500.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNIVERSITY OF MICHIGAN MUSICAL SOCIETY 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	SUPPORT FOR MURRAY PERAHIA PERFORMANCE AT HILL AUDITORIUM	\$ 20,000.
MICHIGAN THEATRE FOUNDATION 603 EAST LIBERTY STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT FOR COMMUNITY THEATER	13,000.
ARTRAIN 1100 NORTH MAIN STREET ANN ARBOR, MI 48104	NONE	501C3	SUPPORT OF EDUCATIONAL PROGRAMS FOR THE ARTS	2,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	UMCCC DIRECTOR'S LEADERSHIP FUND	1,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET ANN ARBOR, MI 48109	NONE	501C3	UNIVERSITY LIBRARY ENRICHMENT FUND	1,000.
MACHIK 1609 CONNECTICUT AVE NW, STE 400 WASHINGTON, DC 20009	NONE	501C3	STRENGTHENING COMMUNITIES ON THE TIBETAN PLATEAU	8,000.
BURROUGHS COMMUNITY CENTER 2470 FAIRFIELD AVENUE BRIDGEPORT, CT 06605	NONE	501C3	GENERAL FUND	4,000.
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226	DONE	501C3	KEEPING OPERA ALIVE IN THE DETROIT AREA	1,000.
OPEN HOUSE NEW YORK 115 WEST 27TH STREET, FLOOR 9 NEW YORK, NY 10001	NONE	501C3	TO PROMOTE APPRECIATION AND PUBLIC AWARENESS TO NEW YORK ARCHITECTURE, ENGINEERING AND DESIGN	1,000.

WHITMAN FAMILY FOUNDATION
C/O NORTHPOINT FINANCIAL

38-3191221

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
STAR SPANGLED MUSIC FOUNDATION 1610 ARGYLE CRESENT ANN ARBOR, MI 48103	NONE	501C3	SUPPORT THE MISSION OF FOSTERING APPRECIATION AND DEEPER UNDERSTANDING OF PATRIOTIC MUSIC OF THE UNITED STATES	\$ 500.
STRATFORD FESTIVAL OF AMERICA 55 QUEEN STREET, P.O. BOX 520 STRATFORD, ON CANAD	NONE	501C3	SUPPORTING THE BEST IN CLASSICAL THEATRE	1,600.
THE SIERRA CLUB FOUNDATION 85 SECOND STREET, SUITE 750 SAN FRANCISCO, CA 94105	NONE	501C3	PRESERVING THE ENVIRONMENT	1,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR, MI 48109	NONE	501C3	FORD SCHOOL GRADUATE CENTENNIAL FUND	10,000.
SOMALY MAM FOUNDATION P.O. BOX 4569 NEW YORK, NY 10163	NONE	501C3	HELP VICTIMS OF SEX TRAFFICKING IN SOUTHEAST ASIA TO ESCAPE THEIR PLIGHT	1,000.
LOVE146 P.O. BOX 8266 NEW HAVEN, CT 06530	NONE	501C3	END CHILD TRAFFICKING AND EXPLOITATION	2,000.
THE HIGH SCHOOL SCHOLARSHIP FOUNDATION P.O. BOX 682 FAIRFIELD, CT 06824	NONE	501C3	FINANCIAL ASSISTANCE TO GRADUATING SENIORS OF FAIRFIELD, CT FOR HIGHER EDUCATION	5,500.
HARVARD SCHOOL OF DENTAL MEDICINE 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501C3	LABORATORY SUPPORT FUND	80,000.
KERRYTOWN CONCERT HOUSE 415 NORTH FOURTH AVENUE ANN ARBOR, MI 48104	NONE	501C3	2014 INTERIOR UPGRADES FUND	1,000.
TOTAL				\$ 255,100.

WHITMAN FAMILY FOUNDATION

T.I.N. 38-3191221

SECURITIES SUMMARY

CALENDAR YEAR 2014

Shares 12/31/2014	Security	Purchased or Donated	Date Acquired	Basis 12/31/2014	FMV 12/31/2014
Investments - Corporate Stock					
2	Berkshire Hathaway	Donated	11/02/1989	8,599 00	452,000.00
1,848	JPMorgan Chase & Co	Donated	12/01/2000	69,993 00	115,647 84
2,322	JPMorgan Chase & Co.	Donated	12/03/2001	84,869 00	145,310 76
966	Ishares MSCI USA ESG Select ETF	Purchase	03/04/2005	50,033 97	83,182 26
950	Abbvie Inc	Purchase	Various	30,692 93	62,168 00
515	Altria Group Inc	Purchase	Various	12,844 68	25,374.05
577	AMN Elec Power Co.	Purchase	Various	28,051 31	35,035 44
363	Anheuser-Busch Inbev ADR	Purchase	06/20/2014	42,098 27	40,772.16
580	Astrzeneca PLC SPND ADR	Purchase	12/10/2014	42,581 80	40,820 40
747	AT&T	Purchase	Various	21,679.04	25,091 73
552	Automatic Data Processing	Purchase	Various	38,642 70	46,020 24
596	BCE Inc	Purchase	Various	22,362 34	27,332 56
915	BP PLC	Purchase	09/10/2014	42,239.15	34,879 80
173	California Resources	Purchase	Various	1,295 91	953 23
1	CDK Global Inc Shs	Purchase	11/19/2013	30 22	40 76
822	Digital rly Tr Inc	Purchase	12/06/2013	38,315 80	54,498 60
576	Dominion Res Inc New VA	Purchase	12/10/2014	42,511 28	44,294 40
376	Du Pont E I De Nemours	Purchase	Various	18,376 95	27,801 44
522	Eli Lilly & Co	Purchase	Various	32,061 66	36,012 78
1,531	General Electric	Purchase	Various	34,976 10	38,688 37
1,715	Intel Corp	Purchase	Various	38,183 58	62,237 35
558	JPMorgan Chase & Co	Purchase	Various	24,327 44	34,919 64
376	Kimberly Clark	Purchase	Various	24,592 12	43,443 04
560	Kraft Foods Inc	Purchase	Various	24,236 30	35,089 60
262	Lockheed Martin Corp	Purchase	01/13/2014	40,086 00	50,453 34
367	McDonalds Corp	Purchase	Various	33,382.80	34,387 90
433	Occidental Pete Corp Cal	Purchase	Various	35,928 96	34,904 13
761	Paccar Inc	Purchase	Various	33,969 41	51,755 61
193	Philip Morris Intl Inc	Purchase	Various	12,243 61	15,719 85
855	PPL Corporation	Purchase	06/28/2013	25,857 17	31,062 15
1,221	Spectra Energy Corp	Purchase	Various	34,282.20	44,322.30
580	Thomson Reuters Corp	Purchase	03/15/2013	18,731 16	23,397 20
646	Toronto Dominion Bank	Purchase	Various	22,526 54	30,865 88
510	Ventas Inc	Purchase	Various	27,433 93	36,567.00
769	Verizon communications	Purchase	Various	26,484 70	35,973 82
				<u>1,084,521 03</u>	<u>1,901,023 63</u>
Investments - Other					
4,925 780	Diehausa Active Income Fund	Purchase	Various	52,705 85	51,326 63
8,561 890	Henderson Global Equity Inc Fund	Purchase	Various	65,926 55	66,697 12
1,982 966	JP Morgan Strategic Income Opp Fund	Purchase	Various	23,577 47	23,240.36
7,601 735	Lord Abbott Bond Debenture Fund	Purchase	Various	58,829 94	60,129 72
5,371.516	Lord Abbott Short Duration Inc Fd	Purchase	Various	24,746 01	23,903 24
3,110 477	Neuberger Berman Equity Inc Fund	Purchase	Various	34,965 03	39,160 91
2,823 407	Principal Global Diversified Inc Fund	Purchase	Various	38,129 00	39,443 00
2,958 559	Templeton Global Total Return Fund	Purchase	Various	38,316 07	37,129 92
				<u>337,195 92</u>	<u>341,030.90</u>
COMBINED TOTALS				<u>1,421,716 95</u>	<u>2,242,054 53</u>