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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation
W F Whitman Family Foundation Inc

% Foundation Source

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,583,987

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

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

A Employer identification number

20-0413209

B Telephone number (see instructions)

(800) 839-1754

C If exemption application is pending, check here

☐

D 1. Foreign organizations, check here

☐

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

☐

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

☐

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

☐

Part I

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	161,710		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	1,134	1,134	
	4 Dividends and interest from securities	127,786	127,786	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	387,738		
	b Gross sales price for all assets on line 6a			
		4,940,609		
	7 Capital gain net income (from Part IV, line 2)		388,189	
	8 Net short-term capital gain			
	9 Income modifications			
Operating and Administrative Expenses	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	678,368	517,109	
	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 schedule)			
	c Other professional fees (attach schedule)	18,642	18,642	
	17 Interest	33	33	
	18 Taxes (attach schedule) (see instructions)	1,565	465	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
22 Printing and publications				
23 Other expenses (attach schedule)	26,819	52	26,767	
24 Total operating and administrative expenses. Add lines 13 through 23	47,059	19,192	26,767	
25 Contributions, gifts, grants paid	243,716		243,716	
26 Total expenses and disbursements. Add lines 24 and 25	290,775	19,192	270,483	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	387,593		
	b Net investment income (if negative, enter -0-)		497,917	
c Adjusted net income(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,238,745	73,034	73,034
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,590,151	3,874,381	4,247,820
	c	Investments—corporate bonds (attach schedule)		1,269,074	1,263,133
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,828,896	5,216,489	5,583,987	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,828,896	5,216,489	
	30	Total net assets or fund balances (see instructions)	4,828,896	5,216,489	
	31	Total liabilities and net assets/fund balances (see instructions) .	4,828,896	5,216,489	

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	4,828,896
2	Enter amount from Part I, line 27a	2	387,593
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	5,216,489
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	5,216,489

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)
1 a Publicly-traded Securities			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,940,609		4,552,420	388,189
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			388,189
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) <div style="float: right; font-size: small;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	388,189
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2015	265,140	5,565,399	0 047641
2014	222,872	5,400,477	0 041269
2013	201,197	4,852,890	0 041459
2012	161,215	3,756,831	0 042912
2011	167,054	3,616,664	0 04619
2 Total of line 1, column (d)			2 0 219471
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 043894
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 5,429,102
5 Multiply line 4 by line 3			5 238,305
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,979
7 Add lines 5 and 6			7 243,284
8 Enter qualifying distributions from Part XII, line 4			8 270,483

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	4,979
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	
3	Add lines 1 and 2.	3	4,979
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,979
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,526
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	1,526
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	3,453
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 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► _____	13	Yes	
14	The books are in care of ► Foundation Source _____ Telephone no ► (800) 839-1754			

Located at ► 501 Silverside Road Suite 123 Wilmington DE ZIP+4 ► 198091377

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/>	15	
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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)? <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Thomas C Danziger Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1 0	0	0	0
Heather B Warren Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir 1 0	0	0	0
Laura B Whitman Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres / Dir / Sec 1 0	0	0	0
W Fifield Whitman III Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Dir / Treas 1 0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. ▶				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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	5,195,323
b	Average of monthly cash balances.	1b	316,456
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,511,779
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,511,779
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	82,677
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,429,102
6	Minimum investment return. Enter 5% of line 5.	6	271,455

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	271,455
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	4,979
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,979
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	266,476
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	266,476
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	266,476

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	270,483
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	270,483
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	4,979
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	265,504

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				266,476
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			255,069	
b Total for prior years 2014, 2013, 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>270,483</u>				
a Applied to 2015, but not more than line 2a			255,069	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				15,414
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				251,062
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).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	243,716
b <i>Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

1 Program service revenue**a** _____**b** _____**c** _____**d** _____**e** _____**f** _____**g** Fees and contracts from government agencies**2** Membership dues and assessments.**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities.**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**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).**13 Total.** Add line 12, columns (b), (d), and (e). **13** 516,658

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**Line No.**

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

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

		Yes	No
--	--	------------	-----------

--	--	--

1a(1)		No
1a(2)		No

--	--	--

1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)	No
--------------	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

[illegible]

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

b If "Yes," complete the following schedule

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

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

**Sign
Here**

* * * * *

2017-04-11

* * * * *

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01345770
Firm's name ▶ Foundation Source				Firm's EIN ▶
Firm's address ▶ One Hollow Ln Ste 212 Lake Success, NY 11042				Phone no (800) 839-1754

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN MUSEUM OF NATURAL HISTORY 79TH ST AT CENTRAL PARK W NEW YORK, NY 10024	N/A	PC	Museum Advisory Council	25,000
BOYS & GIRLS CLUB OF MARTIN COUNTY INC PO BOX 910 HOBE SOUND, FL 33475	N/A	PC	Annual Appeal Fund	12,500
BOYS & GIRLS CLUB OF MARTIN COUNTY INC PO BOX 910 HOBE SOUND, FL 33475	N/A	PC	LightSail Reading Program	12,500
CENTRAL PARK CONSERVANCY INC 14 E 60TH ST 8TH FL NEW YORK, NY 10022	N/A	PC	General & Unrestricted	1,000
COLD SPRING HARBOR LABORATORY PO BOX 100 COLD SPG HBR, NY 11724	N/A	PC	General & Unrestricted	2,500
COLD SPRING HARBOR LABORATORY PO BOX 100 COLD SPG HBR, NY 11724	N/A	PC	125th Anniversary Brick Campaign	2,500
COMMUNITY FOUNDATION OF OYSTER BAY INC 200 SUNSET RD OYSTER BAY, NY 11771	N/A	PC	General & Unrestricted	2,000
FRIENDS OF THE COLD SPRING HARBOR FISH HATCHERY IN 1660 RTE 25A COLD SPG HBR, NY 11724	N/A	PC	General & Unrestricted	3,000
GREEN VALE SCHOOL 250 VALENTINES LN OLD BROOKVILLE, NY 11545	N/A	PC	General & Unrestricted	11,051
ISLAND INSTITUTE 386 MAIN ST ROCKLAND, ME 04841	N/A	PC	General & Unrestricted	25,000
MARTIN MEMORIAL FOUNDATION INC PO BOX 9010 STUART, FL 34995	N/A	PC	General & Unrestricted	10,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 633 3RD AVE 28TH FL NEW YORK, NY 10017	N/A	PC	Dr Peter Scardino's research on Prostate Cancer	5,000
NEW YORK SOCIETY FOR THE RELIEF OF RUPTURED & CRIP 535 E 70TH ST NEW YORK, NY 10021	N/A	PC	Spine Council Fund	10,000
NEW YORK UNIVERSITY - SCHOOL OF LAW 110 W 3RD ST 2ND FL NEW YORK, NY 10012	N/A	PC	General & Unrestricted	1,250
NORTH SHORE LAND ALLIANCE INC PO BOX 658 OYSTER BAY, NY 11771	N/A	PC	General & Unrestricted	790
Total ►				243,716
3a				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OLD WESTBURY GARDENS INC 71 OLD WESTBURY RD OLD WESTBURY, NY 11568	N/A	PC	General & Unrestricted	1,875
OPERA HOUSE ARTS PO BOX 56 STONINGTON, ME 04681	N/A	PC	Live For \$5 00 Program	15,000
OPERA HOUSE ARTS PO BOX 56 STONINGTON, ME 04681	N/A	PC	Capital Campaign	10,000
PARENTS OF STUDENTS OF PHILLIPS ACADEMY INCORPORAT 180 MAIN ST ANDOVER, MA 01810	N/A	PC	General & Unrestricted	500
ST BERNARDS SCHOOL INC 4 E 98TH ST NEW YORK, NY 10029	N/A	PC	General & Unrestricted	12,500
ST JOHNS CHURCH PO BOX 266 COLD SPRING HARBOR, NY 11724	N/A	PC	General & Unrestricted	1,000
TAFT SCHOOL CORPORATION 110 WOODBURY RD WATERTOWN, CT 06795	N/A	PC	General & Unrestricted	10,000
TAFT SCHOOL CORPORATION 110 WOODBURY RD WATERTOWN, CT 06795	N/A	PC	reunion campaign and Annual Fund	6,000
THE EVERGLADES FOUNDATION INC 18001 OLD CUTLER RD STE 625 PALMETTO BAY, FL 33157	N/A	PC	Chairman's Advisory Council	25,000
THE METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK, NY 10028	N/A	PC	General & Unrestricted	2,000
THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN 445 5TH AVE NEW YORK, NY 10016	N/A	PC	General & Unrestricted	1,000
TRUSTEES OF PHILLIPS ACADEMY 180 MAIN ST ANDOVER, MA 01810	N/A	PC	General & Unrestricted	500
WESLEYAN UNIVERSITY 237 HIGH ST MIDDLETOWN, CT 06459	N/A	PC	General & Unrestricted	1,250
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460	N/A	PC	General & Unrestricted	1,000
WILLIAMS COLLEGE 75 PARK ST WILLIAMSTOWN, MA 01267	N/A	PC	General & Unrestricted	10,000
Total ► 3a				243,716

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILLIAMS COLLEGE 75 PARK ST WILLIAMSTOWN, MA 01267	N/A	PC	WCMA, WCMA MUSEUM FELLOW fund, and ALUMNI FUND	21,000
YALE UNIVERSITY ART GALLERY PO BOX 208271 NEW HAVEN, CT 06520	N/A	PC	General & Unrestricted	1,000
Total ▶ 3a				243,716

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

TY 2016 Investments Corporate Bonds Schedule

Name: W F Whitman Family Foundation Inc

EIN: 20-0413209

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACTAVIS FUNDING SCS NOTE - 2.3	50,316	50,283
AMERISOURCEBERGEN CORP - 4.875	54,347	53,608
ANHEUSER BUSCH - 0.027% - 02/0	50,386	50,288
AT&T INC BD - 5.500% - 02/01/2	53,359	51,949
BERKSHIRE HATHAWAY INC - 0.000	50,253	49,813
DR PEPPER SNAPPLE GROUP INC -	49,532	49,651
EDWARDS LIFESCIENCESCOR BOND -	50,892	50,751
HOME DEPOT INC - 2.000% - 04/0	49,822	49,603
MARRIOTT INTL INC - 3.375% - 1	52,429	51,293
MCKESSON - 2.284% - 03/15/2019	50,262	50,240
MORGAN STANLEY - 2.650% - 01/2	50,015	50,236
NATIONAL RURAL UTIL - 0.000% -	50,321	50,072
NORTHROP GRUMMAN CORP - 0.000%	52,378	51,876
ORACLE CORP NOTE - 0.024% - 09	49,978	48,440
ROYAL BANK OF CANADA - 0.021%	49,889	49,745
SANOFI-AVENTIS - 4.000% - 03/2	54,121	53,231
SANTANDER - 2.500% - 03/14/201	49,913	50,292
SMUCKER J M CO - 2.500% - 03/1	50,288	50,238
STRYKER CORP - 0.020% - 03/08/	49,942	50,025
SUNTRUST BKS INC - 2.900% - 03	49,892	50,707

Name of Bond	End of Year Book Value	End of Year Fair Market Value
THOMSON REUTERS - 1.650% - 09/	49,844	50,056
TJX COS INC - 2.750% - 06/15/2	51,318	50,866
UNITED TECHNOLOGIES CORP - 1.7	49,824	50,011
UNITEDHEALTH GROUP INC - 1.700	49,982	49,850
WELLS FARGO BANK - 1.223% - 06	49,771	50,009

TY 2016 Investments Corporate Stock Schedule

Name: W F Whitman Family Foundation Inc
EIN: 20-0413209

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	7,004	7,143
ABBOTT LABS	19,049	18,053
ABBVIE INC	14,906	16,281
ACADIA HEALTHCARE CO INC	914	861
ACCENTURE PLC	4,399	4,685
ACCURAY INCORPORATED	2,629	2,121
ACXIOM CORPORATION	2,560	3,806
AEROVIRONMENT, INC.	2,721	2,871
AIR PRODS & CHEM INC	7,864	8,629
ALASKA AIR GROUP INC	662	887
ALLERGAN PLC	7,233	7,350
ALLSCRIPTS HEALTHCARE SOLUTION	4,613	3,635
ALPHABET INC CL A	7,957	7,925
ALPHABET INC CL C	7,666	7,718
ALTRIA GROUP INC	2,867	3,043
AMEREN CORPORATION	510	525
AMERICAN AXLE & MFG HOLDINGS I	945	1,448
AMERICAN EXPRESS CO	2,160	2,222
AMERICAN TOWER REIT INC	4,694	4,756
AMERISAFE INC	3,738	4,053
AMGEN INC	7,521	7,311
AMN HEALTHCARE SERVICES INC	1,223	1,192
AMTRUST FINANCIAL SERVICES, IN	9,005	8,652
ANALOGIC CORPORATION	1,779	1,825
ANTERO RESOURCES CORPORATION	261	237
ANTHEM INC	7,736	8,626
APPLE INC	67,596	84,200
ARCHER DANIELS MDLND	2,309	2,511
ARRS INTERNATIONAL PLC	5,406	6,478
ASTRONICS CORPORATION	4,642	5,381

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T, INC	42,369	47,420
ATLANTIC POWER CORP	1,011	1,378
AUTOMATIC DATA PROCESSING INC	3,859	4,111
AVALONBAY CMNTYS INC	875	886
AVANGRID INC	5,957	5,682
AVERY DENNISON CORP	3,740	4,424
AVIS BUDGET GROUP INC	2,875	4,145
BALCHEM CORP	3,747	5,790
BANK OF THE OZARKS	8,633	10,202
BANKUNITED, INC	3,167	3,618
BB&T CP	11,535	14,811
BECTON DICKINSON & CO	1,709	1,656
BERKSHIRE HATHAWAY INC. CLASS	29,166	35,040
BEST BUY INC	1,106	1,280
BOEING CO	6,833	8,562
BOSTON BEER CO INC	1,553	1,529
BRISTOL-MYERS SQUIBB CO	10,944	10,519
BROCADE COMMUNICATIONS SYST IN	640	1,037
C H ROBINSON WORLDWIDE INC	2,605	2,564
CA INC	3,489	3,812
CABOT OIL & GAS CORP	114	117
CARDINAL HEALTH INC	12,323	11,515
CARNIVAL CORP	4,852	5,466
CEVA INC	1,128	1,711
CHARLES RIV LABORATORIES INTL	5,934	6,171
CHUBB LIMITED	3,810	3,964
CIENA CORP	2,993	4,174
CINCINNATI FINANCIAL CORP	6,787	7,575
CISCO SYSTEMS INC	28,820	35,205
CLEAN HARBORS, INC	2,789	3,673

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CLIFFS NATURAL RESOURCES INC.	1,014	3,255
CME GROUP, INC	2,506	2,884
CNA FINANCIAL CORPORATION	1,306	1,660
COACH INC	6,901	6,304
COLFAX CORPORATION	1,157	1,976
COLLIERS INTERNATIONAL GROUP I	3,618	3,087
COMCAST CORP	14,470	17,263
COMERICA INC	2,365	4,291
COMMUNICATIONS SALES AND LEASI	2,063	2,592
CONAGRA FOODS INC	2,649	3,164
CORELOGIC INC	4,797	5,304
COVANTA HOLDING CORP	2,667	3,011
COVISINT CORPORATION	696	650
CREDIT ACCEPTANCE CORPORATION	6,041	7,613
CROCS INC	1,457	1,139
CROWN HOLDINGS INC	4,412	5,204
CVS CAREMARK CORP	15,777	13,415
CYPRESS SEMICONDUCTR	1,546	2,299
DANAOS CORP	932	488
DARDEN RESTAURANTS INC	5,574	6,545
DECKERS OUTDOOR CORPORATION	1,536	1,772
DEERE CO	2,067	2,576
DIAMOND HILL INVESTMENT GROUP	2,227	2,525
DISCOVER FINL SVCS COM	5,915	6,849
DOMINION RESOURCES INC	10,154	10,340
DORMAN PRODUCTS INC	4,491	7,744
DR PEPPER SNAPPLE GROUP, INC	460	453
DST SYS INC. COM	3,016	3,215
DTE ENERGY CO COM	4,300	4,433
DU PONT DE NEMOURS	335	367

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DUKE ENERGY CO	9,488	9,314
DYNEGY INC HLDG CO	2,493	1,785
EAGLE BANCORP INC	7,310	9,569
ELI LILLY & CO	5,098	4,781
EMERSON ELECTRIC CO	9,611	10,314
ENERSYS	4,775	7,654
ENTERGY CORP	10,923	10,286
EQUINIX, INC	3,308	3,574
EQUITY RESIDENTIAL PPTYS TR	4,541	3,862
ESSEX PRTY TR INC	6,311	6,975
EXPONENT, INC	2,741	3,196
EXPRESS INC	2,367	1,506
EXTRA SPACE STORAGE	6,802	5,793
EXXON MOBIL CORP	21,879	24,822
FACEBOOK INC	25,651	23,010
FASTENAL COMPANY	231	235
FIDELITY NATIONAL FINANCIAL IN	7,443	7,641
FIREEYE INC	2,276	2,202
FIRSTSERVICE CORP	4,203	5,365
FLUIDIGM CORPORATION	908	946
FOOT LOCKER INC N.Y. COM	331	354
FORMFACTOR INC.	1,916	2,666
GAP INC	2,200	2,693
GARMIN LTD	5,468	7,516
GEN DYNAMICS CP	2,811	3,453
GENERAL ELECTRIC CO	42,093	45,345
GENERAL MILLS INC	15,601	15,443
GENESEE	1,434	2,082
GENUINE PARTS COMPANY	1,934	1,911
GILEAD SCIENCES INC	19,206	16,112

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS HIGH YIELD FUND	274,381	303,251
GOLDMAN SACHS TACTICAL TILT IM	655,160	665,928
GP STRATEGIES CORP	1,845	2,345
H&R BLOCK INC	5,635	5,633
HAEMONETICS CP	777	1,126
HARSCO CORP	1,196	2,557
HASBRO INC	2,717	2,723
HEICO CORP	4,316	6,172
HELEN OF TROY LIMITED	3,585	3,378
HOME BANCSHARES INC	4,243	5,943
HOME DEPOT INC	5,193	5,363
HONEYWELL INTL	3,972	4,055
HUNTINGTON BANCSHARES INC	3,418	5,354
II VI INC	1,000	1,512
INFINERA CORPORATION	5,115	3,829
INFREAREIT INC	1,180	1,272
ING FLOATING RATE FUND CLASS I	260,011	270,067
INSPERITY INC	2,429	2,412
INTEL CORP	20,004	23,031
INTERNATIONAL BUSINESS MACHINE	19,124	22,741
INTERSECT ENT INC	274	339
ITRON INC	1,874	3,708
ITT INC	1,556	1,929
JOHNSON & JOHNSON	9,894	10,945
JOHNSON CONTROLS INTERNATIONAL	447	412
KBR INC	3,084	3,722
KELLOGG CO	1,482	1,474
KLA TENCOR CORP	364	393
KLX INC	2,126	3,383
KOHL'S CORP	4,406	5,926

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KRAFT HEINZ CO	13,948	14,844
LCI INDUSTRIES INC	5,415	9,913
LEGACYTEXAS FINANCIAL GROUP IN	3,519	8,009
LITHIA MOTORS INC CL A	7,191	9,102
LOCKHEED MARTIN CORP	12,735	12,497
LOWES COMPANIES INC	4,742	4,623
LUMINEX CORPORATION	1,772	1,861
MA COM TECHNOLOGY SOLUTIONS HO	2,999	3,564
MACY'S INC	7,288	7,341
MANHATTAN ASSOCIATES INC	8,020	7,636
MANITOWOC CO INC	888	1,411
MATTELL INC	9,001	7,439
MAXIM INTEGRATED PRODS INC	13,573	13,500
MAXWELL TECHNOLOGIES, INC	1,488	1,101
MCDERMOTT INT PANAMA	424	1,197
MCDONALD'S CORP	17,030	17,041
MEDTRONIC PLC	13,537	12,465
MELLANOX TECHNOLOGIES, LTD	4,252	3,967
MERCK & CO INC	20,082	21,193
MERCURY COMPUTER SYSTEMS	2,846	4,503
MERITOR INC	1,153	2,186
MICROSOFT CORP	35,983	42,565
MOLINA HEALTHCARE	3,218	3,310
MONEYGRAM INTL INC	1,000	2,279
MONSANTO CO	511	526
NATIONAL GENERAL HOLDINGS CORP	5,836	7,397
NEENAH PAPER INC	3,142	4,601
NEOGEN CORPORATION	6,555	8,580
NEUSTAR, INC. CL A	4,503	6,212
NEW YORK & CO.	236	259

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEW YORK COMNTY BANCORP INC	15,664	16,228
NEWMONT MINING CORP	1,722	2,385
NIELSEN HOLDINGS N.V	3,080	2,937
NIKE INC-CL B	1,013	1,017
NORFOLK SOUTHERN CORP	2,901	3,782
NRG ENERGY	1,597	1,962
NUANCE COMMUNICATIONS, INC	5,626	4,992
OCCIDENTAL PETROLEUM CORP	4,986	4,986
OFFICE DEPOT INC	1,762	1,668
OMNICOM GROUP	9,160	9,362
ON ASSIGNMENT, INC	4,652	5,697
OPEN TEXT CORP	2,575	3,276
ORACLE CORP	4,590	4,614
ORMAT TECHNOLOGIES	2,112	3,271
OSI SYSTEMS, INC	3,876	5,861
OWENS CORNING	1,971	2,269
PAREXEL INTERNATIONAL CORPORAT	4,442	4,732
PATRICK IND INC	3,045	5,036
PAYCHEX	13,887	15,829
PEPSICO INC	16,906	17,264
PFIZER INC	30,385	33,292
PNC FINANCIAL GROUP INC	6,621	8,772
PORTFOLIO RECOVERY ASSOCIATES,	7,922	10,088
PPL CORPORATION	17,307	17,025
PRAXAIR INC	4,154	4,102
PROCTER GAMBLE CO	33,521	34,472
PROGRESSIVE CORP OHIO	16,246	17,360
PUBLIC STORAGE INC	5,102	4,470
PUBLIC SVC ENTERPRISE GROUP IN	14,500	14,919
QUALCOMM INC	10,331	12,714

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QUANTUM CORP	437	571
QUEST DIAGNOSTICS	3,354	3,676
R L I CP	6,499	6,881
RAMBUS, INC	4,719	5,398
RAYTHEON CO	1,320	1,420
REGENCY CENTERS CORP	1,153	1,034
REPUBLIC SVCS INC	7,524	8,843
RESTORATION HARDWARE	1,890	1,842
REYNOLDS AMERICAN INC	4,808	5,604
RYDER SYSTEM	2,448	3,499
SEACHANGE INTERNATIONAL, INC	1,492	559
SELECT COMFORT CORPORATION	1,607	1,855
SILVER SPRING NETWORKS INC	2,104	2,542
SIMON PPTY GROUP INC	1,038	888
SONUS NETWORKS INC	1,254	1,323
SOUTHERN CO	18,043	18,200
SOUTHWEST AIRLINES	1,604	1,744
SPDR S&P BANK ETF	99,423	152,144
SPECTRA ENERGY CORP-W/I	1,247	1,233
SPIRIT AEROSYSTEMS HOLDINGS CL	2,790	3,851
STANLEY BLACK & DECKER INC	1,806	1,720
STAPLES INC	9,731	10,091
STATE STREET HEDGED INTL DEV E	883,054	962,301
SYNCHRONY FINANCIAL	538	725
SYSCO CORP	7,943	9,413
T. ROWE PRICE ASSOCIATES	16,321	16,181
TCF FINANCIAL	2,992	4,976
TELEDYNE TECH INC	1,870	2,952
TESORO CORP	2,055	2,186
TETRA TECHNOLOGIES	2,090	1,727

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEXAS CAPITAL BANCSHARES, INC	1,828	3,920
TEXTRON INC	2,579	3,691
THE COCA-COLA CO	23,716	22,596
THE KEYW HOLDING CORPORATION	1,692	4,303
THE MADISON SQUARE GARDEN CO	4,254	4,802
TIME WARNER INC	6,935	9,170
TIVO INC	4,975	5,580
TREEHOUSE FOODS INC	1,450	1,372
TWIN DISC, INCORPORATED	734	978
TYLER TECHNOLOGIES, INC	5,712	5,282
TYSON FOODS INC CL A	1,760	1,850
ULTRATECH STEPPER INC.	4,600	5,491
UNION PACIFIC	6,343	6,739
UNITED PARCEL SERVICE	3,937	4,242
UNITEDHEALTH GROUP INC	13,726	18,405
US BANCORP	8,043	9,503
V F CORP	9,191	7,949
VALERO ENERGY CORP	3,705	4,441
VALMONT INDUSTRIES INC	1,529	2,114
VASCULAR SOLUTIONS INC	2,199	2,693
VEECO INSTRUMENTS INC	2,301	3,731
VERIFONE SYSTEMS INC	1,883	1,578
VERINT SYSTEMS INC	6,449	6,275
VERIZON COMMUNICATIONS	14,991	15,480
VIAVI SOLUTIONS INC	1,022	1,734
WAGEWORKS INC	1,800	2,175
WAL-MART STORES INC	15,848	15,898
WALGREENS BOOTS ALLIANCE	4,771	4,966
WALT DISNEY HOLDINGS CO	15,080	15,946
WASTE MANAGEMENT INC	3,633	3,900

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO & CO	44,077	50,700
WESCO AIRCRAFT HOLDINGS, INC	3,598	4,904
WESTERN UNION CO	6,065	6,299
WEX, INC	3,151	5,022
WORLD FUEL SVCS CP	1,842	2,250
YUM BRANDS INC	4,723	4,750

TY 2016 Other Expenses Schedule**Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	26,706			26,706
Bank Charges	52	52		
State or Local Filing Fees	61			61

TY 2016 Other Professional Fees Schedule**Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	18,642	18,642		

TY 2016 Taxes Schedule**Name:** W F Whitman Family Foundation Inc**EIN:** 20-0413209

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2016	1,100			
Foreign Tax Paid	465	465		

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization W F Whitman Family Foundation Inc	Employer identification number 20-0413209

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 other 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 33¹/₃% 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization W F Whitman Family Foundation Inc	Employer identification number 20-0413209
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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	WHITMAN CLUT DTD 22505 8050 SE LITTLE HARBOUR DRIVE Hobe Sound, FL33455	\$ 161,710	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)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

20-0413209

Part II	Noncash Property
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[illegible]

Name of organization W F Whitman Family Foundation Inc	Employer identification number 20-0413209
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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 information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(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	
	_____	_____	_____
	_____	_____	_____
	(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	