

Form **990-PF**

OMB No 1545-0052

**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation****2018**Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending

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

A Employer identification number
38-3191221

B Telephone number (see instructions)
(248) 644-1901

C If exemption application is pending, check here ☐ **6**

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 ☐

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 **24**
☐ 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, column (c), line 16)
\$ 2,292,600.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis) --

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)**2** Check ☒ if the foundation is not required to attach Sch B**3** Interest on savings and temporary cash inve

519.

519.

N/A

4 Dividends and interest from securities

38,352.

38,352.

5a Gross rents**b** Net rental income or (loss)**6a** Net gain or (loss) from sale of assets not on line 10

47,898.

b Gross sales price for all assets on line 6a 512,867.**7** Capital gain net income (from Part IV, line 2)

47,898.

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

86,769.

86,769.

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 professional fees (attach sch) SEE ST 2 1,500.

750.

750.

17 Interest**18** Taxes (attach schedule)(see instrs) SEE STM 3 8,932.

375.

19 Depreciation (attach schedule) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 4

22,223.

22,203.

20.

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

36,655.

25,328.

2,770.

25 Contributions, gifts, grants paid PART XV

178,260.

178,260.

26 Total expenses and disbursements

Add lines 24 and 25

214,915.

25,328.

181,030.

27 Subtract line 26 from line 12.**a** Excess of revenue over expenses and disbursements

-128,146.

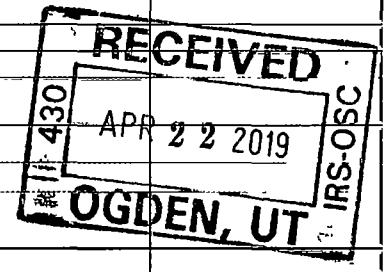
b Net investment income (if negative, enter -0-)

61,441.

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

SCANNED MAY 09 2019 Revenue

Operating and Administrative Expenses



12 021

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	162,859.	111,253.	111,253.
	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 — US and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	1,944,594.	1,917,056.	1,903,809.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Liabilities	Less accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	284,174.	236,004.	277,538.
	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.)	2,391,627.	2,264,313.	2,292,600.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Unrestricted			
	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	2,391,627.	2,264,313.	
	30 Total net assets or fund balances (see instructions)	2,391,627.	2,264,313.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,391,627.	2,264,313.	

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	2,391,627.
2 Enter amount from Part I, line 27a	2	-128,146.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 5	3	832.
4 Add lines 1, 2, and 3	4	2,264,313.
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	2,264,313.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 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 511,012.

464,969.

46,043.

b 1,855.

1,855.

c

d

e

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69

(j) Adjusted basis
as of 12/31/69(k) Excess of col (i)
over col (j), if any(l) Gains (Col (h)
gain minus col (k), but not less
than -0-) or Losses (from col (h))

a

46,043.

b

1,855.

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

47,898.

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

47,898.

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 doesn't qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	252,323.	2,466,216.	0.102312
2016	184,507.	2,279,127.	0.080955
2015	175,895.	2,233,604.	0.078749
2014	254,538.	2,142,733.	0.118791
2013	157,125.	1,959,085.	0.080203

2 Total of line 1, column (d)

2

0.461010

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years

3

0.092202

4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5

4

2,492,646.

5 Multiply line 4 by line 3

5

229,827.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

614.

7 Add lines 5 and 6

7

230,441.

8 Enter qualifying distributions from Part XII, line 4

8

181,030.

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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,229.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	0.
3 Add lines 1 and 2		3	1,229.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,229.
6 Credits/Payments			
a 2018 estimated tax pmts and 2017 overpayment credited to 2018	6 a	2,000.	
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	2,000.	
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	771.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax	11	771.	Refunded

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 the instructions for the definition		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
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? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered. See instructions MI		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule. See instructions		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	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 <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>		
16 At any time during calendar year 2018, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>		

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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u>		
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</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></u> <u>20</u> <u></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 2018 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 2018)	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 2018?	4 b	X

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

5 b N/A

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?

6 b X

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?

N/A

7 b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, and 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 VIII ■ Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

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

Part IX-A Summary of Direct Charitable Activities

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

1	N/A	
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

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

BAA

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	2,454,045.
b	Average of monthly cash balances	1 b	76,560.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,530,605.
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	2,530,605.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	37,959.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,492,646.
6	Minimum investment return. Enter 5% of line 5	6	124,632.

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	124,632.
2 a	Tax on investment income for 2018 from Part VI, line 5	2 a	1,229.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	1,229.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	123,403.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	123,403.
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	123,403.

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	181,030.
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	181,030.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	181,030.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				123,403.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013	65,142.			
b From 2014	153,865.			
c From 2015	66,848.			
d From 2016	73,446.			
e From 2017	149,126.			
f Total of lines 3a through e	508,427.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 181,030.				
a Applied to 2017, 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 2018 distributable amount				123,403.
e Remaining amount distributed out of corpus	57,627.			
5 Excess distributions carryover applied to 2018 (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	566,054.			
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 2017 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions)	65,142.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	500,912.			
10 Analysis of line 9				
a Excess from 2014	153,865.			
b Excess from 2015	66,848.			
c Excess from 2016	73,446.			
d Excess from 2017	149,126.			
e Excess from 2018	57,627.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 8				
Total			3 a	178,260.
b Approved for future payment				
Total			3 b	

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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	\$ 1,500.	\$ 750.		\$ 750.
TOTAL	<u>\$ 1,500.</u>	<u>\$ 750.</u>		<u>\$ 750.</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	\$ 2,000.			
EXCISE TAX DUE WITH 2017 RETURN	6,557.			
FOREIGN TAX WITHHELD ON DIVIDENDS	375.	\$ 375.		
TOTAL	<u>\$ 8,932.</u>	<u>\$ 375.</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	\$ 190.	\$ 190.		
MERRILL LYNCH PIA ADVISORY FEES	22,013.	22,013.		
MICHIGAN REGISTRATION	20.			\$ 20.
TOTAL	<u>\$ 22,223.</u>	<u>\$ 22,203.</u>		<u>\$ 20.</u>

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STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NONDIVIDEND DISTRIBUTIONS	\$	818.
RECONCILING ADJUSTMENT		14.
TOTAL	\$	<u>832.</u>

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 80 DEACONESS ROAD, SUITE 442 CONCORD, MA 01742	PRESIDENT 0.50	\$ 0.	\$ 0.	\$ 0.
ROBERT F. WHITMAN 80 DEACONESS ROAD, SUITE 442 CONCORD, MA 01742	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 80 DEACONESS ROAD, SUITE 442 CONCORD, MA 01742	DIRECTOR 0.50	0.	0.	0.
ROBERT F. WHITMAN 80 DEACONESS ROAD, SUITE 442 CONCORD, MA 01742	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.

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STATEMENT 6 (CONTINUED)
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
LINDSEY W. DOWNIE 655 WARNER HILL ROAD SOUTHPORT, CT 06890	DIRECTOR 0.50	\$ 0.	\$ 0.	\$ 0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 7
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORSMARINA V.N. WHITMAN
ROBERT F. WHITMANSTATEMENT 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
OPERATION HOPE 636 OLD POST ROAD FAIRFIELD CT 06824	NONE	501C3	FOOD & SHELTER FOR THE NEEDY	\$ 2,000.
THE CENTER FOR FAMILY JUSTICE 753 FAIRFIELD AVENUE BRIDGEPORT CT 06604	NONE	501C3	STRENGTHENING FAMILIES WHILE ELIMINATING ABUSE AND VIOLENCE	3,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON MA 02118	NONE	501C3	SERVICES FOR THE HOMELESS IN THE BOSTON AREA	12,000.
BIKES NOT BOMBS 284 AMORY STREET JAMAICA PLAIN MA 02130	NONE	501C3	EMPOWERING INNER-CITY YOUTHS	500.
GREAT LAKES PERFORMING ARTIST ASSOC. 415 N. 4TH AVENUE ANN ARBOR MI 48104	NONE	501C3	HELPING SUPPORT MUSIC ARTS IN THE GREAT LAKES COMMUNITIES	31,645.

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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
DOCTORS WITHOUT BORDORS 40 RECTOR STREET, 16TH FLOOR NEW YORK NY 10006	NONE	501C3	MEDICAL CARE ASSISTANCE AROUND THE WORLD	\$ 1,000.
HARVARD UNIV. - RADCLIFF INSTITUTE 124 MOUNT AUBURN STREET CAMBRIDGE MA 02138	NONE	501C3	SCHLESINGER LIBRARY GENERAL GIFT FUND	3,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, STE 8000 ANN ARBOR MI 48109	NONE	501C3	FORD SCHOOL GRADUATE CENTENNIAL FUND	20,000.
SALZBURG GLOBAL SEMINAR 1250 H STREET, SUITE 1150 WASHINGTON DC 20005	NONE	501C3	GENERAL FUND	10,000.
THE NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, STE 100 ARLINGTON VA 22203	NONE	501C3	ENVIRONMENTAL PRESERVATION	1,000.
BUCKINGHAM BROWNE & NICHOLS SCHOOL 80 GERRY'S LANDING ROAD CAMBRIDGE MA 02138	NONE	501C3	FINANCIAL AID	10,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, SUITE 8000 ANN ARBOR MI 48109	NONE	501C3	C.E.W. ANNUAL SCHOLAR SUCCESS FUND	5,000.
PARTNERS IN HEALTH 800 BOYLSTON STREET, SUITE 300 BOSTON MA 02199	NONE	501C3	MEDICAL SUPPLIES, FOOD, AND WATER FOR PEOPLE OF HAITI	1,000.
MICHIGAN THEATRE FOUNDATION 603 EAST LIBERTY STREET ANN ARBOR MI 48104	NONE	501C3	SUPPORT FOR COMMUNITY THEATER	1,000.
ARTRAIN 1100 NORTH MAIN STREET, SUITE 106A ANN ARBOR MI 48104	NONE	501C3	SUPPORT OF EDUCATIONAL PROGRAMS FOR THE ARTS	1,000.
SHAW FESTIVAL THEATRE P.O. BOX 628 LEWISTON NY 14092	NONE	501C3	SUPPORT FOR COMMUNITY THEATRE	2,000.

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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
INSTITUTE FOR ADVANCED STUDY 1 EINSTEIN DRIVE PRINCETON NJ 08540	NONE	501C3	IAS FUND AND ENDOWMENT CAMPAIGN	\$ 25,000.
BURROUGHS COMMUNITY CENTER 2470 FAIRFIELD AVENUE BRIDGEPORT CT 06605	NONE	501C3	GENERAL FUND	4,000.
OPEN HOUSE NEW YORK 1133 BROADWAY, SUITE 802 NEW YORK NY 10010	NONE	501C3	TO PROMOTE APPRECIATION AND PUBLIC AWARENESS TO NEW YORK ARCHITECTURE, ENGINEERING AND DESIGN	1,000.
STRATFORD FESTIVAL OF AMERICA 55 QUEEN STREET, P.O. BOX 520 STRATFORD ON CANAD	NONE	501C3	SUPPORTING THE BEST IN CLASSICAL THEATRE	3,115.
THE SIERRA CLUB FOUNDATION 2101 WEBSTER STREET, SUITE 1250 OAKLAND CA 94612	NONE	501C3	PRESERVING THE ENVIRONMENT	1,000.
AFRICAN SKY INC. PO BOX 203 MUNROE FALLS OH 44262	NONE	501C3	WORKS ON EDUCATION, COMMUNITY HEALTH, AND FOOD SECURITY PROJECTS IN RURAL MALI	3,000.
ENVIRONMENTAL AND ENERGY STUDY INSTIT. 1112 16TH STREET NW, SUITE 300 WASHINGTON DC 20036	NONE	501C3	PROMOTES ENVIRONMENATAL AND ENERGY ADVANCES THROUGH INNOVATION	1,000.
FAIRFIELD UNIVERSITY 1073 NORTH BENSON ROAD FAIRFIELD CT 06824	NONE	501C3	FINANCIAL AID FOR LOW-INCOME STUDENTS FROM BRIDGEPORT, C T OR OTHER IN-NEED COMMUNITIES	1,000.

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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
SANTA FE INSTITUTE 1399 HYDE PARK ROAD SANTA FE NM 87501	NONE	501C3	OMIDYAR CHALLENGE - SCIENTIFIC AND SOCIAL RESEARCH	\$ 1,000.
BOULDER FOOD RESCUE P.O. BOX 284 BOULDER CO 80306	NONE	501C3	GENERAL FUND	500.
POLARIS P.O. BOX 65323 WASHINGTON DC 20035	NONE	501C3	HELP FIGHT AGAINST HUMAN TRAFFICING	2,000.
SAVE THE CHILDREN 501 KINGS HIGHWAY EAST, SUITE 400 FAIRFIELD CT 06825	NONE	501C3	GENERAL FUND	4,000.
SOCIAL SCIENCE RESEARCH COUNCIL ONE PIERREPONT PLAZA, 15TH FLOOR BROOKLYN NY 11201	NONE	501C3	GENERAL FUND	5,000.
ASU FOUNDATION P.O. BOX 2260 TEMPE AZ 85280	NONE	501C3	CRONKITE SCHOOL OF JOURNALISM SCHOLARSHIPS FUND	2,500.
PROPUBLICA 155 AVENUE OF THE AMERICAS, 13TH FL NEW YORK NY 10013	NONE	501C3	SUPPORT FAIR NONPARTISAN POLITICAL REPORTING	2,000.
COMMITTEE TO PROTECT JOURNALISTS 330 7TH AVENUE, 11TH FLOOR NEW YORK NY 10001	NONE	501C3	DEFENDING JOURNALISTS IN THE UNITED STATES	3,500.
THE CONSERVATION FUND 1655 N. FORT MYERS DRIVE, STE 1300 ARLINGTON VA 22209	NONE	501C3	HELP PRESERVE LAND AND WATER CONSERVATION ACROSS AMERICA	1,000.
THE CORNER HEALTH CENTER 47 N. HURON STREET YPSILANTI MI 48197	NONE	501C3	HEALTH CARE FOR NEEDY CHILDREN	1,000.
PROJECT ACCESS - NEW HAVEN 150 SARGENT DRIVE, 2ND FLOOR NEW HAVEN CT 06511	NONE	501C3	PROVIDING ACCESS TO HEALTHCARE SERVICES FOR THE UNDERSERVED	2,000.

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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
CHARITY NAVIGATOR 139 HARRISTOWN ROAD, SUITE 101 GLEN ROCK NJ 07452	NONE	501C3	INDEPENDENT CHARITY EVALUATOR	\$ 500.
CAL STATE E. BAY EDUCATIONAL FOUNDATIO 25800 CARLOS BEE BOULEVARD HAYWARD CA 94542	NONE	501C3	RICHARD B. AND EVELYN WHITMAN RICE ENDOWED SCHOLARSHIP	2,000.
BOYS AND GIRLS CLUB 166 JENNEY STREET NEW BEDFORD MA 02740	NONE	501C3	PROVIDING THE TOOLS FOR SUCCESS FOR YOUNG PEOPLE	1,000.
THE WAREHAM LAND TRUST 219 MAIN ST., SUITE E, P.O. BOX 718 WAREHAM MA 02571	NONE	501C3	PRESERVATION OF LANDS IN WAREHAM	1,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY AL 36104	NONE	501C3	STEERING YOUNG MINDS AWAY FROM HATE AND VIOLENCE WITH EDUCATIONAL MATERIALS	1,000.
COUNCIL ON FOREIGN RELATIONS 58 EAST 68TH STREET NEW YORK NY 10065	NONE	501C3	EDUCATIONAL INFORMATION TO HELP PEOPLE UNDERSTAND U.S. FOREIGN RELATIONS	1,000.
INDIAN LAW RESOURCE CENTER 602 NORTH EWING STREET HELENA MT 59601	NONE	501C3	HELP END VIOLENCE AGAINST NATIVE AMERICAN WOMEN AND GIRLS	2,000.
TRAVIS ROY FOUNDATION 101 HUNTINGTON AVENUE, SUITE 520 BOSTON MA 02199	NONE	501C3	SPINAL CORD INJURY RESEARCH	1,000.
MUSIC FROM LAND'S END WAREHAM	NONE	501C3	PROVIDE PROFESSIONAL CONCERTS AT INTERNATIONAL STANDARDS FOR LOCAL AUDIENCES	1,000.

TOTAL \$ 178,260.