

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

2010

Department of the Treasury  
 Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning DEC 1, 2010, and ending NOV 30, 2011

- G Check all that apply  
 Initial return  
 Amended return  
 Initial return of a former public charity  
 Address change  
 Final return  
 Name change

Name of foundation <b>THE WHITCOMB CHARITABLE FOUNDATION</b>		<b>A Employer identification number</b> 25-1552861
Number and street (or P.O. box number if mail is not delivered to street address) 2364 RT. 66		<b>B Telephone number</b> (724) 468-1300
Room/suite		

City or town, state, and ZIP code  
**DELMONT, PA 15626**

**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

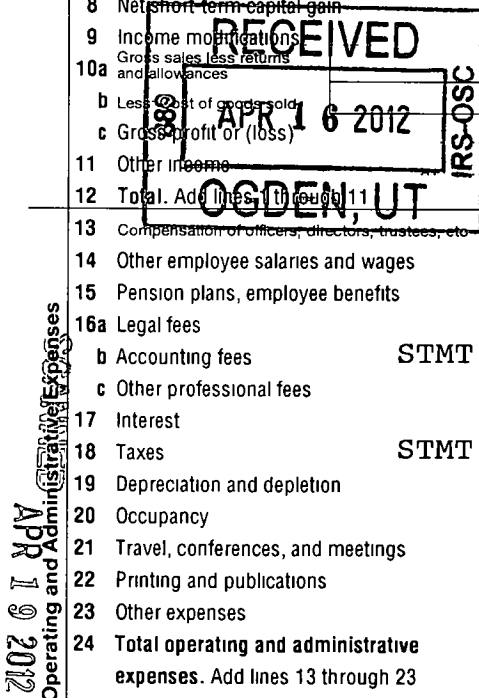
**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16)  
 ▶ \$ 1,459,336. (Part I, column (d) must be on cash basis)

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received				N/A	
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments		5.	5.		STATEMENT 1
<b>4</b> Dividends and interest from securities		6,007.	6,007.		STATEMENT 2
<b>5a</b> Gross rents					
b Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		733.			
b Gross sales price for all assets on line 6a		733.			
<b>7</b> Capital gain net income (from Part IV, line 2)			733.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
b Less cost of goods sold					
c Gross profit or (loss)					
<b>11</b> Other income					
<b>12</b> Total. Add lines 1 through 11		6,745.	6,745.		
<b>13</b> Compensation of officers, directors, trustees, etc.		0.	0.		0.
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees					
b Accounting fees STMT 3		1,500.	1,500.		0.
c Other professional fees					
<b>17</b> Interest					
<b>18</b> Taxes STMT 4		262.	0.		0.
<b>19</b> Depreciation and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses					
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		1,762.	1,500.		0.
<b>25</b> Contributions, gifts, grants paid		76,000.			76,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		77,762.	1,500.		76,000.
<b>27</b> Subtract line 26 from line 12		<71,017.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			5,245.		
c Adjusted net income (if negative, enter -0-)				N/A	



5

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	86,989.		
	3 Accounts receivable $\blacktriangleright$			
	Less allowance for doubtful accounts $\blacktriangleright$			
	4 Pledges receivable $\blacktriangleright$			
	Less allowance for doubtful accounts $\blacktriangleright$			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable $\blacktriangleright$			
	Less allowance for doubtful accounts $\blacktriangleright$			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	379,428.	389,059.	389,059.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis $\blacktriangleright$				
Less accumulated depreciation $\blacktriangleright$				
12 Investments - mortgage loans				
13 Investments - other STMT 8	1,031,671.	1,070,277.	1,070,277.	
14 Land, buildings, and equipment basis $\blacktriangleright$				
Less accumulated depreciation $\blacktriangleright$				
15 Other assets (describe $\blacktriangleright$ )				
<b>16 Total assets (to be completed by all filers)</b>	<b>1,498,088.</b>	<b>1,459,336.</b>	<b>1,459,336.</b>	
Liabilities	17 Accounts payable and accrued expenses		6,880.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe $\blacktriangleright$ )			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>6,880.</b>		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here <math>\blacktriangleright</math> <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here <math>\blacktriangleright</math> <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31</b>			
	27 Capital stock, trust principal, or current funds	1,628,723.	1,628,723.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<130,635.>	<176,267.>	
<b>30 Total net assets or fund balances</b>	<b>1,498,088.</b>	<b>1,452,456.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>1,498,088.</b>	<b>1,459,336.</b>		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,498,088.
2 Enter amount from Part I, line 27a	2	<71,017.>
3 Other increases not included in line 2 (itemize) $\blacktriangleright$ SEE STATEMENT 6	3	25,385.
4 Add lines 1, 2, and 3	4	1,452,456.
5 Decreases not included in line 2 (itemize) $\blacktriangleright$	5	0.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>1,452,456.</b>

**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.)
<b>1a</b> STRONG CAPITAL MANAGEMENT SETTLEMENT			
<b>b</b> DISTRIBUTION	P	VARIOUS	03/31/11
<b>c</b> CAPITAL GAINS DIVIDENDS			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b> 10.			10.
<b>c</b> 723.			723.
<b>d</b>			
<b>e</b>			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			
<b>b</b>			10.
<b>c</b>			723.
<b>d</b>			
<b>e</b>			

<b>2</b> 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	733.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

**1** Enter the appropriate amount in each column for each year, see 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))
2009	77,758.	1,500,968.	.051805
2008	73,500.	1,641,910.	.044765
2007	72,990.	1,426,088.	.051182
2006	74,404.	1,496,035.	.049734
2005	77,641.	1,533,041.	.050645

<b>2</b> Total of line 1, column (d)	2	.248131
<b>3</b> 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	.049626
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,479,505.
<b>5</b> Multiply line 4 by line 3	5	73,422.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	52.
<b>7</b> Add lines 5 and 6	7	73,474.
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	76,000.

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)

Table with 11 rows for excise tax calculation. Includes sub-tables for credits (6a-6d) and a final total of 28.00 Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity questions (1a-10) and Yes/No columns. Includes a 'N/A' entry for question 4b.

**Part VII-A Statements Regarding Activities** *(continued)*

<p>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)</p>	11		X
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A</p>	13	X	
<p>14 The books are in care of ► <u>MR. ALLAN MACDOUGALL</u> Telephone no ► <u>724-468-1300</u> Located at ► <u>2364 RT. 66, DELMONT, PA</u> ZIP+4 ► <u>15626</u></p>			
<p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> N/A</p>			
<p>16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►</p>	16	Yes	No
			X

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="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="checked" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="checked" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="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="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="checked" type="checkbox"/> No			
	b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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 2010? <input type="checkbox"/> Yes <input checked="checked" type="checkbox"/> No	1c		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="checked" type="checkbox"/> No If "Yes," list the years ►			
	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"/> Yes <input checked="checked" type="checkbox"/> No	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 ►			
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="checked" type="checkbox"/> No			
	b If "Yes," did it have excess business holdings in 2010 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 2010.) <input type="checkbox"/> Yes <input checked="checked" type="checkbox"/> No	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
4b	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 2010?	4b		X

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

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**

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**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).  Yes  No

6a 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? **6b**

If "Yes" to 6b, file Form 8870 **X**

7a 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** **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.

(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
JAMES S. WHITCOMB, JR. 2364 RT. 66 DELMONT, PA 15626	TRUSTEE, CHAIRMAN	0.00	0.	0.
LISA CAPRA 2364 RT. 66 DELMONT, PA 15626	TRUSTEE	0.00	0.	0.
ALLAN MACDOUGALL 2364 RT. 66 DELMONT, PA 15626	TRUSTEE	0.00	0.	0.

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

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

Total number of other employees paid over \$50,000 **0**

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. All cells contain 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity and Expenses. Row 1: 1 N/A.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment and Amount. Rows 1: 1 N/A; 2; 3 All other program-related investments See instructions.

Total. Add lines 1 through 3 0.

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

Table with 6 main rows and sub-rows (a-e) for line 1. Columns include line numbers, descriptions, and values. Total for line 1: 1,502,036. Minimum investment return (line 6): 73,975.

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 )

Table with 7 rows for distributable amount. Includes sub-rows (2a, 2b) for tax. Total distributable amount (line 7): 73,923.

Part XII Qualifying Distributions (see instructions)

Table with 6 rows for qualifying distributions. Includes sub-rows (1a, 1b, 3a, 3b) for expenses. Total adjusted qualifying distributions (line 6): 75,948.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				73,923.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			75,006.	
b Total for prior years				
2008		403.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 76,000.				
a Applied to 2009, but not more than line 2a			75,006.	
b Applied to undistributed income of prior years (Election required - see instructions) *		403.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				591.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				73,332.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

\* SEE STATEMENT 9

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year		Prior 3 years		(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 foundation had \$5,000 or more in assets at any time during the year-see the 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) )

JAMES S. WHITCOMB, JR.

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

NONE

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 of the person to whom applications should be addressed

SEE STATEMENT 10

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)				
<p><i>a Paid during the year</i> SEE STATEMENT ATTACHED</p>				76,000.
<b>Total</b>				▶ 3a 76,000.
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>				▶ 3b 0.





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

SOURCE	AMOUNT
TD AMERITRADE	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TD AMERITRADE	6,730.	723.	6,007.
TOTAL TO FM 990-PF, PART I, LN 4	6,730.	723.	6,007.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STONEMETZ & WILKINS	1,500.	1,500.		0.
TO FORM 990-PF, PG 1, LN 16B	1,500.	1,500.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	262.	0.		0.
TO FORM 990-PF, PG 1, LN 18	262.	0.		0.

## FOOTNOTES

STATEMENT 5

## INVESTMENTS ADJUSTED TO FMV FOR BOOK PURPOSES:

FAIR MARKET VALUE AT 11/30/11	389,059.
ORIGINAL COST BASIS	366,344.
	<hr/>
CUMULATIVE UNREALIZED GAIN AT 11/30/11	22,715.
CUMULATIVE UNREALIZED GAIN AT 11/30/10	13,084.
	<hr/>
UNREALIZED GAIN FOR THE YEAR ENDED 11/30/11	9,631.
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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
SEE STATEMENT 5 ATTACHED - FOOTNOTE INCREASE IN CASH SURRENDER VALUE OF LIFE INSURANCE NET OF OF PREMIUMS PAID			9,631. 15,754.
TOTAL TO FORM 990-PF, PART III, LINE 3			25,385.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
1,968.1190	SHARES VANGUARD WINDSOR II	50,561.	50,561.
886.7780	SHARES MUHLENKAMP FUND	45,687.	45,687.
1,431.025	SHARES MATTHEWS ASIAN GROWTH & INCOME FUND	23,070.	23,070.
1,207.089	SHARES MORGAN STANLEY INST INTL EQUITY FD	15,354.	15,354.
1,065.530	SHARES IVY FD GLBL NAT RESOURCES A	19,435.	19,435.
1,878.186	SHARES NOTTINGHAM INVT TR-II BROWN CP SMALL	84,575.	84,575.
5,196.733	SHARES TEMPLETON INCOME TR GLOBAL BD FD CL A	66,154.	66,154.
1,854.305	SHARES MERIDIAN GROWTH FUND	84,223.	84,223.
TOTAL TO FORM 990-PF, PART II, LINE 10B		389,059.	389,059.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8	
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TRAVELERS #7424933		FMV	678,770.	678,770.
TRAVELERS #7432707		FMV	128,333.	128,333.
LINCOLN #1956113		FMV	263,174.	263,174.
TOTAL TO FORM 990-PF, PART II, LINE 13			1,070,277.	1,070,277.



FORM 990-PF

ELECTION UNDER REGULATIONS SECTION  
53.4942(A)-3(D)(2) TO APPLY  
EXCESS QUALIFYING DISTRIBUTIONS  
TO PRIOR YEAR'S UNDISTRIBUTED INCOME

STATEMENT 9

THE WHITCOMB CHARITABLE FOUNDATION  
25-1552861  
2364 ROUTE 66  
DELMONT, PA 15626  
NOVEMBER 31, 2011

PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF UNDISTRIBUTED INCOME FROM THE TAX YEAR ENDING NOVEMBER 30, 2009 OF \$403.

SIGNED: Allan MacDougall III  
ALLAN MACDOUGALL, III, TRUSTEE

DATE: 4-12-12

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALLAN MACDOUGALL  
2364 RT. 66  
DELMONT, PA 15626

TELEPHONE NUMBER

724-468-1300

FORM AND CONTENT OF APPLICATIONS

REQUESTS FOR GRANTS FROM SECTION 501(C)(3) ORGANIZATIONS SHOULD BE IN WRITING TO THE ABOVE NAMED INDIVIDUAL.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE MADE EXCLUSIVELY TO TAX EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

**Whitcomb Charitable Foundation**  
**Form 990 PF**  
**EIN: 25-6426338**  
**Tax Year Ending: 11/30/11**

Name/Address	Relationship to Management	Foundation Status	Purpose of Grant	Amount
Mr. Robert Levy, Chairman CATO Institute 1000 Massachusetts Ave., NW Washington D.C. 20001-5403	N/A	Public	General	\$5,000
Mr. Daniel J. Dupee Coalition for Christain Outreach 5912 Penn Ave. Pittsburgh PA 15206-3805	N/A	Public	General	\$3,000
Mr. Fred L. Smith Jr. Competitive Enterprise Institute 1001 Connecticut Ave, NW, Ste. 1250 Washington D.C. 20036	N/A	Public	General	\$5,000
George Mason University Fdnt. 3301 North Fairfax Drive Arlington VA 22201	N/A	Public	General	\$5,000
Home For Our Troops 6 Main Street Taunton, MA 02780	N/A	Public	General	\$3,000
Heritage Foundation 214 Massachusetts Ave. N.E. Washington D.C. 20002	N/A	Public	General	\$5,000
Mr. John Raisian, Director Hoover Institution Stanford University Stanford CA 94305-6010	N/A	Public	General	\$5,000
The Leadership Institute 1101 N. Highland Street Arlington VA 22201	N/A	Public	General	\$10,000

<b>Name/Address</b>	<b>Relationship to Management</b>	<b>Foundation Status</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Media Research Center 325 S. Patrick Street Alexandria VA 22314-3580	N/A	Public	General	\$5,000
Mountain States Legal Fdnt. 2596 S Lewis Way Lakewood CO 80227-9944	N/A	Public	General	\$7,000
National Military Family Association 2500 North Van Dorn Street, Suite 102 Alexandria, VA 22302-1601	N/A	Public	General	\$3,000
National Right to Work Legal Defense Fdnt. 8001 Braddock Road Springfield VA 22151-9988	N/A	Public	General	\$5,000
Save Ellis Island Foundation 500 International Drive, Suite 120 Budd Lake, NJ 07828	N/A	Public	General	\$2,000
The Rutherford Institute P.O. Box 7482 Charlottesville VA 22907-9149	N/A	Public	General	\$5,000
U.S English Foundation 1747 Pennsylvania Ave. NW. Ste. 1050 Washington D.C. 20006	N/A	Public	General	\$5,000
Woodlands Foundation 134 Shenot Rd. Wexford PA 15090	N/A	Public	General	\$3,000
<b>TOTAL:</b>				<b>\$76,000</b>