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

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning DEC 1, 2008, and ending NOV 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **MRS. GILES WHITING FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **1133 AVENUE OF THE AMERICAS**

Room/suite: _____

City or town, state, and ZIP code: **NEW YORK, NY 10036-6710**

A Employer identification number: **13-6154484**

B Telephone number: **212-336-2138**

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 ☐

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): **\$ 52,786,138.** (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		157,962.	157,962.		STATEMENT 2
4 Dividends and interest from securities		1,119,515.	1,119,515.	0.	STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-3,745,917.			STATEMENT 1
b Gross sales price for all assets on line 6a		11,746,405.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-40,188.	-30,382.		STATEMENT 4
12 Total. Add lines 1 through 11		-2,508,628.	1,247,095.		
13 Compensation of officers, directors, trustees, etc		119,308.	2,802.		116,506.
14 Other employee salaries and wages		98,131.	0.		98,131.
15 Pension plans, employee benefits					
16a Legal fees STMT 5		66,657.	14,176.		52,481.
b Accounting fees STMT 6		50,696.	25,348.		25,348.
c Other professional fees STMT 7		253,207.	253,207.		0.
17 Interest					
18 Taxes STMT 8		35,247.	14,715.		18,187.
19 Depreciation and depletion					
20 Occupancy		7,151.	0.		7,151.
21 Travel, conferences, and meetings		46,734.	0.		46,734.
22 Printing and publications					
23 Other expenses STMT 9		139,952.	0.		139,952.
24 Total operating and administrative expenses. Add lines 13 through 23		817,083.	310,248.		504,490.
25 Contributions, gifts, grants paid		2,465,500.			2,465,500.
26 Total expenses and disbursements. Add lines 24 and 25		3,282,583.	310,248.		2,969,990.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-5,791,211.			
b Net investment income (if negative, enter -0-)			936,847.		
c Adjusted net income (if negative, enter -0-)				N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	689,447.	210,941.	210,941.
	2 Savings and temporary cash investments	2,262,099.	2,121,357.	2,121,357.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	9,299,921.	9,521,100.	9,521,100.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	32,812,439.	40,923,355.	40,923,355.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKER)	66,971.	9,385.	9,385.
	16 Total assets (to be completed by all filers)	45,130,877.	52,786,138.	52,786,138.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	45,130,877.	52,786,138.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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			
	30 Total net assets or fund balances	45,130,877.	52,786,138.	
	31 Total liabilities and net assets/fund balances	45,130,877.	52,786,138.	

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	45,130,877.
2 Enter amount from Part I, line 27a	2	-5,791,211.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	13,446,472.
4 Add lines 1, 2, and 3	4	52,786,138.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,786,138.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 11,746,405.		15,492,322.	-3,745,917.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-3,745,917.

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	-3,745,917.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2007	3,443,506.	63,289,891.	.054408
2006	3,945,437.	72,048,340.	.054761
2005	2,630,951.	67,771,052.	.038821
2004	3,278,078.	65,453,547.	.050083
2003	3,170,943.	60,597,047.	.052328

2 Total of line 1, column (d)	2	.250401
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	.050080
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	46,870,035.
5 Multiply line 4 by line 3	5	2,347,251.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,368.
7 Add lines 5 and 6	7	2,356,619.
8 Enter qualifying distributions from Part XII, line 4	8	2,969,990.

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 ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	9,368.
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	9,368.
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	9,368.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	50,228.	
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	50,228.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	40,860.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☒ 40,860. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c 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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► **WWW.WHITINGFOUNDATION.ORG**

14 The books are in care of ► **THE FOUNDATION** Telephone no. ► **212-336-2138**
 Located at ► **1133 AVENUE OF THE AMERICAS, NEW YORK, NY** ZIP+4 ► **10036-6710**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ 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.) N/A	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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2008 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 2008.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2008?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

X

If you answered "Yes" to 6b, also file Form 8870.

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
SEE STATEMENT 12		119,308.	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
BARBARA BRISTOL C/O MRS. GILES WHITING FOUNDATION, NE	DIR. WRITERS PROGRAM 30.00	98,131.	0.	0.

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

0

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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."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDUCIARY TRUST CO. INTL 600 FIFTH AVENUE, NEW YORK, NY 10020	INVESTMENT CUSTODIAN	89,974.
SANDERSON ASSET MANAGEMENT 250 SOUTH WACKER DRIVE, CHICAGO, IL 60606	INVESTMENT ADVISORY	52,590.
PATTERSON, BELKNAP, WEBB & TYLER LLP 1133 AVENUE OF THE AMERICAS, NEW YORK, NY 1003	ATTORNEYS	66,657.
FEDERAL STREET ADVISORS 50 FEDERAL STREET, BOSTON, MA 02199	INVESTMENT ADVISORY	76,798.

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.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	44,593,153.
b	Average of monthly cash balances	1b	2,990,639.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	47,583,792.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	47,583,792.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	713,757.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,870,035.
6	Minimum investment return. Enter 5% of line 5	6	2,343,502.

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	2,343,502.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	9,368.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,368.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,334,134.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,334,134.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,334,134.

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	2,969,990.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,969,990.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	9,368.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,960,622.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				2,334,134.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years: 2006, 2005, 2004		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	150,571.			
b From 2004	130,960.			
c From 2005				
d From 2006	508,080.			
e From 2007	289,152.			
f Total of lines 3a through e	1,078,763.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 2,969,990.				
a Applied to 2007, 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 2008 distributable amount				2,334,134.
e Remaining amount distributed out of corpus	635,856.			
5 Excess distributions carryover applied to 2008 (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	1,714,619.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
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 2003 not applied on line 5 or line 7	150,571.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,564,048.			
10 Analysis of line 9:				
a Excess from 2004	130,960.			
b Excess from 2005				
c Excess from 2006	508,080.			
d Excess from 2007	289,152.			
e Excess from 2008	635,856.			

N/A

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

- | Tax year | Prior 3 years | | | |
|----------|---------------|----------|----------|-----------|
| (a) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | (e) Total |

- (4) Gross investment income

2008.05060 MRS. GILES WHITING FOUNDATI 13-61541

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt OrganizationsForm **990-PF** (2008)

MRS. GILES WHITING FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED EQUITY SECURITIES				
b FAIRFIELD REDSTONE FUND		P	VARIOUS	VARIOUS
c MAINSTAY INT'L EQUITY FUND		P	VARIOUS	VARIOUS
d T. ROWE PRICE INSTITUTIONAL GROWTH FUND		P	VARIOUS	VARIOUS
e VANGUARD SHORT TERM BOND INDEX FUND		P	VARIOUS	VARIOUS
f GAINS PASSED THROUGH FROM INVESTMENTS IN LIMITED		P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 4,899,729.		7,579,286.	-2,679,557.
b 2,527,723.		3,000,000.	-472,277.
c 1,500,000.		2,094,091.	-594,091.
d 1,750,000.		2,336,022.	-586,022.
e 500,000.		482,923.	17,077.
f 568,953.			568,953.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-2,679,557.
b			-472,277.
c			-594,091.
d			-586,022.
e			17,077.
f			568,953.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-3,745,917.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED EQUITY SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,899,729.	7,579,286.	0.	0.	-2,679,557.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FAIRFIELD REDSTONE FUND	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,527,723.	3,000,000.	0.	0.	-472,277.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MAINSTAY INT'L EQUITY FUND	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,500,000.	2,094,091.	0.	0.	-594,091.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
T. ROWE PRICE INSTITUTIONAL GROWTH FUND	1,750,000.	2,336,022.	0.	0.	-586,022.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VANGUARD SHORT TERM BOND INDEX FUND	500,000.	482,923.	0.	0.	17,077.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GAINS PASSED THROUGH FROM INVESTMENTS IN LIMITED PARTNERSHIPS	568,953.	0.	0.	0.	568,953.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-3,745,917.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
INTEREST INCOME ON CASH BALANCES	157,962.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	157,962.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME	853,470.	0.	853,470.
PASSED THROUGH FROM INVESTMENTS IN LIMITED PARTNERSHIPS	266,045.	0.	266,045.
TOTAL TO FM 990-PF, PART I, LN 4	1,119,515.	0.	1,119,515.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	4,294.	4,294.	
CLASS ACTION PROCEEDS	13,002.	13,002.	
OTHER LOSS PASSED THROUGH FROM LIMITED PARTNERSHIP INVESTMENTS	-47,678.	-47,678.	
UNRELATED BUSINESS INCOME (LOSS) PASSTHROUGH FROM LIMITED PARTNERSHIPS	-9,806.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-40,188.	-30,382.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	66,657.	14,176.		52,481.
TO FM 990-PF, PG 1, LN 16A	66,657.	14,176.		52,481.

FORM 990-PF	ACCOUNTING FEES		STATEMENT		6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	50,696.	25,348.		25,348.	
TO FORM 990-PF, PG 1, LN 16B	50,696.	25,348.		25,348.	

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT		7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	253,207.	253,207.		0.	
TO FORM 990-PF, PG 1, LN 16C	253,207.	253,207.		0.	

FORM 990-PF	TAXES		STATEMENT		8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	18,424.	237.		18,187.	
UNRELATED BUSINESS INCOME TAX, NET OF REFUNDS	2,345.	0.		0.	
FOREIGN TAX EXPENSE - PASSED THROUGH FROM K-1	14,478.	14,478.		0.	
TO FORM 990-PF, PG 1, LN 18	35,247.	14,715.		18,187.	

FORM 990-PF	OTHER EXPENSES		STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VENUE EXPENSES	37,500.	0.		37,500.
SPEAKER HONORARIUM	59,014.	0.		59,014.
HONORARIUM FOR SELECTORS	6,000.	0.		6,000.
PUBLIC RELATIONS	13,475.	0.		13,475.
ADVERTISING	4,775.	0.		4,775.
INSURANCE	286.	0.		286.
MEMBERSHIP DUES	110.	0.		110.
OFFICE EXPENSES	2,423.	0.		2,423.
OFFICE SUPPORT SERVICES	2,846.	0.		2,846.
SUBSCRIPTIONS & BOOKS	12,573.	0.		12,573.
WEBSITE COSTS	200.	0.		200.
FILING FEE	750.	0.		750.
TO FORM 990-PF, PG 1, LN 23	139,952.	0.		139,952.

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
PUBLICLY TRADED EQUITIES - SEE STATEMENT A	4,606,498.		4,606,498.	
PUBLICLY TRADED EQUITIES - SEE STATEMENT B	1,749,376.		1,749,376.	
PUBLICLY TRADED EQUITIES - SEE STATEMENT C	3,165,226.		3,165,226.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,521,100.		9,521,100.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
TIFF SHORT TERM TRUST	FMV	210,852.	210,852.	
HIGHCLERE INT'L INVESTORS - FUNDS	FMV			
IN TRANSIT		1,000,000.	1,000,000.	
MAINSTAY INT'L EQUITY FUND	FMV	2,247,854.	2,247,854.	
TIFF PARTNERS II	FMV	187,141.	187,141.	
TIFF PARTNERS III	FMV	647,698.	647,698.	
TIFF PARTNERS IV	FMV	1,179,848.	1,179,848.	
TIFF PRIVATE EQUITY PARTNERS 2008	FMV	394,572.	394,572.	
TIFF PRIVATE EQUITY PARTNERS 2007	FMV	596,290.	596,290.	

T. ROWE PRICE INSTITUTIONAL GROWTH FUND	FMV	5,225,259.	5,225,259.
DODGE & COX INCOME FUND	FMV	9,306,459.	9,306,459.
OCTAVIAN OFFSHORE FUND	FMV	3,099,352.	3,099,352.
NORTH RUN OFFSHORE PARTNERS, LTD	FMV	3,192,331.	3,192,331.
PRISM OFFSHORE FUND, LTD.	FMV	2,779,193.	2,779,193.
PROSPECT HARBOR	FMV	1,725,459.	1,725,459.
VANGUARD SHORT TERM BOND INDEX FUND	FMV	3,724,477.	3,724,477.
SIRIOS OVERSEAS FUND	FMV	543,376.	543,376.
SANDERSON ASSET MANAGEMENT	FMV	4,802,275.	4,802,275.
TIFF PARTNERS II	FMV	60,919.	60,919.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,923,355.	40,923,355.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT L. BELKNAP C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710	PRESIDENT/TRUSTEE 5.00	28,019.	0.	0.
JOHN N. IRWIN III C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710	VP/TREASURER/TRUSTEE 2.00	0.	0.	0.
KATE DOUGLAS TORREY C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.
ROBIN KRAUSE C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710	SECRETARY AND ASST. TREASURER 2.00	0.	0.	0.
ANTONIA M. GRUMBACH C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710	VICE-PRESIDENT/TRUSTEE 1.00	0.	0.	0.
PETER PENNOYER C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.

KELLYE ROSENHEIM
C/O MRS. GILES WHITING FOUNDATION
1133 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-6710

DIRECTOR OF OPERATIONS

40.00 91,289. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

119,308. 0. 0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN ASSOCIATION OF UNIVERSITY PRESSES	NONE	501(C)(3) PUBLIC CHARITY	15,000.
71 WEST 23RD STREET, SUITE 901, NEW YORK, NY 10010	PROFESSIONAL DEVELOPMENT WORKSHOPS		
POETS HOUSE, 72 SPRING STREET, NEW YORK, NY 10012	NONE	501(C)(3) PUBLIC CHARITY	10,000.
	GENERAL SUPPORT		
POETS & WRITERS, 72 SPRING STREET, NEW YORK, NY 10012	NONE	501(C)(3) PUBLIC CHARITY	5,000.
	GENERAL SUPPORT		
ACADEMY OF AMERICA POETS, 548 BROADWAY, SUITE 1208, NEW YORK, NY 10012	NONE	501(C)(3) PUBLIC CHARITY	10,000.
	GENERAL SUPPORT		
NEW YORK PUBLIC LIBRARY, FIFTH AVENUE AND 42ND STREET, NEW YORK, NY 10018	NONE	501(C)(3) PUBLIC CHARITY	60,000.
	CULLMAN CENTER FOR SCHOLARS & WRITERS		
PEN AMERICAN CENTER, 568 BROADWAY, NEW YORK, NY 10012	NONE	501(C)(3) PUBLIC CHARITY	5,000.
	GENERAL SUPPORT		

CAVE CANEM, 39 JANE STREET APT.GB, NEW YORK, NY 10014	NONE	501(C)(3) PUBLIC CHARITY	10,000.
	GENERAL SUPPORT		
BARUCH COLLEGE, ONE BARNARD BARUCH WAY, NEW YORK, NY 10014	NONE	501(C)(3) PUBLIC CHARITY	150,000.
	TEACHING FELLOWSHIPS		
BROOKLYN COLLEGE FOUNDATION, 2900 BEDFORD AVE., BROOKLYN, NY 11234	NONE	501(C)(3) PUBLIC CHARITY	150,000.
	TEACHING FELLOWSHIPS		
KENYON COLLEGE, RANSOM HALL, GAMBIER, OH 43022	NONE	501(C)(3) PUBLIC CHARITY	100,000.
	TEACHING FELLOWSHIPS		
UNIVERSITY OF CHICAGO, 1050 EAST 59TH STREET, CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	50,000.
	TEACHING FELLOWSHIPS		
BATES COLLEGE, 2 ANDREWS ROAD, LEWISTON, ME 04240-6028	NONE	501(C)(3) PUBLIC CHARITY	100,000.
	TEACHING FELLOWSHIPS		
ALLIANCE FOR JUSTICE, 11 DUPONT CIRCLE, NW, WASHINGTON, DC 20002	NONE	501(C)(3) PUBLIC CHARITY	1,000.
	GENERAL SUPPORT		
AMERICAN UNIVERSITY OF BEIRUT, CHURCH STREET STATION PO BOX 4011, NEW YORK,	NONE	501(C)(3) PUBLIC CHARITY	1,000.
	GENERAL SUPPORT		
AMERICANS UNITED FOR THE SEPARATION OF CHURCH AND STATE 518 C STREET NE, WASHINGTON, DC 20002	NONE	501(C)(3) PUBLIC CHARITY	1,000.
	GENERAL SUPPORT		

CENTURY ASSOCIATION FOUNDATION, 7 WEST 43RD STREET, NEW YORK, NY 10036	NONE	501(C)(3) PUBLIC CHARITY	1,000.
GENERAL SUPPORT			
CENTER FOR REPRODUCTIVE RIGHTS, 120 WALL ST., NEW YORK, NY 10005	NONE	501(C)(3) PUBLIC CHARITY	1,000.
GENERAL SUPPORT			
NORTH AMERICAN DOSTOEVSKY SOCIETY, C/O D MARTINSEN 418 HAMILTON HALL COLUMBI	NONE	501(C)(3) PUBLIC CHARITY	5,000.
GENERAL SUPPORT			
THE CHILDREN'S STOREFRONT, 70 EAST 129TH STREET, NEW YORK, NY 10035	NONE	501(C)(3) PUBLIC CHARITY	5,000.
GENERAL SUPPORT			
INSTITUTE OF CLASSICAL ARCHITECTURE	NONE	501(C)(3) PUBLIC CHARITY	5,000.
164 FIFTH AVENUE, NEW YORK, NY 10010	GENERAL SUPPORT		
WILDLIFE CONSERVATION SOCIETY, 2300 SOUTHERN BOULEVARD, BRONX, NY 10460	NONE	501(C)(3) PUBLIC CHARITY	5,000.
GENERAL SUPPORT			
INTERFAITH COUNCIL FOR SOCIAL SERVICES	NONE	501(C)(3) PUBLIC CHARITY	1,000.
110 W. MAIN ST., CARRBORO, NC 27510	GENERAL SUPPORT		
BLUE RIBBON MENTOR ADVOCATE PROGRAM	NONE	501(C)(3) PUBLIC CHARITY	1,000.
MERRITT MILL RD., CHAPEL HILL, NC 27516	GENERAL SUPPORT		

ORANGE COUNTY LITERACY COUNCIL, 503-F WEST FRANKLIN ST., CHAPEL HILL, NC 275	NONE	501(C)(3) PUBLIC CHARITY	3,000.
	GENERAL SUPPORT		
UNIVERSITY OF CHICAGO, 1050 EAST 59TH STREET, CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	1,500.
	WHITING FELLOWS ASSOCIATION		
PRINCETON UNIVERSITY, 205 NASSAU HALL P.O. BOX 255, PRINCETON, NJ, 11817	NONE	501(C)(3) PUBLIC CHARITY	2,000.
	WHITING FELLOWS ASSOCIATION		
YALE UNIVERSITY, 320 YORK STREET, NEW HAVEN, CT 06520	NONE	501(C)(3) PUBLIC CHARITY	2,000.
	WHITING FELLOWS ASSOCIATION		
BRYN MAWR COLLEGE, 101 NORTH MERION AVE., BRYN MAWR, PA 19010	NONE	501(C)(3) PUBLIC CHARITY	15,000.
	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES		
UNIVERSITY OF CHICAGO, 1050 EAST 59TH STREET, CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	35,000.
	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES		
COLUMBIA UNIVERSITY, 535 W.116TH STREET, NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	55,000.
	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES		
HARVARD UNIVERSITY, UNIVERSITY HALL 18, CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHARITY	50,000.
	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES		

PRINCETON UNIVERSITY, 205 NASSAU HALL P.O. BOX 255, PRINCETON, NJ 08544	NONE	501(C)(3) PUBLIC CHARITY	40,000.
	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES		
STANFORD UNIVERSITY, MAIN QUAD, BUILDING 1, STANFORD, CA 94305	NONE	501(C)(3) PUBLIC CHARITY	25,000.
	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES		
YALE UNIVERSITY, 320 YORK STREET, NEW HAVEN, CT 06520	NONE	501(C)(3) PUBLIC CHARITY	40,000.
	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES		
BRYN MAWR COLLEGE, 101 NORTH MERION AVE., BRYN MAWR, PA 19010	NONE	501(C)(3) PUBLIC CHARITY	81,000.
	WHITING FELLOWS IN THE HUMANITIES		
COLUMBIA UNIVERSITY, 535 W.116TH STREET, NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	282,000.
	WHITING FELLOWS IN THE HUMANITIES		
PRINCETON UNIVERSITY, 205 NASSAU HALL P.O. BOX 255, PRINCETON, NJ 08544	NONE	501(C)(3) PUBLIC CHARITY	226,000.
	WHITING FELLOWS IN THE HUMANITIES		
STANFORD UNIVERSITY, MAIN QUAD, BUILDING 1, STANFORD, CA 94305	NONE	501(C)(3) PUBLIC CHARITY	346,000.
	WHITING FELLOWS IN THE HUMANITIES		

JERICO BROWN C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
JAY HOPLER C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
ADAM JOHNSON C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
RAJIV JOSEPH C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
JOAN KANE C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
MICHAEL MEYER C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
NAMI MUN C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
HUGH RAFFLES C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
SALVATORE SCIBONA C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.

VU TRAN C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
MISCHA BERLINSKI C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
RICK HILLES C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
DONOVAN HOHN C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
DOUGLAS KEARNEY C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
LALEH KHADIVI C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
MANUEL MUNOZ C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
DONNA D. BROWN C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
BENJAMIN PERCY C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.

JULIE SHEEHAN C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
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LYSLEY TENORIO C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
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FINE ARTS WORK CENTER IN PROVINCETOWN 24 PEARL STREET, PROVINCETOWN, MA 02657	NONE WRITERS RESIDENCIES GRANTS	501(C)(3) PUBLIC CHARITY	15,000.
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MACDOWELL COLONY, 163 EAST 83RD STREET, NEW YORK, NY 10028	NONE WRITERS IN RESIDENCE AID	501(C)(3) PUBLIC CHARITY	35,000.
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YADDO, P.O. BOX 395, SARASOTA SPRINGS, NY 12866	NONE WRITERS IN RESIDENCE AID	501(C)(3) PUBLIC CHARITY	20,000.
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TOTAL TO FORM 990-PF, PART XV, LINE 3A

2,465,500.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ASSOCIATION OF AMERICAN UNIVERSITY PRESSES	NONE	501(C)(3) PUBLIC CHARITY	35,000.
71 WEST 23RD STREET SUITE 901, NEW YORK, NY 10010	PROFESSIONAL DEVELOPMENT WORKSHOPS		
NEW YORK PUBLIC LIBRARY, FIFTH AVENUE AND 42ND STREET, NEW YORK, NY 10018	NONE	501(C)(3) PUBLIC CHARITY	60,000.
	CULLMAN CENTER FOR SCHOLARS AND WRITERS		
BARUCH COLLEGE, ONE BARNARD BARUCH WAY, NEW YORK, NY 10010	NONE	501(C)(3) PUBLIC CHARITY	600,000.
	TEACHING FELLOWSHIP		
BROOKLYN COLLEGE, 2900 BEDFORD AVE., BROOKLYN, NY 11210	NONE	501(C)(3) PUBLIC CHARITY	600,000.
	TEACHING FELLOWSHIP		
KENYON COLLEGE, RANSOM HALL, GAMBIER, OH 43022	NONE	501(C)(3) PUBLIC CHARITY	400,000.
	TEACHING FELLOWSHIP		
BATES COLLEGE, 2 ANDREWS ROAD, LEWISTON, ME 04240-6028	NONE	501(C)(3) PUBLIC CHARITY	400,000.
	TEACHING FELLOWSHIP		
BRYN MAWR COLLEGE, 101 NORTH MERION AVE., BRYN MAWR, PA 19010	NONE	501(C)(3) PUBLIC CHARITY	15,000.
	WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID		

UNIVERSITY OF CHICAGO, 1050 EAST 59TH STREET, CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	35,000.
	WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID		
COLUMBIA UNIVERSITY, 535 W.116TH STREET, NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	55,000.
	WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID		
HARVARD UNIVERSITY, UNIVERSITY HALL 18, CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHARITY	45,000.
	WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID		
PRINCETON UNIVERSITY, 205 NASSAU HALL P.O. BOX 255, PRINCETON, NJ 08544	NONE	501(C)(3) PUBLIC CHARITY	40,000.
	WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID		
STANFORD UNIVERSITY , MAIN QUAD, BUILDING 1, STANFORD, CA 94305	NONE	501(C)(3) PUBLIC CHARITY	20,000.
	WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID		
YALE UNIVERSITY, 320 YORK STREET, NEW HAVEN, CT 06520	NONE	501(C)(3) PUBLIC CHARITY	50,000.
	WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID		
UNIVERSITY OF CHICAGO, 1050 EAST 59TH STREET, CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	1,500.
	WHITING FELLOWS ASSOCIATION		

BRYN MAWR COLLEGE, 101 NORTH MERION AVE., BRYN MAWR, PA 19010	NONE	501(C)(3) PUBLIC CHARITY	81,000.
	WHITING FELLOWS IN THE HUMANITIES		
UNIVERSITY OF CHICAGO, 1050 EAST 59TH STREET, CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	179,000.
	WHITING FELLOWS IN THE HUMANITIES		
HARVARD UNIVERSITY, UNIVERSITY HALL 18, CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHARITY	278,000.
	WHITING FELLOWS IN THE HUMANITIES		
PRINCETON UNIVERSITY, 205 NASSAU HALL P.O. BOX 255, PRINCETON, NJ 08544	NONE	501(C)(3) PUBLIC CHARITY	226,000.
	WHITING FELLOWS IN THE HUMANITIES		
YALE UNIVERSITY, 320 YORK STREET, NEW HAVEN, CT 06520	NONE	501(C)(3) PUBLIC CHARITY	280,000.
	WHITING FELLOWS IN THE HUMANITIES		
JERICO BROWN C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
JAY HOPLER C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
ADAM JOHNSON C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.

RAJIV JOSEPH C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
JOAN KANE C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
MICHAEL MEYER C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
NAMI MUN C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
HUGH RAFFLES C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
SALVATORE SCIBONA C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
VU TRAN C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS, NEW YORK, NY	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
CAVE CANEM, 39 JANE STREET APT.GB, NEW YORK, NY 10014	NONE WRITERS' RESIDENCIES GRANTS	501(C)(3) PUBLIC CHARITY	10,000.
CORPORATION OF YADDO, P.O. BOX 395, SARASOTA SPRINGS, NY 12866	NONE WRITERS' RESIDENCIES GRANTS	501(C)(3) PUBLIC CHARITY	20,000.

MRS. GILES WHITING FOUNDATION

13-6154484

MACDOWELL COLONY, 163 EAST 83RD
STREET, NEW YORK, NY 10028

NONE

501(C)(3)

PUBLIC

CHARITY 105,000.

WRITERS' RESIDENCIES
GRANTS

TOTAL TO FORM 990-PF, PART XV, LINE 3B

3,785,500.

REPORT RUN 12/01/2009 at 06 49 AM

WHITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 440993617
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE- PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2009

PAGE 4

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Total Short Term						
Equities						
5,200.00	AMR CORP DEL	9.4875	49,335.12	6.0400	31,408.00	0.00
5,100.00	ARRIS GROUP INC	9.4368	48,127.68	9.9900	50,949.00	0.00
1,600.00	ARROW ELECTRONICS INC	26.9037	43,045.92	26.2800	42,048.00	0.00
275.00	ASCENT MEDIA CORP CL A	26.3897	7,257.16	22.9000	6,297.50	0.00
17,800.00	ATMEL CORP	3.5273	62,786.25	3.9700	70,666.00	0.00
2,000.00	AVNET INC	18.9490	37,898.00	27.2500	54,500.00	600.00
2,600.00	B J SERVICES CO	26.5866	69,125.24	18.7800	48,828.00	520.00
5,800.00	BELO CORP SER A	1.8064	10,476.93	4.7100	27,318.00	1,740.00
1,200.00	BILL BARRETT CORP	54.9407	65,928.88	28.5500	34,260.00	0.00
4,300.00	BROOKS AUTOMATION INC	13.8526	59,566.33	7.3300	31,519.00	0.00
2,700.00	BUYRUS INTERNATIONAL INC	26.7500	72,224.93	51.7900	139,833.00	270.00
8,200.00	C A E INC	4.6018	37,734.76	8.1100	66,502.00	934.80
4,500.00	CABLEVISION SYSTEMS NEW	8.0916	36,412.11	25.0200	112,590.00	1,800.00
	YORK GRP CL A					
5,400.00	CAMECO CORP	4.1429	22,371.66	28.8000	155,520.00	1,252.80
17,500.00	CINCINNATI BELL INC	3.7044	64,827.00	2.9800	52,150.00	0.00
2,900.00	COGNEX CORP	23.7740	68,944.53	16.4600	47,734.00	580.00

Statement A(1/4)

EIN # 13-6154484
Form 990 PF
FILE 11/30/2009

Fiduciary Trust Company International
600 Fifth Avenue, New York, NY 10020-2126 (212) 632-3000

FIDUCIARY TRUST COMPANY INTERNATIONAL
 SCHEDULE OF ASSETS
 TRADE DATE BASIS
 AS OF NOV 30 2009

WHITING FOUNDATION PINNACLE ASSOCIATES
 ACCOUNT # 440993617
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

PAGE 5

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
<u>Equities (Cont)</u>						
2,800.00	CROWN MEDIA HLDGS INC CL	6.6466	18,610.53	1.5400	4,312.00	0.00
2,700.00	A CUMMINS INC	7.1620	19,337.35	44.9000	121,230.00	1,890.00
1,400.00	DIEBOLD INC	25.2890	35,404.60	25.1400	35,196.00	1,456.00
4,355.00	DISCOVERY COMMUNICATIONS INC CL C	14.1421	61,588.88	28.0400	122,114.20	0.00
3,050.00	FLUSHING FINL CORP	11.1304	33,947.65	10.9100	33,275.50	1,586.00
2,700.00	GANNETT CO INC	8.4233	22,742.91	9.8900	26,703.00	432.00
4,700.00	GENCORP INC	13.8860	65,264.35	7.8100	36,707.00	564.00
3,300.00	GILEAD SCIENCES INC	8.8417	29,177.75	46.0500	151,965.00	0.00
2,000.00	GOODRICH CORPORATION	27.8353	55,670.68	59.3400	118,680.00	2,160.00
2,600.00	GOODRICH PETROLEUM CORP NEW	24.3890	63,411.27	22.1300	57,538.00	0.00
11,400.00	HARMONIC INC	6.6323	75,607.87	5.0600	57,684.00	0.00
1,200.00	HEIDRICK & STRUGGLES INTL INC	15.4363	18,523.56	28.2500	33,900.00	624.00
2,600.00	HELMERICH & PAYNE INC	13.8066	35,897.25	37.5500	97,630.00	520.00
4,300.00	HEXCEL CORP NEW	21.9261	94,282.19	10.5500	45,365.00	0.00
1,500.00	IAC/INTERACTIVECORP	16.1875	24,281.31	19.4500	29,175.00	0.00
3,500.00	INTERMEC INC	22.4319	78,511.64	12.2900	43,015.00	0.00
6,200.00	ION GEOPHYSICAL CORP	14.8433	92,028.15	5.4400	33,728.00	0.00
4,500.00	ISIS PHARMACEUTICALS INC	13.1011	58,954.83	10.7100	48,195.00	0.00
2,000.00	KANSAS CITY SOUTHERN	15.1549	30,309.70	28.6300	57,260.00	640.00
2,900.00	KB HOME	18.5462	53,784.07	13.5500	39,295.00	725.00
3,500.00	L-1 IDENTITY SOLUTIONS INC	12.4246	43,486.19	6.1400	21,490.00	0.00
2,600.00	LAM RESEARCH CORP	17.2424	44,830.27	33.9900	88,374.00	0.00
5,500.00	LAS VEGAS SANDS CORP	4.3071	23,689.13	15.3200	84,260.00	0.00
2,000.00	LAZARD LTD	36.8054	73,610.71	38.7600	77,520.00	1,000.00

EIN # 13-6154484
 Form 990 PF
 Filed 11/30/2009

Fiduciary Trust Company International
 600 Fifth Avenue, New York, NY 10020-2326 (212) 632-3000

Statement A (2-14)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2009

PAGE 6

WHITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 440993617
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
1,000.00	LIBERTY MEDIA HOLDING	11.0501	11,050.10	22.0900	22,090.00	0.00
	CORP - CAP SER A					
6,300.00	LIN TV CORP CL A	9.6744	60,948.44	3.8100	24,003.00	0.00
3,300.00	LODGENET INTERACTIVE CORP	12.3671	40,811.28	4.4900	14,817.00	0.00
8,900.00	LSI CORP	3.7227	33,132.03	5.2900	47,081.00	0.00
3,400.00	MARSHALL & ILSLEY CORP	8.2441	28,029.94	5.7500	19,550.00	136.00
2,300.00	MEADWESTVACO CORP	25.7422	59,207.00	27.3700	62,951.00	2,116.00
1,600.00	MOSAIC CO/THE	11.0500	17,680.00	54.4500	87,120.00	320.00
3,900.00	MYRIAD GENETICS INC	12.5198	48,827.22	23.1200	90,168.00	0.00
2,800.00	NEW YORK TIMES CO CL A	17.9568	50,279.04	8.4400	23,632.00	0.00
3,500.00	NOVELLUS SYSTEMS INC COM	24.8976	87,141.56	20.6900	72,415.00	0.00
1,600.00	ONYX PHARMACEUTICALS INC	24.7647	39,623.44	28.6100	45,776.00	0.00
16,000.00	OPENTV CORP CL A	2.3673	37,876.99	1.5700	25,120.00	0.00
5,400.00	ORIENT EXPRESS HOTELS LTD	9.3523	50,502.52	8.3600	45,144.00	270.00
	CL A SHS					
1,700.00	OSI PHARMACEUTICALS INC	38.0634	64,707.84	33.3100	56,627.00	0.00
3,100.00	PALL CORP	21.5510	66,808.22	31.8300	98,673.00	1,798.00
4,500.00	PALM INC	9.6866	43,589.80	10.9100	49,095.00	40,500.00
5,300.00	PDL BIOPHARMA INC	16.2424	86,084.58	6.5000	34,450.00	5,300.00
1,500.00	PRECISION CASTPARTS CORP	12.5867	18,880.05	103.6800	155,520.00	180.00
2,300.00	RAYMOND JAMES FINANCIAL	19.0193	43,744.50	24.2900	55,867.00	1,012.00
	INC					
3,600.00	REGENERON PHARMACEUTICALS	14.4347	51,965.04	18.3500	66,060.00	0.00
	INC					
8,200.00	RF MICRO DEVICES INC	5.9893	49,112.50	4.3200	35,424.00	0.00
2,200.00	ROBERT HALF INTERNATIONAL	26.1294	57,484.74	22.3300	49,126.00	1,056.00
	INC					
1,800.00	ROWAN COS INC	29.3311	52,795.94	24.6900	44,442.00	720.00
2,800.00	ROYAL CARIBBEAN CRUISES	15.0514	42,143.92	24.5700	68,796.00	420.00
	LTD					

Statement A (3/4)

EIN# 13-6154484
Form 990 PF
File 11/30/2009

Fiduciary Trust Company International
600 Fifth Avenue, New York, NY 10020-2326 (212) 632-3000

WHITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 440991617
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2009

PAGE 7

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont)						
3,000.00	RTI INTL METALS INC	35.2230	105,669.12	19.8100	59,430.00	0.00
5,900.00	SAKS INC	13.2694	78,289.50	6.1100	36,049.00	14,101.00
6,100.00	SEACHANGE INTERNATIONAL INC	7.7390	47,207.64	5.5800	34,038.00	0.00
4,400.00	SEATTLE GENETICS INC COM	11.1663	49,131.72	9.2800	40,832.00	0.00
4,300.00	SINCLAIR BROADCAST GROUP INC CL A	8.4569	36,364.58	3.6700	15,781.00	3,440.00
7,800.00	STILLWATER MINING CO	10.4154	81,240.42	9.5200	74,256.00	0.00
2,000.00	SUNOCO INC	29.1172	58,234.48	25.2000	50,400.00	2,400.00
3,100.00	TRIMBLE NAVIGATION LTD	22.5336	69,854.23	22.3300	69,223.00	0.00
11,400.00	TRIQUINT SEMICONDUCTOR INC	4.6038	52,482.92	5.4400	62,016.00	0.00
5,200.00	TW TELECOM INC	17.2910	89,913.11	14.5500	75,660.00	0.00
1,500.00	U S CELLULAR CORP	30.1188	45,178.20	37.2800	55,890.00	0.00
6,900.00	UNIFI INC	5.5652	38,339.62	3.0500	21,045.00	3,864.00
400.00	UNITED STS STL CORP NEW	32.7479	13,099.14	44.6600	17,864.00	80.00
3,100.00	VALSPAR CORP	21.6800	67,207.92	26.2200	81,282.00	1,860.00
6,700.00	VISHAY INTERTECHNOLOGY INC	13.7803	92,327.72	7.2500	48,575.00	0.00
2,800.00	WADDELL & REED FINL INC CL A	14.4350	40,418.00	29.1300	81,564.00	2,128.00
700.00	WHIRLPOOL CORP	58.3986	40,879.02	74.1600	51,912.00	1,204.00
Total Equities			4,057,339.37	(11.5)	4,606,498.20	102,199.60

EIN # 13-6154484
Form 990 PF
File 11/30/20

Fiduciary Trust Company International
600 Fifth Avenue, New York, NY 10020-2326 (212) 632-3000

Statement A (4/4)

REPORT RUN: 12/01/2009 at 06 50 AM

MRS GILES WHITING FOUNDATION RIVER ROAD
ACCOUNT # 440993644
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2009

PAGE 15

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
730 00	AIRGAS INC	56.7832	41,451.70	46.2500	33,762.50	525.60
111 00	ALLEGHANY CORP DEL	320.9879	35,629.66	266.9600	29,632.56	0 00
500 00	AMERCO INC	53.1357	26,567.85	51.2600	25,630.00	0 00
360 00	AMERICAN DAIRY INC	12.4900	4,496.41	24.7800	8,920.80	0 00
1,840.00	APTARGROUP INC	42.7196	78,604.04	36.1200	66,460.80	1,104.00
710 00	AVISTA CORP	20.3859	14,473.96	20.8100	14,775.10	596.40
780 00	BANCORPSOUTH INC	21.1146	16,469.41	23.2000	18,096.00	686.40
440 00	BANK OF HAWAII CORP	39.6094	17,428.12	45.7000	20,108.00	792.00
2,020.00	BERKLEY W R CORP	23.3177	47,101.68	24.7100	49,914.20	484.80
1,050.00	BIG LOTS INC	20.6393	21,671.23	23.0600	24,213.00	0 00
1,760 00	BRINK'S CO	33.8381	59,555.07	22.4800	39,564.80	704.00
1,630.00	BRINKS HOME SECURITY HOLDINGS INC	27.8982	45,474.04	32.7200	53,333.60	0 00
260.00	BRISTOW GROUP INC	38.1795	9,926.67	34.3200	8,923.20	0 00
2,090.00	CASEYS GENERAL STORES INC	24.1884	50,553.75	30.5900	63,933.10	710.60
700 00	CINCINNATI FINANCIAL CORP	25.8648	18,105.36	25.5200	17,864.00	1,106.00

Equities

statement B (1/4)

Ein #: 13-6154481
Form 990 PF
1/1/10 11/30/2009

Fiduciary Trust Company International
600 Fifth Avenue, New York, NY 10020-2326 (212) 632-3000

FIDUCIARY TRUST COMPANY INTERNATIONAL

MRS GILES WHITING FOUNDATION RIVER ROAD
ACCOUNT # 44093644
BASE CURRENCY U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

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SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2009

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont)						
1,970.00	CKX INC	6 7149	13,228.41	5.4600	10,756.20	0.00
330.00	COCA COLA BOTTLING CO	40 1897	13,262.60	47 3400	15,622.20	330.00
873.00	COMMERCE BANCSHARES INC	40.1596	35,059.36	40.2000	35,094.60	838.08
700.00	COPART INC	26 0249	18,217.41	32 4200	22,694.00	0.00
700.00	CORPORATE EXECUTIVE BRD	23 6196	16,533.73	20 9600	14,672.00	280.00
1,170.00	CRACKER BARREL OLD	26.9327	31,511.30	37.5600	43,945.20	936.00
1,110.00	COUNTRY STORE INC	18.0039	19,984.33	15 9000	17,649.00	0.00
740.00	DEAN FOODS CO NEW	35 9143	26,576.57	48 9700	36,237.80	0.00
940.00	DOLLAR TREE INC	15 5399	14,607.50	21 4700	20,181.80	0.00
50.00	DRESS BARN INC	42 1916	2,109.58	42 4800	2,124.00	0.00
320.00	DST SYSTEMS INC DEL NEW	41 1023	13,152.72	45.0200	14,406.40	0.00
310.00	ENCORE ACQUISITION CO	44.4524	13,780.25	43.5000	13,485.00	155.00
1,530.00	ENERGEN CORP	34.5130	52,804.84	28 6500	43,834.50	244.80
570.00	EQUIFAX INC	14 9700	8,532.90	18.5200	10,556.40	0.00
390.00	FIRSTSERVICE CORP SUB VTG	23.4451	9,143.57	25.0500	9,769.50	0.00
1,700.00	FORRESTER RESEARCH INC	12.5993	21,418.75	9.7700	16,609.00	204.00
1,130.00	FREDS INC CL A	16.7683	18,948.18	11.5300	13,028.90	271.20
2,110.00	FRONTIER OIL CORP	14 6636	30,940.20	11.1200	23,463.20	759.60
410.00	GLATELTER	32.6701	13,394.76	40 1800	16,473.80	0.00
1,210.00	HEWITT ASSOCIATES INC CL	17 5265	21,207.12	18 3000	22,143.00	895.40
1,900.00	HILLENBRAND INC	10 9241	20,755.84	12.1500	23,085.00	0.00
870.00	HILLTOP HOLDINGS INC	31.1893	27,134.69	21.8000	18,966.00	476.76
1,340.00	INDUSTRIAS BACHOCO SAB DE	18 4400	24,709.60	16 9900	22,766.60	0.00
	CV SPONS ADR					
	INGRAM MICRO INC					

EIN# 13-6154484

Form 990 PF
FILE 11/30/2009

Fiduciary Trust Company International
600 Fifth Avenue, New York, NY 10020-2126 (212) 632-3000

Statement 8(2!4)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2009

MRS GILES WHITING FOUNDATION RIVER ROAD
ACCOUNT # 440993644
BASE CURRENCY U.S. DOLLAR
PORTFOLIO TYPE. PRINCIPAL

PAGE 17

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont)						
600 00	INTERNATIONAL SPEEDWAY CORP CL A	24.3074	14,584.42	26.9700	16,182.00	84.00
1,050.00	ITURAN LOCATION AND CONTROL	13.2081	13,868.46	12.9200	13,566.00	178.50
275 00	J & J SNACK FOODS CORP	28.1676	7,746.08	36.1000	9,927.50	107.25
800.00	JAKKS PAC INC	23.2184	18,574.69	12.0600	9,648.00	0.00
290.00	JOS A BANK CLOTHIERS INC	27.0744	7,851.58	40.8100	11,834.90	0.00
980.00	KINDRED HEALTHCARE INC	16.2735	15,948.06	14.8600	14,562.80	0.00
660.00	KORN/FERRY INTL	17.0053	11,223.52	16.2200	10,705.20	0.00
910.00	LINCOLN EDUCATIONAL SERVICES	22.4776	20,454.60	22.1200	20,129.20	0.00
880 00	MARTEK BIOSCIENCES CORP	18.7615	16,510.10	17.4000	15,312.00	0.00
820 00	MAX CAPITAL GROUP LTD	23.8745	19,577.12	21.7900	17,867.80	328.00
870 00	NATIONAL BEVERAGE CORP	7.1675	6,235.72	10.7500	9,352.50	696.00
310 00	NATIONAL FUEL GAS CO NJ	46.9792	14,553.56	46.8300	14,517.30	415.40
170 00	NATIONAL HEALTHCARE CORP	38.4412	6,535.01	35.0100	5,951.70	176.80
520.00	NAVIGATORS GROUP INC	50.0632	26,032.86	46.6100	24,237.20	780.00
2,000.00	OFFICEMAX INC	8.2336	16,467.25	10.5800	21,160.00	1,200.00
555.00	OPPENHEIMER HOLDINGS CL A	27.6340	15,336.85	31.4900	17,476.95	244.20
680.00	PAPA JOHNS INTERNATIONAL INC	25.9169	17,623.51	22.1200	15,041.60	0.00
530.00	PARTNERRE LTD	69.4285	36,797.13	77.0400	40,831.20	996.40
2,350 00	PEOPLES UNITED FINANCIAL INC	16.9379	39,804.10	16.2900	38,281.50	1,433.50
2,810 00	PETSMART INC	22.2988	62,659.70	25.7400	72,329.40	1,124.00
570 00	PHARMACEUTICAL PRODUCT DEVELOPMENT INC	20.6861	11,791.07	21.4400	12,220.80	342.00
2,070 00	PIKE ELECTRIC CORP	15.1272	31,313.30	9.1600	18,961.20	0.00
1,000 00	PORTLAND GENERAL ELECTRIC CO	23.9104	23,910.39	19.6100	19,610.00	1,020.00

statement B (3/4)

EIN#: 13-6154484
form 990 PF
File 11/30/200

Fiduciary Trust Company International
600 Fifth Avenue, New York, NY 10020-2326 (212) 632-1000

FIDUCIARY TRUST COMPANY INTERNATIONAL
 SCHEDULE OF ASSETS
 TRADE DATE BASIS
 AS OF NOV 30 2009

MRS GILES WHITING FOUNDATION RIVER ROAD
 ACCOUNT # 440991644
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

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Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont)						
1,640 00	PROVIDENT ENERGY TRUST UNIT	6 6180	10,853 54	6 3800	10,463 20	1,129 96
1,740 00	RENT A CTR INC NEW	22.0191	38,313.20	17 6900	30,780 60	0.00
710 00	RES-CARE INC	15.4011	10,934.75	12.8300	9,109 30	0.00
890 00	ROSETTA RESOURCES INC	9 8504	8,766 88	15 7500	14,017 50	0.00
2,220.00	RUDDICK CORP	35 3833	78,551.02	26 6200	59,096 40	1,065.60
970.00	SJW CORP	30.1365	29,232.40	21.4500	20,806.50	640.20
770.00	STERIS CORP	23.8242	18,344 64	32 3100	24,878 70	338.80
1,980 00	TELECOMMUNICATION SYS INC	8.0518	15,942 52	8 4300	16,691.40	0.00
1,730 00	THE GEO GROUP INC	14 6501	25,344 71	19 8800	34,392.40	0.00
270 00	U S CELLULAR CORP	37.7543	10,193.66	37 2600	10,060.20	0.00
550 00	UMB FINL CORP	43.0916	23,700 38	39 3000	21,615 00	407 00
640.00	UNIFIRST CORP	44 5089	28,485.67	43 9500	28,128 00	96 00
690 00	VIAD CORP	29.6488	20,457.69	18 4700	12,744 30	110 40
940.00	VILLAGE SUPER MKT INC A	23 4630	22,055 22	30.2200	28,406 80	864 80
260 00	WEST PHARMACEUTICAL SVCS INC	33.0952	8,604 74	38.5500	10,023.00	166 40
58.00	WHITE MOUNTAINS INSURANCE GROUP LTD	389.7672	22,606.50	325.8300	18,898.14	58.00
240.00	ZENITH NATIONAL INSURANCE CORP	38 3823	9,211 76	28 5900	6,861.60	480 00
Total Equities			1,791,531 52		1,749,375 55	26,583.85

T.

EIN# : 13-6154484
 Form 990 PF
 F/Y/E 11/30/2009

Fiduciary Trust Company International
 600 Fifth Avenue, New York, NY 10020-2326 (212) 632-3000

statement B (4/2)

REPORT RUN. 12/01/2009 at 06:49 AM

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

MRS GILES WHITING FOUNDATION SNOW
CAPITAL
ACCOUNT # 440993626
BASE CURRENCY U.S. DOLLAR
PORTFOLIO TYPE. PRINCIPAL

PAGE 4

TRADE DATE BASIS
AS OF NOV 30 2009

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
2,025.00	AGILENT TECHNOLOGIES INC	17.4683	35,373.25	28.9200	58,563.00	0.00
6,425.00	ALCOA INC	9.7633	62,729.17	12.5200	80,441.00	771.00
2,890.00	ALLSTATE CORP	23.4266	67,702.90	28.4100	82,104.90	2,312.00
5,450.00	AMERICAN EAGLE OUTFITTERS INC NEW	14.8221	80,780.45	15.3800	83,821.00	2,180.00
1,080.00	AMGEN INC	56.4652	60,982.44	56.3500	60,858.00	0.00
1,730.00	ASPEN INSURANCE HOLDING LTD	24.9794	43,214.36	25.9100	44,824.30	1,038.00
9,840.00	BANK OF AMERICA CORP	16.6794	164,125.14	15.8500	155,964.00	393.60
645.00	BOEING CO	52.5949	33,923.71	52.4100	33,804.45	1,083.60
1,150.00	CHEVRON CORP	70.6781	81,279.85	78.0400	89,746.00	3,128.00
1,950.00	COMMUNITY HEALTH SYS INC NEW	13.4434	26,214.60	30.5100	59,494.50	0.00
2,645.00	CONOCOPHILLIPS	67.9128	179,629.43	51.7700	136,931.65	5,290.00

Equities

statement c (113)

EIN # 13-6154484
Form 990 PF
F/Y/E 11/30/2009

Fiduciary Trust Company International
600 Fifth Avenue, New York, NY 10020-2326 (212) 632-1000

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

MRS GILES WHITING FOUNDATION SNOW
CAPITAL
ACCOUNT # 440993626
BASE CURRENCY, U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF NOV 30 2009

PAGE 5

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
2,030.00	DU PONT E I DE NEMOURS & CO	46 5619	94,520.75	34.5800	70,197.40	3,329.20
2,810.00	EBAY INC	13 6005	38,217.48	24.4700	68,760.70	0.00
4,475.00	GAP INC	12.3455	55,246.20	21.4200	95,854.50	1,521.50
10,880.00	GENERAL ELECTRIC CO	25.6270	278,822.10	16.0200	174,297.60	4,352.00
275.00	GOLDMAN SACHS GROUP INC	77.1027	21,203.25	169.6600	46,656.50	385.00
2,000.00	HALLIBURTON CO	16.2598	32,519.57	29.3600	58,720.00	720.00
3,715.00	HARTFORD FINANCIAL SERVICES GROUP	25.4686	94,615.80	24.4600	90,868.90	743.00
3,940.00	HEALTH NET INC	9 2526	36,455.24	21.2200	83,606.80	0.00
970.00	INGERSOLL-RAND PLC	27.0659	26,253.89	35.3700	34,308.90	271.60
4,040.00	J P MORGAN CHASE & CO	35 9020	145,043.93	42.4900	171,659.60	808.00
3,035.00	LOWES COS INC	21 6095	65,584.90	21.8100	66,193.35	1,092.60
5,085.00	MACY'S INC	9 8458	50,065.69	16.3100	82,936.35	1,017.00
3,005.00	MARATHON OIL CORP	39.5630	118,886.83	32.6200	98,023.10	2,884.80
1,070.00	MEDTRONIC INC	43 1426	46,162.58	42.4400	45,410.80	877.40
2,555.00	METLIFE INC	29 3038	74,871.25	34.1900	87,355.45	1,890.70
1,230.00	MICROSOFT CORP	24.7300	30,417.90	29.4100	36,174.30	639.60
2,225.00	MIRANT CORP	14.1739	31,536.93	14.2400	31,684.00	0.00
1,280.00	NUCOR CORP	43 2005	55,296.64	42.4100	54,284.80	1,792.00
5,705.00	PATTERSON UTI ENERGY INC	17 0757	97,416.61	15.3900	87,799.95	1,141.00
8,925.00	PFIZER INC	18 1404	161,903.07	18.1700	162,167.25	5,712.00
365.00	PROCTER & GAMBLE CO	52.1307	19,027.71	62.3500	22,757.75	642.40
2,730.00	SAFeway INC NEW	19.6911	53,756.77	22.5000	61,425.00	1,092.00
1,525.00	TEXAS INSTRUMENTS INC	19.7129	30,062.17	25.2900	38,567.25	732.00
790.00	TRANSOCEAN LTD	46.1493	36,457.94	85.3900	67,458.10	0.00
1,145.00	TRAVELERS COS INC	42 9979	49,232.54	52.3900	59,986.55	1,511.40
2,390.00	UNITEDHEALTH GROUP INC	21 0856	50,394.61	28.6700	68,521.30	71.70
2,115.00	UNUMPROVIDENT CORP	16 2904	34,454.13	19.0400	40,269.60	697.95

Equities (Cont.)

Ein# 13-6154484
Form 990 PF
File 11/30/2009

Fiduciary Trust Company International
600 Fifth Avenue, New York, NY 10020-2326 (212) 632-3000

Statement C (2/3)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

MRS GILES WHITING FOUNDATION SNOW
CAPITAL
ACCOUNT # 440993626
BASE CURRENCY U.S. DOLLAR
PORTFOLIO TYPE PRINCIPAL

PAGE 6

TRADE DATE BASIS
AS OF NOV 30 2009

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont)						
1,700.00	VERIZON COMMUNICATIONS	29.8319	50,714.23	31.4600	53,482.00	3,230.00
5,305.00	WELLS FARGO & CO NEW	17.0845	90,633.13	28.0400	148,752.20	1,061.00
3,850.00	XL CAPITAL LTD CL A	3.5512	13,672.12	18.3100	70,493.50	1,540.00
Total Equities			2,819,401.26		3,165,226.30	55,952.05

100a-

EIN # 13-6154484
Form 990 PF
File 11/30/2009

Fiduciary Trust Company International
600 Fifth Avenue New York, NY 10020-2126 (212) 632-3000

Statement C (3/3)

MRS. GILES WHITING FOUNDATION
TAX YEAR ENDING NOVEMBER 30, 2009
ATTACHMENT TO FORM 990-PF
EIN #13-6154484

PART XV, LINE 2 - SUPPLEMENTARY INFORMATION

UNDER THE FOUNDATION'S CURRENT PROGRAM, GRANTS ARE GENERALLY RESTRICTED AS FOLLOWS:

- GRANTS TO THE GRADUATE SCHOOLS OF SEVEN EDUCATIONAL INSTITUTIONS TO SUPPORT WHITING FELLOWSHIPS IN THE HUMANITIES;
- GRANTS TO FIVE EDUCATIONAL INSTITUTIONS TO SUPPORT THE WHITING TEACHING FELLOWSHIPS; AND
- WHITING WRITERS' AWARDS, MADE TO EMERGING WRITERS

IN NO INSTANCE IS ANY GRANT RECIPIENT SELECTED AS THE RESULT OF DIRECT APPLICATION TO THE FOUNDATION.

THE FOUNDATION MAKES ADDITIONAL GRANTS TO CHARITABLE ORGANIZATIONS IN SUPPORT OF ACTIVITIES THAT FURTHER THE FOUNDATION'S CHARITABLE PURPOSES.

INQUIRIES WITH REGARD TO SUCH SHOULD BE ADDRESSED AS FOLLOWS:

KELLYE ROSENHEIM
DIRECTOR OF OPERATIONS
MRS. GILES WHITING FOUNDATION
1133 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036-6710
(212) 336-2000

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	MRS. GILES WHITING FOUNDATION	13-6154484
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	1133 AVENUE OF THE AMERICAS	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10036-6710	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ▶ _____
Telephone No. ▶ _____ FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ ☐ calendar year _____ or
 ▶ ☒ tax year beginning **DEC 1, 2008**, and ending **NOV 30, 2009**.

2 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	50,228.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	50,228.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	MRS. GILES WHITING FOUNDATION	13-6154484
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	1133 AVENUE OF THE AMERICAS	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10036-6710	

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for ☐
- 4 I request an additional 3-month extension of time until OCTOBER 15, 2010.
- 5 For calendar year DEC 1, 2008, or other tax year beginning DEC 1, 2008, and ending NOV 30, 2009.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO COMPLETE THE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	50,228.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	50,228.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title CPA Date 6/30/10

Form 8868 (Rev. 4-2009)