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

2009

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeUse the IRS  
label.  
Otherwise,  
print  
or type.

Name of foundation

WHITNEY CHARITABLE FOUNDATION

See Specific  
Instructions

Number and street (or P O box number if mail is not delivered to street address)

797 NINA DR

A Employer identification number

38-6865774

City or town, state, and ZIP code

TIERRE VERDE, FL 33715-2038

B Telephone number

727-867-8622

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationC 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 ► 

I Fair market value of all assets at end of year

J Accounting method:

(from Part II, col (c), line 16)

► \$ 2,000,250.

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

(a) Revenue and  
expenses per books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable purposes  
(cash basis only)(The total of amounts in columns (b), (c), and (d) may not  
necessarily equal the amounts in column (a))

1 Contributions, gifts, grants, etc., received

1,271,883.

N/A

2 Check ►  if the foundation is not required to attach Sch B3 Interest on savings and temporary  
cash investments

4 Dividends and interest from securities

48,108.

47,177.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10  
b Gross sales price for all  
assets on line 6a 3,737,563.

662,032.

STATEMENT 1

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 (loss)

11 Other income

12 Total Add lines 1 through 11

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13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees STMT 4

c Other professional fees STMT 5

17 Interest

18 Taxes STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 7

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

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

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27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

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

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

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	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		678,530.	678,530.
	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 8	0.	1,165,901.
	c	Investments - corporate bonds	STMT 9	0.	95,835.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ► )			
	16	Total assets (to be completed by all filers)		0.	1,940,266.
					2,000,250.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
Net Assets or Fund Balances	22	Other liabilities (describe ► )			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		0.	1,940,266.
	30	Total net assets or fund balances		0.	1,940,266.
	31	Total liabilities and net assets/fund balances		0.	1,940,266.

## 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	0.
2	Enter amount from Part I, line 27a	2	1,940,266.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,940,266.
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	1,940,266.

**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	3,737,563.		3,781,700.		-43,728.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					-43,728.
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		-43,728.
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	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))
2008	0.	0.	.000000
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,537,099.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	54.
7 Add lines 5 and 6	7	54.
8 Enter qualifying distributions from Part XII, line 4	8	0.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1 108.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3 Add lines 1 and 2		
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		
6 <b>Credits/Payments:</b>		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 220.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 220.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 112.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	11 112. Refunded ► 0.	

**Part VII-A Statements Regarding Activities**

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?	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a	X
c Did the foundation file Form 1120-POL for this year?	1b	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>	1c	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>	2	X
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	3	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4b	
b If "Yes," has it filed a tax return on Form 990-T for this year?	5	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	6	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	7	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	8b	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>NONE</u>	9	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	10	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	STMT 11	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Form 990-PF (2009)	

**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 ► NONE

14 The books are in care of ► SHIRLEYANN HAVESON Telephone no. ► 727-867-8622  
Located at ► 797 NINA DR, TIERRE VERDE, FL ZIP+4 ► 33715-2038

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? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
(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)? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
(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.) <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
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 <span style="float: right;">N/A ► <input type="checkbox"/></span>	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 2009? <span style="float: right;">1c <input type="checkbox"/> X</span>		
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)): <span style="float: right;">N/A</span>		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
b If "Yes," list the years ► _____, _____, _____, _____, _____ <span style="float: right;">N/A</span>		
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.) <span style="float: right;">2b <input type="checkbox"/></span>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <span style="float: right;">N/A</span>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="float: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No</span>		
b If "Yes," did it have excess business holdings in 2009 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 2009.) <span style="float: right;">3b <input type="checkbox"/></span>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <span style="float: right;">4a <input type="checkbox"/> X</span>		
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 2009? <span style="float: right;">4b <input type="checkbox"/> X</span>		



**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
NONE		

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		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

Form 990-PF (2009)

**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	1,078,142.
b	Average of monthly cash balances	1b	482,365.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,560,507.
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	1,560,507.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,408.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,537,099.
6	<b>Minimum investment return</b> Enter 5% of line 5	6	76,855.

**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	76,855.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	108.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	108.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	76,747.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	76,747.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	76,747.

**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	0.
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	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
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	0.
6	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4	6	0.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				76,747.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 0.			0.	
a Applied to 2008, but not more than line 2a				
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 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				76,747.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				



## 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)				
<i>a Paid during the year</i>				
NONE				
<b>Total</b>			► 3a	0.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
<b>1</b> Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
<b>2</b> Membership dues and assessments				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities			<b>14</b>	<b>48,108.</b>
<b>5</b> Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
<b>6</b> Net rental income or (loss) from personal property				
<b>7</b> Other investment income			<b>14</b>	<b>-227.</b>
<b>8</b> Gain or (loss) from sales of assets other than inventory			<b>18</b>	<b>662,032.</b>
<b>9</b> Net income or (loss) from special events				
<b>10</b> Gross profit or (loss) from sales of inventory				
<b>11</b> Other revenue:				
a				
b				
c				
d				
e				
<b>12</b> Subtotal. Add columns (b), (d), and (e)			<b>0.</b>	<b>709,913.</b>
<b>13</b> Total Add line 12, columns (b), (d), and (e)			<b>13</b>	<b>709,913.</b>
(See worksheet in line 13 instructions to verify calculations.)				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

**Part XVII** **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
- (2) Other assets

**b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

► Shirleyann Hansen | Date 6/7/10 Title

Sign Here		Preparer's signature  	Date 	Check if self-employed <input type="checkbox"/>	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code  	EIN 			Phone no. 

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2009**

Name of the organization

WHITNEY CHARITABLE FOUNDATION

Employer identification number

38-6865774

Organization type (check one)

Filers of: Section:

Form 990 or 990-EZ  501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organizationForm 990-PF  501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

WHITNEY CHARITABLE FOUNDATION

Employer identification number

38-6865774

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF GEORGE WHITNEY 797 NINA DR TIERRA VERDE, FL 33715	\$ 580,654.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ESTATE OF GEORGE WHITNEY 797 NINA DR TIERRA VERDE, FL 33715	\$ 416,864.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	ESTATE OF GEORGE WHITNEY 797 NINA DR TIERRA VERDE, FL 33715	\$ 112,583.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	ESTATE OF GEORGE WHITNEY 797 NINA DR TIERRA VERDE, FL 33715	\$ 161,782.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

WHITNEY CHARITABLE FOUNDATION

38-6865774

## Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES AT FMV _____ _____ _____	\$ 580,654.	02/27/09
2	PUBLICLY TRADED SECURITES AT FMV _____ _____ _____	\$ 416,864.	03/02/09
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

## WHITNEY CHARITABLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV  
38-6865774 PAGE 1 OF 1

## 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	MORGAN STANLEY #067 SEE ATTACHED ST	P	VARIOUS	VARIOUS
b	MORGAN STANLEY #067 SEE ATTACHED ST	D	VARIOUS	VARIOUS
c	MORGAN STANLEY #067 SEE ATTACHED LT	D	VARIOUS	VARIOUS
d	MORGAN STANLEY #276 SEE ATTACHED ST	P	VARIOUS	VARIOUS
e	MORGAN STANLEY #276 SEE ATTACHED ST	D	VARIOUS	VARIOUS
f	MORGAN STANLEY #9276 SEE ATTACHED LT	D	VARIOUS	VARIOUS
g	KKR FINANCIAL K-1	P	VARIOUS	VARIOUS
h	KKR FINANCIAL K-1	P	VARIOUS	VARIOUS
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	1,982,601.		1,999,251.	-16,650.
b	1,173,162.		904,988.	268,174.
c	389,584.		652,463.	-262,879.
d	117,570.		121,630.	-4,060.
e	60,410.		55,115.	5,295.
f	14,236.		48,253.	-34,017.
g				20.
h				389.
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			(I) 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				-16,650.
b				268,174.
c				-262,879.
d				-4,060.
e				5,295.
f				-34,017.
g				20.
h				389.
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 -43,728.
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

923591  
04-24-09

10240518 756348 2088

17 2009.03051 WHITNEY CHARITABLE FOUNDATION 2088 1

FORM 990-PF .

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #067 SEE ATTACHED ST		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,982,601.	1,999,251.	0.	0.	-16,650.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #067 SEE ATTACHED ST		DONATED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,173,162.	663,162.	0.	0.	510,000.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #067 SEE ATTACHED LT		DONATED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
389,584.	241,143.	0.	0.	148,441.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #276 SEE ATTACHED ST		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
117,570.	121,630.	0.	0.	-4,060.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #276 SEE ATTACHED ST		DONATED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,410.	40,503.	0.	0.	19,907.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY #9276 SEE ATTACHED LT		DONATED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,236.	10,251.	0.	0.	3,985.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KKR FINANCIAL K-1		PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	20.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED	VARIOUS	VARIOUS
KKR FINANCIAL K-1	0.	0.	0.	0.	0.	389.
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						662,032.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 2
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SSB INT	31,304.	0.	31,304.
MORGAN STANLEY SSB INT	1,603.	0.	1,603.
MORGAN STANLEY SSB INT PD ON PURCH	-79.	0.	-79.
MORGAN STANLEY SSB INT PD ON PURCH	-779.	0.	-779.
MORGAN STANLEY SSB OID DISC	-40.	0.	-40.
MORGAN STANLEY SSB OID INT	470.	0.	470.
MORGAN STANLEY SSB-DIV	10,775.	0.	10,775.
MORGAN STANLEY SSB-DIV	4,854.	0.	4,854.
TOTAL TO FM 990-PF, PART I, LN 4	48,108.	0.	48,108.

FORM 990-PF	OTHER INCOME	STATEMENT 3	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KKR FINANCIAL HOLDINGS LLC-K-1	298.	298.	
K-SEA TRANSPORTATION LP-K-1	-525.	-525.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-227.	-227.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,250.	3,250.		0.
TO FORM 990-PF, PG 1, LN 16B	3,250.	3,250.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	37,468.	37,468.		0.
TO FORM 990-PF, PG 1, LN 16C	37,468.	37,468.		0.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	374.	374.		0.
FOREIGN TAX	416.	416.		0.
TO FORM 990-PF, PG 1, LN 18	790.	790.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC	22.	22.		0.
TO FORM 990-PF, PG 1, LN 23	22.	22.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MS/SSB AC#067 COMMON STOCK	572,951.	588,202.
MS/SSB AC #067 PREFERRED STOCK	244,981.	253,275.
MS/SSB AC #276 COMMON STOCK	323,724.	299,985.
MS/SSB AC #276 PREFERRED STOCK	24,245.	25,185.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,165,901.	1,166,647.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MS/SSB AC #067 FIXED RATE CAP SEC	95,835.	155,073.
TOTAL TO FORM 990-PF, PART II, LINE 10C	95,835.	155,073.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	10
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## EXPLANATION

THE FOUNDATION IS ORGANIZED AS A TRUST IN THE STATE OF FLORIDA. IT DOES NOT SOLICIT PUBLIC FUNDS THEREFORE THERE IS NO REQUIREMENT TO FURNISH A COPY OF THE 990PF TO THE STATE OF FLORIDA.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTOR

ADDRESS

ESTATE OF GEORGE WHITNEY

797 NINA DR  
TIERRA VERDE, FL 33715

WHITNEY CHARITABLE FOUNDATION IRREVOCABLE TRUST U/A DTD 12/2/2008  
 908 GAINSWAY RD  
 YARDLEY, PA 19067-3072  
 38-6865774

MORGAN STANLEY ACCOUNT 693 029067 128  
 PURCHASED SCHEDULE

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>PURCHASED COST</u>	<u>REALIZED GAIN/LOSS</u>
<b>SHORT TERM</b>					
BANK OF AMERICA CORP	Various	Various	205,555 17	88,955 54	116,599 63
BANK OF NEW YORK MELLON CORP	06/02/09	06/15/09	38,651 30	37,409 72	1,241 58
CHINA MOBILE LTD	10/14/09	10/28/09	35,726 44	38,761 70	(3,035 26)
CITIGROUP CAP XV 6 5 9-15-66	Various	05/14/09	77,413 08	62,407 67	15,005 41
CITIGROUP CAPITAL 6 350 3-15-67	Various	05/14/09	64,733 33	60,095 43	4,637 90
COUNTRYWIDE CAP V 7 000 11-01-36	Various	09/24/09	226,887 91	144,410 55	82,477 36
COUNTRYWIDE CAP V 7 000 11-01-36	02/19/09	09/24/09	20,833 77	7,989 01	12,844 76
COUNTRYWIDE CAP V 7 000 11-01-36	02/19/09	09/24/09	83,814 26	32,144 75	51,669 51
DRYSHIPS INC	Various	09/24/09	134,507 88	119,425 49	15,082 39
DRYSHIPS INC	03/16/09	09/24/09	98,102 46	58,028 56	40,073 90
EMERSON ELECTRIC CO	10/14/09	10/28/09	37,719 05	38,853 75	(1,134 70)
ENERGY TRANSFER PARTNERS L P	09/04/09	09/24/09	19,314 07	18,683 94	630 13
FLUOR CORP NEW	10/13/09	10/28/09	37,930 19	39,042 00	(1,111 81)
GABELLI GLOBAL GOLD NTRL RES	09/10/09	09/24/09	19,283 98	18,792 28	491 70
GANNETT COMPANY INC DE	10/20/09	10/26/09	36,834 81	39,074 07	(2,239 26)
GENERAL ELECTRIC CO	Various	04/15/09	41,433 25	55,543 89	(14,110 64)
GENERAL ELECTRIC CO	03/16/09	Various	52,016 59	39,429 38	12,587 21
GERDAU S A ADR	10/20/09	10/28/09	34,903 21	39,204 85	(4,301 64)
HARTFORD FIN SERS GRP INC	10/20/09	10/26/09	37,264 22	39,073 50	(1,809 28)
ISHARE SILVER TRUST	Various	Various	63,403 83	67,174 59	(3,770 76)
ISHARES BARCLAYS TIPS BD FD	10/28/09	11/02/09	133,708 78	133,653 32	55 46
ISHARES MSCI EMERGING MKTS FD	10/29/09	11/02/09	37,161 88	37,857 93	(696 05)
ISHARES MSCI STH KOREA IND FD	10/15/09	10/28/09	35,781 66	38,663 19	(2,881 53)
ISHARES RUSSELL MIDCAP V IN FD	10/29/09	11/02/09	37,340 81	38,009 90	(669 09)
ISHARES RUSSELL 2000 VALUE FD	10/29/09	11/02/09	73,778 78	75,710 41	(1,931 63)
ISHARES S&P LATIN AMER 40 IDX	10/29/09	11/02/09	38,769 24	39,160 94	(391 70)
ISHARES TR FTSE/XINHUA CHINA	10/15/09	10/28/09	37,917 29	38,999 80	(1,082 51)
ISHARES SILVER TRUST	Various	Various	21 86	21 86	-
JABIL CIRCUIT INC	10/20/09	10/26/09	38,989 98	39,071 12	(81 14)
JACOBS ENGINEERING GROUP INC	01/27/09	10/28/09	44 33	42 14	2 19
JACOBS ENGINEERING GROUP INC	10/13/09	10/28/09	39,009 13	39,088 72	(79 59)
MARKET VECTORS RUSSIA ETF RUSS	10/15/09	10/28/09	35,366 87	38,769 59	(3,402 72)
MASTERCARD INC CL A	04/25/08	03/12/09	37,497 42	59,686 75	(22,189 33)
MBIAINC	06/02/09	06/08/09	28,750 58	32,974 28	(4,223 70)
MONSANTO CO/NEW	Various	Various	95,686 18	93,859 38	1,826 80
NORDIC AMERICAN TNKR SHIPPING	01/12/09	03/23/09	20,537 95	24,297 07	(3,759 12)
NORDIC AMERICAN TNKR SHIPPING	03/16/09	03/23/09	34,745 90	32,504 49	2,241 41
PETROLEO BRAS SA ADS	10/13/08	09/24/09	22,025 43	15,429 60	6,595 83
POWERSHARES ETF TRUST FINL	Various	09/24/09	61,805 80	50,100 24	11,705 56
PROSHARES ULTRASHORT FINANCIAL	Various	09/24/09	39,098 69	72,476 98	(33,378 29)
PROSHARES ULTRASHORT LEHMAN 20	Various	03/16/09	78,867 40	75,611 12	3,256 28
PROSHARES ULTRASHORT LEHMAN 20	03/18/09	06/23/09	52,653 54	46,132 93	6,520 61
PROSHARES ULTRASHORT REAL ESTA	Various	09/24/09	65,470 05	174,123 07	(108,653 02)
PROSHARES ULTRASHRT OIL a GAS	06/10/09	06/11/09	18,590 52	19,031 28	(440 76)
PWRSHSDBOIL 000 6-01-38	07/23/09	Various	95,738 12	87,822 89	7,915 23
TENET HEALTHCARE CORP	10/20/09	10/23/09	36,566 54	39,078 60	(2,512 06)
TEXTRON INC	10/20/09	10/26/09	38,957 70	39,080 45	(122 75)
THE FINANCIAL SEL SECT SPDR FD	01/16/09	04/07/09	75,361 09	85,154 38	(9,793 29)
TRANSGEAN LTD	03/12/09	09/24/09	164,955 23	109,470 42	55,484 81
UNITED STATES OIL FUND	01/21/09	03/16/09	21,844 26	23,694 36	(1,850 10)
VALERO ENERGY CP DELA NEW	Various	11/24/09	88,045 33	95,232 05	(7,186 72)
VISA INC CL A	03/12/09	09/24/09	147,019 42	106,538 17	40,481 25
WAL MART STORES INC	09/22/09	10/22/09	57,326 61	58,390 48	(1,063 85)
<b>TOTAL SHORT TERM GAIN/(LOSS)</b>			<b>3,155,763 17</b>	<b>2,904,238.56</b>	<b>251,524 61</b>
<b>LESS: FROM DONATED SCHEDULE</b>			<b>(1,173,162.33)</b>	<b>(904,987.99) *</b>	<b>(268,174 34)</b>
<b>NET SHORT TERM GAIN/(LOSS)</b>			<b>1,982,600.84</b>	<b>1,999,250.57</b>	<b>(16,649.73)</b>

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>PURCHASED COST</u>	<u>REALIZED GAIN/LOSS</u>
<b>LONG TERM</b>					
DRYSHIPS INC	04/23/08	09/24/09	9,842 04	127,063 16	(117,221 12)
DRYSHIPS INC	09/17/08	09/24/09	19,684 08	149,369 41	(129,685 33)
PETROLEO BRAS SA ADS	09/17/08	09/24/09	110,127 17	103,948 26	6,178 91
PETROLEO BRAS SA ADS	10/13/08	10/28/09	88,920 21	59,249 66	29,670 55
TRANSGEAN LTD	Various	Various	87,500 96	137,101 10	(49,600 14)
VISA INC CL A	04/25/08	09/24/09	73,509 71	75,731 12	(2,221 41)
<b>TOTAL LONG TERM GAIN/(LOSS)</b>			<b>389,584.17</b>	<b>652,462.71</b>	<b>(262,878.54)</b>
<b>LESS. FROM DONATED SCHEDULE</b>			<b>(389,584.17)</b>	<b>(652,462.71) *</b>	<b>262,878.54</b>
<b>NET LONG TERM GAIN/(LOSS)</b>			<b>-</b>	<b>-</b>	<b>-</b>

\* DONATED

WHITNEY CHARITABLE FOUNDATION IRREVOCABLE TRUST U/A DTD 12/2/2008  
 908 GAINSWAY RD  
 YARDLEY, PA 19067-3072  
 38-6865774

MORGAN STANLEY ACCOUNT 693 029067 128  
 DONATED SCHEDULE

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>DONATED FMV</u>	<u>REALIZED</u>
				<u>COST</u>	<u>GAIN/LOSS</u>
<b>SHORT TERM</b>					
BANK OF AMERICA CORP	3/2/2009	Various	205,555 17	54,399 18	151,155 99
CITIGROUP CAP XV 6 5 9-15-66	2/27/2009	05/14/09	77,413 08	43,600 00	33,813 08
CITIGROUP CAPITAL 3 350 3-15-67	2/27/2009	05/14/09	64,733 33	43,750 00	20,983 33
COUNTRYWIDE CAP V 7 000 11-01-36	2/27/2009	09/24/09	226,887 91	113,611 95	113,275 96
COUNTRYWIDE CAP V 7 000 11-01-36	2/27/2009	09/24/09	20,833 77	41,638 05	(20,804 28)
COUNTRYWIDE CAP V 7 000 11-01-36	3/2/2009	09/24/09	83,814 26	8,100 00	75,714 26
DRYSHIPS INC	2/23/2009	09/24/09	134,507 88	80,360 00	54,147 88
GENERAL ELECTRIC CO	3/2/2009	04/15/09	41,433 25	27,215 60	14,217 65
JACOBS ENGINEERING GROUP INC	3/2/2009	10/28/09	44 33	30 33	14 00
MASTERCARD INC CL A	2/23/2009	03/12/09	37,497 42	38,145 00	(647 58)
NORDIC AMERICAN TNKR SHIPPING	3/2/2009	03/23/09	20,537 95	17,460 50	3,077 45
PETROLEO BRAS SA ADS	3/2/2009	09/24/09	22,025 43	12,655 00	9,370 43
POWERSHARES ETF TRUST FINL	3/2/2009	09/24/09	61,805 80	26,157 90	35,647 90
PROSHARES ULTRASHORT LEHMAN 20	3/2/2009	03/16/09	78,867 40	78,196 02	671 38
THE FINANCIAL SEL SECT SPDR FD	3/2/2009	04/07/09	75,361.09	58,626 08	16,735 01
UNITED STATES OIL FUND	3/2/2009	03/16/09	21,844 26	19,216 80	2,627 46
<b>TOTAL SHORT TERM GAIN/(LOSS)</b>			<b>1,173,162 33</b>	<b>653,162 41</b>	<b>509,999 92</b>

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>DONATED FMV</u>	<u>REALIZED</u>
				<u>COST</u>	<u>GAIN/LOSS</u>
<b>LONG TERM</b>					
DRYSHIPS INC	2/23/2009	09/24/09	9,842 04	5,880 00	3,962 04
DRYSHIPS INC	2/23/2009	09/24/09	19,684 08	11,760 00	7,924 08
PETROLEO BRAS SA ADS	2/23/2009	09/24/09	110,127 17	62,425 00	47,702 17
PETROLEO BRAS SA ADS	3/2/2009	10/28/09	88,920 21	48,595 20	40,325 01
TRANSOCEAN LTD	2/23/2009	Various	87,500 96	58,233 00	29,267 96
VISA INC CL A	2/23/2009	09/24/09	73,509 71	54,250 00	19,259 71
<b>TOTAL LONG TERM GAIN/(LOSS)</b>			<b>389,584 17</b>	<b>241,143.20</b>	<b>148,440 97</b>

WHITNEY CHARITABLE FOUNDATION IRREVOCABLE TRUST U/A DTD 12/2/2008  
 908 GAINSWAY RD  
 YARDLEY, PA 19067-3072  
 38-6865774

MORGAN STANLEY ACCOUNT 693 029276 128  
 PURCHASED SCHEDULE

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>PURCHASED COST</u>	<u>REALIZED GAIN/LOSS</u>
SHORT TERM					
GERDAU S A ADR	10/6/2009	10/28/2009	74,151.06	72,948.43	1,202.63
HARVEST ENERGY TRUST	Various	9/24/2009	15,484.75	29,169.04	(13,684.29)
HARVEST ENERGY TRUST	10/8/2008	9/24/2009	3,268.69	4,947.53	(1,678.84)
HARVEST ENERGY TRUST	6/2/2009	9/24/2009	41,304.35	46,609.68	(5,305.33)
MRGN STAN CAP 6 450 4-15-67	11/19/2008	Various	41,656.24	20,998.02	20,658.22
ROYAL BK SCOTLAND 6 25 SER P	9/4/2009	9/24/2009	2,114.33	2,072.26	42.07
TOTAL SHORT TERM GAIN/(LOSS)			177,979.42	176,744.96	1,234.46
LESS: FROM DONATED SCHEDULE			(60,409.68)	(55,114.59) *	(5,295.09)
NET SHORT TERM GAIN/(LOSS)			117,569.74	121,630.37	(4,060.63)

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>PURCHASED COST</u>	<u>REALIZED GAIN/LOSS</u>
LONG TERM					
HARVEST ENERGY TRUST	7/18/2008	9/24/2009	14,236.46	48,253.26	(34,016.80)
TOTAL LONG TERM GAIN/(LOSS)			14,236.46	48,253.26	(34,016.80)
LESS: FROM DONATED SCHEDULE			(14,236.46)	(48,253.26) *	34,016.80
NET LONG TERM GAIN/(LOSS)			-	-	-

\* DONATED

WHITNEY CHARITABLE FOUNDATION IRREVOCABLE TRUST U/A DTD 12/2/2008  
 908 GAINSWAY RD  
 YARDLEY, PA 19067-3072  
 38-6865774

MORGAN STANLEY ACCOUNT 693 029276 128  
 DONATED SCHEDULE

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>DONATED FMV</u>	<u>REALIZED</u>
				<u>COST</u>	<u>GAIN/LOSS</u>
<b>SHORT TERM</b>					
HARVEST ENERGY TRUST	3/2/2009	9/24/2009	15,484.75	11,149.40	4,335.35
HARVEST ENERGY TRUST	3/2/2009	9/24/2009	3,268.69	2,354.00	914.69
MRGN STAN CAP 6 450 4-15-67	2/27/2009	Various	41,656.24	27,000.00	14,656.24
<b>TOTAL SHORT TERM GAIN/(LOSS)</b>			<b>60,409.68</b>	<b>40,503.40</b>	<b>19,906.28</b>
 <b>DESCRIPTION</b>					
<b>LONG TERM</b>					
HARVEST ENERGY TRUST	7/18/2008	9/24/2009	14,236.46	10,250.60	3,985.86
<b>TOTAL LONG TERM GAIN/(LOSS)</b>			<b>14,236.46</b>	<b>10,250.60</b>	<b>3,985.86</b>

Form 8868

(Rev. April 2009)

Department of the Treasury  
Internal Revenue Service

# 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  ►
- 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](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return. See Instructions	WHITNEY CHARITABLE FOUNDATION	38-6865774
	Number, street, and room or suite no. If a P.O. box, see instructions. 797 NINA DR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TIERRE VERDE, FL 33715-2038	

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

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

## SHIRLEYANN HAVESON

- The books are in the care of ► 797 NINA DR - TIERRE VERDE, FL 33715-2038

Telephone No. ► 727-867-8622 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 <u>AUGUST 15, 2010</u> , to file the exempt organization return for the organization named above. The extension is for the organization's return for: ► <input checked="" type="checkbox"/> calendar year <u>2009</u> or ► <input type="checkbox"/> tax year beginning _____, and ending _____.	
2	If this tax year is for less than 12 months, check reason: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> 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 \$ 220.
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 \$ 0.
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 \$ 220.

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)