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Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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 DEC 1, 2009, and ending NOV 30, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ 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) Room/suite
1133 AVENUE OF THE AMERICAS

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)
\$ 54,458,701. (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		117,373.	117,373.		STATEMENT 1
4 Dividends and interest from securities		828,672.	828,672.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-1,684,793.			
b Gross sales price for all assets on line 6a		19,056,854.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less return and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-133,024.	-120,792.		STATEMENT 3
12 Total Add lines 1 through 11		-871,772.	825,253.		
13 Compensation of officers, directors, trustees, etc		140,923.	3,261.		137,662.
14 Other employee salaries and wages		110,835.	0.		110,835.
15 Pension plans, employee benefits					
16a Legal fees STMT 4		77,567.	22,057.		55,510.
b Accounting fees STMT 5		22,325.	11,163.		11,163.
c Other professional fees STMT 6		247,182.	247,182.		0.
17 Interest					
18 Taxes STMT 7		36,190.	10,630.		21,010.
19 Depreciation and depletion					
20 Occupancy		9,740.	0.		9,740.
21 Travel, conferences, and meetings		44,314.	0.		44,314.
22 Printing and publications					
23 Other expenses STMT 8		185,566.	0.		185,566.
24 Total operating and administrative expenses Add lines 13 through 23		874,642.	294,293.		575,800.
25 Contributions, gifts, grants paid		2,616,500.			2,616,500.
26 Total expenses and disbursements. Add lines 24 and 25		3,491,142.	294,293.		3,192,300.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-4,362,914.			
b Net investment income (if negative, enter -0-)			530,960.		
c Adjusted net income (if negative, enter -0-)				N/A	

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		210,941.	1,503,167.	1,503,167.
	2	Savings and temporary cash investments		2,121,357.	1,525,664.	1,525,664.
	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 9	9,521,100.	7,441,835.	7,441,835.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 10	40,923,355.	43,979,499.	43,979,499.
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶ DUE FROM BROKER)		9,385.	8,536.	8,536.
	16	Total assets (to be completed by all filers)		52,786,138.	54,458,701.	54,458,701.
	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		52,786,138.	54,458,701.	
	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		52,786,138.	54,458,701.	
	31	Total liabilities and net assets/fund balances		52,786,138.	54,458,701.	

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	52,786,138.
2	Enter amount from Part I, line 27a	2	-4,362,914.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	6,035,477.
4	Add lines 1, 2, and 3	4	54,458,701.
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	54,458,701.

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 19,056,854.		20,741,647.	-1,684,793.	
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			-1,684,793.	
2 Capital gain net income or (net capital loss)		2		-1,684,793.
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))
2008	2,960,622.	46,870,035.	.063167
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
2 Total of line 1, column (d)			.261240
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			.052248
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			52,251,442.
5 Multiply line 4 by line 3			2,730,033.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,310.
7 Add lines 5 and 6			2,735,343.
8 Enter qualifying distributions from Part XII, line 4 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.			3,192,300.

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 or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	5,310.
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	5,310.
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	5,310.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	40,860.	
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	40,860.	
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	35,550.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 35,550. 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
b 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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 2009 or the taxable year beginning in 2009 (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? Website address ► <u>WWW.WHITINGFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>212-336-2138</u> Located at ► <u>1133 AVENUE OF THE AMERICAS, NEW YORK, NY</u> ZIP+4 ► <u>10036-6710</u>			
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	► ☐ 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		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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ No	
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	
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 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		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 "Yes" to 6b, 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 11		140,923.	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, NEW YORK, NY	DIR. WRITERS PROGRAM 30.00	110,835.	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	97,114.
PATTERSON, BELKNAP, WEBB & TYLER LLP - 1133 AVENUE OF THE AMERICAS, NEW YORK, NY 10035	ATTORNEYS	77,567.
FEDERAL STREET ADVISORS 50 FEDERAL STREET, BOSTON, MA 02199	INVESTMENT ADVISORY	76,139.

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	51,487,832.
b	Average of monthly cash balances	1b	1,559,317.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	53,047,149.
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	53,047,149.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	795,707.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,251,442.
6	Minimum investment return. Enter 5% of line 5	6	2,612,572.

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	2,612,572.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,310.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,310.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,607,262.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,607,262.
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	2,607,262.

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	3,192,300.
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	3,192,300.
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	5,310.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,186,990.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,607,262.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:				
2007, 2006, 2005		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	130,960.			
b From 2005				
c From 2006	508,080.			
d From 2007	289,152.			
e From 2008	635,856.			
f Total of lines 3a through e	1,564,048.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 3,192,300.				
a Applied to 2008, 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 2009 distributable amount				2,607,262.
e Remaining amount distributed out of corpus	585,038.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,149,086.			
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				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 2004 not applied on line 5 or line 7	130,960.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	2,018,126.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	508,080.			
c Excess from 2007	289,152.			
d Excess from 2008	635,856.			
e Excess from 2009	585,038.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

KELLYE ROSENHEIM, 212-336-2138
1133 AVENUE OF THE AMERICAS, NEW YORK, NY 10036

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

SEE STATEMENT C

c Any submission deadlines

SEE STATEMENT C

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 12				
Total			▶ 3a	2,616,500.
b Approved for future payment				
Total SEE STATEMENT 13			▶ 3b	3,609,500.

Part XVII

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

- | | | Yes | No |
|----------|--|-----|----|
| 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? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| 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. | | |

[illegible]

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

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

Sign Here

Signature of officer or trustee

Date _____

PRESIDENT

Title

Preparer's signature

trustee

Date 10/14/11

Check if self-employed ☐

Preparer's identifying number

Firm's name (or yours if self-employed), address and ZIP code **▶ LUTZ AND CARR, CPAS LLP
300 EAST 42ND STREET
NEW YORK, NY 10017**

EIN ►

Phone no. 212-697-2299

Form 990-PF (2009)

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 SECURITIES	P	VARIOUS	VARIOUS
b	MAINSTAY INTERNATIONAL EQUITY FUND	P	VARIOUS	VARIOUS
c	T. ROWE PRICE INSTITUTIONAL GROWTH FUND	P	VARIOUS	VARIOUS
d	DODGE & COX INCOME FUND	P	VARIOUS	VARIOUS
e	PRISM OFFSHORE FUND	P	VARIOUS	VARIOUS
f	PROSPECT HARBOR	P	VARIOUS	VARIOUS
g	TIFF PARTNERS I, LLC	P	VARIOUS	VARIOUS
h	TIFF PARTNERS II, LLC	P	VARIOUS	VARIOUS
i	LOSSES PASSED THROUGH FROM INVESTMENTS IN LIMITED	P	VARIOUS	VARIOUS
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 7,671,480.		7,200,867.	470,613.
b 2,024,646.		2,593,997.	-569,351.
c 5,186,866.		5,793,890.	-607,024.
d 1,500,000.		1,255,192.	244,808.
e 1,250,000.		1,366,832.	-116,832.
f 1,413,649.		2,458,801.	-1,045,152.
g 8,792.			8,792.
h 1,421.			1,421.
i		72,068.	-72,068.
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) 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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			470,613.
b			-569,351.
c			-607,024.
d			244,808.
e			-116,832.
f			-1,045,152.
g			8,792.
h			1,421.
i			-72,068.
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	-1,684,793.
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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME ON CASH BALANCES	117,373.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	117,373.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME	669,946.	0.	669,946.
PASSED THROUGH FROM INVESTMENTS IN LIMITED PARTNERSHIPS	158,726.	0.	158,726.
TOTAL TO FM 990-PF, PART I, LN 4	828,672.	0.	828,672.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	-6,188.	-6,188.	
CLASS ACTION PROCEEDS	1,695.	1,695.	
OTHER LOSS PASSED THROUGH FROM LIMITED PARTNERSHIP INVESTMENTS	-116,299.	-116,299.	
UNRELATED BUSINESS INCOME (LOSS) PASSTHROUGH FROM LIMITED PARTNERSHIPS	-12,232.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-133,024.	-120,792.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	77,567.	22,057.		55,510.	
TO FM 990-PF, PG 1, LN 16A	77,567.	22,057.		55,510.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	22,325.	11,163.		11,163.	
TO FORM 990-PF, PG 1, LN 16B	22,325.	11,163.		11,163.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	247,182.	247,182.		0.	
TO FORM 990-PF, PG 1, LN 16C	247,182.	247,182.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	21,010.	0.		21,010.	
UNRELATED BUSINESS INCOME TAX, NET OF REFUNDS	4,550.	0.		0.	
FOREIGN TAX EXPENSE - PASSED THROUGH FROM K-1	10,630.	10,630.		0.	
TO FORM 990-PF, PG 1, LN 18	36,190.	10,630.		21,010.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
VENUE EXPENSES	40,600.	0.		40,600.	
SPEAKER HONORARIUM	69,776.	0.		69,776.	
HONORARIUM FOR SELECTORS	6,000.	0.		6,000.	
PUBLIC RELATIONS	29,020.	0.		29,020.	
ADVERTISING	4,288.	0.		4,288.	
INSURANCE	6,129.	0.		6,129.	
MEMBERSHIP DUES	75.	0.		75.	
OFFICE EXPENSES	12,957.	0.		12,957.	
OFFICE SUPPORT SERVICES	951.	0.		951.	
SUBSCRIPTIONS & BOOKS	14,070.	0.		14,070.	
WEBSITE COSTS	200.	0.		200.	
FILING FEE	1,500.	0.		1,500.	
TO FORM 990-PF, PG 1, LN 23	185,566.	0.		185,566.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
PUBLICLY TRADED EQUITIES - SEE STATEMENT A	5,190,336.	5,190,336.		
PUBLICLY TRADED EQUITIES - SEE STATEMENT B	2,251,499.	2,251,499.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,441,835.	7,441,835.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
TIFF SHORT TERM TRUST	FMV	385,175.	385,175.	
HIGHCLERE INTERNATIONAL INVESTORS	FMV	2,224,458.	2,224,458.	
TIFF PARTNERS II, LLC	FMV	115,717.	115,717.	
TIFF PARTNERS III, LLC	FMV	538,430.	538,430.	
TIFF PARTNERS IV, LLC	FMV	1,038,481.	1,038,481.	
TIFF PRIVATE EQUITY PARTNERS 2008, LLC	FMV	672,620.	672,620.	
TIFF PRIVATE EQUITY PARTNERS 2007, LLC	FMV	913,644.	913,644.	
DODGE & COX INCOME FUND	FMV	8,475,635.	8,475,635.	

OCTAVIAN OFFSHORE FUND	FMV	3,458,310.	3,458,310.
NORTH RUN OFFSHORE PARTNERS, LTD	FMV	3,435,922.	3,435,922.
PRISM OFFSHORE FUND, LTD.	FMV	1,424,498.	1,424,498.
PROSPECT HARBOR	FMV	442,691.	442,691.
VANGUARD SHORT TERM BOND INDEX FUND	FMV	3,859,836.	3,859,836.
SIRIOS OVERSEAS FUND	FMV	838,165.	838,165.
SANDERSON ASSET MANAGEMENT	FMV	2,565,787.	2,565,787.
TIFF PARTNERS I, LLC	FMV	24,867.	24,867.
REGIMENT CAPITAL, LTD.	FMV	1,583,180.	1,583,180.
ASIAN CENTURY QUEST OFFSHORE FUND	FMV	1,434,527.	1,434,527.
VANGUARD 500 INDEX FUND	FMV	7,838,321.	7,838,321.
HENDERSON INTERNATIONAL EQUITY FUND	FMV	2,709,235.	2,709,235.
TOTAL TO FORM 990-PF, PART II, LINE 13		43,979,499.	43,979,499.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

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 100366710	PRESIDENT/TRUSTEE 5.00	32,607.	0.	0.
JOHN N. IRWIN III C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 100366710	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 100366710	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.
ROBIN KRAUSE C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 100366710	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 100366710	VICE-PRESIDENT/TRUSTEE 1.00	0.	0.	0.

PETER PENNOYER C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 100366710	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.
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KELLYE ROSENHEIM C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 100366710	DIRECTOR OF OPERATIONS 40.00	108,316.	0.	0.
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TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	140,923.	0.	0.
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FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 12
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN ASSOCIATION OF UNIVERSITY PRESSES 71 WEST 23RD STREET SUITE 901 NEW YORK, NY 10010	NONE PROFESSIONAL DEVELOPMENT WORKSHOPS	501(C)(3) PUBLIC CHARITY	15,000.
POETS HOUSE 72 SPRING STREET NEW YORK, NY 10012	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	10,000.
POETS & WRITERS 72 SPRING STREET NEW YORK, NY 10012	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	5,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AND 42ND STREET NEW YORK, NY 10018	NONE CULLMAN CENTER FOR SCHOLARS & WRITERS	501(C)(3) PUBLIC CHARITY	60,000.
PEN AMERICAN CENTER 568 BROADWAY NEW YORK, NY 10012	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	5,000.
CAVE CANEM 39 JANE STREET APT.GB NEW YORK, NY 10014	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	10,000.

BARUCH COLLEGE ONE BARNARD BARUCH WAY NEW YORK, NY 10014	NONE TEACHING FELLOWSHIPS	501(C)(3) PUBLIC CHARITY	150,000.
BROOKLYN COLLEGE FOUNDATION 2900 BEDFORD AVE. BROOKLYN, NY 11234	NONE TEACHING FELLOWSHIPS	501(C)(3) PUBLIC CHARITY	150,000.
KENYON COLLEGE RANSOM HALL GAMBIER, OH 43022	NONE TEACHING FELLOWSHIPS	501(C)(3) PUBLIC CHARITY	100,000.
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240-6028	NONE TEACHING FELLOWSHIPS	501(C)(3) PUBLIC CHARITY	100,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE, NW WASHINGTON, DC 20002	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	1,000.
AMERICAN UNIVERSITY OF BEIRUT CHURCH STREET STATION PO BOX 4011 NEW YORK, NY 10277	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	1,000.
AMERICANS UNITED FOR THE SEPARATION OF CHURCH AND STATE 518 C STREET NE WASHINGTON, DC 20002	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	1,000.
CENTURY ASSOCIATION FOUNDATION 7 WEST 43RD STREET NEW YORK, NY 10036	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	1,000.
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	1,000.
NORTH AMERICAN DOSTOEVSKY SOCIETY - C/O DEBORAH MARTINSEN 418 HAMILTON HALL COLUMBIA UNIVERSITY NEW YORK, NY 10027	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	5,000.

THE CHILDREN'S STOREFRONT 70 EAST 129TH STREET NEW YORK, NY 10035	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	5,000.
INSTITUTE OF CLASSICAL ARCHITECTURE 164 FIFTH AVENUE NEW YORK, NY 10010	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	5,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	5,000.
INTERFAITH COUNCIL FOR SOCIAL SERVICES 110 W. MAIN ST. CARRBORO, NC 27510	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	1,000.
BLUE RIBBON MENTOR ADVOCATE PROGRAM MERRITT MILL RD. CHAPEL HILL, NC 27516	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	1,000.
ORANGE COUNTY LITERACY COUNCIL 503-F WEST FRANKLIN STREET CHAPEL HILL, NC 27516	NONE GENERAL SUPPORT	501(C)(3) PUBLIC CHARITY	3,000.
BRYN MAWR COLLEGE 101 NORTH MERION AVE. BRYN MAWR, PA 19010	NONE WHITING FELLOWS ASSOCIATION	501(C)(3) PUBLIC CHARITY	2,000.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027	NONE WHITING FELLOWS ASSOCIATION	501(C)(3) PUBLIC CHARITY	1,000.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE WHITING FELLOWS ASSOCIATION	501(C)(3) PUBLIC CHARITY	1,500.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON, NJ 11817	NONE WHITING FELLOWS ASSOCIATION	501(C)(3) PUBLIC CHARITY	2,000.

BRYN MAWR COLLEGE 101 NORTH MERION AVE. BRYN MAWR, PA 19010	NONE GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	20,000.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	35,000.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027	NONE GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	55,000.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE, MA 02138	NONE GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	50,000.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON, NJ 11817	NONE GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	40,000.
STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305	NONE GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	20,000.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN, CT 06520	NONE GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	60,000.
BRYN MAWR COLLEGE 101 NORTH MERION AVE. BRYN MAWR, PA 19010	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	162,000.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	179,000.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE, MA 02138	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	278,000.

MRS. GILES WHITING FOUNDATION

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YALE UNIVERSITY 320 YORK STREET NEW HAVEN, CT 06520	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	280,000.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON, NJ 11817	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	226,000.
JERICHO BROWN - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
JAY HOPLER - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
ADAM JOHNSON - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
RAJIV JOSEPH - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
JOAN KANE - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
MICHAEL MEYER - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
NAMI MUN - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
HUGH RAFFLES - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.

SALVATORE SCIBONA - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
VU TRAN - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
DAVID ADJMI - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
ELIF BATUMAN - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
MICHAEL DAHLIE - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
MATT DONOVAN - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
RATTAWUT LAPCHROENSAP - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
AMY LEACH - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
LYDIA PEELE - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
SAID SAYRAFIEZADEH - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.

JANE SPRINGER - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
LB THOMPSON - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
FINE ARTS WORK CENTER IN PROVINCETOWN 24 PEARL STREET PROVINCETOWN, MA 02657	NONE WRITERS RESIDENCIES GRANTS	501(C)(3) PUBLIC CHARITY	15,000.
MACDOWELL COLONY 163 EAST 83RD STREET NEW YORK, NY 10028	NONE WRITERS IN RESIDENCE AID	501(C)(3) PUBLIC CHARITY	35,000.
YADDO P.O. BOX 395 SARASOTA SPRINGS, NY 12866	NONE WRITERS IN RESIDENCE AID	501(C)(3) PUBLIC CHARITY	20,000.

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

2,616,500.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ASSOCIATION OF AMERICAN UNIVERSITY PRESSES 71 WEST 23RD STREET SUITE 901 NEW YORK , NY 10010	NONE PROFESSIONAL DEVELOPMENT WORKSHOPS	501(C)(3) PUBLIC CHARITY	20,000.
NEW YORK PUBLIC LIBRARY FIFTH AVENUE AND 42ND STREET NEW YORK , NY 10018	NONE CULLMAN CENTER FOR SCHOLARS AND WRITERS	501(C)(3) PUBLIC CHARITY	60,000.
BARUCH COLLEGE ONE BARNARD BARUCH WAY NEW YORK, NY 10014	NONE TEACHING FELLOWSHIP	501(C)(3) PUBLIC CHARITY	450,000.
BROOKLYN COLLEGE 2900 BEDFORD AVE. BROOKLYN, NY 11234	NONE TEACHING FELLOWSHIP	501(C)(3) PUBLIC CHARITY	450,000.
KENYON COLLEGE RANSOM HALL GAMBIER , OH 43022	NONE TEACHING FELLOWSHIP	501(C)(3) PUBLIC CHARITY	300,000.
BATES COLLEGE 2 ANDREWS ROAD LEWISTON , ME 04240-6028	NONE TEACHING FELLOWSHIP	501(C)(3) PUBLIC CHARITY	300,000.
BRYN MAWR COLLEGE 101 NORTH MERION AVE. BRYN MAWR , PA 19010	NONE WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID	501(C)(3) PUBLIC CHARITY	15,000.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO , IL 60637	NONE WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID	501(C)(3) PUBLIC CHARITY	35,000.

COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK , NY 10027	NONE WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID	501(C)(3) PUBLIC CHARITY	55,000.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE , MA 02138	NONE WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID	501(C)(3) PUBLIC CHARITY	45,000.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON, NJ 08544	NONE WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID	501(C)(3) PUBLIC CHARITY	40,000.
STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305	NONE WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID	501(C)(3) PUBLIC CHARITY	20,000.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN , CT 06520	NONE WHITING FELLOWS IN THE HUMANITIES GRANTS-IN-AID	501(C)(3) PUBLIC CHARITY	50,000.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE WHITING FELLOWS ASSOCIATION	501(C)(3) PUBLIC CHARITY	1,500.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	179,000.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK , NY 10027	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	282,000.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE , MA 02138	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	278,000.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON , NJ 08544	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	226,000.

MRS. GILES WHITING FOUNDATION

13-6154484

STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	173,000.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN , CT 06520	NONE WHITING FELLOWS IN THE HUMANITIES	501(C)(3) PUBLIC CHARITY	280,000.
DAVID ADJMI - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
ELIF BATUMAN - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
MICHAEL DAHLIE - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
MATT DONOVAN - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
RATTAWUT LAPCHAROENSAP - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
AMY LEACH - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
LYDIA PEELE - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
SAOD SAYRAFIEZADEH - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.

MRS. GILES WHITING FOUNDATION

13-6154484

JANE SPRINGER - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE WHITING WRITERS' AWARD	INDIVIDUAL	25,000.
LB THOMPSON - C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	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 NEW YORK, NY 12866	NONE WRITERS' RESIDENCIES GRANTS	501(C)(3) PUBLIC CHARITY	20,000.
MACDOWELL COLONY 163 EAST 83RD STREET NEW YORK, NY 10028	NONE WRITERS' RESIDENCIES GRANTS	501(C)(3) PUBLIC CHARITY	70,000.

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

3,609,500.



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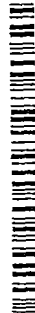
WHITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 440993617
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2010

PAGE 4

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
4,400.00	AMR CORP DEL	9.4561	41,606.64	8.5600	37,664.00	0.00
4,300.00	ARRIS GROUP INC	9.4368	40,578.24	10.0100	43,043.00	0.00
17,200.00	ATMEL CORP	4.0961	70,452.13	10.3900	178,708.00	0.00
3,000.00	AVNET INC	25.8200	77,459.01	30.6500	91,950.00	0.00
940.00	BAKER HUGHES INC	62.9464	59,169.61	52.1600	49,030.40	564.00
4,600.00	BELO CORP SER A	1.7572	8,083.05	5.8000	26,680.00	0.00
800.00	BILL BARRETT CORP	53.4422	42,753.76	38.4500	30,760.00	0.00
1,600.00	BRINK'S CO	20.2105	32,336.80	24.5400	39,264.00	640.00
3,500.00	BROOKS AUTOMATION INC	14.3374	50,880.89	7.2500	25,375.00	0.00
1,900.00	BUCYRUS INTERNATIONAL INC	27.3167	51,901.65	89.1600	169,404.00	190.00
6,900.00	C A E INC	4.6018	31,752.42	11.0200	76,038.00	1,104.00
3,800.00	CABLEVISION SYSTEMS	6.7897	25,800.69	31.6700	120,346.00	1,900.00
4,600.00	CAMECO CORP	4.1429	19,057.34	36.2700	166,842.00	1,269.60
14,500.00	CINCINNATI BELL INC	3.6867	53,457.00	2,4400	35,380.00	0.00
1,400.00	COGNEX CORP	20.8887	29,244.18	27.9600	39,144.00	448.00
2,400.00	CROWN MEDIA HLDGS INC	7.0296	16,871.09	2.6300	6,312.00	0.00
1,800.00	CUMMINS INC	7.1575	12,883.50	97.1200	174,816.00	1,890.00
1,100.00	DIEBOLD INC	25.2890	27,917.00	31.4200	34,562.00	1,188.00
3,755.00	DISCOVERY COMMUNICATIONS INC CL	14.4773	54,362.14	35.5100	133,340.05	0.00
2,450.00	FLUSHING FINL CORP	11.1052	27,207.65	13.4000	32,830.00	1,274.00
2,800.00	FOSTER WHEELER AG	24.3029	68,048.00	28.0000	78,400.00	0.00
3,300.00	GANNETT CO INC	11.8244	39,020.41	13.1100	43,263.00	528.00
1,700.00	GILEAD SCIENCES INC	8.6300	14,671.00	36.5000	62,050.00	0.00

Equities





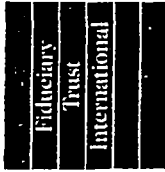
WHITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 44093617
BASE CURRENCY U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2010

PAGE 5

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
1,600.00	GOODRICH CORPORATION	30.0045	48,007.12	85.7700	137,232.00	1,856.00
2,200.00	GOODRICH PETROLEUM CORP NEW	24.2380	53,323.63	13.1500	28,930.00	0.00
9,600.00	HARMONIC INC	6.7324	64,630.72	6.7600	64,896.00	0.00
1,100.00	HEIDRICK & STRUGGLES INTL INC	15.4363	16,979.93	20.7700	22,847.00	572.00
2,100.00	HELMERICH & PAYNE INC	13.7103	28,791.62	45.3600	95,256.00	504.00
3,400.00	HEXCEL CORP NEW	22.6256	76,927.19	17.1500	58,310.00	0.00
1,200.00	IAC/INTERACTIVECORP	16.2067	19,447.98	28.1600	33,792.00	0.00
2,500.00	IMMUNOGEN INC	8.3773	20,943.20	8.3200	20,800.00	0.00
3,000.00	INTERMEDI INC	22.2062	66,618.56	11.3100	33,930.00	0.00
5,200.00	ION GEOPHYSICAL CORP	14.5519	75,669.85	7.1900	37,388.00	0.00
4,800.00	ISIS PHARMACEUTICALS INC	12.6753	60,841.54	9.4350	45,288.00	0.00
1,600.00	KANSAS CITY SOUTHERN	14.4930	23,188.78	47.3400	75,744.00	0.00
2,000.00	LAM RESEARCH CORP	18.6246	37,249.20	45.3300	90,660.00	0.00
4,300.00	LAS VEGAS SANDS CORP	4.3783	18,826.85	50.0800	215,344.00	0.00
1,400.00	LAZARD LTD	36.9720	51,760.75	35.8100	50,134.00	700.00
1,900.00	LIBERTY MEDIA HOLDING CORP - CAP SER A	11.0501	9,945.09	57.5800	51,822.00	0.00
5,300.00	LIN TV CORP CL A	9.6375	51,078.84	4.5300	24,009.00	0.00
2,700.00	LODGENET INTERACTIVE CORP	8.9034	24,039.12	3.1000	8,370.00	0.00
10,100.00	LSI CORP	4.1138	41,549.48	5.7400	57,974.00	0.00
925.00	MADISON SQUARE GARDEN INC CL A	5.5975	5,177.69	21.9400	20,294.50	0.00
4,300.00	MARSHALL & ISLEY CORP	8.0991	34,826.06	4.7900	20,597.00	172.00
1,900.00	MEADWESTVACO CORP	26.1742	49,731.00	24.8400	47,196.00	1,900.00
4,000.00	MICROMET INC	6.2646	25,058.40	7.2600	29,040.00	0.00
1,300.00	MOSAIC CO/THE	11.0500	14,365.00	67.6300	87,919.00	260.00
3,200.00	MYRIAD GENETICS INC	13.4118	42,917.74	21.5300	68,896.00	0.00
2,900.00	NOVELLUS SYSTEMS INC	24.5243	71,120.36	30.1500	87,435.00	0.00
2,000.00	ONYX PHARMACEUTICALS INC	25.6468	51,293.56	29.4500	58,900.00	0.00
7,600.00	ORIENT EXPRESS HOTELS LTD CL A SHS	9.9490	75,612.37	11.5700	87,932.00	0.00
2,500.00	PALL CORP	22.6808	56,702.00	45.2700	113,175.00	1,600.00
4,500.00	PDL BIOPHARMA INC	15.8708	71,418.42	5.7800	26,010.00	0.00

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



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 2010

PAGE 6

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
1,200.00	PRECISION CASTPARTS CORP	12.5867	15,104.04	138.0700	165,684.00	144.00
1,900.00	RAYMOND JAMES FINANCIAL INC	18.2829	34,737.42	28.6800	54,492.00	988.00
3,100.00	REGENERON	14.7664	45,775.89	28.8200	89,342.00	0.00
6,700.00	PHARMACEUTICALS INC	6.0324	40,417.15	7.0100	46,967.00	0.00
1,800.00	RF MICRO DEVICES INC	28.7828	51,809.06	27.7200	49,896.00	936.00
2,300.00	INTERNATIONAL INC	27.8140	63,972.24	30.1500	69,345.00	0.00
2,100.00	ROMAN COS INC	15.0514	31,607.94	40.2500	84,525.00	0.00
2,400.00	ROYAL CARIBBEAN CRUISES LTD	33.1897	79,655.38	28.3700	68,088.00	0.00
4,800.00	RTI INTL METALS INC	13.4387	64,505.95	11.1400	53,472.00	0.00
6,800.00	SAKS INC	7.3912	50,259.83	8.0400	54,672.00	0.00
3,700.00	SEACHANGE INTERNATIONAL INC	11.1663	41,315.31	15.1000	55,870.00	0.00
6,200.00	SEATTLE GENETICS INC COM	6.6379	41,154.81	7.7500	48,050.00	0.00
6,500.00	SINCLAIR BROADCAST GROUP INC CL A	9.8226	63,847.21	18.9200	122,980.00	0.00
1,700.00	STILLWATER MINING CO	31.3273	53,256.48	40.1400	68,238.00	1,020.00
2,500.00	SUNOCO INC	22.4125	56,031.13	37.2400	93,100.00	0.00
9,600.00	TRIMBLE NAVIGATION LTD	4.6172	44,325.44	11.9100	114,336.00	0.00
4,400.00	TRIQUINT SEMICONDUCTOR INC	16.8545	74,159.67	16.4800	72,512.00	0.00
1,200.00	TW TELECOM INC	31.1660	37,399.20	45.7800	54,936.00	0.00
1,933.00	U S CELLULAR CORP	16.7715	32,419.29	14.2200	27,482.26	0.00
600.00	UNITED STS STL CORP NEW	40.8370	24,502.18	48.6100	29,166.00	120.00
2,500.00	VALSPAR CORP	21.5067	53,766.86	33.0400	82,600.00	1,600.00
5,500.00	VISHAY INTERTECHNOLOGY INC	12.3641	68,002.43	14.2600	78,430.00	0.00
392.00	VISHAY PRECISION GROUP INC	20.5231	8,045.06	16.7500	6,566.00	0.00
2,200.00	WADDELL & REED FINL INC CL A	14.4350	31,757.00	30.8000	67,760.00	1,760.00





WHITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 44093617
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2010

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
	500.00 WHIRLPOOL CORP	58.3986	29,199.30	73.0000	36,500.00	860.00
Total Equities	Pinnacle		3,320,484.32		5,190,336.21	25,987.60

Statement (43)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

MRS GILES WHITING FOUNDATION WALTHAUSEN
& CO LLC
ACCOUNT # 440993644
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF NOV 30 2010

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
900.00	AAON INC	23.8569	21,471.21	25.6500	23,085.00	324.00
480.00	ALLEGiant TRAVEL CO	41.2211	19,786.11	49.9300	23,966.40	0.00
725.00	ALTISOURCE PORTFOLIO SOLUTIONS	24.5034	17,764.97	27.1800	19,705.50	0.00
2,710.00	AMBASSADORS GROUP INC	11.2144	30,390.95	11.0100	29,837.10	650.40
1,165.00	ARCH CHEMICALS INC	29.8621	34,789.34	34.7200	40,448.80	932.00
1,860.00	ASTA FUNDING INC	8.6135	16,021.20	7.1500	13,299.00	148.80
380.00	BALDWIN & LYONS INC CL B	21.2867	8,088.95	23.1300	8,789.40	380.00
3,005.00	BRIGHTAM EXPLORATION CO	14.7704	44,385.05	25.1500	75,575.75	0.00
1,640.00	BRYN MAWR BANK CORP	17.1143	28,067.51	16.7900	27,535.60	918.40
835.00	C P I CORP	23.0129	19,215.80	28.4600	23,764.10	835.00
1,940.00	CABELA'S INC CLASS A	13.4535	26,099.79	22.2500	43,165.00	0.00
1,505.00	CAI INTERNATIONAL INC	11.6353	17,511.13	20.4500	30,777.25	0.00
1,455.00	CHIQUITA BRANDS INTL INC	12.4094	18,055.68	11.1800	16,266.90	0.00
465.00	CNA SURETY CORP	15.9056	7,396.11	23.5000	10,927.50	0.00
1,565.00	COLUMBIA BANKING SYSTEM INC	17.3843	27,206.45	17.4400	27,293.60	62.60
1,290.00	COMMUNITY BANK SYSTEM INC	22.3313	28,807.38	24.0800	31,063.20	1,238.40
1,625.00	CSS INDS INC	16.0375	26,060.94	18.2700	29,688.75	975.00
630.00	CURTISS WRIGHT CORP	29.9002	18,837.15	31.0700	19,574.10	201.60
3,840.00	CVB FINL CORP	7.9038	30,350.46	7.8700	30,220.80	1,305.60
2,950.00	DDI CORP	10.7750	31,786.29	10.5600	31,152.00	1,180.00
535.00	DELTA APPAREL INC	14.2707	7,634.82	12.4500	6,660.75	0.00

Equities

STATEMENT B(2b)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

MRS GILES WHITING FOUNDATION WALTHAUSEN
& CO LLC
ACCOUNT # 440993644
BASE CURRENCY: U S DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF NOV 30 2010

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
1,980.00	DREW INDS INC NEW	19.2043	38,024.51	20.2000	39,996.00	0.00
2,615.00	ELECTRONICS FOR	10.8844	28,462.65	13.0900	34,230.35	0.00
	IMAGING INC					
1,175.00	ENNIS INC	15.4864	18,196.56	17.0700	20,057.25	728.50
4,430.00	FAIRCHILD	8.1740	36,210.84	14.0500	62,241.50	0.00
	SEMICONDUCTOR INTL INC					
800.00	FIRST BANCORP	14.1232	11,298.56	14.4900	11,592.00	256.00
950.00	FLOWERS FOODS INC	24.1022	22,897.09	26.2000	24,890.00	760.00
1,545.00	GULFPORT ENERGY CORP	12.0072	18,551.12	18.6400	28,798.80	0.00
2,965.00	HALLMARK FINL SERVICES INC	9.8797	29,293.31	8.7800	26,032.70	0.00
1,945.00	HEXCEL CORP NEW	15.1514	29,469.47	17.1500	33,356.75	0.00
885.00	HILL-ROM HOLDINGS INC (USD)	29.0999	25,753.41	39.5800	35,028.30	362.85
2,750.00	INTERVAL LEISURE GROUP INC	12.1084	33,298.10	16.5700	45,567.50	0.00
1,605.00	JOHN BEAN TECHNOLOGIES	14.8961	23,908.24	18.4500	29,612.25	449.40
1,685.00	KAPSTONE PAPER AND PACKAGING CORP	12.5055	21,071.73	14.7200	24,803.20	0.00
2,470.00	KNOLL INC	13.4624	33,252.01	15.3500	37,914.50	197.60
865.00	L B FOSTER CO CL A	26.1017	22,577.97	34.6900	30,006.85	0.00
4,360.00	LANDEC CORP	5.8425	25,473.30	6.2600	27,293.60	0.00
1,905.00	LIFETIME BRANDS INC	14.2886	27,219.70	14.7400	28,079.70	0.00
3,530.00	LYDALL INC	7.2963	25,755.94	7.2300	25,521.90	0.00
1,090.00	MAGELLAN HEALTH SVCS INC	35.8028	39,025.05	48.7000	53,083.00	0.00
1,600.00	MCGRATH RENTCORP	24.2512	38,801.99	27.9200	44,672.00	1,440.00
770.00	MILLER INDUSTRIES INC	13.2525	10,204.44	14.0200	10,795.40	77.00
195.00	NATIONAL WESTN LIFE INS CO CL A	146.5445	28,576.17	166.7300	32,512.35	70.20
1,680.00	NOBEL LEARNING CMNTYS INC	6.8692	11,540.26	6.9700	11,709.60	0.00
2,555.00	NORTHERN OIL AND GAS	12.4627	31,842.20	22.8500	58,381.75	0.00
7,250.00	OCWEN FINANCIAL CORP	9.8164	71,168.93	8.8000	63,800.00	0.00
5,995.00	OMNOVA SOLUTIONS INC	7.6342	45,766.81	8.7800	52,636.10	0.00
1,370.00	OVERHILL FARMS INC	5.9111	8,098.21	5.2500	7,192.50	0.00
965.00	OWENS & MINOR INC NEW	28.8913	27,880.14	28.2500	27,261.25	683.22
445.00	PARK NATIONAL CORP	65.9432	29,344.74	67.5600	30,064.20	1,673.20

Equities (Cont.)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

MRS GILES WHITING FOUNDATION WALTHAUSEN

& CO LLC

ACCOUNT # 440993644

BASE CURRENCY: U.S. DOLLAR

PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS

AS OF NOV 30 2010

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
3,105.00	PEP BOYS MANNY MOE & JACK	9 2650	28,767.75	12.3900	38,470.95	372.60
610.00	PLATINUM UNDERWRITERS HLDGS	36.1993	22,081.57	43.2300	26,370.30	195.20
960.00	POLYONE CORP	12.4176	11,920.90	12.4600	11,961.60	0.00
1,050.00	PRIMERICA INC (USD)	22.2002	23,310.17	22.5900	23,719.50	42.00
1,275.00	RENT A CTR INC NEW	21.9392	27,972.48	27.8400	35,496.00	306.00
1,195.00	RTI INTL METALS INC	24.0858	28,782.50	28.3700	33,902.15	0.00
3,700.00	SALLY BEAUTY HOLDINGS INC	8.4147	31,134.39	13.7500	50,875.00	0.00
2,260.00	SCHOOL SPECIALTY INC	16.5688	37,445.47	12.6300	28,543.80	0.00
4,410.00	SOLUTIA INC	12.6251	55,676.69	21.3800	94,285.80	0.00
2,420.00	STANDEX INTERNATIONAL CORP	26.1476	63,277.23	29.9000	72,358.00	580.80
1,045.00	STERLING BANCORP	8.8535	9,251.91	9.3900	9,812.55	376.20
515.00	SUFFOLK BANCORP	30.7909	15,857.31	25.6800	13,225.20	453.20
1,095.00	TEXTAINER GROUP HOLDINGS LTD	23.6483	25,894.89	27.8200	30,462.90	1,182.60
6,295.00	THERAGENICS CORP	1.2047	7,583.59	1.3900	8,750.05	0.00
515.00	THOMAS & BETTS CORP	33.6329	17,320.94	44.4500	22,891.75	0.00
1,615.00	UNIVERSAL TECHNICAL INSTITUTE	18.0291	29,117.01	20.7100	33,446.65	0.00
6,100.00	VISHAY INTERTECHNOLOGY INC	6.7019	40,881.42	14.2600	86,986.00	0.00
715.00	WEST PHARMACEUTICAL SVCS INC	36.1012	25,812.36	37.9200	27,112.80	486.20
480.00	WHITING PETROLEUM CORP	76.1308	36,542.78	110.0500	52,824.00	0.00
2,310.00	XERIUM TECHNOLOGIES INC	13.2956	30,712.85	13.0200	30,076.20	0.00
Total Equities			1,862,034.95		2,251,499.00	19,844.57

MRS. GILES WHITING FOUNDATION

F/Y/E - 11/30/2010

FORM 990 PF

EIN # 13-6154484

PART XV, LINE 2 0 SUPPLEMENTARY INFORMATION

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

- 1) GRANTS TO THE GRADUATE SCHOOLS OR SEVEN EDUCATIONAL
INSTITUTIONS TO SUPPORT WHITING FELLOWSHIPS IN THE
HUMANITIES
- 2) GRANTS TO FIVE EDUCATIONAL INSTITUTIONS TO SUPPORT THE
WHITING TEACHING FELLOWSHIPS
- 3) 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.

INQUIRES WITH REGARD TO SUCH SHOULD BE ADRESSED AS FOLLOWS :

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

- 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 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	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 **THE FOUNDATION - 1133 AVENUE OF THE AMERICAS - NEW YORK, NY 10036-6710**
Telephone No. **212-336-2138** 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, 2011.**

5 For calendar year _____, or other tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**

6 If the tax year entered in line 5 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	\$	20,000.
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	\$	40,860.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, 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 Mary C. Lowry Title CPA Date 7/12/11

Form 8868 (Rev. 1-2011)