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

OMB No 1545-0052

2010

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

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

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

|                                                                                                                                                                                                                                                   |                                                                                                                                                                 |                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>MRS. GILES WHITING FOUNDATION<br/>C/O PATTERSON, BELKNAP, WEBB &amp; TYLER LLP</b>                                                                                                                                       |                                                                                                                                                                 | A Employer identification number<br><b>13-6154484</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>1133 AVENUE OF THE AMERICAS, 22ND FLOOR</b>                                                                                                               |                                                                                                                                                                 | B Telephone number<br><b>212-336-2138</b>                                                                                                                                    |
| City or town, state, and ZIP code<br><b>NEW YORK, NY 10036-6710</b>                                                                                                                                                                               |                                                                                                                                                                 | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |                                                                                                                                                                 | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16)<br><b>\$ 51,689,567.</b>                                                                                                                                        | J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b> | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| (Part I, column (d) must be on cash basis)                                                                                                                                                                                                        |                                                                                                                                                                 | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B                                                      |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  | 58,031.                            | 58,031.                   |                         | STATEMENT 1                                                 |
| 4 Dividends and interest from securities                                                                                                           |  | 861,974.                           | 861,974.                  |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 1,679,314.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                      |  | 8,934,248.                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 1,679,314.                |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                      |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                             |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                        |  |                                    |                           |                         |                                                             |
| b Less: Cost of goods sold                                                                                                                         |  |                                    |                           |                         |                                                             |
| 11 Gross profit or (loss)                                                                                                                          |  | -29,130.                           | -30,854.                  |                         | STATEMENT 3                                                 |
| 12 Other income                                                                                                                                    |  |                                    |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                   |  | 2,570,189.                         | 2,568,465.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc                                                                                              |  | 137,386.                           | 3,100.                    |                         | 134,286.                                                    |
| 14 Other employee salaries and wages                                                                                                               |  | 105,431.                           | 0.                        |                         | 105,431.                                                    |
| 15 Pension plans, employee benefits                                                                                                                |  |                                    |                           |                         |                                                             |
| 16a Legal fees STMT 4                                                                                                                              |  | 52,668.                            | 15,060.                   |                         | 34,608.                                                     |
| b Accounting fees STMT 5                                                                                                                           |  | 22,432.                            | 11,216.                   |                         | 11,216.                                                     |
| c Other professional fees STMT 6                                                                                                                   |  | 277,543.                           | 237,792.                  |                         | 39,751.                                                     |
| 17 Interest                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 7                                                                                                                                    |  | 28,717.                            | 9,074.                    |                         | 19,643.                                                     |
| 19 Depreciation and depletion                                                                                                                      |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  | 4,323.                             | 0.                        |                         | 4,323.                                                      |
| 21 Travel, conferences, and meetings                                                                                                               |  | 48,580.                            | 0.                        |                         | 48,580.                                                     |
| 22 Printing and publications                                                                                                                       |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 8                                                                                                                           |  | 190,591.                           | 0.                        |                         | 191,145.                                                    |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                            |  | 867,671.                           | 276,242.                  |                         | 588,983.                                                    |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 2,898,000.                         |                           |                         | 2,898,000.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 3,765,671.                         | 276,242.                  |                         | 3,486,983.                                                  |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | -1,195,482.                        |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 2,292,223.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

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| 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                                                        | 1,503,167.                                                                                      | 167,514.       | 167,514.              |  |
|                                                                             | 2 Savings and temporary cash investments                                             | 1,525,664.                                                                                      | 956,313.       | 956,313.              |  |
|                                                                             | 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                                               | 7,441,835.                                                                                      | 5,919,933.     | 5,919,933.            |  |
|                                                                             | c Investments - corporate bonds                                                      |                                                                                                 |                |                       |  |
|                                                                             | 11 Investments - land, buildings, and equipment: basis ▶                             |                                                                                                 |                |                       |  |
|                                                                             | Less: accumulated depreciation ▶                                                     |                                                                                                 |                |                       |  |
|                                                                             | 12 Investments - mortgage loans                                                      |                                                                                                 |                |                       |  |
|                                                                             | 13 Investments - other STMT 10                                                       | 43,979,499.                                                                                     | 44,641,603.    | 44,641,603.           |  |
|                                                                             | 14 Land, buildings, and equipment: basis ▶                                           |                                                                                                 |                |                       |  |
|                                                                             | Less: accumulated depreciation ▶                                                     |                                                                                                 |                |                       |  |
|                                                                             | 15 Other assets (describe ▶ DUE FROM BROKER)                                         | 8,536.                                                                                          | 4,204.         | 4,204.                |  |
|                                                                             | 16 Total assets (to be completed by all filers)                                      | 54,458,701.                                                                                     | 51,689,567.    | 51,689,567.           |  |
|                                                                             | 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                                        |                                                                                      |                                                                                                 |                |                       |  |
| 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 checked="" type="checkbox"/>   |                                                                                                 |                |                       |  |
|                                                                             | and complete lines 24 through 26 and lines 30 and 31                                 |                                                                                                 |                |                       |  |
|                                                                             | 24 Unrestricted                                                                      | 54,458,701.                                                                                     | 51,689,567.    |                       |  |
|                                                                             | 25 Temporarily restricted                                                            |                                                                                                 |                |                       |  |
|                                                                             | 26 Permanently restricted                                                            |                                                                                                 |                |                       |  |
|                                                                             | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>       |                                                                                                 |                |                       |  |
|                                                                             | 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                                        | 54,458,701.                                                                          | 51,689,567.                                                                                     |                |                       |  |
| 31 Total liabilities and net assets/fund balances                           | 54,458,701.                                                                          | 51,689,567.                                                                                     |                |                       |  |

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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 54,458,701. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -1,195,482. |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 53,263,219. |
| 5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS                                                                                   | 5 | 1,573,652.  |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 51,689,567. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 |                                                  |                                      |                                  |
| b SEE ATTACHED STATEMENT                                                                                                           |                                                  |                                      |                                  |
| c                                                                                                                                  |                                                  |                                      |                                  |
| d                                                                                                                                  |                                                  |                                      |                                  |
| e                                                                                                                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e 8,934,248.          |                                            | 7,254,934.                                      | 1,679,314.                                   |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| a                                                                                           |                                      |                                                 |                                                                                                 |
| b                                                                                           |                                      |                                                 |                                                                                                 |
| c                                                                                           |                                      |                                                 |                                                                                                 |
| d                                                                                           |                                      |                                                 |                                                                                                 |
| e                                                                                           |                                      |                                                 | 1,679,314.                                                                                      |

|                                                                                 |                                                                                                                              |   |            |
|---------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss)                                 | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>              | 2 | 1,679,314. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): | <div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div> | 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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2009                                                                 | 3,186,990.                               | 52,251,442.                                  | .060993                                                     |
| 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                                                     |

|                                                                                                                                                                                |   |             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | .272150     |
| 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 | .054430     |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5                                                                                                 | 4 | 54,023,737. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 2,940,512.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 22,922.     |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 2,963,434.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 3,486,983.  |

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.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |            | 1  | 22,922. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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  | 0.      |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |            | 3  | 22,922. |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |            | 4  | 0.      |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          |            | 5  | 22,922. |
| 5 <b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                        |            |    |         |
| 6 Credits/Payments:                                                                                                                                                                                                                    |            |    |         |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010                                                                                                                                                                    | 6a 35,550. | 7  | 35,550. |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b         | 8  |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c         | 9  |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d         | 10 | 12,628. |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  |            | 11 | 0.      |
| 8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                             |            |    |         |
| 9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                          |            |    |         |
| 10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                             |            |    |         |
| 11 Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> <input checked="" type="checkbox"/> 12,628. <b>Refunded</b> <input type="checkbox"/>                                                                       |            |    |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                           | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                   |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                   |     | X  |
| 2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.                                                                                            |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.                                                                                                                                                          |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?                                                                                                                                                                                                                                                                        | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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) <input checked="" type="checkbox"/> 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 2010 or the taxable year beginning in 2010 (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  |

Form 990-PF (2010)

**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?<br>Website address <b>WWW.WHITINGFOUNDATION.ORG</b>                                                                                                                                                                    | 13 | X   |         |
| 14 | The books are in care of <b>THE FOUNDATION</b> Telephone no. <b>212-336-2138</b><br>Located at <b>1133 AVENUE OF THE AMERICAS, NEW YORK, NY</b> ZIP+4 <b>10036-6710</b>                                                                                                                                                                    |    |     |         |
| 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 |         |
| 16 | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country | 16 | Yes | No<br>X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes                                                                 | No   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |      |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |      |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (6) Agree to pay money or property to a government official? (Exception - Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)                                                                                                                                                                                                                                                 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                      |                                                                     | 1b X |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?                                                                                                                                                                                                                                                                                                        |                                                                     | 1c X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                 |                                                                     |      |
| a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?<br>If "Yes," list the years                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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                                                                 | 2b   |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here                                                                                                                                                                                                                                                                                                                                                                                |                                                                     |      |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010) | N/A                                                                 | 3b   |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               |                                                                     | 4a X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?                                                                                                                                                                                                                                                              |                                                                     | 4b X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
 Organizations relying on a current notice regarding disaster assistance check here ☒ N/A

**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? ☐ Yes ☒ No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
 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? ☐ Yes ☒ No N/A

**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     |                                                           | 137,386.                                  | 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                                | 105,431.         | 0.                                                                    | 0.                                    |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |
|                                                                   |                                                           |                  |                                                                       |                                       |

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

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

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

| (a) Name and address of each person paid more than \$50,000                                | (b) Type of service  | (c) Compensation |
|--------------------------------------------------------------------------------------------|----------------------|------------------|
| FIDUCIARY TRUST CO. INTL<br>600 FIFTH AVENUE, NEW YORK, NY 10020                           | INVESTMENT CUSTODIAN | 84,599.          |
| FEDERAL STREET ADVISORS<br>50 FEDERAL STREET, BOSTON, MA 02199                             | INVESTMENT ADVISORY  | 75,358.          |
| PATTERSON, BELKNAP, WEBB & TYLER, LLP - 1133<br>AVENUE OF THE AMERICAS, NEW YORK, NY 10035 | LEGAL SERVICES       | 52,668.          |
|                                                                                            |                      |                  |
|                                                                                            |                      |                  |
|                                                                                            |                      |                  |
| <b>Total</b> number of others receiving over \$50,000 for professional services            |                      | <b>0</b>         |

**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 |
|--------------|----------|
| <b>1</b> N/A |          |
|              |          |
| <b>2</b>     |          |
|              |          |
| <b>3</b>     |          |
|              |          |
| <b>4</b>     |          |
|              |          |

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



**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 | 53,466,780. |
| b                                                                                                             | Average of monthly cash balances                                                                            | 1b | 1,379,653.  |
| c                                                                                                             | Fair market value of all other assets                                                                       | 1c |             |
| d                                                                                                             | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 54,846,433. |
| 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  | 54,846,433. |
| 4                                                                                                             | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 822,696.    |
| 5                                                                                                             | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 54,023,737. |
| 6                                                                                                             | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6  | 2,701,187.  |

**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  | 2,701,187. |
| 2a | Tax on investment income for 2010 from Part VI, line 5                                                    | 2a | 22,922.    |
| b  | Income tax for 2010. (This does not include the tax from Part VI.)                                        | 2b |            |
| c  | Add lines 2a and 2b                                                                                       | 2c | 22,922.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 2,678,265. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                         | 5  | 2,678,265. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6  | 0.         |
| 7  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 2,678,265. |

**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 | 3,486,983. |
| 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  | 3,486,983. |
| 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  | 22,922.    |
| 6                                                                                            | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | 6  | 3,464,061. |

**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)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7                                                                                                                       |               |                            |             | 2,678,265.  |
| 2 Undistributed income, if any, as of the end of 2010                                                                                                                      |               |                            |             |             |
| a Enter amount for 2009 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2010:                                                                                                                         |               |                            |             |             |
| a From 2005                                                                                                                                                                |               |                            |             |             |
| b From 2006                                                                                                                                                                | 508,080.      |                            |             |             |
| c From 2007                                                                                                                                                                | 289,152.      |                            |             |             |
| d From 2008                                                                                                                                                                | 635,856.      |                            |             |             |
| e From 2009                                                                                                                                                                | 585,038.      |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 2,018,126.    |                            |             |             |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 3,486,983.                                                                                                 |               |                            |             |             |
| a Applied to 2009, 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 2010 distributable amount                                                                                                                                     |               |                            |             | 2,678,265.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 808,718.      |                            |             |             |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )                                        | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below.                                                                                                                   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 2,826,844.    |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see instr                                                                                  |               |                            | 0.          |             |
| f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011                                                               |               |                            |             | 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 2005 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a                                                                                               | 2,826,844.    |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2006                                                                                                                                                         | 508,080.      |                            |             |             |
| b Excess from 2007                                                                                                                                                         | 289,152.      |                            |             |             |
| c Excess from 2008                                                                                                                                                         | 635,856.      |                            |             |             |
| d Excess from 2009                                                                                                                                                         | 585,038.      |                            |             |             |
| e Excess from 2010                                                                                                                                                         | 808,718.      |                            |             |             |

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶  
**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

|                                                                                                                                                          | Tax year |          |          |          | Prior 3 years | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|---------------|-----------|
|                                                                                                                                                          | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 |               |           |
| <b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                     |          |          |          |          |               |           |
| <b>b</b> 85% of line 2a                                                                                                                                  |          |          |          |          |               |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed                                                                             |          |          |          |          |               |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities                                                           |          |          |          |          |               |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |          |          |          |          |               |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:                                                                                      |          |          |          |          |               |           |
| <b>a</b> "Assets" alternative test - enter:                                                                                                              |          |          |          |          |               |           |
| <b>(1)</b> Value of all assets                                                                                                                           |          |          |          |          |               |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                     |          |          |          |          |               |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |          |          |          |          |               |           |
| <b>c</b> "Support" alternative test - enter:                                                                                                             |          |          |          |          |               |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |          |          |          |          |               |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |          |          |          |          |               |           |
| <b>(3)</b> Largest amount of support from an exempt organization                                                                                         |          |          |          |          |               |           |
| <b>(4)</b> 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**

| <div>Recipient</div> <div>Name and address (home or business)</div> | <div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div> | <div>Foundation status of recipient</div> | <div>Purpose of grant or contribution</div> | <div>Amount</div>     |
|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------|-----------------------|
| <div>a Paid during the year</div> <div>SEE STATEMENT 12</div>       |                                                                                                                      |                                           |                                             |                       |
| <div>Total</div>                                                    |                                                                                                                      |                                           | <div>▶ 3a</div>                             | <div>2,898,000.</div> |
| <div>b Approved for future payment</div>                            |                                                                                                                      |                                           |                                             |                       |
| <div>Total</div>                                                    |                                                                                                                      |                                           | <div>▶ 3b</div>                             | <div>2,802,500.</div> |

## Part XVI-A

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated.               |                         | Unrelated business income |                               | Excluded by section 512, 513, or 514 |    | (e)                                  |
|---------------------------------------------------------------|-------------------------|---------------------------|-------------------------------|--------------------------------------|----|--------------------------------------|
|                                                               | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<br>code | (d)<br>Amount                        |    | Related or exempt<br>function income |
| 1 Program service revenue:                                    |                         |                           |                               |                                      |    |                                      |
| a _____                                                       |                         |                           |                               |                                      |    |                                      |
| b _____                                                       |                         |                           |                               |                                      |    |                                      |
| c _____                                                       |                         |                           |                               |                                      |    |                                      |
| d _____                                                       |                         |                           |                               |                                      |    |                                      |
| e _____                                                       |                         |                           |                               |                                      |    |                                      |
| f _____                                                       |                         |                           |                               |                                      |    |                                      |
| g Fees and contracts from government agencies                 |                         |                           |                               |                                      |    |                                      |
| 2 Membership dues and assessments                             |                         |                           |                               |                                      |    |                                      |
| 3 Interest on savings and temporary cash<br>investments       |                         |                           | 14                            | 58,031.                              |    |                                      |
| 4 Dividends and interest from securities                      |                         |                           | 14                            | 861,974.                             |    |                                      |
| 5 Net rental income or (loss) from real estate:               |                         |                           |                               |                                      |    |                                      |
| a Debt-financed property                                      |                         |                           |                               |                                      |    |                                      |
| b Not debt-financed property                                  |                         |                           |                               |                                      |    |                                      |
| 6 Net rental income or (loss) from personal<br>property       |                         |                           |                               |                                      |    |                                      |
| 7 Other investment income                                     |                         |                           | 14                            | -30,854.                             |    |                                      |
| 8 Gain or (loss) from sales of assets other<br>than inventory |                         |                           | 18                            | 1,679,314.                           |    |                                      |
| 9 Net income or (loss) from special events                    |                         |                           |                               |                                      |    |                                      |
| 10 Gross profit or (loss) from sales of inventory             |                         |                           |                               |                                      |    |                                      |
| 11 Other revenue:                                             |                         |                           |                               |                                      |    |                                      |
| a <u>UNRELATED BUSINESS</u>                                   |                         |                           |                               |                                      |    |                                      |
| b <u>INCOME (LOSS)</u>                                        |                         |                           |                               |                                      |    |                                      |
| c <u>PASSTHROUGH FROM LIMITED</u>                             |                         |                           |                               |                                      |    |                                      |
| d <u>PARTNERSHIPS</u>                                         | 900000                  | 1,724.                    |                               |                                      |    |                                      |
| e _____                                                       |                         |                           |                               |                                      |    |                                      |
| 12 Subtotal Add columns (b), (d), and (e)                     |                         | 1,724.                    |                               | 2,568,465.                           |    | 0.                                   |
| 13 Total Add line 12, columns (b), (d), and (e)               |                         |                           |                               |                                      | 13 | 2,570,189.                           |

(See worksheet in line 13 instructions to verify calculations.)

## Part XVI-B

[illegible]



**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,<br>2-story brick warehouse, or common stock, 200 shs. MLC Co. |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                                 |  | P                                                |                                      |                                  |
| <b>b DODGE &amp; COX INCOME FUND</b>                                                                                                 |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>c HENDERSON INTERNATIONAL EQUITY FUND</b>                                                                                         |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>d NORTH RUN OFFSHORE PARTNERS</b>                                                                                                 |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>e PRISM OFFSHORE FUND</b>                                                                                                         |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>f PROSPECT HARBOR</b>                                                                                                             |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>g GAINS PASSED THROUGH FROM LIMITED PARTNERSHIPS</b>                                                                              |  | P                                                | VARIOUS                              | VARIOUS                          |
| <b>h</b>                                                                                                                             |  |                                                  |                                      |                                  |
| <b>i</b>                                                                                                                             |  |                                                  |                                      |                                  |
| <b>j</b>                                                                                                                             |  |                                                  |                                      |                                  |
| <b>k</b>                                                                                                                             |  |                                                  |                                      |                                  |
| <b>l</b>                                                                                                                             |  |                                                  |                                      |                                  |
| <b>m</b>                                                                                                                             |  |                                                  |                                      |                                  |
| <b>n</b>                                                                                                                             |  |                                                  |                                      |                                  |
| <b>o</b>                                                                                                                             |  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 3,258,498.          |                                            | 2,218,829.                                      | 1,039,669.                                   |
| b 2,000,000.          |                                            | 1,768,453.                                      | 231,547.                                     |
| c 500,000.            |                                            | 439,269.                                        | 60,731.                                      |
| d 1,000,000.          |                                            | 896,278.                                        | 103,722.                                     |
| e 1,504,995.          |                                            | 1,633,168.                                      | -128,173.                                    |
| f 244,525.            |                                            | 298,937.                                        | -54,412.                                     |
| g 426,230.            |                                            |                                                 | 426,230.                                     |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 1,039,669.                                                                                              |
| b                         |                                      |                                                 | 231,547.                                                                                                |
| c                         |                                      |                                                 | 60,731.                                                                                                 |
| d                         |                                      |                                                 | 103,722.                                                                                                |
| e                         |                                      |                                                 | -128,173.                                                                                               |
| f                         |                                      |                                                 | -54,412.                                                                                                |
| g                         |                                      |                                                 | 426,230.                                                                                                |
| h                         |                                      |                                                 |                                                                                                         |
| i                         |                                      |                                                 |                                                                                                         |
| j                         |                                      |                                                 |                                                                                                         |
| k                         |                                      |                                                 |                                                                                                         |
| l                         |                                      |                                                 |                                                                                                         |
| m                         |                                      |                                                 |                                                                                                         |
| n                         |                                      |                                                 |                                                                                                         |
| o                         |                                      |                                                 |                                                                                                         |

|                                                                                                                                                                                    |  |   |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                              |  | 2 | 1,679,314. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c)<br>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               | 58,031. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 58,031. |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                                      | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|---------------------------------------------|--------------|----------------------------|----------------------|
| INTEREST INCOME                             | 636,754.     | 0.                         | 636,754.             |
| PASSED THROUGH FROM LIMITED<br>PARTNERSHIPS | 225,220.     | 0.                         | 225,220.             |
| TOTAL TO FM 990-PF, PART I, LN 4            | 861,974.     | 0.                         | 861,974.             |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION                                                       | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------------------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OTHER INVESTMENT INCOME                                           | 7,660.                      | 7,660.                            |                               |
| CLASS ACTION PROCEEDS                                             | 8,511.                      | 8,511.                            |                               |
| OTHER LOSS PASSED THROUGH FROM<br>LIMITED PARTNERSHIP INVESTMENTS | -47,025.                    | -47,025.                          |                               |
| UNRELATED BUSINESS INCOME (LOSS)                                  |                             |                                   |                               |
| PASSTHROUGH FROM LIMITED<br>PARTNERSHIPS                          | 1,724.                      | 0.                                |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11                             | -29,130.                    | -30,854.                          |                               |



| FORM 990-PF                | LEGAL FEES                   |                                   |                               | STATEMENT                     | 4 |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| LEGAL FEES                 | 52,668.                      | 15,060.                           |                               | 34,608.                       |   |
| TO FM 990-PF, PG 1, LN 16A | 52,668.                      | 15,060.                           |                               | 34,608.                       |   |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ACCOUNTING FEES              | 22,432.                      | 11,216.                           |                               | 11,216.                       |   |
| TO FORM 990-PF, PG 1, LN 16B | 22,432.                      | 11,216.                           |                               | 11,216.                       |   |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 6 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| INVESTMENT ADVISORY FEES     | 237,792.                     | 237,792.                          |                               | 0.                            |   |
| PROGRAM CONSULTANTS          | 39,751.                      | 0.                                |                               | 39,751.                       |   |
| TO FORM 990-PF, PG 1, LN 16C | 277,543.                     | 237,792.                          |                               | 39,751.                       |   |

| FORM 990-PF                                      | TAXES                        |                                   |                               | STATEMENT                     | 7 |
|--------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                                      | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| PAYROLL TAXES                                    | 19,643.                      | 0.                                |                               | 19,643.                       |   |
| FOREIGN TAX EXPENSE -<br>PASSED THROUGH FROM K-1 | 9,074.                       | 9,074.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18                      | 28,717.                      | 9,074.                            |                               | 19,643.                       |   |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 8 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| VENUE EXPENSES              | 29,406.                      | 0.                                |                               | 29,406.                       |   |
| SPEAKER HONORARIUM          | 72,679.                      | 0.                                |                               | 72,679.                       |   |
| HONORARIUM FOR SELECTORS    | 6,000.                       | 0.                                |                               | 6,000.                        |   |
| PUBLIC RELATIONS            | 10,000.                      | 0.                                |                               | 10,000.                       |   |
| ADVERTISING                 | 4,975.                       | 0.                                |                               | 4,975.                        |   |
| INSURANCE                   | 6,295.                       | 0.                                |                               | 6,295.                        |   |
| MEMBERSHIP DUES             | 110.                         | 0.                                |                               | 110.                          |   |
| OFFICE EXPENSES             | 12,370.                      | 0.                                |                               | 12,370.                       |   |
| SUBSCRIPTIONS & BOOKS       | 15,383.                      | 0.                                |                               | 15,383.                       |   |
| WEBSITE COSTS               | 32,427.                      | 0.                                |                               | 32,427.                       |   |
| FILING FEE                  | 1,500.                       | 0.                                |                               | 1,500.                        |   |
| TAX REFUND                  | -554.                        | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 23 | 190,591.                     | 0.                                |                               | 191,145.                      |   |

| FORM 990-PF                                | CORPORATE STOCK |  | STATEMENT            | 9 |
|--------------------------------------------|-----------------|--|----------------------|---|
| DESCRIPTION                                | BOOK VALUE      |  | FAIR MARKET<br>VALUE |   |
| PUBLICLY TRADED EQUITIES - SEE STATEMENT A | 3,639,946.      |  | 3,639,946.           |   |
| PUBLICLY TRADED EQUITIES - SEE STATEMENT B | 2,279,987.      |  | 2,279,987.           |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10B    | 5,919,933.      |  | 5,919,933.           |   |

| FORM 990-PF                               | OTHER INVESTMENTS   |            | STATEMENT            | 10 |
|-------------------------------------------|---------------------|------------|----------------------|----|
| DESCRIPTION                               | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |    |
| TIFF SHORT TERM TRUST                     | FMV                 | 257,138.   | 257,138.             |    |
| HIGHCLERE INTERNATIONAL INVESTORS         | FMV                 | 2,216,504. | 2,216,504.           |    |
| TIFF PARTNERS II, LLC                     | FMV                 | 107,773.   | 107,773.             |    |
| TIFF PARTNERS III, LLC                    | FMV                 | 434,788.   | 434,788.             |    |
| TIFF PARTNERS IV, LLC                     | FMV                 | 1,055,458. | 1,055,458.           |    |
| TIFF PRIVATE EQUITY PARTNERS 2008,<br>LLC | FMV                 | 1,040,331. | 1,040,331.           |    |
| TIFF PRIVATE EQUITY PARTNERS 2007,<br>LLC | FMV                 | 1,303,996. | 1,303,996.           |    |
| DODGE & COX INCOME FUND                   | FMV                 | 6,762,923. | 6,762,923.           |    |

|                                        |     |             |             |
|----------------------------------------|-----|-------------|-------------|
| OCTAVIAN OFFSHORE FUND                 | FMV | 3,317,802.  | 3,317,802.  |
| NORTH RUN OFFSHORE PARTNERS, LTD       | FMV | 2,136,271.  | 2,136,271.  |
| PROSPECT HARBOR                        | FMV | 297,280.    | 297,280.    |
| VANGUARD SHORT TERM BOND INDEX FUND    | FMV | 3,940,511.  | 3,940,511.  |
| SIRIOS OVERSEAS FUND                   | FMV | 1,818,751.  | 1,818,751.  |
| SANDERSON ASSET MANAGEMENT             | FMV | 2,052,233.  | 2,052,233.  |
| TIFF PARTNERS I, LLC                   | FMV | 23,938.     | 23,938.     |
| REGIMENT CAPITAL, LTD.                 | FMV | 1,622,112.  | 1,622,112.  |
| ASIAN CENTURY QUEST OFFSHORE FUND      | FMV | 1,397,611.  | 1,397,611.  |
| VANGUARD INSTITUTIONAL INDEX FUND      | FMV | 8,451,471.  | 8,451,471.  |
| HENDERSON INTERNATIONAL EQUITY FUND    | FMV | 2,025,026.  | 2,025,026.  |
| MFS GLOBAL EQUITY FUND                 | FMV | 2,464,547.  | 2,464,547.  |
| SOUTH PAW CREDIT OPPORTUNITY FUND      | FMV | 1,915,139.  | 1,915,139.  |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |     | 44,641,603. | 44,641,603. |

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

| NAME AND ADDRESS                                                                                                  | TITLE AND<br>AVRG HRS/WK          | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|-------------------------------------------------------------------------------------------------------------------|-----------------------------------|-------------------|------------------------------|--------------------|
| ROBERT L. BELKNAP<br>C/O MRS. GILES WHITING FOUNDATION<br>1133 AVENUE OF THE AMERICAS<br>NEW YORK, NY 100366710   | PRESIDENT/TRUSTEE<br>5.00         | 31,000.           | 0.                           | 0.                 |
| JOHN N. IRWIN III<br>C/O MRS. GILES WHITING FOUNDATION<br>1133 AVENUE OF THE AMERICAS<br>NEW YORK, NY 100366710   | VP/TREASURER/TRUSTEE<br>2.00      | 0.                | 0.                           | 0.                 |
| KATE DOUGLAS TORREY<br>C/O MRS. GILES WHITING FOUNDATION<br>1133 AVENUE OF THE AMERICAS<br>NEW YORK, NY 100366710 | VICE-PRESIDENT/TRUSTEE<br>2.00    | 0.                | 0.                           | 0.                 |
| ROBIN KRAUSE<br>C/O MRS. GILES WHITING FOUNDATION<br>1133 AVENUE OF THE AMERICAS<br>NEW YORK, NY 100366710        | SECRETARY/ASST. TREASURER<br>2.00 | 0.                | 0.                           | 0.                 |
| ANTONIA M. GRUMBACH<br>C/O MRS. GILES WHITING FOUNDATION<br>1133 AVENUE OF THE AMERICAS<br>NEW YORK, NY 100366710 | VICE-PRESIDENT/TRUSTEE<br>1.00    | 0.                | 0.                           | 0.                 |

|                                                                                                              |                                    |    |    |    |
|--------------------------------------------------------------------------------------------------------------|------------------------------------|----|----|----|
| PETER PENNOYER<br>C/O MRS. GILES WHITING FOUNDATION<br>1133 AVENUE OF THE AMERICAS<br>NEW YORK, NY 100366710 | VICE-PRESIDENT/TRUSTEE<br><br>2.00 | 0. | 0. | 0. |
|--------------------------------------------------------------------------------------------------------------|------------------------------------|----|----|----|

|                                                                                                                |                                              |          |    |    |
|----------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------|----|----|
| KELLYE ROSENHEIM<br>C/O MRS. GILES WHITING FOUNDATION<br>1133 AVENUE OF THE AMERICAS<br>NEW YORK, NY 100366710 | ASST. SECRETARY/ASST. TREASURER<br><br>40.00 | 106,386. | 0. | 0. |
|----------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------|----|----|

|                                              |  |          |    |    |
|----------------------------------------------|--|----------|----|----|
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII |  | 137,386. | 0. | 0. |
|----------------------------------------------|--|----------|----|----|

|             |                                                  |              |
|-------------|--------------------------------------------------|--------------|
| FORM 990-PF | GRANTS AND CONTRIBUTIONS<br>PAID DURING THE YEAR | STATEMENT 12 |
|-------------|--------------------------------------------------|--------------|

| RECIPIENT NAME AND ADDRESS                                                  | RECIPIENT RELATIONSHIP<br>AND PURPOSE OF GRANT                        | RECIPIENT<br>STATUS            | AMOUNT   |
|-----------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|----------|
| YALE UNIVERSITY<br>320 YORK STREET<br>NEW HAVEN, CT 06511                   | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 70,000.  |
| YALE UNIVERSITY<br>320 YORK STREET<br>NEW HAVEN, CT 06511                   | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 280,000. |
| YADDO<br>P.O. BOX 395<br>SARASOTA SPRINGS, NY 12866                         | NONE<br>WRITERS IN RESIDENCE<br>AID                                   | 501(C)(3)<br>PUBLIC<br>CHARITY | 20,000.  |
| WILDLIFE CONSERVATION SOCIETY<br>2300 SOUTHERN BOULEVARD BRONX,<br>NY 10460 | NONE<br>GENERAL SUPPORT                                               | 501(C)(3)<br>PUBLIC<br>CHARITY | 5,000.   |
| UNIVERSITY OF CHICAGO<br>1050 EAST 59TH STREET<br>CHICAGO, IL 60637         | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 35,000.  |
| UNIVERSITY OF CHICAGO<br>1050 EAST 59TH STREET<br>CHICAGO, IL 60637         | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 179,000. |

|                                                                                                                    |                                                                       |                                |          |
|--------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|----------|
| STANFORD UNIVERSITY<br>MAIN QUAD, BUILDING 1<br>STANFORD, CA 94305                                                 | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 20,000.  |
| STANFORD UNIVERSITY<br>MAIN QUAD, BUILDING 1<br>STANFORD, CA 94305                                                 | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 173,000. |
| SHANE MCCRAE - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036          | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| SCOTT BLACKWOOD - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036       | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| SAID SAYRAFIEZADEH - C/O MRS.<br>GILES WHITING FOUNDATION, 1133<br>AVENUE OF THE AMERICAS NEW<br>YORK, NY 10036    | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| RYAN CALL - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036             | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| RATTAWUT LAPCHROENSAP - C/O MRS.<br>GILES WHITING FOUNDATION, 1133<br>AVENUE OF THE AMERICAS NEW<br>YORK, NY 10036 | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| PRINCETON UNIVERSITY<br>205 NASSAU HALL<br>P.O. BOX 255<br>PRINCETON, NJ 08540                                     | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 40,000.  |
| PRINCETON UNIVERSITY<br>205 NASSAU HALL<br>P.O. BOX 255<br>PRINCETON, NJ 08540                                     | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 226,000. |
| POETS HOUSE<br>72 SPRING STREET NEW YORK, NY<br>10012                                                              | NONE<br>GENERAL SUPPORT                                               | 501(C)(3)<br>PUBLIC<br>CHARITY | 10,000.  |

|                                                                                                             |                                                  |                                |         |
|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------|---------|
| POETS & WRITERS<br>72 SPRING STREET NEW YORK, NY<br>10012                                                   | NONE<br>GENERAL SUPPORT                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 5,000.  |
| PEN AMERICAN CENTER<br>568 BROADWAY NEW YORK, NY 10012                                                      | NONE<br>GENERAL SUPPORT                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 5,000.  |
| PAUL CLEMENS - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036   | NONE<br>WHITING WRITERS' AWARD                   | INDIVIDUAL                     | 25,000. |
| NEW YORK PUBLIC LIBRARY<br>FIFTH AVENUE AND 42ND STREET<br>NEW YORK, NY 10018                               | NONE<br>CULLMAN CENTER FOR<br>SCHOLARS & WRITERS | 501(C)(3)<br>PUBLIC<br>CHARITY | 65,000. |
| MICHAEL DAHLIE - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036 | NONE<br>WHITING WRITERS' AWARD                   | INDIVIDUAL                     | 25,000. |
| MATT DONOVAN - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036   | NONE<br>WHITING WRITERS' AWARD                   | INDIVIDUAL                     | 25,000. |
| MACDOWELL COLONY<br>163 EAST 83RD STREET<br>NEW YORK, NY 10028                                              | NONE<br>WRITERS IN RESIDENCE<br>AID              | 501(C)(3)<br>PUBLIC<br>CHARITY | 35,000. |
| LYDIA PEELE - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036    | NONE<br>WHITING WRITERS' AWARD                   | INDIVIDUAL                     | 25,000. |
| LB THOMPSON - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036    | NONE<br>WHITING WRITERS' AWARD                   | INDIVIDUAL                     | 25,000. |
| KERRI WEBSTER - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036  | NONE<br>WHITING WRITERS' AWARD                   | INDIVIDUAL                     | 25,000. |

|                                                                                                                |                                                                       |                                |          |
|----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|----------|
| KENYON COLLEGE<br>RANSOM HALL<br>GAMBIER, OH 43022                                                             | NONE<br>TEACHING FELLOWSHIPS                                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 100,000. |
| JANE SPRINGER - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036     | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| INSTITUTE OF CLASSICAL<br>ARCHITECTURE<br>164 FIFTH AVENUE<br>NEW YORK, NY 10010                               | NONE<br>GENERAL SUPPORT                                               | 501(C)(3)<br>PUBLIC<br>CHARITY | 5,000.   |
| HARVARD UNIVERSITY<br>UNIVERSITY HALL 18<br>CAMBRIDGE, MA 02138                                                | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 45,000.  |
| HARVARD UNIVERSITY<br>UNIVERSITY HALL 18<br>CAMBRIDGE, MA 02138                                                | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 278,000. |
| FINE ARTS WORK CENTER IN<br>PROVINCETOWN<br>24 PEARL STREET PROVINCETOWN,<br>MA 02657                          | NONE<br>WRITERS RESIDENCIES<br>GRANTS                                 | 501(C)(3)<br>PUBLIC<br>CHARITY | 15,000.  |
| ELIF BATUMAN - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036      | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| EDUARDO C. CORRAL - C/O MRS.<br>GILES WHITING FOUNDATION, 1133<br>AVENUE OF THE AMERICAS NEW<br>YORK, NY 10036 | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| DON MEE CHOI - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036      | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| DEREK WAYNE - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036       | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |

|                                                                                                            |                                                                       |                                |          |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|----------|
| DAVID ADJMI - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036   | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| DANIEL OROZCO - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036 | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| COLUMBIA UNIVERSITY<br>535 W.116TH STREET<br>NEW YORK, NY 10027                                            | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 55,000.  |
| COLUMBIA UNIVERSITY<br>535 W.116TH STREET<br>NEW YORK, NY 10027                                            | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 282,000. |
| CENTURY ASSOCIATION FOUNDATION<br>7 WEST 43RD STREET NEW YORK, NY<br>10036                                 | NONE<br>GENERAL SUPPORT                                               | 501(C)(3)<br>PUBLIC<br>CHARITY | 1,000.   |
| CENTER FOR REPRODUCTIVE RIGHTS<br>120 WALL STREET NEW YORK, NY<br>10005                                    | NONE<br>GENERAL SUPPORT                                               | 501(C)(3)<br>PUBLIC<br>CHARITY | 1,000.   |
| CAVE CANEM<br>39 JANE STREET APT.GB NEW YORK,<br>NY 10014                                                  | NONE<br>GENERAL SUPPORT                                               | 501(C)(3)<br>PUBLIC<br>CHARITY | 10,000.  |
| BRYN MAWR COLLEGE<br>101 NORTH MERION AVENUE<br>BRYN MAWR, PA 19010                                        | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 15,000.  |
| BROOKLYN COLLEGE FOUNDATION<br>2900 BEDFORD AVENUE<br>BROOKLYN, NY 11234                                   | NONE<br>TEACHING FELLOWSHIPS                                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 150,000. |
| BATES COLLEGE<br>2 ANDREWS ROAD LEWISTON, ME<br>04240-6028                                                 | NONE<br>TEACHING FELLOWSHIPS                                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 100,000. |



|                                                                                                         |                                               |                                |          |
|---------------------------------------------------------------------------------------------------------|-----------------------------------------------|--------------------------------|----------|
| BARUCH COLLEGE<br>ONE BARNARD BARUCH WAY NEW<br>YORK, NY 10014                                          | NONE<br>TEACHING FELLOWSHIPS                  | 501(C)(3)<br>PUBLIC<br>CHARITY | 150,000. |
| AMY LEACH - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036  | NONE<br>WHITING WRITERS' AWARD                | INDIVIDUAL                     | 25,000.  |
| AMY HERZOG - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036 | NONE<br>WHITING WRITERS' AWARD                | INDIVIDUAL                     | 25,000.  |
| AMERICANS UNITED FOR THE<br>SEPARATION OF CHURCH AND STATE<br>518 C STREET NE WASHINGTON, DC<br>20002   | NONE<br>GENERAL SUPPORT                       | 501(C)(3)<br>PUBLIC<br>CHARITY | 1,000.   |
| AMERICAN UNIVERSITY OF BEIRUT<br>CHURCH STREET STATION, PO BOX<br>4011 NEW YORK, NY 10277               | NONE<br>GENERAL SUPPORT                       | 501(C)(3)<br>PUBLIC<br>CHARITY | 1,000.   |
| AMERICAN ASSOCIATION OF<br>UNIVERSITY PRESSES<br>71 WEST 23RD STREET, SUITE 901<br>NEW YORK, NY 10010   | NONE<br>PROFESSIONAL<br>DEVELOPMENT WORKSHOPS | 501(C)(3)<br>PUBLIC<br>CHARITY | 10,000.  |
| ALLIANCE FOR JUSTICE<br>11 DUPONT CIRCLE, NW<br>WASHINGTON, DC 20002                                    | NONE<br>GENERAL SUPPORT                       | 501(C)(3)<br>PUBLIC<br>CHARITY | 1,000.   |
| ACADEMY OF AMERICAN POETS<br>75 MAIDEN LANE, SUITE 901 NEW<br>YORK, NY 10038                            | NONE<br>WRITERS RESIDENCIES<br>GRANTS         | 501(C)(3)<br>PUBLIC<br>CHARITY | 10,000.  |

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

2,898,000.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 13

| RECIPIENT NAME AND ADDRESS                                                                               | RECIPIENT RELATIONSHIP<br>AND PURPOSE OF GRANT                        | RECIPIENT<br>STATUS            | AMOUNT   |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|----------|
| YALE UNIVERSITY<br>320 YORK STREET<br>NEW HAVEN, CT 06511                                                | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 25,000.  |
| YALE UNIVERSITY<br>320 YORK STREET<br>NEW HAVEN, CT 06511                                                | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 141,250. |
| UNIVERSITY OF CHICAGO<br>1050 EAST 59TH STREET<br>CHICAGO, IL 60637                                      | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 25,000.  |
| UNIVERSITY OF CHICAGO<br>1050 EAST 59TH STREET<br>CHICAGO, IL 60637                                      | NONE<br>WHITING FELLOWS<br>ASSOCIATION                                | 501(C)(3)<br>PUBLIC<br>CHARITY | 1,500.   |
| UNIVERSITY OF CHICAGO<br>1050 EAST 59TH STREET<br>CHICAGO, IL 60637                                      | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 141,250. |
| TEDDY WAYNE - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036 | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| STANFORD UNIVERSITY<br>MAIN QUAD, BUILDING 1<br>STANFORD, CA 94305                                       | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 15,000.  |
| STANFORD UNIVERSITY<br>MAIN QUAD, BUILDING 1<br>STANFORD, CA 94305                                       | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 84,750.  |

|                                                                                                              |                                                                       |                                |          |
|--------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|----------|
| SHANE MCCRAE - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036    | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| SCOTT BLACKWOOD - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036 | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| RYAN CALL - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036       | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| PRINCETON UNIVERSITY<br>205 NASSAU HALL<br>P.O. BOX 255<br>PRINCETON, NJ 08540                               | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 25,000.  |
| PRINCETON UNIVERSITY<br>205 NASSAU HALL<br>P.O. BOX 255<br>PRINCETON, NJ 08540                               | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 141,250. |
| PAUL CLEMENS - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036    | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| MACDOWELL COLONY<br>163 EAST 83RD STREET<br>NEW YORK, NY 10028                                               | NONE<br>WRITERS' RESIDENCIES<br>GRANTS                                | 501(C)(3)<br>PUBLIC<br>CHARITY | 35,000.  |
| KERRI WEBSTER - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036   | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| KENYON COLLEGE<br>RANSOM HALL<br>GAMBIER, OH 43022                                                           | NONE<br>TEACHING FELLOWSHIP                                           | 501(C)(3)<br>PUBLIC<br>CHARITY | 200,000. |
| HARVARD UNIVERSITY<br>UNIVERSITY HALL 18<br>CAMBRIDGE, MA 02138                                              | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 25,000.  |

|                                                                                                                |                                                                       |                                |          |
|----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|----------|
| HARVARD UNIVERSITY<br>UNIVERSITY HALL 18<br>CAMBRIDGE, MA 02138                                                | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 141,250. |
| EDUARDO C. CORRAL - C/O MRS.<br>GILES WHITING FOUNDATION, 1133<br>AVENUE OF THE AMERICAS NEW<br>YORK, NY 10036 | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| DON MEE CHOI - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036      | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| DANIEL OROZCO - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036     | NONE<br>WHITING WRITERS' AWARD                                        | INDIVIDUAL                     | 25,000.  |
| COLUMBIA UNIVERSITY<br>535 W.116TH STREET<br>NEW YORK, NY 10027                                                | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 25,000.  |
| COLUMBIA UNIVERSITY<br>535 W.116TH STREET<br>NEW YORK, NY 10027                                                | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 141,250. |
| BRYN MAWR COLLEGE<br>101 NORTH MERION AVENUE<br>BRYN MAWR, PA 19010                                            | NONE<br>GRANTS-IN-AID FOR<br>WHITING FELLOWSHIPS IN<br>THE HUMANITIES | 501(C)(3)<br>PUBLIC<br>CHARITY | 10,000.  |
| BRYN MAWR COLLEGE<br>101 NORTH MERION AVENUE<br>BRYN MAWR, PA 19010                                            | NONE<br>WHITING FELLOWS IN THE<br>HUMANITIES                          | 501(C)(3)<br>PUBLIC<br>CHARITY | 565,000. |
| BROOKLYN COLLEGE<br>2900 BEDFORD AVENUE<br>BROOKLYN, NY 11234                                                  | NONE<br>TEACHING FELLOWSHIP                                           | 501(C)(3)<br>PUBLIC<br>CHARITY | 300,000. |
| BATES COLLEGE<br>2 ANDREWS ROAD LEWISTON, ME<br>04240-6028                                                     | NONE<br>TEACHING FELLOWSHIP                                           | 501(C)(3)<br>PUBLIC<br>CHARITY | 200,000. |

|                                                                |                             |                                |          |
|----------------------------------------------------------------|-----------------------------|--------------------------------|----------|
| BARUCH COLLEGE<br>ONE BARNARD BARUCH WAY NEW<br>YORK, NY 10014 | NONE<br>TEACHING FELLOWSHIP | 501(C)(3)<br>PUBLIC<br>CHARITY | 300,000. |
|----------------------------------------------------------------|-----------------------------|--------------------------------|----------|

|                                                               |                                               |                                |         |
|---------------------------------------------------------------|-----------------------------------------------|--------------------------------|---------|
| ASSOCIATION OF AMERICAN<br>UNIVERSITY PRESSES<br>NEW YORK, NY | NONE<br>PROFESSIONAL<br>DEVELOPMENT WORKSHOPS | 501(C)(3)<br>PUBLIC<br>CHARITY | 10,000. |
|---------------------------------------------------------------|-----------------------------------------------|--------------------------------|---------|

|                                                                                                         |                                |            |         |
|---------------------------------------------------------------------------------------------------------|--------------------------------|------------|---------|
| AMY HERZOG - C/O MRS. GILES<br>WHITING FOUNDATION, 1133 AVENUE<br>OF THE AMERICAS NEW YORK, NY<br>10036 | NONE<br>WHITING WRITERS' AWARD | INDIVIDUAL | 25,000. |
|---------------------------------------------------------------------------------------------------------|--------------------------------|------------|---------|

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

2,802,500.

WHITING FOUNDATION

FIDUCIARY TRUST COMPANY INTERNATIONAL  
ASSET STATEMENT (WITH UNREALIZED G/L)

PAGE 2

U.S. Dollar

TRADE DATE BASIS

AS OF NOV 30 2011

BASE CURRENCY: U S DOLLAR

F1416 11/30/11  
EIA #: 13-6154484

Unrealized Gain/Loss

| Units     | Description                           | Local Cost<br>Base Cost | Local Price<br>Exchange Rate | Local Market Value<br>Base Market Value | Local G/L  |            | Base Capital G/L |            | Accrued Income<br>Local/Base |
|-----------|---------------------------------------|-------------------------|------------------------------|-----------------------------------------|------------|------------|------------------|------------|------------------------------|
|           |                                       |                         |                              |                                         | Total      | Base       | Base             | Base       |                              |
| 650 00    | AMC NETWORKS INC                      | 4,962.97                | 36.00000                     | 23,400.00                               | 18,437.03  | 18,437.03  | 18,437.03        | 18,437.03  | 0.00                         |
| 3,100.00  | ARRIS GROUP INC                       | 29,254.08               | 10.75000                     | 33,325.00                               | 4,070.92   | 4,070.92   | 4,070.92         | 4,070.92   | 0.00                         |
| 12,500.00 | ATWEL CORP                            | 55,292.55               | 8.87000                      | 110,875.00                              | 55,582.45  | 55,582.45  | 55,582.45        | 55,582.45  | 0.00                         |
| 2,200 00  | AVNET INC                             | 62,300.71               | 29.79000                     | 65,538.00                               | 3,237.29   | 3,237.29   | 3,237.29         | 3,237.29   | 0 00                         |
| 640.00    | BAKER HUGHES INC                      | 42,827.12               | 54.61000                     | 34,950.40                               | -7,876.72  | -7,876.72  | -7,876.72        | -7,876.72  | 0.00                         |
| 3,400.00  | BELO CORP SER A                       | 5,918.04                | 5.85000                      | 19,890.00                               | 13,971.96  | 13,971.96  | 13,971.96        | 13,971.96  | 170 00                       |
| 600.00    | BILL BARRETT CORP                     | 31,166.20               | 39.00000                     | 23,400.00                               | -7,766.20  | -7,766.20  | -7,766.20        | -7,766.20  | 0.00                         |
| 1,000.00  | BRINK'S CO                            | 20,210.50               | 24.62000                     | 24,620.00                               | 4,409.50   | 4,409.50   | 4,409.50         | 4,409.50   | 100.00                       |
| 2,500.00  | BROOKS AUTOMATION INC                 | 38,247.25               | 9.54000                      | 23,850.00                               | -14,397.25 | -14,397.25 | -14,397.25       | -14,397.25 | 0.00                         |
| 4,900.00  | C A E INC                             | 22,548.82               | 9.94000                      | 48,706.00                               | 26,157.18  | 26,157.18  | 26,157.18        | 26,157.18  | 0.00                         |
| 2,700.00  | CABLEVISION SYSTEMS NEW YORK GRP CL A | 13,588.80               | 15.00000                     | 40,500.00                               | 26,911.20  | 26,911.20  | 26,911.20        | 26,911.20  | 405.00                       |
| 3,200.00  | CAMECO CORP                           | 13,257.28               | 18.94000                     | 60,608.00                               | 47,350.72  | 47,350.72  | 47,350.72        | 47,350.72  | 0.00                         |
| 17,900.00 | CINCINNATI BELL INC                   | 56,409.06               | 2.94000                      | 52,626.00                               | -3,783.06  | -3,783.06  | -3,783.06        | -3,783.06  | 0.00                         |
| 1,000.00  | COGNEX CORP                           | 19,959.00               | 35.67000                     | 35,670.00                               | 15,711.00  | 15,711.00  | 15,711.00        | 15,711.00  | 100.00                       |
| 1,300 00  | CUMMINS INC                           | 9,304.75                | 96.33000                     | 125,229.00                              | 115,924.25 | 115,924.25 | 115,924.25       | 115,924.25 | 520.00                       |

Equities

Common Stock

## WHITING FOUNDATION

BASE CURRENCY: U.S. DOLLAR

FIDUCIARY TRUST COMPANY INTERNATIONAL  
ASSET STATEMENT (WITH UNREALIZED G/L)

U.S. Dollar

TRADE DATE BASIS

AS OF NOV 30 2011

PAGE 3

F/Y/E 11/30/11

EIN # 13-6154484

## Unrealized Gain/Loss

| Units                | Description                       | Local Cost | Local Price   | Local Market Value | Unrealized Gain/Loss |                  |                   | Accrued Income |
|----------------------|-----------------------------------|------------|---------------|--------------------|----------------------|------------------|-------------------|----------------|
|                      |                                   |            |               |                    | Total Base G/L       | Base Capital G/L | Base Currency G/L |                |
|                      |                                   | Base Cost  | Exchange Rate | Base Market Value  |                      |                  |                   | Local/Base     |
| Equities (Cont )     |                                   |            |               |                    |                      |                  |                   |                |
| Common Stock (Cont.) |                                   |            |               |                    |                      |                  |                   |                |
|                      | 800.00 DIEBOLD INC                | 20,231.20  | 30.17000      | 24,136.00          | 3,904.80             | 3,904.80         |                   | 224.00         |
|                      | 2,555.00 DISCOVERY COMMUNICATIONS | 37,012.63  | 37.84000      | 96,681.20          | 59,668.57            | 59,668.57        |                   | 0.00           |
|                      | INC CL C                          |            |               |                    |                      |                  |                   |                |
|                      | 1,850.00 FLUSHING FINL CORP       | 20,482.65  | 12.94000      | 23,939.00          | 3,456.35             | 3,456.35         |                   | 0.00           |
|                      | 2,000.00 FOSTER WHEELER AG        | 47,889.28  | 18.55000      | 37,100.00          | -10,789.28           | -10,789.28       |                   | 0.00           |
|                      | 3,700.00 GANNETT CO INC           | 54,220.41  | 10.86000      | 40,182.00          | -14,038.41           | -14,038.41       |                   | 0.00           |
|                      | 1,100.00 GOODRICH CORPORATION     | 38,427.67  | 122.01000     | 134,211.00         | 95,783.33            | 95,783.33        |                   | 319.00         |
|                      | 6,900.00 HARMONIC INC             | 48,506.86  | 5.37000       | 37,053.00          | -11,453.86           | -11,453.86       |                   | 0.00           |
|                      | 800.00 HEIDRICK & STRUGGLES INTL  | 12,349.04  | 21.30000      | 17,040.00          | 4,690.96             | 4,690.96         |                   | 0.00           |
|                      | INC                               |            |               |                    |                      |                  |                   |                |
|                      | 1,500.00 HELMERICH & PAYNE INC    | 20,339.00  | 56.96000      | 85,440.00          | 65,101.00            | 65,101.00        |                   | 105.00         |
|                      | 2,500.00 HEXCEL CORP NEW          | 58,812.61  | 24.92000      | 62,300.00          | 3,487.39             | 3,487.39         |                   | 0.00           |
|                      | 900.00 IAC/INTERACTIVECORP        | 14,614.65  | 41.88000      | 37,692.00          | 23,077.35            | 23,077.35        |                   | 108.00         |
|                      | 1,800.00 IMMUNOGEN INC            | 15,343.20  | 12.15000      | 21,870.00          | 6,526.80             | 6,526.80         |                   | 0.00           |
|                      | 2,200.00 INTERMEC INC             | 46,824.64  | 7.34000       | 16,148.00          | -30,676.64           | -30,676.64       |                   | 0.00           |
|                      | 3,700.00 ION GEOPHYSICAL CORP     | 50,657.92  | 5.81000       | 21,497.00          | -29,160.92           | -29,160.92       |                   | 0.00           |
|                      | 3,400.00 ISIS PHARMACEUTICALS INC | 44,021.80  | 7.42000       | 25,228.00          | -18,793.80           | -18,793.80       |                   | 0.00           |
|                      | 1,100.00 KANSAS CITY SOUTHERN     | 15,102.23  | 68.03000      | 74,833.00          | 59,730.77            | 59,730.77        |                   | 0.00           |
|                      | 1,500.00 LAM RESEARCH CORP        | 30,968.85  | 40.77000      | 61,155.00          | 30,186.15            | 30,186.15        |                   | 0.00           |
|                      | 3,100.00 LAS VEGAS SANDS CORP     | 13,964.57  | 46.71000      | 144,801.00         | 130,836.43           | 130,836.43       |                   | 0.00           |
|                      | 1,100.00 LAZARD LTD               | 40,835.77  | 25.82000      | 28,402.00          | -12,433.77           | -12,433.77       |                   | 0.00           |
|                      | 1,600.00 LEVEL 3 COMMUNICATIONS   | 21,018.20  | 20.61000      | 32,976.00          | 11,957.80            | 11,957.80        |                   | 0.00           |
|                      | INC                               |            |               |                    |                      |                  |                   |                |

STATEMENT A(2)15

FIDUCIARY TRUST COMPANY INTERNATIONAL  
ASSET STATEMENT (WITH UNREALIZED G/L)

PAGE 4

U.S Dollar  
TRADE DATE BASIS  
AS OF NOV 30 2011

BASE CURRENCY: U S. DOLLAR

Flye 11/30/11  
EIN# 13-6154484

Unrealized Gain/Loss

| Units                | Description                              | Local Cost | Local Price   | Local Market Value | Local G/L      | Base Capital G/L  | Accrued Income |
|----------------------|------------------------------------------|------------|---------------|--------------------|----------------|-------------------|----------------|
|                      |                                          | Base Cost  | Exchange Rate | Base Market Value  | Total Base G/L | Base Currency G/L | Local/Base     |
| Equities (Cont.)     |                                          |            |               |                    |                |                   |                |
| Common Stock (Cont ) |                                          |            |               |                    |                |                   |                |
| 600.00               | LIBERTY MEDIA CORP -<br>LIBERTY CAP CL A | 6,630.06   | 76.28000      | 45,768.00          | 39,137.94      | 39,137.94         | 0.00           |
| 3,700.00             | LIN TV CORP CL A                         | 35,287.48  | 3.41000       | 12,617.00          | -22,670.48     | -22,670.48        | 0.00           |
| 7,300.00             | LSI CORP                                 | 31,125.92  | 5.62000       | 41,026.00          | 9,900.08       | 9,900.08          | 0.00           |
| 625.00               | MADISON SQUARE GARDEN INC<br>CL A        | 3,581.92   | 29.12000      | 18,200.00          | 14,618.08      | 14,618.08         | 0.00           |
| 1,400.00             | MEADWESTVACO CORP                        | 37,643.50  | 29.85000      | 41,790.00          | 4,146.50       | 4,146.50          | 350.00         |
| 4,800.00             | MICROMET INC                             | 31,002.58  | 6.13000       | 29,424.00          | -1,578.58      | -1,578.58         | 0.00           |
| 1,400.00             | MOSAIC CO                                | 54,741.68  | 52.76000      | 73,864.00          | 19,122.32      | 19,122.32         | 0.00           |
| 2,300.00             | MYRIAD GENETICS INC                      | 34,569.94  | 21.25000      | 48,875.00          | 14,305.06      | 14,305.06         | 0.00           |
| 1,900.00             | NORTH AMERICAN ENERGY<br>PARTNERS INC    | 21,417.31  | 6.92000       | 13,148.00          | -8,269.31      | -8,269.31         | 0.00           |
| 2,000.00             | NOVELLUS SYSTEMS INC COM                 | 47,654.84  | 34.62000      | 69,240.00          | 21,585.16      | 21,585.16         | 0.00           |
| 1,500.00             | ONYX PHARMACEUTICALS INC                 | 38,848.55  | 44.10000      | 66,150.00          | 27,301.45      | 27,301.45         | 0.00           |
| 5,700.00             | ORIENT EXPRESS HOTELS LTD<br>CL A SHS    | 57,302.54  | 7.19000       | 40,983.00          | -16,319.54     | -16,319.54        | 0.00           |
| 1,800.00             | PALL CORP                                | 44,100.00  | 54.49000      | 98,082.00          | 53,982.00      | 53,982.00         | 0.00           |
| 800.00               | PRECISION CASTPARTS CORP                 | 10,069.36  | 164.75000     | 131,800.00         | 121,730.64     | 121,730.64        | 0.00           |
| 2,700.00             | RADVISION LTD                            | 19,278.00  | 4.79000       | 12,933.00          | -6,345.00      | -6,345.00         | 0.00           |
| 1,400.00             | RAYMOND JAMES FINANCIAL<br>INC           | 24,024.72  | 29.81000      | 41,734.00          | 17,709.28      | 17,709.28         | 0.00           |
| 2,200.00             | REGENERON PHARMACEUTICALS<br>INC         | 34,635.42  | 59.42000      | 130,724.00         | 96,088.58      | 96,088.58         | 0.00           |

STATEMENT A (2)



FIDUCIARY TRUST COMPANY INTERNATIONAL  
ASSET STATEMENT (WITH UNREALIZED G/L)

PAGE 5

U.S. Dollar  
TRADE DATE BASIS  
AS OF NOV 30 2011

BASE CURRENCY: U.S. DOLLAR

F/y16 11/30/11  
EIN # 13-6154484

| Units                | Description                          | Local Cost<br>Base Cost | Local Price<br>Exchange Rate | Local Market Value<br>Base Market Value | Unrealized Gain/Loss |            |                                       | Accrued Income<br>Local/Base |  |  |  |  |  |
|----------------------|--------------------------------------|-------------------------|------------------------------|-----------------------------------------|----------------------|------------|---------------------------------------|------------------------------|--|--|--|--|--|
|                      |                                      |                         |                              |                                         | Total Base G/L       | Local G/L  | Base Capital G/L<br>Base Currency G/L |                              |  |  |  |  |  |
| Equities (Cont.)     |                                      |                         |                              |                                         |                      |            |                                       |                              |  |  |  |  |  |
| Common Stock (Cont.) |                                      |                         |                              |                                         |                      |            |                                       |                              |  |  |  |  |  |
| 4,900.00             | RF MICRO DEVICES INC                 | 29,982.73               | 6.23000                      | 30,527.00                               | 544.27               | 544.27     | 544.27                                | 0.00                         |  |  |  |  |  |
| 1,300.00             | ROBERT HALF INTERNATIONAL<br>INC     | 39,930.14               | 26.49000                     | 34,437.00                               | -5,493.14            | -5,493.14  | -5,493.14                             | 182.00                       |  |  |  |  |  |
| 1,600.00             | ROWAN COS INC                        | 46,157.24               | 33.91000                     | 54,256.00                               | 8,098.76             | 8,098.76   | 8,098.76                              | 0.00                         |  |  |  |  |  |
| 1,600.00             | ROYAL CARIBBEAN CRUISES<br>LTD       | 24,082.24               | 27.71000                     | 44,336.00                               | 20,253.76            | 20,253.76  | 20,253.76                             | 0.00                         |  |  |  |  |  |
| 1,700.00             | RTI INTL METALS INC                  | 49,562.20               | 27.30000                     | 46,410.00                               | -3,152.20            | -3,152.20  | -3,152.20                             | 0.00                         |  |  |  |  |  |
| 3,400.00             | SAKS INC                             | 45,172.12               | 9.52000                      | 32,368.00                               | -12,804.12           | -12,804.12 | -12,804.12                            | 0.00                         |  |  |  |  |  |
| 5,000.00             | SEACHANGE INTERNATIONAL<br>INC       | 36,155.21               | 8.01000                      | 40,050.00                               | 3,894.79             | 3,894.79   | 3,894.79                              | 0.00                         |  |  |  |  |  |
| 2,600.00             | SEATTLE GENETICS INC COM             | 29,032.38               | 16.63000                     | 43,238.00                               | 14,205.62            | 14,205.62  | 14,205.62                             | 0.00                         |  |  |  |  |  |
| 1,300.00             | SHAW GROUP INC                       | 48,192.69               | 24.82000                     | 32,266.00                               | -15,926.69           | -15,926.69 | -15,926.69                            | 0.00                         |  |  |  |  |  |
| 4,500.00             | SINCLAIR BROADCAST GROUP<br>INC CL A | 26,065.79               | 10.34000                     | 46,530.00                               | 20,464.21            | 20,464.21  | 20,464.21                             | 540.00                       |  |  |  |  |  |
| 1,100.00             | SOTHEBY'S                            | 36,512.08               | 31.41000                     | 34,551.00                               | -1,961.08            | -1,961.08  | -1,961.08                             | 88.00                        |  |  |  |  |  |
| 4,500.00             | STILLWATER MINING CO                 | 45,342.99               | 10.91000                     | 49,095.00                               | 3,752.01             | 3,752.01   | 3,752.01                              | 0.00                         |  |  |  |  |  |
| 1,200.00             | SUNOCO INC                           | 44,976.48               | 38.81000                     | 46,572.00                               | 1,595.52             | 1,595.52   | 1,595.52                              | 180.00                       |  |  |  |  |  |
| 2,500.00             | TRIMBLE NAVIGATION LTD               | 56,031.13               | 43.08000                     | 107,700.00                              | 51,668.87            | 51,668.87  | 51,668.87                             | 0.00                         |  |  |  |  |  |
| 6,800.00             | TRIQUINT SEMICONDUCTOR<br>INC        | 31,893.44               | 4.37000                      | 29,716.00                               | -2,177.44            | -2,177.44  | -2,177.44                             | 0.00                         |  |  |  |  |  |
| 3,100.00             | TW TELECOM INC                       | 48,560.33               | 18.79000                     | 58,249.00                               | 9,688.67             | 9,688.67   | 9,688.67                              | 0.00                         |  |  |  |  |  |
| 800.00               | U S CELLULAR CORP                    | 26,808.06               | 43.72000                     | 34,976.00                               | 8,167.94             | 8,167.94   | 8,167.94                              | 0.00                         |  |  |  |  |  |
| 2,133.00             | UNIFI INC                            | 36,394.95               | 7.80000                      | 16,637.40                               | -19,757.55           | -19,757.55 | -19,757.55                            | 0.00                         |  |  |  |  |  |

STATEMENT A (418)

FIDUCIARY TRUST COMPANY INTERNATIONAL  
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U.S. Dollar  
TRADE DATE BASIS  
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BASE CURRENCY: U S. DOLLAR

Flyle 11/30/11

FIN # 13-6154484

Unrealized Gain/Loss

| Units              | Description                     | Local Cost   | Local Price | Local Market Value | Unrealized Gain/Loss |                  |                   | Accrued Income |
|--------------------|---------------------------------|--------------|-------------|--------------------|----------------------|------------------|-------------------|----------------|
|                    |                                 |              |             |                    | Total Base G/L       | Base Capital G/L | Base Currency G/L |                |
| 800.00             | UNITED STS STL CORP NEW         | 42,796.14    | 27.30000    | 21,840.00          | -20,956.14           | -20,956.14       |                   | 40.00          |
| 1,800.00           | VALSPAR CORP                    | 38,103.49    | 36.88000    | 66,384.00          | 28,280.51            | 28,280.51        |                   | 0.00           |
| 4,000.00           | VISHAY INTERTECHNOLOGY<br>INC   | 49,165.14    | 9.89000     | 39,560.00          | -9,605.14            | -9,605.14        |                   | 0.00           |
| 1,600.00           | WADDELL & REED FINL INC<br>CL A | 23,096.00    | 27.18000    | 43,488.00          | 20,392.00            | 20,392.00        |                   | 0.00           |
| 500.00             | WHIRLPOOL CORP                  | 29,199.30    | 49.06000    | 24,530.00          | -4,669.30            | -4,669.30        |                   | 250.00         |
| TOTAL Common Stock |                                 | 2,491,996.40 |             | 3,639,946.00       | 1,147,949.60         | 1,147,949.60     |                   | 3,681.00       |
| TOTAL Equities     |                                 | 2,491,996.40 |             | 3,639,946.00       | 1,147,949.60         | 1,147,949.60     |                   | 3,681.00       |

Equities (Cont.)

Common Stock (Cont.)

FIDUCIARY TRUST COMPANY INTERNATIONAL  
ASSET STATEMENT (WITH UNREALIZED G/L)

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U S. Dollar  
TRADE DATE BASIS  
AS OF NOV 30 2011

BASE CURRENCY: U.S. DOLLAR

F/y/e 11/30/11

EIN# 13-6154484

## Unrealized Gain/Loss

| Units    | Description                    | Local Cost<br>Base Cost | Local Price<br>Exchange Rate | Local Market Value<br>Base Market Value | Local G/L<br>Total Base G/L | Base Capital G/L<br>Base Currency G/L | Accrued Income<br>Local/Base |
|----------|--------------------------------|-------------------------|------------------------------|-----------------------------------------|-----------------------------|---------------------------------------|------------------------------|
| -        |                                |                         |                              |                                         |                             |                                       |                              |
|          |                                |                         |                              |                                         |                             |                                       |                              |
| Stock    |                                |                         |                              |                                         |                             |                                       |                              |
| 1,320 00 | AAON INC                       | 21,032.61               | 21.91000                     | 28,921.20                               | 7,888.59                    | 7,888.59                              | 158.40                       |
| 855 00   | ALTISOURCE PORTFOLIO           | 21,687.68               | 47.61000                     | 40,706.55                               | 19,018.87                   | 19,018.87                             | 0.00                         |
|          | SOLUTIONS                      |                         |                              |                                         |                             |                                       |                              |
| 3,640.00 | AMERICAN REPROGRAPHICS CO      | 20,653.16               | 4 71000                      | 17,144.40                               | -3,508.76                   | -3,508.76                             | 0.00                         |
| 1,860.00 | ASTA FUNDING INC               | 16,021 20               | 8 29000                      | 15,419 40                               | -601.80                     | -601.80                               | 0.00                         |
| 40 00    | ATRION CORPORATION             | 7,251 96                | 242.82000                    | 9,712 80                                | 2,460.84                    | 2,460.84                              | 19.60                        |
| 170.00   | BALDWIN & LYONS INC CL B       | 3,618.74                | 22.00000                     | 3,740.00                                | 121.26                      | 121.26                                | 95.00                        |
| 1,640.00 | BRYN MAWR BANK CORP            | 28,067.51               | 18.51000                     | 30,356.40                               | 2,288.89                    | 2,288.89                              | 246.00                       |
| 1,180.00 | CABELA'S INC CLASS A           | 15,875.13               | 23.57000                     | 27,812.60                               | 11,937.47                   | 11,937.47                             | 0.00                         |
| 1,465.00 | CAI INTERNATIONAL INC          | 20,570.60               | 15.34000                     | 22,473.10                               | 1,902.50                    | 1,902.50                              | 0.00                         |
| 1,400 00 | CAMBREX CORP                   | 6,792.16                | 6.91000                      | 9,674.00                                | 2,881.84                    | 2,881.84                              | 0.00                         |
| 1,030 00 | CARTER'S INC                   | 31,894.15               | 39.77000                     | 40,963.10                               | 9,068.95                    | 9,068.95                              | 0.00                         |
| 350.00   | CITY HOLDING CO                | 10,204 11               | 32.56000                     | 11,396.00                               | 1,191.89                    | 1,191 89                              | 0.00                         |
| 2,265.00 | COLUMBIA BANKING SYSTEM<br>INC | 39,991.11               | 18.00000                     | 40,770.00                               | 778.89                      | 778 89                                | 0.00                         |

STATEMENT B (115)

FIDUCIARY TRUST COMPANY INTERNATIONAL  
ASSET STATEMENT (WITH UNREALIZED G/L)

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U.S. Dollar  
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BASE CURRENCY: U S DOLLAR

F/Y/E 4/30/11  
EIN# 13-6154484

| Units | Description | Local Cost<br>Base Cost | Local Price<br>Exchange Rate | Local Market Value<br>Base Market Value | Unrealized Gain/Loss |                  |                   | Accrued Income |
|-------|-------------|-------------------------|------------------------------|-----------------------------------------|----------------------|------------------|-------------------|----------------|
|       |             |                         |                              |                                         | Local G/L            | Base Capital G/L | Base Currency G/L |                |

## Equities (Cont.)

## Common Stock (Cont.)

|          |                                 |           |          |           |           |           |  |        |
|----------|---------------------------------|-----------|----------|-----------|-----------|-----------|--|--------|
| 1,470.00 | COMMUNITY BANK SYSTEM INC       | 33,088.70 | 26.42000 | 38,837.40 | 5,748.70  | 5,748.70  |  | 0.00   |
| 1,345.00 | CSS INDS INC                    | 21,570.44 | 21.25000 | 28,581.25 | 7,010.81  | 7,010.81  |  | 201.75 |
| 460.00   | CTS CORP                        | 5,099.58  | 8.51000  | 3,914.60  | -1,184.98 | -1,184.98 |  | 0.00   |
| 3,840.00 | CVB FINL CORP                   | 30,350.46 | 9.83000  | 37,747.20 | 7,396.74  | 7,396.74  |  | 0.00   |
| 3,760.00 | DDI CORP                        | 40,422.92 | 9.01000  | 33,877.60 | -6,545.32 | -6,545.32 |  | 0.00   |
| 2,110.00 | DIME COMMUNITY BANCORP<br>INC   | 23,402.18 | 11.84000 | 24,982.40 | 1,580.22  | 1,580.22  |  | 0.00   |
| 980.00   | DREW INDS INC NEW               | 18,820.21 | 21.70000 | 21,266.00 | 2,445.79  | 2,445.79  |  | 0.00   |
| 2,185.00 | ELECTRONICS FOR IMAGING<br>INC  | 23,714.85 | 14.79000 | 32,316.15 | 8,601.30  | 8,601.30  |  | 0.00   |
| 1,300.00 | ENERSYS                         | 26,548.59 | 24.05000 | 31,265.00 | 4,716.41  | 4,716.41  |  | 0.00   |
| 800.00   | FIRST BANCORP                   | 11,298.56 | 11.78000 | 9,424.00  | -1,874.56 | -1,874.56 |  | 0.00   |
| 1,095.00 | FIRST FINL BANKSHARES INC       | 36,692.46 | 33.00000 | 36,135.00 | -557.46   | -557.46   |  | 0.00   |
| 2,010.00 | FLOWERS FOODS INC               | 34,279.57 | 19.77000 | 39,737.70 | 5,458.13  | 5,458.13  |  | 301.50 |
| 1,140.00 | GEORESOURCES INC                | 25,176.74 | 28.51000 | 32,501.40 | 7,324.66  | 7,324.66  |  | 0.00   |
| 1,560.00 | GLOBAL PWR EQUIP GROUP<br>INC   | 37,306.91 | 23.28000 | 36,316.80 | -990.11   | -990.11   |  | 0.00   |
| 3,140.00 | GT ADVANCED TECHNOLOGIES<br>INC | 29,582.54 | 7.72000  | 24,240.80 | -5,341.74 | -5,341.74 |  | 0.00   |
| 1,495.00 | GULFPORT ENERGY CORP            | 22,555.54 | 31.75000 | 47,466.25 | 24,910.71 | 24,910.71 |  | 0.00   |
| 1,210.00 | HANCOCK HOLDING CO              | 41,215.90 | 30.53500 | 36,947.35 | -4,268.55 | -4,268.55 |  | 0.00   |
| 1,150.00 | HELEN OF TROY LTD               | 26,956.30 | 29.87000 | 34,350.50 | 7,394.20  | 7,394.20  |  | 0.00   |

STATEMENT B (2/15)

FIDUCIARY TRUST COMPANY INTERNATIONAL  
ASSET STATEMENT (WITH UNREALIZED G/L)

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U.S. Dollar  
TRADE DATE BASIS  
AS OF NOV 30 2011

BASE CURRENCY: U.S. DOLLAR

F/Y/E 11/30/11  
ENR # 13-6154484

|                      |                                      | Unrealized Gain/Loss    |                              |                                         |           |           |                  |           |                |  |  |  |  |  |
|----------------------|--------------------------------------|-------------------------|------------------------------|-----------------------------------------|-----------|-----------|------------------|-----------|----------------|--|--|--|--|--|
| Units                | Description                          | Local Cost<br>Base Cost | Local Price<br>Exchange Rate | Local Market Value<br>Base Market Value | Local G/L |           | Base Capital G/L |           | Accrued Income |  |  |  |  |  |
|                      |                                      |                         |                              |                                         | Total     | Base      | Base             | Base      |                |  |  |  |  |  |
| Equities (Cont.)     |                                      |                         |                              |                                         |           |           |                  |           |                |  |  |  |  |  |
| Common Stock (Cont.) |                                      |                         |                              |                                         |           |           |                  |           |                |  |  |  |  |  |
| 2,425.00             | HEXCEL CORP NEW                      | 38,135.42               | 24.92000                     | 60,431.00                               | 22,295.58 | 22,295.58 | 22,295.58        | 22,295.58 | 0.00           |  |  |  |  |  |
| 1,065.00             | HILL-ROM HOLDINGS INC<br>(USD)       | 32,291.71               | 31.60000                     | 33,654.00                               | 1,362.29  | 1,362.29  | 1,362.29         | 1,362.29  | 0.00           |  |  |  |  |  |
| 950.00               | IEC ELECTRS CORP NEW                 | 8,120.11                | 5.54000                      | 5,263.00                                | -2,857.11 | -2,857.11 | -2,857.11        | -2,857.11 | 0.00           |  |  |  |  |  |
| 1,470.00             | INTERNATIONAL RECTIFIER<br>CORP      | 29,699.79               | 21.03000                     | 30,914.10                               | 1,214.31  | 1,214.31  | 1,214.31         | 1,214.31  | 0.00           |  |  |  |  |  |
| 1,650.00             | INTERVAL LEISURE GROUP<br>INC        | 21,116.42               | 14.01000                     | 23,116.50                               | 2,000.08  | 2,000.08  | 2,000.08         | 2,000.08  | 0.00           |  |  |  |  |  |
| 2,235.00             | JOHN BEAN TECHNOLOGIES               | 34,965.93               | 16.46000                     | 36,789.10                               | 1,822.17  | 1,822.17  | 1,822.17         | 1,822.17  | 156.45         |  |  |  |  |  |
| 1,625.00             | KAPSTONE PAPER AND<br>PACKAGING CORP | 20,287.53               | 16.58000                     | 26,942.50                               | 6,654.97  | 6,654.97  | 6,654.97         | 6,654.97  | 0.00           |  |  |  |  |  |
| 1,010.00             | KNOLL INC                            | 13,191.01               | 15.16000                     | 15,311.60                               | 2,120.59  | 2,120.59  | 2,120.59         | 2,120.59  | 0.00           |  |  |  |  |  |
| 2,620.00             | LENDER PROCESSING<br>SERVICES        | 51,481.10               | 18.96000                     | 49,675.20                               | -1,805.90 | -1,805.90 | -1,805.90        | -1,805.90 | 262.00         |  |  |  |  |  |
| 1,445.00             | LIFETIME BRANDS INC                  | 20,521.73               | 11.92000                     | 17,224.40                               | -3,297.33 | -3,297.33 | -3,297.33        | -3,297.33 | 0.00           |  |  |  |  |  |
| 2,920.00             | LYDALL INC                           | 21,305.20               | 9.00000                      | 26,280.00                               | 4,974.80  | 4,974.80  | 4,974.80         | 4,974.80  | 0.00           |  |  |  |  |  |
| 1,000.00             | MAGELLAN HEALTH SVCS INC             | 35,802.80               | 50.66000                     | 50,660.00                               | 14,857.20 | 14,857.20 | 14,857.20        | 14,857.20 | 0.00           |  |  |  |  |  |
| 1,470.00             | MCGRATH RENTCORP                     | 34,537.96               | 27.99000                     | 41,145.30                               | 6,607.34  | 6,607.34  | 6,607.34         | 6,607.34  | 0.00           |  |  |  |  |  |
| 1,670.00             | MERCER INTL INC SH BEN<br>INT        | 14,773.83               | 5.93000                      | 9,903.10                                | -4,870.73 | -4,870.73 | -4,870.73        | -4,870.73 | 0.00           |  |  |  |  |  |
| 770.00               | MILLER INDUSTRIES INC                | 10,204.44               | 16.09000                     | 12,389.30                               | 2,184.86  | 2,184.86  | 2,184.86         | 2,184.86  | 0.00           |  |  |  |  |  |
| 1,830.00             | MYERS INDS INC                       | 19,544.67               | 12.26000                     | 22,435.80                               | 2,891.13  | 2,891.13  | 2,891.13         | 2,891.13  | 128.10         |  |  |  |  |  |

Equities (Cont.)

Common Stock (Cont.)

FIDUCIARY TRUST COMPANY INTERNATIONAL  
ASSET STATEMENT (WITH UNREALIZED G/L)

PAGE 11

U.S Dollar

TRADE DATE BASIS

AS OF NOV 30 2011

BASE CURRENCY: U S DOLLAR

F/Y/E 11/30/11  
EIN# 13-6154484

## Unrealized Gain/Loss

| Units                | Description                        | Local Cost | Local Price   | Local Market Value | Local G/L      | Base Capital G/L  | Accrued Income |
|----------------------|------------------------------------|------------|---------------|--------------------|----------------|-------------------|----------------|
|                      |                                    | Base Cost  | Exchange Rate | Base Market Value  | Total Base G/L | Base Currency G/L | Local/Base     |
| Equities (Cont.)     |                                    |            |               |                    |                |                   |                |
| Common Stock (Cont.) |                                    |            |               |                    |                |                   |                |
|                      | 405.00 NACCO INDUSTRIES INC CL A   | 38,914.66  | 79.35000      | 32,136.75          | -6,777.91      | -6,777.91         | 215.66         |
|                      | 195.00 NATIONAL WESTN LIFE INS     | 28,576.17  | 145.04000     | 28,282.80          | -293.37        | -293.37           | 70.20          |
|                      | CO CL A                            |            |               |                    |                |                   |                |
|                      | 1,855.00 NORTHERN OIL AND GAS      | 23,118.31  | 24.49000      | 45,428.95          | 22,310.64      | 22,310.64         | 0.00           |
|                      | 5,740.00 OCWEN FINANCIAL CORP      | 55,732.08  | 13.17000      | 75,595.80          | 19,863.72      | 19,863.72         | 0.00           |
|                      | 6,745.00 OMNOVA SOLUTIONS INC      | 46,615.40  | 4.35000       | 29,340.75          | -17,274.65     | -17,274.65        | 0.00           |
|                      | 1,370.00 OVERHILL FARMS INC        | 8,098.21   | 3.98000       | 5,452.60           | -2,645.61      | -2,645.61         | 0.00           |
|                      | 7,435.00 PEP BOYS MANNY MOE & JACK | 78,097.97  | 11.36000      | 84,461.60          | 6,363.63       | 6,363.63          | 0.00           |
|                      | 2,160.00 PIER 1 IMPORTS INC        | 25,725.93  | 13.59000      | 29,354.40          | 3,628.47       | 3,628.47          | 0.00           |
|                      | 750.00 PLATINUM UNDERWRITERS       | 27,233.51  | 34.43000      | 25,822.50          | -1,411.01      | -1,411.01         | 60.00          |
|                      | HLDGS                              |            |               |                    |                |                   |                |
|                      | 2,700.00 POLYONE CORP              | 35,601.08  | 10.76000      | 29,052.00          | -6,549.08      | -6,549.08         | 0.00           |
|                      | 7,260.00 POWER - ONE INC           | 53,363.30  | 4.26000       | 30,927.60          | -22,435.70     | -22,435.70        | 0.00           |
|                      | 2,440.00 PRIMERICA INC (USD)       | 54,100.67  | 22.96000      | 56,022.40          | 1,921.73       | 1,921.73          | 73.20          |
|                      | 1,585.00 RENT A CTR INC NEW        | 35,508.52  | 35.95000      | 56,980.75          | 21,472.23      | 21,472.23         | 0.00           |
|                      | 540.00 RLI CORP                    | 32,537.99  | 70.87000      | 38,269.80          | 5,731.81       | 5,731.81          | 2,862.00       |
|                      | 1,475.00 RTI INTL METALS INC       | 36,793.60  | 27.30000      | 40,267.50          | 3,473.90       | 3,473.90          | 0.00           |
|                      | 2,140.00 SALLY BEAUTY HOLDINGS INC | 18,007.46  | 20.10000      | 43,014.00          | 25,006.54      | 25,006.54         | 0.00           |
|                      | 810.00 SAUER DANFOSS INC           | 30,184.60  | 37.59000      | 30,447.90          | 263.30         | 263.30            | 0.00           |
|                      | 750.00 SCHAWK INC                  | 14,408.61  | 12.65000      | 9,487.50           | -4,921.11      | -4,921.11         | 0.00           |
|                      | 1,610.00 SCHOOL SPECIALTY INC      | 24,756.16  | 4.18000       | 6,729.80           | -18,026.36     | -18,026.36        | 0.00           |
|                      | 2,190.00 Solutia INC               | 29,093.56  | 15.92000      | 34,864.80          | 5,771.24       | 5,771.24          | 0.00           |

STATEMENT 8 (413)

FIDUCIARY TRUST COMPANY INTERNATIONAL  
ASSET STATEMENT (WITH UNREALIZED G/L)

PAGE 12

U.S. Dollar  
TRADE DATE BASIS  
AS OF NOV 30 2011

BASE CURRENCY: U.S. DOLLAR

P/Y/E 11/30/11

EIN # 13-6154484

## Unrealized Gain/Loss

| Units                | Description                          | Local Cost<br>Base Cost | Local Price<br>Exchange Rate | Local Market Value<br>Base Market Value | Unrealized Gain/Loss |          |            | Accrued Income<br>Local/Base |
|----------------------|--------------------------------------|-------------------------|------------------------------|-----------------------------------------|----------------------|----------|------------|------------------------------|
|                      |                                      |                         |                              |                                         | Total                | Base     | Base       |                              |
|                      |                                      |                         |                              |                                         | Local G/L            | Base G/L | Base G/L   |                              |
| Equities (Cont.)     |                                      |                         |                              |                                         |                      |          |            |                              |
| Common Stock (Cont.) |                                      |                         |                              |                                         |                      |          |            |                              |
| 1,730.00             | STANDEX INTERNATIONAL<br>CORP        | 44,826.38               | 31.93000                     | 55,238.90                               | 10,412.52            |          | 10,412.52  | 0.00                         |
| 1,170.00             | SYNNEX CORP                          | 38,074.33               | 29.35000                     | 34,339.50                               | -3,734.83            |          | -3,734.83  | 0.00                         |
| 2,165.00             | UNIVERSAL TECHNICAL<br>INSTITUTE     | 39,406.52               | 12.78000                     | 27,668.70                               | -11,737.82           |          | -11,737.82 | 0.00                         |
| 7,110.00             | VISHAY INTERTECHNOLOGY<br>INC        | 69,703.49               | 9.89000                      | 70,317.90                               | 614.41               |          | 614.41     | 0.00                         |
| 1,260.00             | WALTER INVESTMENT<br>MANAGEMENT CORP | 31,381.31               | 22.36000                     | 28,173.60                               | -3,207.71            |          | -3,207.71  | 0.00                         |
| 690.00               | WORTHINGTON INDUSTRIES<br>INC        | 10,866.74               | 17.59000                     | 12,137.10                               | 1,270.36             |          | 1,270.36   | 0.00                         |
| 1,220.00             | XERIUM TECHNOLOGIES INC              | 16,174.21               | 7.41000                      | 9,040.20                                | -7,134.01            |          | -7,134.01  | 0.00                         |
| TOTAL Common Stock   |                                      |                         |                              |                                         |                      |          |            |                              |
|                      |                                      | 2,084,622.99            |                              | 2,279,986.95                            | 195,363.96           |          | 195,363.96 | 4,849.86                     |
| TOTAL Equities       |                                      |                         |                              |                                         |                      |          |            |                              |
|                      |                                      | 2,084,622.99            |                              | 2,279,986.95                            | 195,363.96           |          | 195,363.96 | 4,849.86                     |

STATEMENT B (3/3)

MRS. GILES WHITING FOUNDATION  
F/Y/E - 11/30/2011  
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



# 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

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). 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*.

**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

|                  |                                                                                                                    |                                |
|------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------|
| Type or<br>print | 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<br>1133 AVENUE OF THE AMERICAS               |                                |
|                  | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br>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-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 990-EZ                              | 01          | 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          |

**THE FOUNDATION**

- The books are in the care of ► 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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JULY 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year \_\_\_\_\_ or
- ☒ tax year beginning DEC 1, 2010, and ending NOV 30, 2011

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

|                                                                                                                                                                                       |    |    |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|---------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | 3a | \$ | 22,000. |
| 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. | 3b | \$ | 34,650. |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.      | 3c | \$ | 0.      |

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

LHA For Paperwork Reduction Act Notice, see Instructions

Form 8868 (Rev. 1-2011)