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

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**

Name of foundation MRS. GILES WHITING FOUNDATION C/O PATTERSON, BELKNAP, WEBB & TYLER LLP		A Employer identification number 13-6154484
Number and street (or P O box number if mail is not delivered to street address) 1133 AVENUE OF THE AMERICAS, 22ND FLOOR	Room/suite	B Telephone number 212-336-2138
City or town, state, and ZIP code NEW YORK, NY 10036-6710		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ☒ \$ 54,247,523.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		111,946.	111,946.		STATEMENT 1
4 Dividends and interest from securities		818,238.	818,238.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,552,592.			
b Gross sales price for all assets on line 6a 10,158,806.					
7 Capital gain net income (from Part IV, line 2)			1,552,592.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-75,733.	-57,887.		STATEMENT 3
12 Total. Add lines 1 through 11		2,407,043.	2,424,889.		
13 Compensation of officers, directors, trustees, etc		109,922.	0.		109,922.
14 Other employee salaries and wages		114,809.	95.		114,714.
15 Pension plans, employee benefits		18,192.	0.		18,192.
16a Legal fees STMT 4		89,838.	44,527.		45,311.
b Accounting fees STMT 5		26,021.	13,010.		13,011.
c Other professional fees STMT 6		278,215.	253,292.		24,923.
17 Interest					
18 Taxes STMT 7		24,929.	14,679.		0.
19 Depreciation and depletion					
20 Occupancy		11,577.	0.		11,577.
21 Travel, conferences, and meetings		48,609.	0.		48,609.
22 Printing and publications		3,993.	0.		3,993.
23 Other expenses STMT 8		174,484.	0.		174,484.
24 Total operating and administrative expenses Add lines 13 through 23		900,589.	325,603.		564,736.
25 Contributions, gifts, grants paid		2,117,500.			2,117,500.
26 Total expenses and disbursements. Add lines 24 and 25		3,018,089.	325,603.		2,682,236.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-611,046.			
b Net investment income (if negative, enter -0-)			2,099,286.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	167,514.	92,742.	92,742.	
	2 Savings and temporary cash investments	956,313.	814,090.	814,090.	
	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	5,919,933.	8,489,293.	8,489,293.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 10	44,641,603.	44,819,303.	44,819,303.	
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶ DUE FROM BROKER)	4,204.	32,095.	32,095.	
	16 Total assets (to be completed by all filers)	51,689,567.	54,247,523.	54,247,523.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	51,689,567.	54,247,523.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances	51,689,567.	54,247,523.		
	31 Total liabilities and net assets/fund balances	51,689,567.	54,247,523.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	51,689,567.
2 Enter amount from Part I, line 27a	2	-611,046.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	3,169,002.
4 Add lines 1, 2, and 3	4	54,247,523.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	54,247,523.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 10,158,806.		8,606,214.	1,552,592.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			1,552,592.
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2 1,552,592.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3 N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,464,061.	54,023,737.	.064121
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
2 Total of line 1, column (d)			2 .297450
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 .059490
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 52,497,336.
5 Multiply line 4 by line 3			5 3,123,067.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 20,993.
7 Add lines 5 and 6			7 3,144,060.
8 Enter qualifying distributions from Part XII, line 4			8 2,682,236.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	41,986.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	41,986.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	41,986.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 22,628.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	52,628.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	10,642.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 10,642. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.WHITINGFOUNDATION.ORG	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► 212-336-2138 Located at ► 1133 AVENUE OF THE AMERICAS, NEW YORK, NY ZIP+4 ► 10036-6710			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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
				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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.) 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 2011?	4b	X

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

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

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

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

N/A
☒

5b

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		109,922.	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	113,855.	0.	0.

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PATTERSON, BELKNAP, WEBB & TYLER, LLP - 1133 AVENUE OF THE AMERICAS, NEW YORK, NY 10036	LEGAL SERVICES	89,838.
FIDUCIARY TRUST CO. INTL 600 FIFTH AVENUE, NEW YORK, NY 10020	INVESTMENT CUSTODIAN	88,903.
FEDERAL STREET ADVISORS 50 FEDERAL STREET, BOSTON, MA 02199	INVESTMENT ADVISORY	75,000.

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	51,974,743.
b	Average of monthly cash balances	1b	1,322,045.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	53,296,788.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	53,296,788.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	799,452.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	52,497,336.
6	Minimum investment return. Enter 5% of line 5	6	2,624,867.

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	2,624,867.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	41,986.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	41,986.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,582,881.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,582,881.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,582,881.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,682,236.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,682,236.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,682,236.

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.

Form 990-PF (2011)

MRS. GILES WHITING FOUNDATION

Form 990-PF (2011)

C/O PATTERSON, BELKNAP, WEBB & TYLER LLP

13-6154484

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,582,881.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	508,080.			
b From 2007	289,152.			
c From 2008	635,856.			
d From 2009	585,038.			
e From 2010	808,718.			
f Total of lines 3a through e	2,826,844.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,682,236.				
a Applied to 2010, 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 2011 distributable amount				2,582,881.
e Remaining amount distributed out of corpus	99,355.			
5 Excess distributions carryover applied to 2011 (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	2,926,199.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	508,080.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,418,119.			
10 Analysis of line 9:				
a Excess from 2007	289,152.			
b Excess from 2008	635,856.			
c Excess from 2009	585,038.			
d Excess from 2010	808,718.			
e Excess from 2011	99,355.			

N/A

-

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.**

- 3** Subtract line 2d from line 2c
Complete 3a, b, or c for the
alternative test relied upon:

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

Part XV

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 D

- c Any submission deadlines:**

SEE STATEMENT D

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

SEE STATEMENT D

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACADEMY OF AMERICAN POETS 75 MAIDEN LANE, SUITE 901 NEW YORK, NY 10038	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	7,500.
ALAN HEATHCOCK C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
AMERICAN ASSOCIATION OF UNIVERSITY PRESSES 71 WEST 23RD STREET, SUITE 901 NEW YORK, NY 10010	NONE	501(C)(3) PUBLIC CHARITY	PROFESSIONAL DEVELOPMENT WORKSHOPS	10,000.
AMY HERZOG C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
ANTHONY MARRA C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	2,117,500.
b Approved for future payment				
ALAN HEATHCOCK C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
ANTHONY MARRA C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
ATSURO RILEY C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3b	1,829,000.

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) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt 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 investments				14	111,946.	
4 Dividends and interest from securities				14	818,238.	
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 property						
7 Other investment income				14	-57,887.	
8 Gain or (loss) from sales of assets other than inventory				18	1,552,592.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a UNRELATED BUSINESS						
b INCOME (LOSS)						
c PASSTHROUGH FROM LIMITED						
d PARTNERSHIPS		900000	-17,846.			
e _____						
12 Subtotal. Add columns (b), (d), and (e)			-17,846.		2,424,889.	0.

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

Part XVI-B[illegible]

MRS. GILES WHITING FOUNDATION

C/O PATTERSON, BELKNAP, WEBB & TYLER LLP 13-6154484

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ATSURO RILEY C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
BARUCH COLLEGE ONE BARNARD BARUCH WAY NEW YORK, NY 10014	NONE	501(C)(3) PUBLIC CHARITY	TEACHING FELLOWSHIPS	150,000.
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240-6028	NONE	501(C)(3) PUBLIC CHARITY	TEACHING FELLOWSHIPS	100,000.
BLUE RIBBON MENTOR ADVOCATE PROGRAM 750 S. MERRITT MILL RD. CHAPEL HILL, NC 27516	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	2,000.
BROOKLYN COLLEGE FOUNDATION 2900 BEDFORD AVE. BROOKLYN, NY 11234	NONE	501(C)(3) PUBLIC CHARITY	TEACHING FELLOWSHIPS	150,000.
BRYN MAWR COLLEGE 101 NORTH MERION AVE. BRYN MAWR, PA 19010	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	10,000.
BRYN MAWR COLLEGE 101 NORTH MERION AVE. BRYN MAWR, PA 19010	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	56,500.
CAVE CANEM 39 JANE STREET APT.GB NEW YORK, NY 10014	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CIARAN BERRY C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	EMERITUS PROFESSORS AT COLUMBIA	5,000.
Total from continuation sheets				2,025,000.

MRS. GILES WHITING FOUNDATION

C/O PATTERSON, BELKNAP, WEBB & TYLER LLP 13-6154484

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
COOPER-HEWITT NATIONAL DESIGN MUSEUM 2 EAST 91ST STREET NEW YORK, NY 10128	NONE	501(C)(3) PUBLIC CHARITY	DRAWINGS, PRINTS & GRAPHIC DESIGN DEPT.	1,000.
DANAI GURIRA C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
DANIEL OROZCO C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
DEREK WAYNE C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
DON MEE CHOI C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
EDUARDO C. CORRAL C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
FINE ARTS WORK CENTER IN PROVINCETOWN 24 PEARL STREET PROVINCETOWN, MA 02657	NONE	501(C)(3) PUBLIC CHARITY	WRITERS RESIDENCIES GRANTS	15,000.
HANNA PYLVINEN C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
Total from continuation sheets				

MRS. GILES WHITING FOUNDATION

C/O PATTERSON, BELKNAP, WEBB & TYLER LLP 13-6154484

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
INSTITUTE OF CLASSICAL ARCHITECTURE 164 FIFTH AVENUE NEW YORK, NY 10010	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	5,000.
INTERFAITH COUNCIL FOR SOCIAL SERVICES 110 W. MAIN ST. CARRBORO, NC 27510	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	1,500.
KENYON COLLEGE RANSOM HALL GAMBIER, OH 43022	NONE	501(C)(3) PUBLIC CHARITY	TEACHING FELLOWSHIPS	100,000.
KERRI WEBSTER C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
MACDOWELL COLONY 163 EAST 83RD STREET NEW YORK, NY 10028	NONE	501(C)(3) PUBLIC CHARITY	WRITERS IN RESIDENCE AID	35,000.
MEG MIROSHNIK C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
MONA MANSOUR C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
MORGAN LIBRARY AND MUSEUM 225 MADISON AVE. NEW YORK, NY 10016	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	4,000.
Total from continuation sheets				

MRS. GILES WHITING FOUNDATION

C/O PATTERSON, BELKNAP, WEBB & TYLER LLP 13-6154484

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORANGE COUNTY LITERACY COUNCIL 200 NORTH GREENSBORO ST., SUITE C-2 CHAPEL HILL, NC 27510	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	5,000.
PAUL CLEMENS C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
PLANNED PARENTHOOD OF CENTRAL NC 1765 DOBBINS DR. CHAPEL HILL, NC 27515	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	1,500.
POETS & WRITERS 72 SPRING STREET NEW YORK, NY 10012	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	5,000.
POETS HOUSE 72 SPRING STREET NEW YORK, NY 10012	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	7,500.
PRINCETON UNIVERSITY 205 NASSAU HALL, P.O. BOX 255 PRINCETON, NJ 08540	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
PRINCETON UNIVERSITY 205 NASSAU HALL, P.O. BOX 255 PRINCETON, NJ 08540	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
RYAN CALL C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
SAMUEL D. HUNTER C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
SCOTT BLACKWOOD C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
Total from continuation sheets				

MRS. GILES WHITING FOUNDATION

C/O PATTERSON, BELKNAP, WEBB & TYLER LLP 13-6154484

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHANE MCCRAE C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
SHARIFA RHODES-PITTS C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	15,000.
STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	84,750.
THE CHILDREN'S STOREFRONT 70 EAST 129TH ST. NEW YORK, NY 10035	NONE	501(C)(3) PUBLIC CHARITY	ENGLISH AND HUMANITIES PROGRAMS	10,000.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
YADDO P.O. BOX 395 SARASOTA SPRINGS, NY 12866	NONE	501(C)(3) PUBLIC CHARITY	WRITERS IN RESIDENCE AID	20,000.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN, CT 06511	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
Total from continuation sheets				

MRS. GILES WHITING FOUNDATION

C/O PATTERSON, BELKNAP, WEBB & TYLER LLP 13-6154484

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BARUCH COLLEGE ONE BARNARD BARUCH WAY NEW YORK, NY 10014	NONE	501(C)(3) PUBLIC CHARITY	TEACHING FELLOWSHIPS	150,000.
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240-6028	NONE	501(C)(3) PUBLIC CHARITY	TEACHING FELLOWSHIPS	100,000.
BROOKLYN COLLEGE FOUNDATION 2900 BEDFORD AVENUE BROOKLYN, NY 11234	NONE	501(C)(3) PUBLIC CHARITY	TEACHING FELLOWSHIPS	150,000.
BRYN MAWR COLLEGE 101 NORTH MERION AVENUE BRYN MAWR, PA 19010	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	10,000.
BRYN MAWR COLLEGE 101 NORTH MERION AVENUE BRYN MAWR, PA 19010	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	56,500.
CAVE CANEM 39 JANE STREET APT.GB NEW YORK, NY 10014	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	10,000.
CIARAN BERRY C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
DANAI GURIRA C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
Total from continuation sheets				1,754,000.

MRS. GILES WHITING FOUNDATION

C/O PATTERSON, BELKNAP, WEBB & TYLER LLP 13-6154484

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FINE ARTS WORK CENTER IN PROVINCETOWN 24 PEARL STREET PROVINCETOWN, MA 02657	NONE	501(C)(3) PUBLIC CHARITY	WRITERS RESIDENCIES GRANTS	15,000.
HANNA PYLVAINEN C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
KENYON COLLEGE RANSOM HALL GAMBIER, OH 43022	NONE	501(C)(3) PUBLIC CHARITY	TEACHING FELLOWSHIPS	100,000.
MACDOWELL COLONY 163 EAST 83RD STREET NEW YORK, NY 10028	NONE	501(C)(3) PUBLIC CHARITY	WRITERS' RESIDENCIES GRANTS	35,000.
MEG MIROSHNIK C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
MONA MANSOUR C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON, NJ 08540	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON, NJ 08540	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
Total from continuation sheets				

MRS. GILES WHITING FOUNDATION

C/O PATTERSON, BELKNAP, WEBB & TYLER LLP 13-6154484

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAMUEL D. HUNTER C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
SHARIFA RHODES-PITTS C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	15,000.
STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	84,750.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	1,500.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	141,250.
YADDO P.O. BOX 395 SARASOTA SPRINGS, NY 12866	NONE	501(C)(3) PUBLIC CHARITY	WRITERS IN RESIDENCE AID	20,000.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN, CT 06511	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN, CT 06511	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID : WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	DODGE & COX INCOME FUND	P	VARIOUS	VARIOUS
c	HENDERSON INTERNATIONAL EQUITY FUND	P	VARIOUS	VARIOUS
d	VANGUARD SHORT TERM BOND INDEX FUND	P	VARIOUS	VARIOUS
e	MFS GLOBAL EQUITY FUND	P	VARIOUS	VARIOUS
f	VANGAURD INSTITUTIONAL INDEX FUND	P	VARIOUS	VARIOUS
g	TIFF PARTNERS II, LLC	P	VARIOUS	VARIOUS
h	PROSPECT HARBOR	P	VARIOUS	VARIOUS
i	GAINS PASSED THROUGH FROM LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,553,913.		2,850,149.	703,764.
b 500,000.		445,401.	54,599.
c 2,242,763.		2,175,928.	66,835.
d 2,519,482.		2,396,615.	122,867.
e 15,106.			15,106.
f 750,000.		616,523.	133,477.
g 3,768.			3,768.
h 149,144.		121,598.	27,546.
i 424,630.			424,630.
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			703,764.
b			54,599.
c			66,835.
d			122,867.
e			15,106.
f			133,477.
g			3,768.
h			27,546.
i			424,630.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,552,592.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
INTEREST INCOME ON CASH BALANCES	111,946.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	111,946.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME	604,460.	0.	604,460.
PASSED THROUGH FROM LIMITED PARTNERSHIPS	213,778.	0.	213,778.
TOTAL TO FM 990-PF, PART I, LN 4	818,238.	0.	818,238.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT LOSSES	-9,907.	-9,907.	
CLASS ACTION PROCEEDS	480.	480.	
OTHER LOSS PASSED THROUGH FROM LIMITED PARTNERSHIP INVESTMENTS	-48,460.	-48,460.	
UNRELATED BUSINESS INCOME (LOSS) PASSTHROUGH FROM LIMITED PARTNERSHIPS	-17,846.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-75,733.	-57,887.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	89,838.	44,527.		45,311.
TO FM 990-PF, PG 1, LN 16A	89,838.	44,527.		45,311.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,021.	13,010.		13,011.
TO FORM 990-PF, PG 1, LN 16B	26,021.	13,010.		13,011.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	253,292.	253,292.		0.
PROGRAM CONSULTANTS	24,923.	0.		24,923.
TO FORM 990-PF, PG 1, LN 16C	278,215.	253,292.		24,923.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE - PASSED THROUGH FROM K-1	14,679.	14,679.		0.
EXCISE TAX	10,000.	0.		0.
UBIT TAX EXPENSE	250.	0.		0.
TO FORM 990-PF, PG 1, LN 18	24,929.	14,679.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
VENUE EXPENSES	34,384.	0.		34,384.	
SPEAKER HONORARIUM	66,339.	0.		66,339.	
HONORARIUM FOR SELECTORS	6,000.	0.		6,000.	
PUBLIC RELATIONS	32,820.	0.		32,820.	
ADVERTISING	3,995.	0.		3,995.	
INSURANCE	4,512.	0.		4,512.	
MEMBERSHIP DUES	130.	0.		130.	
OFFICE EXPENSES	8,349.	0.		8,349.	
SUBSCRIPTIONS & BOOKS	12,705.	0.		12,705.	
WEBSITE COSTS	3,750.	0.		3,750.	
FILING FEE	1,500.	0.		1,500.	
TO FORM 990-PF, PG 1, LN 23	174,484.	0.		174,484.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
PUBLICLY TRADED EQUITIES - SEE STATEMENT A	3,513,662.	3,513,662.		
PUBLICLY TRADED EQUITIES - SEE STATEMENT B	2,853,183.	2,853,183.		
PUBLICLY TRADED EQUITIES - SEE STATEMENT C	2,122,448.	2,122,448.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,489,293.	8,489,293.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
TIFF SHORT TERM TRUST	FMV	324,828.	324,828.	
HIGHCLERE INTERNATIONAL INVESTORS	FMV	2,572,389.	2,572,389.	
TIFF PARTNERS II, LLC	FMV	82,048.	82,048.	
TIFF PARTNERS III, LLC	FMV	459,766.	459,766.	
TIFF PARTNERS IV, LLC	FMV	904,914.	904,914.	
TIFF PRIVATE EQUITY PARTNERS 2008, LLC	FMV	1,325,438.	1,325,438.	
TIFF PRIVATE EQUITY PARTNERS 2007, LLC	FMV	1,437,711.	1,437,711.	
DODGE & COX INCOME FUND	FMV	6,869,319.	6,869,319.	

OCTAVIAN OFFSHORE FUND	FMV	2,845,937.	2,845,937.
NORTH RUN OFFSHORE PARTNERS, LTD	FMV	2,584,565.	2,584,565.
PROSPECT HARBOR	FMV	185,892.	185,892.
VANGUARD SHORT TERM BOND INDEX FUND	FMV	1,525,584.	1,525,584.
SIRIOS OVERSEAS FUND	FMV	2,009,907.	2,009,907.
SANDERSON ASSET MANAGEMENT	FMV	2,385,346.	2,385,346.
TIFF PARTNERS I, LLC	FMV	21,833.	21,833.
REGIMENT CAPITAL, LTD.	FMV	1,670,091.	1,670,091.
ASIAN CENTURY QUEST OFFSHORE FUND	FMV	1,353,269.	1,353,269.
VANGUARD INSTITUTIONAL INDEX FUND	FMV	9,040,942.	9,040,942.
MFS GLOBAL EQUITY FUND	FMV	2,922,533.	2,922,533.
SOUTH PAW CREDIT OPPORTUNITY FUND	FMV	2,020,360.	2,020,360.
NEW CANAAN FUND	FMV	174,721.	174,721.
HENGISTBURY FUND LTD.	FMV	2,101,910.	2,101,910.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,819,303.	44,819,303.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANTONIA M. GRUMBACH C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	PRESIDENT/TRUSTEE 5.00	0.	0.	0.
JOHN N. IRWIN III C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	VICE-PRESIDENT/TREASURER/TRUSTEE 2.00	0.	0.	0.
KATE DOUGLAS TORREY C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.
PETER PENNOYER C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.
KELLYE ROSENHEIM C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	ASST. SECRETARY/ASST. TREASURER 40.00	109,922.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		109,922.	0.	0.

(1/3) Statement A



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WHITING FOUNDATION

BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2012

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
FYE 11/30/12						
FIN# 13-6154484						
	AMC NETWORKS INC	7.6198	4,190.88	52.7600	29,018.00	0.00
	ARRIS GROUP INC	9.4368	23,592.00	13.9700	34,925.00	0.00
	AT&T CORP	4.4380	44,823.99	5.5900	56,459.00	0.00
	AVNET INC	29.7979	53,636.22	29.2900	52,722.00	0.00
	BELO CORP SER A	3.6705	19,086.84	7.2000	37,440.00	1,664.00
	BRINK'S CO	20.5011	18,451.01	27.4600	24,714.00	360.00
	C A E INC	4.6018	18,407.20	9.9300	39,720.00	804.00
	CABLEVISION SYSTEMS	7.9751	27,912.70	13.8400	48,440.00	2,100.00
	NEW YORK GRP CL A					
	CAMECO CORP	9.6587	35,737.37	18.1800	67,266.00	1,509.60
	CINCINNATI BELL INC	3.0214	42,904.06	5.3300	75,686.00	0.00
	COGNEX CORP	19.9590	15,967.20	35.8200	28,656.00	352.00
	CUMMINS INC	15.5368	17,090.50	98.1600	107,976.00	2,200.00
	DIEBOLD INC	25.2890	17,702.30	29.9100	20,937.00	798.00
	DISCOVERY	14.4111	31,055.92	56.2800	121,283.40	0.00
	COMMUNICATIONS INC CL					
	FOSTER WHEELER AG	21.8716	78,737.93	22.4600	80,856.00	0.00
	GANNETT CO INC	15.1740	72,835.38	17.9000	85,920.00	3,840.00
	HARMONIC INC	7.2528	41,340.70	4.5800	26,106.00	0.00
	HELMERICH & PAYNE INC	15.9739	20,766.09	52.2000	67,860.00	364.00
	HEXCEL CORP NEW	24.0109	48,039.71	25.8500	51,700.00	0.00
	IAC/INTERACTIVECORP	16.2385	11,366.95	47.1500	33,003.00	672.00
	IMMUNOGEN INC	21.4000	12,025.30	12.6900	17,766.00	0.00
	INTERXION HOLDING NV	17.8081	19,588.90	21.7100	23,881.00	0.00
	ION GEDPHYSICAL CORP	13.0603	40,487.08	5.9600	18,476.00	0.00

A (2/3)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2012

F 1/4/E 11/30/12
EIN# 13-6154484

WHITTING FUND INVESTMENT

BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Gross)						
800.00	ISIS PHARMACEUTICALS INC	13.1476	36,813.34	9.2000	25,760.00	0.00
100.00	JANUS CAPITAL GROUP INC	7.5944	23,542.64	8.2000	25,420.00	744.00
1,900.00	JDS UNIPHASE CORP	12.9332	24,573.08	12.1300	23,047.00	0.00
1,900.00	KANSAS CITY SOUTHERN	13.7293	12,356.37	78.1500	70,335.00	702.00
1,037.00	LAM RESEARCH CORP	21.5724	65,515.36	35.1200	106,659.44	0.00
2,600.00	LAS VEGAS SANDS CORP	4.5918	11,938.62	46.6500	121,260.00	2,600.00
900.00	LAZARD LTD	36.4816	32,833.40	29.4500	26,505.00	720.00
1,800.00	LEVEL 3 COMMUNICATIONS INC	14.7700	26,586.08	18.8600	33,948.00	0.00
500.00	LIBERTY MEDIA CORP - LIBERTY CAP CL A	11.0501	5,525.05	109.9900	54,995.00	0.00
900.00	LSI CORP	4.3922	25,914.14	6.7400	39,766.00	0.00
525.00	MADISON SQUARE GARDEN INC CL A	5.6870	2,985.67	43.8000	22,995.00	0.00
1,100.00	MEADWESTVACO CORP	24.3947	26,834.17	30.9100	34,001.00	1,100.00
900.00	MEDICINES CO	24.0735	21,666.15	21.4700	19,323.00	0.00
1,600.00	MOSAIC CO	48.6049	77,767.79	54.0600	86,496.00	1,600.00
1,900.00	MYRIAD GENETICS INC	16.2201	30,818.14	28.7200	54,568.00	0.00
2,000.00	NTI HOLDINGS INC-CL B	16.0255	32,050.98	5.0700	10,140.00	0.00
1,900.00	NORTH AMERICAN ENERGY PARTNERS INC	11.2723	21,417.31	3.8400	7,296.00	0.00
1,200.00	ONYX PHARMACEUTICALS INC	26.0259	31,231.10	75.4700	90,564.00	0.00
6,700.00	ORIENT EXPRESS HOTELS LTD CL A SHS	10.2337	68,565.91	12.3300	82,611.00	0.00
500.00	PALL CORP	24.5000	36,750.00	59.4800	89,220.00	1,500.00
700.00	PRECISION CASTPARTS CORP	34.5772	24,204.01	183.3900	128,373.00	84.00
1,100.00	RAYMOND JAMES FINANCIAL INC	17.1890	18,907.86	37.7500	41,525.00	572.00
1,000.00	REGENERON PHARMACEUTICALS INC	18.5476	18,547.60	176.5500	176,550.00	0.00
7,850.00	RE MICRO DEVICES INC	5.1118	40,127.98	4.3200	33,912.00	0.00
1,100.00	ROBERT HALF INTERNATIONAL INC	31.7165	34,888.13	28.2600	31,086.00	660.00
1,700.00	ROWAN COS PLC	34.0246	57,841.79	31.7300	53,941.00	0.00
2,500.00	ROYAL CARIBBEAN CRUISES LTD	20.5781	51,445.16	35.2500	88,125.00	1,200.00



11/30/12
13-6154784

WHITING FINANCIAL

BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2012

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
1	400.00 RTI INTL METALS INC	26.1989	36,678.40	24.8000	34,720.00	0.00
2	800.00 SAKS INC	13.0989	36,676.84	10.5000	29,400.00	0.00
4	100.00 SEACHANGE INTERNATIONAL INC	7.1326	29,243.53	9.2500	37,925.00	0.00
2	100.00 SEATTLE GENETICS INC	11.1663	23,449.23	25.3100	53,151.00	0.00
1	000.00 SHAW GROUP INC	37.0713	37,071.30	44.9300	44,930.00	0.00
3	700.00 SINCLAIR BROADCAST GROUP INC CL A	4.9699	18,388.51	11.0300	40,811.00	2,220.00
1	300.00 SOTHEBY'S	33.2001	43,160.19	28.8600	37,518.00	416.00
3	800.00 STILLWATER MINING CO	10.2858	39,086.04	11.4800	43,624.00	0.00
1	300.00 TELEPHONE & DATA SYSTEMS INC	24.2456	31,519.28	23.0100	29,913.00	637.00
2	000.00 TRIMBLE NAVIGATION LTD	22.6028	45,205.58	55.6400	111,280.00	0.00
5	600.00 TRIQUINT SEMICONDUCTOR INC	4.7438	26,565.44	5.0600	28,336.00	0.00
2	500.00 TW TELECOM INC	14.6981	36,745.25	25.6900	64,225.00	0.00
1	700.00 U S CELLULAR CORP	34.4364	24,105.49	34.8500	24,395.00	0.00
1	633.00 UNIFI INC	16.9101	27,614.19	13.8400	22,600.72	0.00
1	700.00 UNITED STS STL CORP NEW	54.3931	38,075.19	21.5600	15,092.00	140.00
1	500.00 VALSPAR CORP	20.9271	31,390.61	62.7800	94,170.00	1,200.00
3	100.00 VISHAY INTERTECHNOLOGY INC	12.2246	37,896.12	9.7000	30,070.00	0.00
1	300.00 WADDELL & REED FINL INC CL A	14.4350	18,765.50	32.4900	42,237.00	1,456.00
Total Equities			2,159,030.75		3,513,661.56	32,214.60

Total Base Equivalent of U.S. Dollar

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FIVE 11/30/12
EIN # 13-6154484

BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF NOV 30 2012

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
1,190.00	AAON INC	15.9046	18,926.47	21.0500	25,049.50	285.60
960.00	ALBANY INTERNATIONAL CORP CL A NEW SOLUTIONS	20.8693	20,034.56	21.5100	20,649.60	537.60
535.00	ALTISOURCE PORTFOLIO	24.5034	13,109.33	106.3300	56,886.55	0.00
1,920.00	AMERICAN REPROGRAPHICS CO	4.6463	8,920.89	2.5200	4,838.40	0.00
1,860.00	ASTA FUNDING INC	8.6135	16,021.20	9.2400	17,186.40	148.80
1,220.00	BEAZER HOMES USA INC	16.0699	19,605.27	14.9300	18,214.60	0.00
1,600.00	BIO-REFERENCE LABS INC NEW	22.1628	35,460.43	26.3300	42,128.00	0.00
1,640.00	BRYN MAWR BANK CORP	17.1143	28,067.51	21.5300	35,309.20	1,049.60
1,900.00	C D I CORP	17.4668	33,186.91	16.5200	31,388.00	988.00
1,835.00	CAI INTERNATIONAL INC	14.7921	27,143.42	20.0000	36,700.00	0.00
1,350.00	CECO ENVIRONMENTAL CORP	7.4408	10,045.07	9.3200	12,582.00	243.00
600.00	CITY HOLDING CO	31.4601	18,876.04	33.6000	20,160.00	840.00
2,100.00	COLUMBUS MCKINNON CORP NEW YORK	14.7111	30,893.35	14.9600	31,416.00	0.00
1,470.00	COMMUNITY BANK SYSTEM INC	22.5093	33,088.70	26.8800	39,513.60	1,587.60
3,040.00	CONVERGYS CORP	13.1202	39,885.31	15.6100	47,454.40	608.00
2,971.00	COOPER TIRE & RUBBER CO	15.7484	46,988.54	24.9800	74,215.58	1,247.82
1,255.00	CSS INDS INC	16.5089	20,718.65	20.5200	25,752.60	753.00

Equities

(2/4)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF NOV 30 2012

BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIVE 11/30/12
FIN # 13-654484

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
3,840.00	CVB FINL CORP	7.9038	30,350.46	10.1600	39,014.40	1,305.60
1,250.00	DARLING INTL INC	16.0926	20,119.76	16.8700	21,087.50	0.00
1,480.00	DELTA APPAREL INC	15.4022	22,025.21	14.5100	20,749.30	0.00
1,350.00	DELUXE CORP	30.6327	41,354.10	28.8000	38,880.00	1,350.00
2,110.00	DIME COMMUNITY BANCORP INC	11.0911	23,402.18	13.9500	29,434.50	1,181.60
2,665.00	ELECTRONICS FOR IMAGING INC	12.6028	33,586.35	18.3600	48,929.40	0.00
1,880.00	EPL OIL & GAS INC	17.5962	33,080.82	20.9900	39,461.20	0.00
1,200.00	FIRST BANCORP	14.1232	2,824.64	11.1400	2,228.00	64.00
1,095.00	FIRST FINL BANKSHARES INC	33.5091	36,692.46	38.9100	42,606.45	1,095.00
9,470.00	GT ADVANCED TECHNOLOGIES INC	6.8997	65,340.17	3.3700	31,913.90	0.00
1,495.00	GULFPORT ENERGY CORP	15.0873	22,555.54	38.0400	56,869.80	0.00
3,622.00	HALCON RESOURCES CORP	7.0367	25,486.91	6.1800	22,383.96	0.00
1,200.00	HANCOCK HOLDING CO	33.1827	39,819.24	31.4200	37,704.00	1,152.00
1,840.00	HAYNES INTL INC	54.9208	46,133.45	46.5400	39,093.60	739.20
1,710.00	HEXCEL CORP NEW	15.1514	25,908.89	25.8500	44,203.50	0.00
1,325.00	HYSTER-YALE MATLS HANDLING INC CL A	32.1065	10,434.62	41.4800	13,481.00	325.00
325.00	HYSTER-YALE MATLS HANDLING INC CL B	32.1066	10,434.63	41.4800	13,481.00	325.00
1,665.00	JOHN BEAN TECHNOLOGIES	14.7296	24,377.57	16.2900	26,959.95	463.40
2,140.00	KRATON PERFORMANCE POLYMERS INC	22.6691	48,511.92	23.4900	50,268.60	0.00
1,340.00	LAYNE INC	21.2842	28,520.77	22.9900	30,806.60	0.00
3,032.00	LENDER PROCESSING SERVICES	19.8913	60,310.49	24.8500	75,345.20	1,212.80
2,260.00	LEXMARK INTL INC CL A	24.8401	56,138.63	24.3300	54,985.80	2,712.00
1,494.00	LIFETIME BRANDS INC	13.3044	6,572.37	10.0000	4,940.00	49.40
1,470.00	LSB INDS INC	37.1176	54,562.86	33.4300	49,142.10	0.00
2,110.00	LYDALL INC	7.2963	15,395.20	13.0900	27,619.90	0.00
2,510.00	M/I HOMES INC	16.4896	41,389.01	22.0100	55,245.10	0.00
1,000.00	MAGELLAN HEALTH SVCS INC	35.8028	35,802.80	51.8800	51,880.00	0.00
1,360.00	MATERION CORP	20.6916	28,140.57	20.5000	27,880.00	408.00
5,620.00	MERCER INTL INC SH BEN INT	7.5363	42,354.28	6.9400	39,002.80	0.00

(3/4)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF NOV 30 2012

FIVE 11/30/12
FIVE 13-6154484

BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
2,400.00	METALS USA HOLDINGS CORP	13.7089	32,901.34	15.6400	37,536.00	576.00
1,770.00	METHODE ELECTRONICS INC COM	7.9484	14,068.61	9.0300	15,983.10	495.60
2,790.00	MODINE MANUFACTURING CO	7.0750	19,739.28	7.4000	20,646.00	0.00
2,670.00	NCI BUILDING SYSTEMS INC	10.7938	28,819.38	13.0900	34,950.30	0.00
4,360.00	NEWARK RESOURCES INC	7.7045	33,591.73	7.8000	34,008.00	0.00
2,297.00	NORTHERN OIL AND GAS	15.3441	35,245.48	15.7000	36,062.90	0.00
2,060.00	OCWEN FINANCIAL CORP	9.0586	18,660.74	35.8600	73,871.60	0.00
8,540.00	OFFICE DEPOT INC	2.5944	22,155.87	3.3600	28,694.40	0.00
4,455.00	OMNOVA SOLUTIONS INC	6.4142	28,575.23	7.4200	33,036.10	0.00
1,370.00	OVERHILL FARMS INC	5.9111	8,098.21	4.4200	6,055.40	0.00
2,920.00	PEP BOYS MANNY MOE & JACK	8.9673	26,184.62	10.5700	30,864.40	350.40
310.00	PHH CORP	15.7503	36,383.17	21.9100	50,612.10	0.00
1,200.00	PLANTRONICS INC	33.7932	40,551.80	33.6300	40,336.00	480.00
360.00	PLEXUS CORP	22.3222	8,035.99	23.1500	8,334.00	0.00
2,400.00	POLYONE CORP	12.8811	30,914.54	20.1400	48,336.00	480.00
10,533.00	POWER - ONE INC	5.3047	55,874.24	4.1500	43,711.95	0.00
2,050.00	PRIMERICA INC (USD)	21.8394	44,770.85	28.6300	58,691.50	738.00
1,855.00	RENT A CTR INC NEW	21.7924	18,632.48	34.7600	29,719.80	547.20
540.00	RLI CORP	60.2555	32,537.99	64.4400	34,797.60	691.20
870.00	RTI INTL METALS INC	23.6570	20,581.55	24.8000	21,576.00	0.00
329.00	SHAW GROUP INC	24.4414	32,482.68	44.9300	59,711.97	0.00
1,470.00	STANDEX INTERNATIONAL CORP	25.8526	38,003.36	49.2500	72,412.20	470.40
1,050.00	SYNERGY RESOURCES CORP	2.7665	13,970.85	3.8700	19,543.50	0.00
1,170.00	SYNNEX CORP	32.5422	38,074.33	33.0200	38,633.40	0.00
1,400.00	TEXTAINER GROUP HOLDINGS LTD	31.5000	12,600.00	30.1800	12,072.00	704.00
2,500.00	TITAN INTERNATIONAL INC ILL	20.0776	50,193.89	20.3300	50,825.00	50.00
1,950.00	TRIMAS CORP	23.2608	45,358.59	25.9000	50,505.00	0.00
3,200.00	UMPQUA HLDGS CORP	12.5461	40,147.67	11.6600	37,312.00	1,152.00
1,650.00	VALASSIS COMMUNICATIONS INC	23.1602	38,214.34	25.9800	42,867.00	0.00

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FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF NOV 30 2012

BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

F/Y/E 11/30/12
FIN # 13-6154484

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
8,126.00	VISHAY INTERTECHNOLOGY INC	9.7913	80,875.97	9.7000	80,122.00	0.00
1,460.00	VISHAY PRECISION GROUP INC	14.8422	21,669.62	12.2000	17,812.00	0.00
1,540.00	WALTER INVESTMENT MANAGEMENT CORP	21.1604	32,587.07	42.2800	65,111.20	0.00
1,840.00	WORTHINGTON INDUSTRIES INC	16.6401	30,617.76	23.5600	43,350.40	956.80
Total Equities			2,383,512.78		2,853,182.81	28,363.62



F/Y/E 11/30/12
EIN # 13-6154484

BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2012

PAGE 9

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
1,160.00	ACE LTD	72.7466	84,386.06	79.2300	91,906.80	2,273.60
6,529.00	ARCOS DORADOS HOLDINGS INC A	18.3059	119,519.32	12.2500	79,980.25	1,560.43
2,570.00	ARM HLDGS PLC SPONS ADR	26.4677	68,021.92	37.3200	95,912.40	403.49
858.55	ASML HOLDING N V	74.4987	63,960.83	62.5700	53,719.47	502.08
3,605.00	BRF- BRASIL FOODS S.A	17.9697	64,780.83	18.3500	66,151.75	0.00
1,010.00	CANADIAN NATIONAL RAILWAY CO	78.0270	78,807.27	89.8300	90,728.30	1,525.10
2,970.00	COCA-COLA ENTERPRISES INC	28.8265	85,614.63	31.1800	92,604.60	1,900.80
800.00	CORE LABORATORIES N V	129.8372	103,869.72	103.1800	82,544.00	896.00
3,580.00	ELEKTA AB (8 SHRS)	12.3111	44,073.83	14.4540	51,745.23	0.00
4,475.00	FANUC LTD (JPY) 50	177.0103	84,079.87	168.5972	80,083.69	132.51
2,565.00	JERONIMO MARTINS SGPS SA (EUR)	16.8096	43,116.74	18.6563	47,853.36	0.00
385.00	KUEHNE & NAGEL INTL AG (CHF)	109.3330	42,093.20	120.4273	46,364.52	1,765.67
895.00	LOREAL S A (EUR) 2 NEW	117.7829	105,415.71	135.7116	121,461.87	1,571.38
2,405.00	LAZARD LTD	29.5075	70,965.54	29.4500	70,827.25	1,924.00
325.00	LOUIS VUITTON MOET HENNESSEY (EUR) 1.5	171.4318	55,715.32	175.4432	57,019.03	359.27
1,405.00	NESTLE SA (CHF)	62.4208	87,701.21	65.4473	91,953.44	2,425.81
600.00	NOVO NORDISK AS SPONSORED ADR	139.8700	83,922.00	158.6700	95,202.00	1,099.20
3,675.00	NOVOZYMES A/S (DKK) 8 SHARES	28.4553	104,573.25	27.5441	101,224.67	0.00

Equities

Fiduciary
Trust
International

FIVE 11/30/12
EIN # 13-6154484

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF NOV 30 2012

BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
2,320.00	POTASH CORP OF SASKATCHEWAN	45.3700	105,258.40	38.5200	89,366.40	1,948.80
40,670.00	SHANDONG WEIGAO GP MED POLYMER CO LTD SER H	1.1426	46,468.80	1.0413	42,348.18	928.83
2,270.00	SHOPRITE HOLDINGS LTD (ZAR)	20.2005	45,855.13	21.5966	49,024.22	578.23
45.00	SOCIETE GENERALE DE SURVEIL (CHF) 20 REG	1,893.4060	85,203.27	2,243.4445	100,955.00	640.98
2,220.00	SVENSKA CELLULOSA A B SER B (SEK)	19.6077	43,529.11	20.2491	44,952.99	1,191.40
1,780.00	SYSMEX CORPORATION (JPY)	39.2236	69,818.01	45.1816	80,423.31	0.00
7,330.00	TAIWAN SEMICONDUCTOR MFG CO SPON ADR	15.0797	110,534.20	17.2700	126,589.10	2,917.34
1,500.00	TENCENT HOLDINGS LTD	35.1621	52,743.10	32.5669	48,850.35	0.00
23,265.00	WAL MART DE MEXICO SAB DE CV SER V (MXN)	3.2900	76,542.42	3.1376	72,995.64	0.00
34,000.00	WANT WANT CHINA HOLDINGS LTD	1.3358	45,415.56	1.4606	49,660.65	39.48
Total Equities			2,071,985.25		2,122,448.47	26,584.42

MRS. GILES WHITING FOUNDATION

F/Y/E - 11/30/2012

FORM 990 PF

EIN # 13-6154484

PART XV, LINE 2 - SUPPLEMENTARY INFORMATION

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

- 1) GRANTS TO THE GRADUATE SCHOOLS OF SEVEN EDUCATIONAL INSTITUTIONS TO SUPPORT WHITING FELLOWSHIPS IN THE HUMANITIES
- 2) GRANTS TO FOUR EDUCATIONAL INSTITUTIONS TO SUPPORT THE WHITING TEACHING FELLOWSHIPS
- 3) WHITING WRITERS' AWARDS, MADE TO EMERGING WRITERS

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

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

INQUIRES WITH REGARD TO SUCH SHOULD BE ADRESSED AS FOLLOWS :

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	MRS. GILES WHITING FOUNDATION	☒ 13-6154484
	C/O PATTERSON, BELKNAP, WEBB & TYLER LLP	Social security number (SSN)
	Number, street, and room or suite no. If a P.O. box, see instructions.	☐
	1133 AVENUE OF THE AMERICAS, 22ND FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10036-6710	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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

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

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.

- 4 I request an additional 3-month extension of time until OCTOBER 15, 2013.
- 5 For calendar year DEC 1, 2011, or other tax year beginning DEC 1, 2011, and ending NOV 30, 2012
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO COMPLETE THE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	52,628.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	52,628.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature

Title

Date

Form 8868 (Rev. 1-2012)