CHANGE OF ACCOUNTING PERIOD

Form 990-PF Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning DEC 1, 2012 , and ending DEC 31, 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) | Room/suite
1133 AVENUE OF THE AMERICAS, 22ND FLOOR

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: [X] 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) ▶$ 55,058,479.

J Accounting method: [ ] Cash [ ] Accrual [X] Other (specify) MODIFIED CASH
(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 ▶ [ ]

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	33,488.	33,488.		STATEMENT 1
	4 Dividends and interest from securities	394,033.	394,033.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	479,427.			
	b Gross sales price for all assets on line 6a 845,596.				
	7 Capital gain net income (from Part IV, line 2)		479,427.		
	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	-77,028.	-67,552.		STATEMENT 3
	12 Total. Add lines 1 through 11	829,920.	839,396.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	9,624.	0.		9,624.
	14 Other employee salaries and wages	9,730.	0.		9,730.
	15 Pension plans, employee benefits	1,548.	0.		1,548.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	114,832.	114,832.		0.
	17 Interest				
	18 Taxes STMT 5	13,035.	13,035.		0.
	19 Depreciation and depletion				
	20 Occupancy	1,441.	0.		1,441.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	8,136.	0.		8,136.
	24 Total operating and administrative expenses. Add lines 13 through 23	158,346.	127,867.		30,479.
	25 Contributions, gifts, grants paid	45,000.			45,000.
	26 Total expenses and disbursements. Add lines 24 and 25	203,346.	127,867.		75,479.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	626,574.			
	b Net investment income (if negative, enter -0-)		711,529.		
	c Adjusted net income (if negative, enter -0-)			N/A	

NOV 25 2013

SCANNED NOV 27 2013

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2012)

09001112 759420 13-6154484 2012.05000 MRS. GILES WHITING FOUNDATI 13-61541

14

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	92,742.	17,263.	17,263.
	2 Savings and temporary cash investments	814,090.	903,999.	903,999.
	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 7	8,489,293.	8,811,018.	8,811,018.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	44,819,303.	45,181,413.	45,181,413.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKER)	32,095.	144,786.	144,786.
	16 **Total assets** (to be completed by all filers)	54,247,523.	55,058,479.	55,058,479.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	54,247,523.	55,058,479.	
	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**	54,247,523.	55,058,479.	
	31 **Total liabilities and net assets/fund balances**	54,247,523.	55,058,479.	

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	54,247,523.
2	Enter amount from Part I, line 27a	2	626,574.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	184,382.
4	Add lines 1, 2, and 3	4	55,058,479.
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	55,058,479.

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	845,596.		366,169.	479,427.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				479,427.

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	479,427.
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 the 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))
2011	2,682,236.	52,497,336.	.051093
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

2 Total of line 1, column (d)	2	.293782
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	.058756
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	53,746,093.
5 Multiply line 4 by line 3	5	3,157,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,115.
7 Add lines 5 and 6	7	3,165,020.
8 Enter qualifying distributions from Part XII, line 4	8	75,479.

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	14,231.
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	14,231.
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	14,231.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 10,642.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 15,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	25,642.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	45.
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	11,366.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 11,366. **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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	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*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ WWW.WHITINGFOUNDATION.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 212-336-2138

Located at ▶ 1133 AVENUE OF THE AMERICAS, NEW YORK, NY ZIP+4 ▶ 10036-6710

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)* 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 2012?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		9,624.	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
NONE				

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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	53,650,514.
b	Average of monthly cash balances	1b	914,047.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	54,564,561.
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	54,564,561.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	818,468.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,746,093.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	228,260.

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	228,260.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 14,231.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	14,231.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	214,029.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	214,029.
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	214,029.

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	75,479.
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	75,479.
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	75,479.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				214,029.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 289,152.				
b From 2008 635,856.				
c From 2009 585,038.				
d From 2010 808,718.				
e From 2011 99,355.				
f **Total** of lines 3a through e	2,418,119.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 75,479.				
a Applied to 2011, 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 2012 distributable amount				75,479.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	138,550.			138,550.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,279,569.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	150,602.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,128,967.			
10 Analysis of line 9:				
a Excess from 2008 635,856.				
b Excess from 2009 585,038.				
c Excess from 2010 808,718.				
d Excess from 2011 99,355.				
e Excess from 2012				

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 2012, 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 or e-mail of the person to whom applications should be addressed:

DANIEL REID, 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 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
a Paid during the year				
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	10,000.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN, CT 06511	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	5,000.
NORTH AMERICAN DOSTOEVSKY SOCIETY 202 HAMILTON HALL - MC 2811 NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	5,000.
Total			▶ 3a	45,000.
b Approved for future payment				
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.
Total SEE CONTINUATION SHEET(S)			▶ 3b	1,829,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	33,488.	
4 Dividends and interest from securities			14	394,033.	
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	-67,552.	
8 Gain or (loss) from sales of assets other than inventory			18	479,427.	
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	-9,476.			
e					
12 Subtotal. Add columns (b), (d), and (e)		-9,476.		839,396.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	829,920.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date — President 11/11/13 — Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FREDERICK MARTENS		11/13/13		P00298107
Firm's name ▶ LUTZ AND CARR, CPAS LLP			Firm's EIN ▶ 13-1655065	
Firm's address ▶ 300 EAST 42ND STREET NEW YORK, NY 10017			Phone no. 212-697-2299	

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	TIFF PARTNERS I, LLC	P	VARIOUS	VARIOUS
c	TIFF PARTNERS II, LLC	P	VARIOUS	VARIOUS
d	PROSPECT HARBOR	P	VARIOUS	VARIOUS
e	OCTAVIAN OFFSHORE FUND	P	VARIOUS	VARIOUS
f	GAINS PASSED THROUGH FROM LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	104,830.		98,542.	6,288.
b	59,024.		67,161.	-8,137.
c	20,696.			20,696.
d	44,417.		28,831.	15,586.
e	132,682.		171,635.	-38,953.
f	483,947.			483,947.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				6,288.
b				-8,137.
c				20,696.
d				15,586.
e				-38,953.
f				483,947.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	479,427.
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

223591
05-01-12

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
BRYN MAWR COLLEGE 101 NORTH MERION AVENUE BRYN MAWR, PA 19010	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	66,500.
CAVE CANEM 39 JANE STREET APT.GB NEW YORK, NY 10014	NONE	501(C)(3) PUBLIC CHARITY	GENERAL SUPPORT	10,000.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID FOR 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.
FINE ARTS WORK CENTER IN PROVINCETOWN 24 PEARL STREET PROVINCETOWN, MA 02657	NONE	501(C)(3) PUBLIC CHARITY	WRITERS RESIDENCIES GRANTS	15,000.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON, NJ 08540	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID FOR 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.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE, MA 02138	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID FOR 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 FELLOWSHIP	100,000.
Total from continuation sheets				1,429,000.

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
MACDOWELL COLONY 163 EAST 83RD STREET NEW YORK, NY 10028	NONE	501(C)(3) PUBLIC CHARITY	WRITERS' RESIDENCIES GRANTS	35,000.
STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305	NONE	501(C)(3) PUBLIC CHARITY	GRANTS-IN-AID FOR 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 FOR 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 ASSOCIATION	1,500.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637	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 FOR WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN, CT 06511	NONE	501(C)(3) PUBLIC CHARITY	WHITING FELLOWS IN THE HUMANITIES	141,250.
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.
Total from continuation sheets				

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
ATSURO RILEY C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
CIARAN BERRY C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
CORPORATION FOR YADDO P.O. BOX 395 SARASOTA SPRINGS, NY 12866	NONE	501(C)(3) PUBLIC CHARITY	WRITERS' RESIDENCIES GRANTS	20,000.
DANAI GURIRA C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
HANNA PYLVAINEN C/O MRS. GILES WHITING FOUNDATION, 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	NONE	INDIVIDUAL	WHITING WRITERS' AWARD	25,000.
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.
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.
Total from continuation sheets				

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

SOURCE	AMOUNT
INTEREST INCOME ON CASH BALANCES	33,488.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	33,488.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME	163,231.	0.	163,231.
PASSED THROUGH FROM LIMITED PARTNERSHIPS	230,802.	0.	230,802.
TOTAL TO FM 990-PF, PART I, LN 4	394,033.	0.	394,033.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	3,922.	3,922.	
OTHER LOSS PASSED THROUGH FROM LIMITED PARTNERSHIP INVESTMENTS	-71,474.	-71,474.	
UNRELATED BUSINESS INCOME (LOSS) PASSTHROUGH FROM LIMITED PARTNERSHIPS	-9,476.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-77,028.	-67,552.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	114,832.	114,832.		0.
TO FORM 990-PF, PG 1, LN 16C	114,832.	114,832.		0.

FORM 990-PF TAXES STATEMENT 5

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	13,035.	13,035.		0.
TO FORM 990-PF, PG 1, LN 18	13,035.	13,035.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	4,130.	0.		4,130.
INSURANCE	1,389.	0.		1,389.
OFFICE EXPENSES	591.	0.		591.
SUBSCRIPTIONS & BOOKS	643.	0.		643.
WEBSITE COSTS	1,383.	0.		1,383.
TO FORM 990-PF, PG 1, LN 23	8,136.	0.		8,136.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICY TRADED EQUITIES - SEE STATEMENT A	3,644,892.	3,644,892.
PUBLICY TRADED EQUITIES - SEE STATEMENT B	3,001,063.	3,001,063.
PUBLICY TRADED EQUITIES - SEE STATEMENT C	2,165,063.	2,165,063.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,811,018.	8,811,018.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIFF SHORT TERM TRUST	FMV	617,224.	617,224.
HIGHCLERE INTERNATIONAL INVESTORS	FMV	2,655,856.	2,655,856.
TIFF PARTNERS II, LLC	FMV	74,799.	74,799.
TIFF PARTNERS III, LLC	FMV	390,057.	390,057.
TIFF PARTNERS IV, LLC	FMV	839,775.	839,775.
TIFF PRIVATE EQUITY PARTNERS 2008, LLC	FMV	1,399,406.	1,399,406.
TIFF PRIVATE EQUITY PARTNERS 2007, LLC	FMV	1,383,065.	1,383,065.
DODGE & COX INCOME FUND	FMV	6,881,295.	6,881,295.
OCTAVIAN OFFSHORE FUND	FMV	2,614,925.	2,614,925.
NORTH RUN OFFSHORE PARTNERS, LTD	FMV	2,653,277.	2,653,277.
PROSPECT HARBOR	FMV	143,113.	143,113.
VANGUARD SHORT TERM BOND INDEX FUND	FMV	1,525,641.	1,525,641.
SIRIOS OVERSEAS FUND	FMV	2,050,391.	2,050,391.
SANDERSON ASSET MANAGEMENT	FMV	2,454,480.	2,454,480.
REGIMENT CAPITAL, LTD.	FMV	1,673,508.	1,673,508.
ASIAN CENTURY QUEST OFFSHORE FUND	FMV	1,378,702.	1,378,702.
VANGUARD INSTITUTIONAL INDEX FUND	FMV	9,123,564.	9,123,564.
MFS GLOBAL EQUITY FUND	FMV	3,004,498.	3,004,498.
SOUTH PAW CREDIT OPPORTUNITY FUND	FMV	2,040,560.	2,040,560.
NEW CANAAN FUND	FMV	163,019.	163,019.
HENGISTBURY FUND LTD.	FMV	2,114,258.	2,114,258.
TOTAL TO FORM 990-PF, PART II, LINE 13		45,181,413.	45,181,413.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

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 10036-6710	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 10036-6710	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 10036-6710	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.
PETER PENNOYER C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.
ROBIN KRAUSE C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710	SECRETARY/ASST. TREASURER 2.00	0.	0.	0.
KELLYE ROSENHEIM C/O MRS. GILES WHITING FOUNDATION 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036-6710	ASST. SECRETARY/ASST. TREASURER 40.00	9,624.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		9,624.	0.	0.

STATEMENT A (43)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2012

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

Equities

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
550.00	AMC NETWORKS INC	7.6198	4,190.88	49.5000	27,225.00	0.00
2,500.00	ARRIS GROUP INC	9.4368	23,592.00	14.9400	37,350.00	0.00
10,100.00	ATMEL CORP	4.4380	44,823.99	6.5500	66,155.00	0 00
1,800.00	AVNET INC	29.7979	53,636.22	30.6100	55,098.00	0.00
5,200.00	BELO CORP SER A	3.6705	19,086.84	7.6700	39,884 00	1,664.00
900 00	BRINK'S CO	20.5011	18,451.01	28 5300	25,677.00	360.00
4,000.00	C A E INC	4.6018	18,407.20	10.1500	40,600.00	804.00
3,500.00	CABLEVISION SYSTEMS NEW YORK GRP CL A	7.9751	27,912.70	14.9400	52,290.00	2,100.00
3,700.00	CAMECO CORP	9.6587	35,737.37	19.7200	72,964.00	1,491.10
14,200.00	CINCINNATI BELL INC	3.0214	42,904.06	5.4800	77,816.00	0 00
800.00	COGNEX CORP	19.9590	15,967.20	36.8200	29,456.00	352.00
1,100.00	CUMMINS INC	15.5368	17,090.50	108.3500	119,185 00	2,200.00
700 00	DIEBOLD INC	25.2890	17,702.30	30.6100	21,427.00	798.00
2,155.00	DISCOVERY COMMUNICATIONS INC CL C	14.4111	31,055.92	58.5000	126,067.50	0.00
3,600.00	FOSTER WHEELER AG	21.8716	78,737.93	24.3200	87,552.00	0.00
4,800.00	GANNETT CO INC	15.1740	72,835.38	18.0100	86,448.00	3,840.00
5,700.00	HARMONIC INC	7.2528	41,340.70	5.0700	28,899.00	0.00
1,300.00	HELMERICH & PAYNE INC	15.9739	20,766.09	56.0100	72,813 00	780.00
2,000.00	HEXCEL CORP NEW	24.0199	48,039.71	26.9600	53,920.00	0.00
700.00	IAC/INTERACTIVECORP	16.2385	11,366.95	47.3000	33,110.00	672.00
1,400.00	IMMUNOGEN INC	8.5895	12,025.30	12.7500	17,850.00	0.00
1,100.00	INTERXION HOLDING NV	17.8081	19,588.90	23.7600	26,136.00	0.00
3,100.00	ION GEOPHYSICAL CORP	13.0603	40,487.08	6.5100	20,181.00	0.00
2,800.00	ISIS PHARMACEUTICALS INC	13.1476	36,813.34	10.4600	29,288.00	0 00

STATEMENT A (2/3)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2012

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

Equities (Cont.)

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
3,100.00	JANUS CAPITAL GROUP INC	7.5944	23,542.64	8.5200	26,412.00	744 00
1,900.00	JDS UNIPHASE CORP	12.9332	24,573.08	13.5400	25,726 00	0.00
900.00	KANSAS CITY SOUTHNERN	13.7293	12,356.37	83.4800	75,132 00	702.00
3,037.00	LAM RESEARCH CORP	21.5724	65,515.36	36.1300	109,726 81	0.00
2,600.00	LAS VEGAS SANDS CORP	4.5918	11,938.62	46.1600	120,016.00	2,600.00
900.00	LAZARD LTD	36.4816	32,833.40	29.8400	26,856.00	720.00
1,800.00	LEVEL 3 COMMUNICATIONS INC	14.7700	26,586.08	23.1100	41,598.00	0.00
500.00	LIBERTY MEDIA CORP - LIBERTY CAP CL A	11.0501	5,525.05	116.0100	58,005.00	0.00
5,900.00	LSI CORP	4.3922	25,914.14	7.0800	41,772.00	0.00
525.00	MADISON SQUARE GARDEN INC CL A	5.6870	2,985.67	44.3500	23,283.75	0.00
1,100.00	MEADWESTVACO CORP	24.3947	26,834.17	31.8700	35,057.00	1,100.00
900.00	MEDICINES CO	24.0735	21,666.15	23.9700	21,573.00	0.00
1,600.00	MOSAIC CO	48.6049	77,767.79	56.6300	90,608.00	1,600.00
1,900.00	MYRIAD GENETICS INC	16.2201	30,818.14	27.2500	51,775.00	0.00
2,000.00	NII HOLDINGS INC-CL B	16.0255	32,050.98	7.1300	14,260.00	0.00
1,900.00	NORTH AMERICAN ENERGY PARTNERS INC	11.2723	21,417.31	3.4000	6,460.00	0.00
1,200.00	ONYX PHARMACEUTICALS INC	26.0259	31,231.10	75.5300	90,636.00	0.00
6,700.00	ORIENT EXPRESS HOTELS LTD CL A SHS	10.2337	68,565.91	11.6900	78,323.00	0.00
1,500.00	PALL CORP	24.5000	36,750.00	60.2600	90,390.00	1,500.00
700.00	PRECISION CASTPARTS CORP	34.5772	24,204.01	189.4200	132,594.00	84.00
1,100.00	RAYMOND JAMES FINANCIAL INC	17.1890	18,907.86	38.5300	42,383.00	616.00
1,000.00	REGENERON PHARMACEUTICALS INC	18.5476	18,547.60	171.0700	171,070.00	0.00
7,850.00	RF MICRO DEVICES INC	5.1118	40,127.98	4.4800	35,168.00	0.00
1,100.00	ROBERT HALF INTERNATIONAL INC	31.7165	34,888.13	31.8200	35,002.00	660.00
1,700.00	ROWAN COS PLC	34.0246	57,841.79	31.2700	53,159 00	0.00
2,500.00	ROYAL CARIBBEAN CRUISES LTD	20.5781	51,445.16	34.0000	85,000 00	1,200.00
1,400.00	RTI INTL METALS INC	26.1989	36,678 40	27.5600	38,584.00	0.00
2,800.00	SAKS INC	13.0989	36,676.84	10.5100	29,428.00	0.00

STATEMENT A (3|3)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2012

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

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
4,100.00	SEACHANGE INTERNATIONAL INC	7.1326	29,243.53	9.6700	39,647 00	0 00
2,100.00	SEATTLE GENETICS INC COM	11.1663	23,449.23	23.2000	48,720.00	0.00
1,000.00	SHAW GROUP INC	37.0713	37,071.30	46.6100	46,610.00	0.00
3,700.00	SINCLAIR BROADCAST GROUP INC CL A	4.9699	18,388.51	12.6200	46,694.00	2,220 00
1,300.00	SOTHEBY'S	33.2001	43,160.19	33.6200	43,706 00	520.00
3,800.00	STILLWATER MINING CO	10.2858	39,086.04	12.7800	48,564.00	0.00
1,300.00	TELEPHONE & DATA SYSTEMS INC	24.2456	31,519.28	22.1400	28,782.00	637.00
2,000.00	TRIMBLE NAVIGATION LTD	22.6028	45,205.58	59.7800	119,560.00	0.00
5,600.00	TRIQUINT SEMICONDUCTOR INC	4.7438	26,565.44	4.8400	27,104.00	0.00
2,500.00	TW TELECOM INC	14.6981	36,745.25	25.4700	63,675.00	0 00
700.00	U S CELLULAR CORP	34.4364	24,105.49	35.2400	24,668.00	0.00
1,633.00	UNIFI INC	16.9101	27,614.19	13.0100	21,245.33	0.00
700.00	UNITED STS STL CORP NEW	54.3931	38,075.19	23.8700	16,709.00	140.00
1,500.00	VALSPAR CORP	20.9271	31,390.61	62.4000	93,600 00	1,380.00
3,100.00	VISHAY INTERTECHNOLOGY INC	12.2246	37,896.12	10.6300	32,953.00	0.00
1,300.00	WADDELL & REED FINL INC CL A	14.4350	18,765.50	34.8200	45,266.00	1,456.00
Total Equities			2,159,030.75		3,644,892.39	32,940.10

STATEMENT B(1/4)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF DEC 31 2012

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

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Short Term						
Total Short Term						
Equities						
1,190.00	AAON INC	15.9046	18,926.47	20.8700	24,835.30	285.60
960.00	ALBANY INTERNATIONAL CORP CL A NEW	20.8693	20,034.56	22.6800	21,772 80	537 60
53.00	ALTISOURCE ASSET MANAGEMENT CORP	78.2500	4,147.25	72.3500	3,834.55	0.00
535.00	ALTISOURCE PORTFOLIO SOLUTIONS	24.5034	13,109.33	86.6550	46,360.43	0.00
1,920.00	AMERICAN REPROGRAPHICS CO	4.6463	8,920.89	2.5600	4,915 20	0.00
1,860.00	ASTA FUNDING INC	8.6135	16,021.20	9.5100	17,688.60	148.80
1,220.00	BEAZER HOMES USA INC	16.0699	19,605.27	16.8900	20,605.80	0.00
1,600.00	BIO-REFERENCE LABS INC NEW	22.1628	35,460.43	28.6900	45,904.00	0.00
1,640.00	BRYN MAWR BANK CORP	17.1143	28,067.51	22.2700	36,522.80	1,049.60
1,900.00	C D I CORP	17.4668	33,186.91	17.1300	32,547.00	988.00
1,835.00	CAI INTERNATIONAL INC	14.7921	27,143.42	21.9500	40,278.25	0.00
1,350.00	CECO ENVIRONMENTAL CORP	7.4408	10,045.07	9.9500	13,432.50	243.00
600.00	CITY HOLDING CO	31.4601	18,876.04	34.8500	20,910.00	840.00
2,100.00	COLUMBUS MCKINNON CORP NEW YORK	14.7111	30,893.35	16.5200	34,692 00	0.00
1,470.00	COMMUNITY BANK SYSTEM INC	22.5093	33,088.70	27.3600	40,219.20	1,587.60
3,040.00	CONVERGYS CORP	13.1202	39,885.31	16.4100	49,886.40	608.00

STATEMENT B (2H)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF DEC 31 2012

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

Equities (Cont.)

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
2,501.00	COOPER TIRE & RUBBER CO	15.6423	39,121.43	25.3600	63,425.36	1,050.42
1,255.00	CSS INDS INC	16.5089	20,718.65	21.8900	27,471.95	753.00
3,840.00	CVB FINL CORP	7.9038	30,350.46	10.4000	39,936.00	1,305.60
1,250.00	DARLING INTL INC	16.0926	20,115.76	16.0400	20,050.00	0.00
1,430.00	DELTA APPAREL INC	15.4022	22,025.21	13.9800	19,991.40	0.00
1,350.00	DELUXE CORP	30.6327	41,354.10	32.2400	43,524 00	1,350.00
2,110.00	DIME COMMUNITY BANCORP INC	11.0911	23,402.18	13.8900	29,307.90	1,181.60
2,665.00	ELECTRONICS FOR IMAGING INC	12.6028	33,586.35	18.9900	50,608.35	0.00
1,880.00	EPL OIL & GAS INC	17.5962	33,080.82	22.5500	42,394.00	0.00
200.00	FIRST BANCORP	14.1232	2,824.64	12.8200	2,564.00	64.00
1,095.00	FIRST FINL BANKSHARES INC	33.5091	36,692.46	39.0100	42,715.95	1,095.00
12,200.00	GT ADVANCED TECHNOLOGIES INC	6.0360	73,639.15	3.0200	36,844.00	0.00
1,495.00	GULFPORT ENERGY CORP	15.0873	22,555.54	38.2200	57,138 90	0.00
3,622.00	HALCON RESOURCES CORP	7.0367	25,486.91	6.9200	25,064.24	0.00
1,200.00	HANCOCK HOLDING CO	33.1827	39,819.24	31.7400	38,088 00	1,152.00
840.00	HAYNES INTL INC	54.9208	46,133.45	51.8700	43,570.80	739.20
1,710.00	HEXCEL CORP NEW	15.1514	25,908.89	26.9600	46,101.60	0.00
1,930.00	HILLENBRAND INC	22.4012	43,234.37	22.6100	43,637.30	1,505.40
650.00	HYSTER-YALE MATLS HANDLING INC CL A	32.1065	20,869.25	48.8000	31,720 00	650.00
1,655.00	JOHN BEAN TECHNOLOGIES	14.7296	24,377.57	17.7700	29,409 35	463.40
2,140.00	KRATON PERFORMANCE POLYMERS INC	22.6691	48,511.92	24.0300	51,424.20	0.00
1,340.00	LAYNE INC	21.2842	28,520.77	24.2700	32,521.80	0.00
3,032.00	LENDER PROCESSING SERVICES	19.8913	60,310.49	24.6200	74,647.84	1,212.80
2,260.00	LEXMARK INTL INC CL A	24.8401	56,138.63	23.1900	52,409.40	2,712.00
494.00	LIFETIME BRANDS INC	13.3044	6,572.37	10.6100	5,241 34	49.40
1,470.00	LSB INDS INC	37.1176	54,562.86	35.4200	52,067.40	0.00
2,110.00	LYDALL INC	7.2963	15,395.20	14.3400	30,257.40	0.00
2,510.00	M/I HOMES INC	16.4896	41,389.01	26.5000	66,515.00	0.00
1,000.00	MAGELLAN HEALTH SVCS INC	35.8028	35,802.80	49.0000	49,000.00	0 00
1,360.00	MATERION CORP	20.6916	28,140.57	25.7800	35,060.80	408 00

STATEMENT B(3H)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF DEC 31 2012

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

Equities (Cont.)

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
5,620.00	MERCER INTL INC SH BEN INT	7.5363	42,354.28	7.1600	40,239 20	0.00
2,400.00	METALS USA HOLDINGS CORP	13.7089	32,901.34	17.4900	41,976.00	576.00
1,970.00	METHODE ELECTRONICS INC COM	8.1083	15,973.29	10.0300	19,759 10	551.60
2,790.00	MODINE MANUFACTURING CO	7.0750	19,739.28	8.1300	22,682.70	0 00
2,670.00	NCI BUILDING SYSTEMS INC	10.7938	28,819.38	13.9000	37,113.00	0.00
4,360.00	NEWPARK RESOURCES INC	7.7045	33,591.73	7.8500	34,226.00	0.00
2,297.00	NORTHERN OIL AND GAS	15.3441	35,245.48	16.8200	38,635.54	0.00
2,060.00	OCWEN FINANCIAL CORP	9.0586	18,660.74	34.5900	71,255.40	0.00
8,540.00	OFFICE DEPOT INC	2.5944	22,155.87	3.2800	28,011.20	0 00
3,735.00	OMNOVA SOLUTIONS INC	6.1321	22,903.21	7.0100	26,182.35	0.00
1,032.00	OVERHILL FARMS INC	5.9111	6,100.26	4.3300	4,468.56	0.00
2,920.00	PEP BOYS MANNY MOE & JACK	8.9673	26,184.62	9.8300	28,703.60	350.40
2,310.00	PHH CORP	15.7503	36,383.17	22.7500	52,552.50	0.00
1,200.00	PLANTRONICS INC	33.7932	40,551.80	36.8700	44,244.00	480.00
910.00	PLEXUS CORP	22.4761	20,453.29	25.8000	23,478.00	0.00
2,400.00	POLYONE CORP	12.8811	30,914.54	20.4200	49,008.00	480.00
10,533.00	POWER - ONE INC	5.3047	55,874.24	4.1100	43,290.63	0.00
2,050.00	PRIMERICA INC (USD)	21.8394	44,770.85	30.0100	61,520.50	738.00
855.00	RENT A CTR INC NEW	21.7924	18,632.48	34.3600	29,377.80	718.20
540.00	RLI CORP	60.2555	32,537.99	64.6600	34,916.40	691.20
870.00	RTI INTL METALS INC	23.6570	20,581.55	27.5600	23,977.20	0.00
1,329.00	SHAW GROUP INC	24.4414	32,482.68	46.6100	61,944.69	0.00
1,470.00	STANDEX INTERNATIONAL CORP	25.8526	38,003.36	51.2900	75,396.30	470.40
5,050 00	SYNERGY RESOURCES CORP	2.7665	13,970.85	5.3900	27,219.50	0.00
1,170.00	SYNNEX CORP	32.5422	38,074.33	34.3800	40,224.60	0.00
400.00	TEXTAINER GROUP HOLDINGS LTD	31.5000	12,600.00	31.4600	12,584.00	704.00
2,500.00	TITAN INTERNATIONAL INC ILL	20.0776	50,193.89	21.7200	54,300.00	50.00
1,950.00	TRIMAS CORP	23.2608	45,358.59	27.9600	54,522.00	0.00
3,200.00	UMPQUA HLDGS CORP	12.5461	40,147.67	11.7900	37,728.00	1,152.00

STATEMENT 8(4)H

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF DEC 31 2012

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

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
1,650.00	VALASSIS COMMUNICATIONS INC	23.1602	38,214.34	25.7800	42,537.00	2,046.00
8,260.00	VISHAY INTERTECHNOLOGY INC	9.7913	80,875.97	10.6300	87,803.80	0 00
1,540.00	WALTER INVESTMENT MANAGEMENT CORP	21.1604	32,587.07	43.0200	66,250.80	0.00
1,840.00	WORTHINGTON INDUSTRIES INC	16.6401	30,617.76	25.9900	47,821.60	956.80
Total Equities			2,416,508.66		3,001,063.08	31,944.62

STATEMENT C(1/2)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2012

MRS GILES WHITING FOUNDATION WCM SECTION
ACCOUNT # 440993645
BASE CURRENCY· U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities						
1,160.00	ACE LTD	72.7466	84,386.06	79.8000	92,568 00	2,273 60
6,529.00	ARCOS DORADOS HOLDINGS INC A	18.3059	119,519.32	11.9600	78,086 84	1,560.43
2,570.00	ARM HLDGS PLC SPONS ADR	26.4677	68,021.92	37.8300	97,223.10	403.49
858.00	ASML HOLDING NV NY SHR	57.3639	49,218.21	64.4100	55,263.78	577.43
3,605.00	BRF- BRASIL FOODS S.A	17.9697	64,780.83	21.1100	76,101.55	0.00
1,010.00	CANADIAN NATIONAL RAILWAY CO	78.0270	78,807.27	91.0100	91,920.10	1,525.10
2,970.00	COCA-COLA ENTERPRISES INC	28.8265	85,614.63	31.7300	94,238.10	1,900.80
800.00	CORE LABORATORIES N V	129.8372	103,869.72	109.3100	87,448.00	896.00
785.00	COVIDIEN PLC	57.0012	44,745.97	57.7400	45,325.90	816.40
475.00	FANUC LTD (JPY) 50	177.0103	84,079.87	183.5053	87,165.00	125.93
2,565.00	JERONIMO MARTINS SGPS SA (EUR)	16.8096	43,116.74	19.2660	49,417.40	0.00
385.00	KUEHNE & NAGEL INTL AG (CHF)	109.3330	42,093.20	120.1726	46,266.46	1,787.57
895.00	L'OREAL S A (EUR) 2 NEW	117.7829	105,415.71	138.4252	123,890.55	1,594.40
2,405.00	LAZARD LTD	29.5075	70,965.54	29.8400	71,765.20	1,924.00
325.00	LOUIS VUITTON MOET HENNESSEY (EUR)1.5	171.4318	55,715.32	183.1594	59,526.79	364.54
1,405.00	NESTLE SA (CHF)	62.4208	87,701.21	65.1117	91,481.95	2,455.89
600.00	NOVO NORDISK AS SPONSORED ADR	139.8700	83,922.00	163.2100	97,926.00	1,099.20
3,675.00	NOVOZYMES A/S (DKK) B SHARES	28.4553	104,573.25	28.1593	103,485 42	0 00

STATEMENT C(7)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2012

MRS GILES WHITING FOUNDATION WCM SECTION
ACCOUNT # 440993645
BASE CURRENCY: U.S DOLLAR
PORTFOLIO TYPE· PRINCIPAL

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
2,320.00	POTASH CORP OF SASKATCHEWAN	45.3700	105,258.40	40.6900	94,400.80	1,948.80
40,670.00	SHANDONG WEIGAO GP MED POLYMER CO LTD SER H	1.1426	46,468.80	0.9948	40,458 79	928 82
2,270.00	SHOPRITE HOLDINGS LTD (ZAR)	20.2005	45,855.13	24.1906	54,912.64	608.09
45.00	SOCIETE GENERALE DE SURVEIL (CHF) 20 REG	1,893.4060	85,203.27	2,213.3610	99,601 25	648.93
2,220.00	SVENSKA CELLULOSA A B SER B (SEK)	19.6077	43,529.11	21.6885	48,148.40	1,219.08
1,780.00	SYSMEX CORPORATION (JPY)	39.2236	69,818.01	45.7034	81,352 08	0 00
7,330.00	TAIWAN SEMICONDUCTOR MFG CO SPON ADR	15.0797	110,534.20	17.1600	125,782 80	2,917.34
1,500.00	TENCENT HOLDINGS LTD	35.1621	52,743.10	32.0506	48,075 87	0.00
23,265.00	WAL MART DE MEXICO SAB DE CV SER V (MXN)	3.2900	76,542.42	3.2830	76,377.84	0.00
34,000.00	WANT WANT CHINA HOLDINGS LTD	1.3358	45,415.56	1.3780	46,852.68	39.48
Total Equities			2,057,914.77		2,165,063.29	27,615.32

MRS GILES WHITING FOUNDATION
F/Y/E - 12/31/2012
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

STATEMENT D

Form 8868
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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* 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 print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. MRS. GILES WHITING FOUNDATION C/O PATTERSON, BELKNAP, WEBB & TYLER LLP	Employer identification number (EIN) or 13-6154484
	Number, street, and room or suite no If a P.O box, see instructions 1133 AVENUE OF THE AMERICAS, 22ND FLOOR	Social security number (SSN)
	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) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE FOUNDATION
1133 AVENUE OF THE AMERICAS - NEW YORK, NY 10036-6710
Telephone No ▶ 212-336-2138 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning DEC 1, 2012 , and ending DEC 31, 2012 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[X] 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	$ 15,000.
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	$ 0.
c	**Balance due.** 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	$ 15,000.

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

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

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

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

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

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 MRS. GILES WHITING FOUNDATION C/O PATTERSON, BELKNAP, WEBB & TYLER LLP	Employer identification number (EIN) or 13-6154484
	Number, street, and room or suite no If a P.O. box, see instructions. 1133 AVENUE OF THE AMERICAS, 22ND FLOOR	Social security number (SSN)
	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) 0 4

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

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

- The books are in the care of ▶ THE FOUNDATION 1133 AVENUE OF THE AMERICAS - NEW YORK, NY 10036-6710

  Telephone No ▶ 212-336-2138 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year ______, or other tax year beginning DEC 1, 2012, and ending DEC 31, 2012.

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [X] 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	$ 15,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 15,000.
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 ▶ PRESIDENT Date ▶

223842
01-21-13

15560718 759420 13-6154484 2012.04000 MRS. GILES WHITING FOUNDATI 13-61541