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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation MRS. GILES WHITING FOUNDATION		A Employer identification number 13-6154484
Number and street (or P.O. box number if mail is not delivered to street address) 16 COURT STREET	Room/suite 2308	B Telephone number 718-841-7205
City or town, state or province, country, and ZIP or foreign postal code BROOKLYN, NY 11241		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 61,740,966.	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		295,767.	295,767.		STATEMENT 1
4 Dividends and interest from securities		776,459.	776,459.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,687,713.			
b Gross sales price for all assets on line 6a 16,948,331.					
7 Capital gain net income (from Part IV, line 2)			2,687,713.		
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		-10,955.	-7,942.		STATEMENT 3
12 Total. Add lines 1 through 11		3,748,984.	3,751,997.		
13 Compensation of officers, directors, trustees, etc		130,985.	2,539.		128,446.
14 Other employee salaries and wages		143,478.	420.		143,478.
15 Pension plans, employee benefits		24,195.	184.		24,001.
16a Legal fees STMT 4		60,457.	26,330.		34,127.
b Accounting fees STMT 5		35,615.	21,369.		14,246.
c Other professional fees STMT 6		457,443.	344,053.		113,390.
17 Interest					
18 Taxes STMT 7		84,907.	14,407.		0.
19 Depreciation and depletion					
20 Occupancy		11,594.	580.		11,014.
21 Travel, conferences, and meetings		46,062.	0.		46,062.
22 Printing and publications		2,217.	0.		2,217.
23 Other expenses STMT 8		125,706.	320.		125,386.
24 Total operating and administrative expenses. Add lines 13 through 23		1,122,659.	409,792.		642,367.
25 Contributions, gifts, grants paid		2,132,500.			2,132,500.
26 Total expenses and disbursements. Add lines 24 and 25		3,255,159.	409,792.		2,774,867.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		493,825.			
b Net investment income (if negative, enter -0-)			3,342,205.		
c Adjusted net income (if negative, enter -0-)				N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

ENVELOPE NOV 14 2014
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Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17,263.	327,648.	327,648.
	2 Savings and temporary cash investments	903,999.	737,426.	737,426.
	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	8,811,018.	10,894,142.	10,894,142.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		45,181,413.	49,294,730.	49,294,730.
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ DUE FROM BROKER)		144,786.	487,020.	487,020.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		55,058,479.	61,740,966.	61,740,966.
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.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	55,058,479.	61,740,966.	
	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	55,058,479.	61,740,966.		
31 Total liabilities and net assets/fund balances	55,058,479.	61,740,966.		

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	55,058,479.
2 Enter amount from Part I, line 27a	2	493,825.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	6,188,662.
4 Add lines 1, 2, and 3	4	61,740,966.
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	61,740,966.

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 16,948,331.		14,260,618.	2,687,713.

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			2,687,713.

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	2,687,713.
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))
2012	75,479.	53,746,093.	.001404
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

2 Total of line 1, column (d)	2	.240778
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	.048156
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	56,612,208.
5 Multiply line 4 by line 3	5	2,726,217.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33,422.
7 Add lines 5 and 6	7	2,759,639.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,774,867.

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	33,422.
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	33,422.
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	33,422.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	35,419.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	93,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	128,419.	
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	94,997.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
1c 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

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 ► <u>WWW.WHITINGFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>718-841-7205</u> Located at ► <u>16 COURT STREET, SUITE 2308, BROOKLYN, NY</u> ZIP+4 ► <u>11241</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2013, 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		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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

Form 990-PF (2013)

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

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		130,985.	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 WHITING FNDN, 16 COURT ST, STE 2308,	DIR. WRITERS PROGRAM 40.00	113,173.	0.	0.

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

0

Form 990-PF (2013)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDUCIARY TRUST CO. INTL 600 FIFTH AVENUE, NEW YORK, NY 10020	INVESTMENT CUSTODIAN	109,691.
FEDERAL STREET ADVISORS 50 FEDERAL STREET, BOSTON, MA 02199	INVESTMENT ADVISORY	93,750.
MACHLOWITZ CONSULTANTS, INC - 445 PARK AVENUE, 9TH FLOOR, NEW YORK, NY 10022	EXECUTIVE SEARCH CONSULTANT	85,212.
PATTERSON, BELKNAP, WEBB & TYLER, LLP - 1133 AVENUE OF THE AMERICAS, NEW YORK, NY 10036	LEGAL SERVICES	60,457.

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.

Form 990-PF (2013)

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	54,812,051.
b	Average of monthly cash balances	1b	2,662,272.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	57,474,323.
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	57,474,323.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	862,115.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,612,208.
6	Minimum investment return. Enter 5% of line 5	6	2,830,610.

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	2,830,610.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	33,422.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	33,422.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,797,188.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,797,188.
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	2,797,188.

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	2,774,867.
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	2,774,867.
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	33,422.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,741,445.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,797,188.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	635,856.			
b From 2009	585,038.			
c From 2010	808,718.			
d From 2011	99,355.			
e From 2012				
f Total of lines 3a through e	2,128,967.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,774,867.				
a Applied to 2012, 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 2013 distributable amount				2,774,867.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	22,321.			22,321.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,106,646.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	613,535.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,493,111.			
10 Analysis of line 9:				
a Excess from 2009	585,038.			
b Excess from 2010	808,718.			
c Excess from 2011	99,355.			
d Excess from 2012				
e Excess from 2013				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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				
ALAN HEATHCOCK C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE, NW WASHINGTON, DC 20002		PC	GENERAL SUPPORT	5,000.
AMANDA COPLIN C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
ANTHONY MARRA C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
ASSOCIATION OF AMERICAN UNIVERSITY PRESSES 28 WEST 36TH STREET SUITE602 NEW YORK, NY 10018		PC	PROFESSIONAL DEVELOPMENT WORKSHOPS	10,000.
Total	SEE CONTINUATION SHEET(S)			3a 2,132,500.
b Approved for future payment				
AMANDA COPLIN C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
C.E.MORGAN C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
CLIFFORD THOMPSON C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
Total	SEE CONTINUATION SHEET(S)			3b 250,000.

MRS. GILES WHITING FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES-EQUITY	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES-MUTUAL FUNDS	P	VARIOUS	VARIOUS
c REGIMENT CAPITAL, LTD	P	VARIOUS	VARIOUS
d OCTAVIAN OFFSHORE FUND	P	VARIOUS	VARIOUS
e SANKATY PROSPECT HARBOR	P	VARIOUS	VARIOUS
f SIRIOS CAPITAL	P	VARIOUS	VARIOUS
g GAINS PASSED THROUGH FROM LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
h GAINS PASSED THROUGH FROM LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,325,388.		3,403,520.	921,868.
b 5,344,519.		4,382,375.	962,144.
c 1,728,724.		1,500,000.	228,724.
d 2,509,993.		3,186,493.	-676,500.
e 73,968.		38,230.	35,738.
f 2,050,391.		1,750,000.	300,391.
g 856,922.			856,922.
h 58,426.			58,426.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis 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			921,868.
b			962,144.
c			228,724.
d			-676,500.
e			35,738.
f			300,391.
g			856,922.
h			58,426.
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	2,687,713.
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 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, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
BARUCH COLLEGE ONE BARNARD BARUCH WAY NEW YORK, NY 10014		PC	TEACHING FELLOWSHIPS	150,000.
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240-6028		PC	TEACHING FELLOWSHIPS	100,000.
BLUE RIBBON MENTOR ADVOCATE PROGRAM 750 S. MERRITT MILL RD CHAPEL HILL, NC 27516		PC	GENERAL SUPPORT	1,000.
BROOKLYN COLLEGE 2900 BEDFORD AVENUE BROOKLYN, NY 11234		PC	TEACHING FELLOWSHIP	150,000.
BRYN MAWR COLLEGE 101 NORTH MERION AVENUE BRYN MAWR, PA 19010		PC	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	10,000.
BRYN MAWR COLLEGE 101 NORTH MERION AVENUE BRYN MAWR, PA 19010		PC	WHITING FELLOWS IN THE HUMANITIES	56,500.
C.E.MORGAN C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
CAVE CANEM 39 JANE STREET APT.GB NEW YORK, NY 10014		PC	GENERAL SUPPORT	10,000.
CIARAN BERRY C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
Total from continuation sheets				2,042,500.

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
CLIFFORD THOMPSON C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027		PC	WHITING FELLOWS IN THE HUMANITIES	141,250.
COLUMBIA UNIVERSITY 535 W.116TH STREET NEW YORK, NY 10027		PC	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
CORPORATION FOR YADDO P.O. BOX 395 SARASOTA SPRINGS, NY 12866		PC	WRITERS' RESIDENCIES GRANTS	20,000.
DANAI GURIRA C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
FINE ARTS WORK CENTER IN PROVINCETOWN 24 PEARL STREET PROVINCETOWN, MA 02657		PC	WRITERS RESIDENCIES GRANTS	15,000.
HANNA PYLVAINEN C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
HANNAH DELA CRUZ ABRAMS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE, MA 02138		PC	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
HARVARD UNIVERSITY UNIVERSITY HALL 18 CAMBRIDGE, MA 02138		PC	WHITING FELLOWS IN THE HUMANITIES	141,250.
Total from continuation sheets				

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
INSTITUTE OF CLASSICAL ARCHITECTURE 20 W. 44TH STREET NEW YORK, NY 10036		PC	GENERAL SUPPORT	10,000.
INTERFAITH COUNCIL FOR SOCIAL SERVICES 110 W. MAIN STREET CARRBORO, NC 27510		PC	GENERAL SUPPORT	1,000.
ISHION HUTCHINSON C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
JENNIFER DUBOIS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
KENYON COLLEGE RANSOM HALL GAMBIER, OH 43022		PC	TEACHING FELLOWSHIPS	100,000.
MACDOWELL COLONY 163 EAST 83RD STREET NEW YORK, NY 10028		PC	WRITERS' RESIDENCIES GRANTS	35,000.
MEG MIROSHNIK C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
MONA MANSOUR C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
MORGAN MEIS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
ORANGE COUNTY LITERACY COUNCIL 200 N GREENSBORO STREET CARRBORO, NC 27510		PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

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
PLANNED PARENTHOOD OF CENTRAL NC 1765 DOBBINS DRIVE CHAPEL HILL, NC 27514		PC	GENERAL SUPPORT	3,000.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON, NJ 08540		PC	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
PRINCETON UNIVERSITY 205 NASSAU HALL P.O. BOX 255 PRINCETON, NJ 08540		PC	WHITING FELLOWS IN THE HUMANITIES	141,250.
ROWAN RICARDO PHILLIPS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
SAMUEL D. HUNTER C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
SHARIFA RHODES-PITTS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305		PC	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	15,000.
STANFORD UNIVERSITY MAIN QUAD, BUILDING 1 STANFORD, CA 94305		PC	WHITING FELLOWS IN THE HUMANITIES	84,750.
STEPHANIE POWELL WATTS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
THE CHILDREN'S STOREFRONT 70 E. 129 STREET NEW YORK, NY 10035		PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				

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
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637		PC	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	25,000.
UNIVERSITY OF CHICAGO 1050 EAST 59TH STREET CHICAGO, IL 60637		PC	WHITING FELLOWS IN THE HUMANITIES	141,250.
VIRGINIA GRISE C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460		PC	GENERAL SUPPORT	10,000.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN, CT 06511		PC	WHITING FELLOWS IN THE HUMANITIES	141,250.
YALE UNIVERSITY 320 YORK STREET NEW HAVEN, CT 06511		PC	GRANTS-IN-AID FOR WHITING FELLOWSHIPS IN THE HUMANITIES	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
HANNAH DELA CRUZ ABRAMS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
ISHION HUTCHINSON C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
JENNIFER DUBOIS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
MORGAN MEIS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
ROWAN RICARDO PHILLIPS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
STEPHANIE POWELL WATTS C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
VIRGINIA GRISE C/O MRS. GILES WHITING FOUNDATION, 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	NONE		WHITING WRITERS' AWARD	25,000.
Total from continuation sheets				175,000.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME ON CASH BALANCES	295,767.	295,767.	
TOTAL TO PART I, LINE 3	295,767.	295,767.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME - MUTUAL FUNDS	480,995.	0.	480,995.	480,995.	
INTEREST INCOME PASSED THROUGH FROM LIMITED	295,464.	0.	295,464.	295,464.	
TO PART I, LINE 4	776,459.	0.	776,459.	776,459.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER LOSS PASSED THROUGH FROM LIMITED PARTNERSHIP INVESTMENTS	-29,733.	-29,733.	
OTHER INVESTMENT INCOME	21,791.	21,791.	
UNRELATED BUSINESS INCOME (LOSS) PASSTHROUGH FROM LIMITED PARTNERSHIPS	-3,013.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-10,955.	-7,942.	

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	60,457.	26,330.		34,127.	
TO FM 990-PF, PG 1, LN 16A	60,457.	26,330.		34,127.	

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	35,615.	21,369.		14,246.	
TO FORM 990-PF, PG 1, LN 16B	35,615.	21,369.		14,246.	

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	344,053.	344,053.		0.	
OFFICE TRANSITION SERVICES	95,390.	0.		95,390.	
PUBLIC RELATIONS	18,000.	0.		18,000.	
TO FORM 990-PF, PG 1, LN 16C	457,443.	344,053.		113,390.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NYS UNRELATED BUSINESS INCOME TAX	500.	0.		0.	
FOREIGN TAX EXPENSE - PASSED THROUGH FROM K-1	14,407.	14,407.		0.	
FEDERAL EXCISE TAX	70,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	84,907.	14,407.		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	
NYS FILING FEE	1,500.	0.		1,500.	
ADVERTISING	5,450.	0.		5,450.	
INSURANCE	5,245.	0.		5,245.	
OFFICE EXPENSES	6,402.	320.		6,082.	
SUBSCRIPTIONS & BOOKS	13,931.	0.		13,931.	
WEBSITE COSTS	1,921.	0.		1,921.	
VENUE EXPENSE	30,174.	0.		30,174.	
SPEAKER & SELECTORS HONORARIUM	61,083.	0.		61,083.	
TO FORM 990-PF, PG 1, LN 23	125,706.	320.		125,386.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
PUBLICLY TRADED EQUITIES - SEE STATEMENT A	4,185,273.		4,185,273.	
PUBLICLY TRADED EQUITIES - SEE STATEMENT B	4,029,247.		4,029,247.	
PUBLICLY TRADED EQUITIES - SEE STATEMENT C	2,679,622.		2,679,622.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,894,142.		10,894,142.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
TIFF SHORT TERM TRUST	FMV	612,535.	612,535.	
HIGHCLERE INTERNATIONAL INVESTORS	FMV	3,306,990.	3,306,990.	
TIFF PARTNERS II, LLC	FMV	49,819.	49,819.	
TIFF PARTNERS III, LLC	FMV	293,627.	293,627.	
TIFF PARTNERS IV, LLC	FMV	797,029.	797,029.	
TIFF PRIVATE EQUITY PARTNERS 2008, LLC	FMV	1,630,354.	1,630,354.	
TIFF PRIVATE EQUITY PARTNERS 2007, LLC	FMV	1,443,450.	1,443,450.	
DODGE & COX INCOME FUND	FMV	2,879,374.	2,879,374.	
OCTAVIAN OFFSHORE FUND	FMV	70,537.	70,537.	
NORTH RUN OFFSHORE PARTNERS, LTD	FMV	2,909,675.	2,909,675.	

PROSPECT HARBOR	FMV	104,613.	104,613.
VANGUARD SHORT TERM BOND INDEX FUND	FMV	2,228,624.	2,228,624.
SANDERSON ASSET MANAGEMENT	FMV	3,122,500.	3,122,500.
ASIAN CENTURY QUEST OFFSHORE FUND	FMV	1,450,251.	1,450,251.
VANGUARD INSTITUTIONAL INDEX FUND	FMV	10,603,358.	10,603,358.
MFS GLOBAL EQUITY FUND	FMV	3,840,125.	3,840,125.
SOUTH PAW CREDIT OPPORTUNITY FUND	FMV	2,228,923.	2,228,923.
NEW CANAAN FUND	FMV	356,085.	356,085.
HENGISTBURY FUND LTD.	FMV	3,595,032.	3,595,032.
VANGUARD SHORT-TERM INVESTMENT	FMV		
GRADE FUND		2,208,671.	2,208,671.
OSTERWEIS STRATEGIC INCOME FUND	FMV	2,036,062.	2,036,062.
DRIEHAUS ACTIVE INCOME FUND	FMV	2,020,980.	2,020,980.
DELAWARE EMERGING MARKETS FUND	FMV	1,506,116.	1,506,116.
TOTAL TO FORM 990-PF, PART II, LINE 13		49,294,730.	49,294,730.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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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 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	PRESIDENT/TRUSTEE 5.00	0.	0.	0.
JOHN N. IRWIN III C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	VICE-PRESIDENT/TREASURER/TRUSTEE 2.00	0.	0.	0.
KATE DOUGLAS TORREY C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.
PETER PENNOYER C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	VICE-PRESIDENT/TRUSTEE 2.00	0.	0.	0.
ROBIN KRAUSE C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	SECRETARY/ASST. TREASURER 2.00	0.	0.	0.

KELLYE ROSENHEIM	ASST. SECRETARY/ASST. TREASURER			
C/O MRS. GILES WHITING FOUNDATION				
16 COURT STREET, SUITE 2308	40.00	105,600.	0.	0.
BROOKLYN, NY 11241				

DANIEL REID	EXECUTIVE DIRECTOR			
C/O MRS. GILES WHITING FOUNDATION				
16 COURT STREET, SUITE 2308	40.00	25,385.	0.	0.
BROOKLYN, NY 11241				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>130,985.</u>	<u>0.</u>	<u>0.</u>
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WHITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 440993617
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

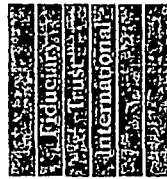
FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE, BASIS
AS OF DEC 31 2013

PAGE 6

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
450.00	AMC NETWORKS INC	7.4910	3,370.97	68.1100	30,649.50	0.00
3,900.00	ARRAY BIOPHARMA INC	6.2494	24,372.51	19.539.00	19,539.00	0.00
3,300.00	ARRIS GROUP INC	12.7186	40,321.52	24.3650	80,404.50	0.00
13,400.00	AT&T CORP	5.6590	75,830.98	7.8300	104,922.00	0.00
1,500.00	AVNET INC	29.7979	44,696.85	44.1100	66,165.00	900.00
5,200.00	C A E INC	6.9783	36,287.04	12.7400	66,248.00	1,190.80
3,100.00	CABLEVISION SYSTEMS	8.3462	25,873.12	17.9300	55,583.00	1,860.00
3,200.00	CAMECO CORP	10.5206	33,665.92	20.7700	66,464.00	1,200.00
12,600.00	CINCINNATI BELL INC	2.9416	37,064.06	3.5600	44,856.00	0.00
1,300.00	COGNEX CORP	9.9795	12,973.35	38.1800	49,634.00	286.00
900.00	CUMMINS INC	17.3989	15,659.00	140.9700	126,873.00	2,250.00
900.00	CYRUSONE INC	20.8589	18,773.01	22.3300	20,097.00	576.00
1,755.00	DISCOVERY COMMUNICATIONS INC CL C	14.4111	25,291.48	83.8600	147,174.30	0.00
1,500.00	ENDOCYTE INC	16.1912	24,286.82	10.6900	16,035.00	0.00
1,300.00	FAIRWAY GROUP HOLDINGS CORP	16.2866	21,172.58	18.1200	23,556.00	0.00
2,900.00	FOSTER WHEELER AG	21.3704	61,974.26	33.0200	95,758.00	0.00
3,900.00	GANNETT CO INC	14.3189	58,183.71	20.5800	115,362.00	3,120.00
4,800.00	HARMONIC INC	7.4929	35,966.08	7.3800	35,424.00	0.00
1,100.00	HELMERICH & PAYNE INC	16.3214	17,953.49	84.0800	92,488.00	2,750.00
1,700.00	HEXCEL CORP NEW	24.4565	41,575.97	44.6900	75,973.00	0.00
1,600.00	IAC/INTERACTIVECORP	16.2385	9,743.10	68.6900	41,214.00	576.00
1,300.00	IMMUNOGEN INC	8.5895	11,166.35	14.6700	19,071.00	0.00
1,100.00	INTERXION HOLDING NV	17.8081	19,588.90	23.6100	25,971.00	0.00

Equities





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

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2013

PAGE 7

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
2,400.00	ISIS PHARMACEUTICALS INC	12.8662	30,878.92	39.8400	95,616.00	0.00
2,900.00	JANUS CAPITAL GROUP INC	7.5944	22,023.76	12.3700	35,873.00	812.00
1,800.00	JDS UNIPHASE CORP	12.9332	23,279.76	12.9800	23,364.00	0.00
800.00	KANSAS CITY SOUTHERN	26.6081	21,286.51	123.8300	99,064.00	688.00
2,337.00	LAM RESEARCH CORP	21.2445	49,648.32	54.4500	127,249.65	0.00
2,100.00	LAS VEGAS SANDS CORP	4.7203	9,912.67	78.8700	165,627.00	2,940.00
800.00	LAZARD LTD	36.9241	29,539.30	45.3200	36,256.00	800.00
1,500.00	LEVEL 3 COMMUNICATIONS INC	15.0952	22,642.78	33.1700	49,755.00	0.00
500.00	LIBERTY MEDIA CORP	37.5652	18,782.58	146.4500	73,225.00	0.00
7,800.00	LSI CORP	5.5531	43,314.47	11.0200	85,936.00	936.00
825.00	MADISON SQUARE GARDEN INC CL A	30.5485	25,202.55	57.5800	47,503.50	0.00
2,800.00	MCDERMOTT INTERNATIONAL INC	11.9386	33,428.18	9.1600	25,648.00	0.00
400.00	MEADWESTVACO CORP	25.2376	10,095.02	36.9300	14,772.00	400.00
600.00	MEDICINES CO	24.0735	14,444.10	38.6200	23,172.00	0.00
1,300.00	MOSAIC CO	57.2714	74,452.79	47.2700	61,451.00	1,300.00
1,600.00	MYRIAD GENETICS INC	17.5027	28,004.29	20.9800	33,568.00	0.00
2,500.00	NII HOLDINGS INC-CL B	11.6452	29,113.08	2.7500	6,875.00	0.00
5,500.00	ORIENT EXPRESS HOTELS LTD CL A SHS	10.4713	57,592.31	15.1100	83,105.00	0.00
1,200.00	PALL CORP	24.5000	29,400.00	85.3500	102,420.00	1,320.00
600.00	PRECISION CASTPARTS CORP	38.2422	22,945.34	269.3000	161,580.00	1,720.00
900.00	RAYMOND JAMES FINANCIAL INC	17.2185	15,496.62	52.1900	46,971.00	576.00
620.00	REGENERON PHARMACEUTICALS INC	18.5476	11,499.51	275.2400	170,648.80	0.00
9,450.00	RF MICRO DEVICES INC	5.1070	48,260.71	5.1600	48,762.00	0.00
900.00	ROBERT HALF INTERNATIONAL INC	32.2207	28,998.67	41.9900	37,791.00	576.00
1,500.00	ROMAN COS PLC	33.7952	50,692.80	35.3600	53,040.00	0.00
2,800.00	ROYAL CARIBBEAN CRUISES LTD	25.1185	70,331.78	47.4200	132,776.00	2,800.00
1,200.00	RTI INTL METALS INC	23.4077	28,089.20	34.2100	41,052.00	0.00
3,500.00	SEACHANGE INTERNATIONAL INC	7.0515	24,680.35	12.1600	42,560.00	0.00



WAITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 440933617
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2013

PAGE 8

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
1,800.00	SEATTLE GENETICS INC COM	11.1663	20,099.34	39.8900	71,802.00	0.00
3,100.00	SINCLAIR BROADCAST GROUP INC CL A	4.9053	15,206.48	35.7300	110,763.00	1,860.00
1,300.00	SOTHEBY'S	34.2816	44,566.03	53.2000	69,160.00	520.00
500.00	STARZ CL A	6.4571	3,228.56	29.2400	14,620.00	0.00
4,200.00	STILLWATER MINING CO	10.8493	45,567.16	12.3400	51,828.00	0.00
900.00	TELEPHONE & DATA SYSTEMS INC	24.2456	21,821.04	25.7800	23,202.00	459.00
3,300.00	TRIMBLE NAVIGATION LTD	11.4023	37,627.69	34.7000	114,510.00	0.00
4,800.00	TRIQUINT SEMICONDUCTOR INC	4.7945	23,013.44	8.3400	40,032.00	0.00
2,100.00	TW TELECOM INC	14.6981	30,866.01	30.4700	63,987.00	0.00
600.00	U S CELLULAR CORP	35.6715	21,402.92	41.8200	25,092.00	0.00
1,333.00	UNIFI INC	16.7926	22,384.51	27.2400	36,310.92	0.00
1,200.00	VALSPAR CORP	20.8236	24,988.27	71.2900	85,548.00	1,248.00
2,800.00	VISHAY INTERTECHNOLOGY INC	12.2246	34,228.75	13.2600	37,128.00	0.00
2,700.00	VIVUS INC	13.5949	36,706.14	9.0800	24,516.00	0.00
1,100.00	WADDELL & REED FINL INC CL A	14.4350	15,878.50	65.1200	71,632.00	1,496.00
Total Equities			1,967,412.28		4,185,273.17	33,511.80



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

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF DEC 31 2013

PAGE 20

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
1,555.00	AAON INC	10.6031	16,487.77	31.9500	49,682.25	311.00
100.00	ADAMS RESOURCES & ENERGY INC	47.6723	4,767.23	68.5000	6,850.00	88.00
1,360.00	ALBANY INTERNATIONAL CORP CL A NEW	21.7137	29,530.68	35.9300	48,864.80	816.00
355.00	ALTISOURCE PORTFOLIO SOLUTIONS	24.5034	8,698.71	158.6300	56,313.65	0.00
2,550.00	AMERICAN VANGUARD CORP	25.8598	65,942.51	24.2900	61,939.50	510.00
9,880.00	AMKOR TECHNOLOGY INC	4.9978	49,378.50	6.1300	60,564.40	0.00
3,000.00	APPROACH RESOURCES INC	19.2661	57,798.31	19.2900	57,870.00	0.00
1,190.00	ASTA FUNDING INC	8.2844	9,858.47	8.4200	10,019.80	95.20
2,020.00	BILL BARRETT CORP	22.8982	46,254.42	26.7800	54,095.60	0.00
4,080.00	BLOUNT INTL INC NEW	14.3633	58,602.38	14.4700	59,037.60	0.00
1,640.00	BRYN MAWR BANK CORP	17.1143	28,067.51	30.1800	49,495.20	1,180.80
1,070.00	CABOT MICROELECTRONICS CORP	33.5795	35,930.02	45.7000	48,899.00	0.00
2,930.00	CAMBREX CORP	13.7316	40,233.48	17.8300	52,241.90	0.00
920.00	CAPELLA EDUCATION CO	61.7552	56,814.78	66.4400	61,124.80	1,288.00
790.00	CITY HOLDING CO	32.6701	25,809.37	46.3300	36,600.70	1,169.20
2,130.00	COLUMBUS MCKINNON CORP NEW YORK	14.7762	31,473.24	27.1400	57,808.20	0.00
1,470.00	COMMUNITY BANK SYSTEM INC	22.5093	33,088.70	39.6800	58,329.60	1,646.40
3,040.00	CONVERGYS CORP	13.1202	39,885.31	21.0500	63,992.00	729.60

Equities

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

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

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF DEC 31 2013

PAGE 21

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
2,580.00	COOPER TIRE & RUBBER CO	22.2706	57,458.16	24.0400	62,023.20	1,083.60
1,255.00	CSS INDS INC	16.5089	20,718.65	28.6800	35,993.40	753.00
3,840.00	CVB FINL CORP	7.9038	30,350.46	17.0700	65,548.80	1,536.00
3,630.00	DARLING INTL INC	17.6960	64,236.49	20.8800	75,794.40	0.00
1,320.00	DELUXE CORP	31.3419	41,371.26	52.1900	68,890.80	1,320.00
2,110.00	DIME COMMUNITY BANCORP INC	11.0911	23,402.18	16.9200	35,701.20	1,181.60
1,055.00	ELECTRONICS FOR IMAGING INC	10.7205	11,310.12	38.7300	40,860.15	0.00
2,850.00	EMERALD OIL INC	7.4054	21,105.47	7.6600	21,831.00	0.00
1,710.00	ERA GROUP INC	26.3251	45,032.95	30.8600	52,770.60	0.00
1,750.00	EXLSERVICE HOLDINGS INC	26.2602	45,955.30	27.6200	48,335.00	0.00
925.00	FIRST FINL BANKSHARES INC	33.4256	30,918.65	66.1100	61,151.75	962.00
6,990.00	FLOW INTERNATIONAL CORP	3.7112	25,941.40	4.0400	28,239.60	0.00
630.00	FREIGHTCAR AMERICA INC	16.9646	10,687.68	26.6200	16,770.60	151.20
330.00	GREAT SOUTHERN BANCORP	26.9188	10,498.34	30.4100	11,859.90	280.80
6,800.00	GT ADVANCED TECHNOLOGIES INC	4.6415	31,562.12	8.7200	59,296.00	0.00
1,780.00	HANCOCK HOLDING CO	32.4694	57,795.54	36.6800	65,290.40	1,708.80
1,400.00	HEXCEL CORP NEW	15.1514	21,211.96	44.6900	62,566.00	0.00
1,870.00	HORACE MANN EDUCATORS CORP NEW	30.1362	56,354.66	31.5400	58,979.80	1,458.60
820.00	HYSTER-YALE MATLS HANDLING INC CL A	36.0494	29,560.48	93.1600	76,391.20	820.00
1,180.00	INSPIRITY INC	32.5352	38,391.54	36.1300	42,633.40	802.40
3,640.00	INTREPID POTASH INC	16.2078	58,996.29	15.8400	57,657.60	0.00
2,365.00	JOHN BEAN TECHNOLOGIES	16.9822	40,162.87	29.3300	69,365.45	851.40
770.00	KAISER ALUMINUM CORP	69.8279	53,767.50	70.2400	54,084.80	924.00
1,110.00	KEMPER CORPORATION	40.1994	44,621.31	40.8800	45,376.80	1,065.60
1,790.00	KRATON PERFORMANCE POLYMERS INC	21.7674	38,954.78	23.0500	41,259.50	0.00
1,120.00	LAWSON PRODUCTS INC	14.7700	16,542.40	12.2500	13,720.00	537.60
1,570.00	LEXMARK INTL INC CL A	22.5003	35,325.42	35.5200	55,766.40	1,884.00
1,620.00	LSB INDS INC	35.8467	58,071.68	41.0200	66,452.40	0.00
1,180.00	LYDALL INC	7.2963	8,609.64	17.6200	20,791.60	0.00



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

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF DEC 31 2013

PAGE 22

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
3,190.00	M/I HOMES INC	17.3077	55,211.46	25.4500	81,185.50	0.00
1,000.00	MAGELLAN HEALTH SVCS INC	35.8028	35,802.80	59.9100	59,910.00	0.00
1,910.00	MATERION CORP	23.5119	44,907.67	30.8500	58,923.50	611.20
6,010.00	MERCER INTL INC SH REN INT	7.2637	43,655.06	9.9700	59,919.70	0.00
2,790.00	MODINE MANUFACTURING CO	7.0750	19,739.28	12.8200	35,767.80	0.00
7,410.00	MUELLER WATER PRODUCTS INC A (USD)	7.4208	54,988.14	9.3700	69,431.70	518.70
200.00	NACCO INDUSTRIES INC	62.2672	12,453.44	62.1900	12,438.00	200.00
580.00	NATURAL GAS SERVICES GROUP	29.1847	16,927.12	27.5700	15,990.60	0.00
3,300.00	NCI BUILDING SYSTEMS INC	11.4465	37,773.54	17.5400	57,882.00	0.00
4,930.00	NORDION INC	8.4638	41,726.55	8.4900	41,855.70	1,972.00
1,500.00	OCWEN FINANCIAL CORP	8.8160	13,223.93	55.4500	83,175.00	0.00
2,780.00	OLIN CORP	24.3700	67,748.51	28.8500	80,203.00	2,224.00
2,570.00	ORBITAL SCIENCES CORP	20.8189	53,504.48	23.3000	59,881.00	0.00
920.00	PDC ENERGY INC	59.1684	54,434.96	53.2200	48,962.40	0.00
2,310.00	PHH CORP	15.7503	36,383.17	24.3500	56,248.50	0.00
650.00	PLANTRONICS INC	33.2767	21,629.86	46.4500	30,192.50	260.00
1,090.00	PLATINUM UNDERWRITERS HLDS	54.1401	59,012.71	61.2800	66,795.20	348.80
1,880.00	POLYONE CORP	12.5940	23,676.74	35.3500	66,458.00	601.60
1,330.00	PRIMERICA INC (USD)	21.5441	28,786.62	42.9100	57,070.30	585.20
1,800.00	RADIOSHACK CORP	3.2364	44,662.64	2.6000	35,880.00	6,900.00
2,380.00	SANMINA CORP	15.4866	36,858.18	16.7000	39,746.00	0.00
1,010.00	STANDEX INTERNATIONAL CORP	25.6751	25,931.86	62.8800	63,508.80	404.00
1,580.00	STONE ENERGY CORP	17.8128	28,144.20	34.5900	54,652.20	0.00
5,500.00	SYNERGY RESOURCES CORP	3.8393	21,116.36	9.2600	50,930.00	0.00
1,170.00	SYNNEX CORP	32.5422	38,074.33	67.4000	78,858.00	0.00
240.00	TITAN INTERNATIONAL INC ILL	16.6420	3,994.08	17.9800	4,315.20	4.80
1,550.00	TRIMAS CORP	22.8252	35,379.13	39.8900	61,829.50	0.00
2,510.00	UNIFI INC	20.0303	50,276.15	27.2400	68,372.40	0.00

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



FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

MRS GILES WHITTING FOUNDATION WALTHAUSEN

& CO LLC

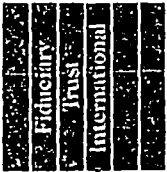
ACCOUNT # 440993644

BASE CURRENCY: U.S. DOLLAR

PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
5,810.00	VISHAY INTERTECHNOLOGY INC	8.0933	47,022.12	13.2600	77,040.60	0.00
1,600.00	WALTER INVESTMENT MANAGEMENT CORP	21.7215	34,754.38	35.3600	56,576.00	0.00
1,950.00	WILSHIRE BANCORP INC	9.3145	18,163.24	10.9300	21,313.50	234.00
1,540.00	WORTHINGTON INDUSTRIES INC	16.5023	25,413.50	42.0800	64,803.20	924.00
Total Equities			2,798,912.90		4,029,246.55	40,943.10



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

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2013

PAGE 10

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
1,160.00	ACE LTD	72.7466	84,386.06	103.5300	120,094.80	2,923.20
1,415.00	ARM HLDGS PLC SPONS ADR	25.0455	35,439.37	54.7400	77,457.10	285.83
1,203.00	ASML HOLDING NV NY SHR	62.0099	74,597.89	93.7000	112,721.10	706.16
840.00	ASOS PLC (GBP)	60.2637	50,621.53	101.3082	85,098.86	0.00
3,605.00	BRF - BRASIL FOODS S.A	17.9697	64,780.83	20.8700	75,236.35	0.00
2,020.00	CANADIAN NATIONAL RAILWAY CO	39.0135	78,807.27	57.0200	115,180.40	1,688.72
790.00	CANADIAN PACIFIC RAILWAY LTD	118.9297	93,954.43	151.3200	119,542.80	1,049.12
2,275.00	COCA-COLA ENTERPRISES INC	28.9813	65,932.51	44.1300	100,395.75	1,820.00
465.00	CORE LABORATORIES N V	129.4808	60,208.57	190.9500	88,791.75	595.20
1,505.00	COVIDIEN PLC	54.6004	82,173.63	68.1000	102,490.50	1,926.40
475.00	FANUC LTD (JPY) 50	177.0103	84,079.87	182.8110	86,835.23	103.75
640.00	INDUSTRIA DE DISENO TEXTIL S A (EUR) .15	140.0795	89,650.85	164.7845	105,462.10	0.00
2,565.00	JERONIMO MARTINS SGPS SA (EUR)	16.8096	43,116.74	19.5527	50,152.65	0.00
2,405.00	LAZARD LTD	29.5075	70,965.54	45.3200	108,994.60	2,405.00
325.00	LOUIS VUITTON MOET HENNESSEY (EUR) 1.5	171.4318	55,715.32	182.3909	59,277.04	379.98
500.00	MERCADOLIBRE INC	102.1257	51,062.85	107.7900	53,895.00	286.00
1,405.00	NESTLE SA (CHF)	62.4208	87,701.21	73.2022	102,849.06	2,520.04
610.00	NOVO NORDISK AS	149.9286	91,455.45	184.7600	112,703.60	1,381.04
2,085.00	SPONSORED ADR (DKK) B SHARES	28.4553	59,329.32	42.2044	87,996.26	0.00
685.00	PERRIGO CO PLC	152.2050	104,260.43	153.4600	105,120.10	246.60

Total Short Term

Equities





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

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2013

PAGE 11

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
2,135.00	SENSATA TECHNOLOGIES HOLDING NV	34.7514	74,194.20	38.7700	82,773.95	0.00
3,435.00	SHOPRITE HOLDINGS LTD (ZAR)	20.0909	69,012.38	15.6339	53,702.57	741.55
45.00	SOCIETE GENERALE DE SURVEIL (CHF) 20 REG	1,893.4060	85,203.27	2,300.3195	103,514.38	665.88
60,000.00	SUN ART RETAIL GROUP LTD (HKD)	1.6167	96,999.92	1.4057	84,339.76	773.76
3,245.00	SVENSKA CELLULOSA A 8 SER B (SEK)	21.4002	69,443.49	30.7795	99,879.52	1,800.86
1,380.00	SYSMEX CORPORATION (JPY)	39.2236	54,128.57	58.9744	81,384.62	0.00
7,330.00	TAIWAN SEMICONDUCTOR MFG CO SPON ADR	15.0797	110,534.20	17.4400	127,835.20	2,939.33
1,800.00	TENCENT HOLDINGS LTD	34.5171	62,130.80	63.7062	114,671.12	0.00
23,265.00	WAL MART DE MEXICO SAB DE CV SER V (MXN)	3.2900	76,542.42	2.6317	61,225.56	0.00
Total Equities			2,126,429.92		2,679,621.73	25,238.42

MRS. GILES WHITING FOUNDATION

12/31/2013

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 ADDRESSED AS FOLLOWS :

DANIEL REID
EXECUTIVE DIRECTOR
MRS. GILES WHITING FOUNDATION
16 COURT STREET
BROOKLYN, NY 11241
(718) 841-7205

• 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 C/O PATTERSON, BELKNAP, WEBB & TYLER LLP		13-6154484
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)
	1133 AVENUE OF THE AMERICAS, 22ND FLOOR 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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning ☐ and ending ☐.

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	82,866.
b	If this application is for Forms 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	\$	82,866.
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 ☐

Form 8868 (Rev. 1-2014)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	MRS. GILES WHITING FOUNDATION C/O PATTERSON, BELKNAP, WEBB & TYLER LLP	Employer identification number (EIN) or 13-6154484
File by the due date for filing your return. See instructions	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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE FOUNDATION

- The books are in the care of ► **1133 AVENUE OF THE AMERICAS - NEW YORK, NY 10036-6710**
Telephone No. ► **212-336-2138** Fax No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	82,866.
b If this application is for Forms 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	\$	36,366.
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	\$	46,500.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions