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

2015

Open to Public Inspection

For calendar year 2015 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 ☐ 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)* ▶$ 59,271,796.

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	138,726.	138,726.		STATEMENT 1
	4 Dividends and interest from securities	915,476.	915,476.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,555,686.			
	b Gross sales price for all assets on line 6a 5,296,383.				
	7 Capital gain net income (from Part IV, line 2)		1,555,686.		
	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	-126,542.	-91,323.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,483,346.	2,518,565.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	173,219.	8,661.		164,558.
	14 Other employee salaries and wages	229,426.	0.		229,426.
	15 Pension plans, employee benefits	62,694.	687.		62,007.
	16a Legal fees STMT 4	79,707.	33,329.		46,378.
	b Accounting fees STMT 5	28,000.	14,000.		14,000.
	c Other professional fees STMT 6	392,332.	340,900.		51,432.
	17 Interest				
	18 Taxes STMT 7	49,180.	13,930.		0.
	19 Depreciation and depletion				
	20 Occupancy	41,916.	2,096.		39,820.
	21 Travel, conferences, and meetings	59,322.	0.		59,322.
	22 Printing and publications	231.	0.		231.
	23 Other expenses STMT 8	210,550.	1,559.		208,991.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,326,577.	415,162.		876,165.
	25 Contributions, gifts, grants paid	991,744.			991,744.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,318,321.	415,162.		1,867,909.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	165,025.			
	b **Net investment income** (if negative, enter -0-)		2,103,403.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
OCT 14 2016
B088 IRS-OSC
OGDEN, UT

SCANNED OCT 20 2016

523501 11-24-15 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2015) 2

16101005 759420 13-6154484 2015.04020 MRS. GILES WHITING FOUNDATI 13-61541

9 43

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	510,638.	280,278.	280,278.
	2 Savings and temporary cash investments	3,173,085.	1,043,160.	1,043,160.
	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	10,324,627.	10,196,196.	10,196,196.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	47,379,146.	47,721,472.	47,721,472.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ SECURITY DEPOSIT)	30,690.	30,690.	30,690.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	61,418,186.	59,271,796.	59,271,796.
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	61,418,186.	59,271,796.	
	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**	61,418,186.	59,271,796.	
	31 **Total liabilities and net assets/fund balances**	61,418,186.	59,271,796.	

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	61,418,186.
2	Enter amount from Part I, line 27a	2	165,025.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	61,583,211.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	2,311,415.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	59,271,796.

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	5,296,383.		3,740,697.	1,555,686.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,555,686.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,555,686.
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))
2014	2,750,596.	60,122,933.	.045750
2013	2,741,445.	56,612,208.	.048425
2012	75,479.	53,746,093.	.001404
2011	2,682,236.	52,497,336.	.051093
2010	3,464,061.	54,023,737.	.064121

2 **Total** of line 1, column (d)	2	.210793
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	.042159
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	59,799,324.
5 Multiply line 4 by line 3	5	2,521,080.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,034.
7 Add lines 5 and 6	7	2,542,114.
8 Enter qualifying distributions from Part XII, line 4	8	1,867,909.

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	42,068.
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	42,068.
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	42,068.
6	Credits/Payments:				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	93,885.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	93,885.
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	51,817.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 51,817. **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 the 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 2015 or the taxable year beginning in 2015 (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.WHITING.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 718-841-7205
Located at ▶ 16 COURT STREET, SUITE 2308, BROOKLYN, NY ZIP+4 ▶ 11241

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 2015, 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 FinCEN Form 114. 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)* 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 2015?	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 4945(d)(4)(A)? (see instructions) ☐ 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 11		173,219.	13,745.	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
COURTNEY HODELL - C/O WHITING FNDN,16 COURT ST, STE 2308,	DIRECTOR, WRITERS' PROGRAMS 32.00	173,223.	18,968.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
FIDUCIARY TRUST CO, INT'L 600 FIFTH AVENUE, NEW YORK, NY 10020	INVESTMENT CUSTODIAN	115,970.
FEDERAL STREET ADVISORS 50 FEDERAL STREET, BOSTON, MA 02199	INVESTMENT ADVISORY	75,461.
PATTERSON, BELKNAP, WEBB & TYLER, LLP - 1133 AVENUE OF THE AMERICAS, NEW YORK, NY 10036	LEGAL SERVICES	61,250.
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	58,711,909.
b	Average of monthly cash balances		1b	1,998,065.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	60,709,974.
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	60,709,974.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	910,650.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	59,799,324.
6	**Minimum investment return** Enter 5% of line 5		6	2,989,966.

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	2,989,966.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 42,068.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	42,068.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,947,898.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,947,898.
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	2,947,898.

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	1,867,909.
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	1,867,909.
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	1,867,909.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,947,898.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 808,718.				
b From 2011 99,355.				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	908,073.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 1,867,909.				
a Applied to 2014, 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 2015 distributable amount				1,867,909.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	908,073.			908,073.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				171,916.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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 address of the person to whom applications should be addressed:

DANIEL REID, 718-841-7205
16 COURT STREET, SUITE 2308, BROOKLYN, NY 11241

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*				
SEE STATEMENT E				991,744.
Total			▶ 3a	991,744.
b *Approved for future payment*				
SEE STATEMENT F				332,500.
Total			▶ 3b	332,500.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	138,726.	
4 Dividends and interest from securities			14	915,476.	
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	-91,323.	
8 Gain or (loss) from sales of assets other than inventory			18	1,555,686.	
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	-35,219.			
e					
12 Subtotal. Add columns (b), (d), and (e)		-35,219.		2,518,565.	0.

13 Total Add line 12, columns (b), (d), and (e) .... 13 2,483,346.

(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] 10/7/16 ▶ EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | 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	[signature]	10/6/16		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-EQUITY	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES-MUTUAL FUNDS	P	VARIOUS	VARIOUS
c	OCTAVIAN OFFSHORE FUND	P	VARIOUS	VARIOUS
d	PROSPECT HARBOR	P	VARIOUS	VARIOUS
e	TIFF PARTNERS II, LLC	P	VARIOUS	VARIOUS
f	GAINS PASSED THROUGH FROM LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
g	GAINS PASSED THROUGH FROM LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
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	3,441,678.		2,815,091.	626,587.
b	1,000,000.		761,409.	238,591.
c	10,458.		141,872.	-131,414.
d	33,352.		21,238.	12,114.
e	32,967.		1,087.	31,880.
f	13,917.			13,917.
g	764,011.			764,011.
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis 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				626,587.
b				238,591.
c				-131,414.
d				12,114.
e				31,880.
f				13,917.
g				764,011.
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	1,555,686.
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

523591
04-01-15

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	138,726.	138,726.	
TOTAL TO PART I, LINE 3	138,726.	138,726.	

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	593,029.	0.	593,029.	593,029.	
INTEREST INCOME PASSED THROUGH FROM LIMITED	322,447.	0.	322,447.	322,447.	
TO PART I, LINE 4	915,476.	0.	915,476.	915,476.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER GAIN PASSED THROUGH FROM LIMITED PARTNERSHIP INVESTMENTS	-92,031.	-92,031.	
OTHER INVESTMENT INCOME	708.	708.	
UNRELATED BUSINESS INCOME (LOSS) PASSTHROUGH FROM LIMITED PARTNERSHIPS	-35,219.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-126,542.	-91,323.	

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	79,707.	33,329.		46,378.
TO FM 990-PF, PG 1, LN 16A	79,707.	33,329.		46,378.

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	28,000.	14,000.		14,000.
TO FORM 990-PF, PG 1, LN 16B	28,000.	14,000.		14,000.

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	340,900.	340,900.		0.
PUBLIC RELATIONS	51,432.	0.		51,432.
TO FORM 990-PF, PG 1, LN 16C	392,332.	340,900.		51,432.

FORM 990-PF | TAXES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX EXPENSE - PASSED THROUGH FROM K-1	13,930.	13,930.		0.
FEDERAL EXCISE TAX	35,000.	0.		0.
NEW YORK STATE TAX	250.	0.		0.
TO FORM 990-PF, PG 1, LN 18	49,180.	13,930.		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.
INSURANCE	1,735.	0.		1,735.
OFFICE EXPENSES	31,180.	1,559.		29,621.
SUBSCRIPTIONS & BOOKS	770.	0.		770.
WEBSITE COSTS	2,192.	0.		2,192.
SPEAKER & SELECTORS HONORARIUM	54,000.	0.		54,000.
NON-CAPITAL FURNITURE AND EQUIPMENT	2,182.	0.		2,182.
AWARDS CEREMONY	116,991.	0.		116,991.
TO FORM 990-PF, PG 1, LN 23	210,550.	1,559.		208,991.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICY TRADED EQUITIES - SEE STATEMENT A	4,052,616.	4,052,616.
PUBLICY TRADED EQUITIES - SEE STATEMENT B	3,277,318.	3,277,318.
PUBLICY TRADED EQUITIES - SEE STATEMENT C	2,866,262.	2,866,262.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,196,196.	10,196,196.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TIFF SHORT TERM TRUST	FMV	1,783,021.	1,783,021.
HIGHCLERE INTERNATIONAL INVESTORS	FMV	2,888,952.	2,888,952.
TIFF PARTNERS II, LLC	FMV	13,110.	13,110.
TIFF PARTNERS III, LLC	FMV	126,231.	126,231.
TIFF PARTNERS IV, LLC	FMV	205,491.	205,491.
TIFF PRIVATE EQUITY PARTNERS 2008, LLC	FMV	2,164,835.	2,164,835.
TIFF PRIVATE EQUITY PARTNERS 2007, LLC	FMV	1,214,630.	1,214,630.
DODGE & COX INCOME FUND	FMV	3,019,344.	3,019,344.
OCTAVIAN OFFSHORE FUND	FMV	0.	0.

NORTH RUN OFFSHORE PARTNERS, LTD	FMV	2,575,674.	2,575,674.
PROSPECT HARBOR	FMV	21,722.	21,722.
VANGUARD SHORT TERM BOND INDEX FUND	FMV	2,277,019.	2,277,019.
SANDERSON ASSET MANAGEMENT	FMV	2,868,399.	2,868,399.
VANGUARD INSTITUTIONAL INDEX FUND	FMV	8,851,520.	8,851,520.
MFS GLOBAL EQUITY FUND	FMV	2,803,797.	2,803,797.
SOUTH PAW CREDIT OPPORTUNITY FUND	FMV	2,230,406.	2,230,406.
NEW CANAAN FUND V	FMV	748,223.	748,223.
HENGISTBURY FUND LTD.	FMV	4,231,007.	4,231,007.
VANGUARD SHORT-TERM INVESTMENT GRADE FUND	FMV	2,274,928.	2,274,928.
DRIEHAUS ACTIVE INCOME FUND	FMV	1,982,005.	1,982,005.
DELAWARE EMERGING MARKETS FUND	FMV	1,192,722.	1,192,722.
PALMER SQUARE SSI ALTERNATIVE INCOME FUND	FMV	1,998,863.	1,998,863.
STELLIUM OFFSHORE FUND	FMV	939,234.	939,234.
TIFF PRIVATE EQUITY PARTNERS 2015,, LLC	FMV	47,387.	47,387.
NEW CANAAN FUND VI	FMV	30,808.	30,808.
IRONSIDE PARTNERS FUND	FMV	261,080.	261,080.
IRONSIDE PARTNERS CO-INVESTMENT FUND	FMV	971,064.	971,064.
TOTAL TO FORM 990-PF, PART II, LINE 13		47,721,472.	47,721,472.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PETER PENNOYER C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	PRESIDENT (FROM 11/15) / TRUSTEE 5.00	0.	0.	0.
ANTONIA M. GRUMBACH C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	PRESIDENT (UNTIL 11/15) / TRUSTEE 5.00	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.
JOHN N. IRWIN III C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	VICE-PRESIDENT / TREASURER / TRUSTEE 3.00	0.	0.	0.
MAGDALENA ZAVALIA C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	SECRETARY/ASST. TREASURER(FROM 11/15) 2.00	0.	0.	0.
ROBIN KRAUSE C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	SECRETARY/ASST. TREASURER(UNTIL 11/15) 2.00	0.	0.	0.
AMANDA FOREMAN C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	TRUSTEE 2.00	0.	0.	0.
DANIEL REID C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	EXEC. DIR./ASST. SECRETARY 40.00	173,219.	13,745.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		173,219.	13,745.	0.

STATEMENT A(1|3)

Fiduciary Trust International

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2015

WHITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 410993617
BASE CURRENCY U.S. DOLLAR
PORTFOLIO TYPE PRINCIPAL

Equities

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
800.00	AMC NETWORKS INC	45.1792	36,143.35	74.6800	59,744.00	0.00
5,200.00	APPLIED MICRO CIRCUITS CORP	8.2662	42,984.36	6.3700	33,124.00	0.00
5,150.00	ARRAY BIOPHARMA INC	5.3799	27,706.63	4.2200	21,733.00	0.00
3,700.00	ARRIS GROUP INC	17.0495	63,083.17	30.5700	113,109.00	0.00
11,350.00	ATMEL CORP	5.9573	67,614.99	8.6100	97,723.50	1,816.00
1,350.00	AVNET INC	29.7979	40,227.16	42.8400	57,834.00	918.00
4,950.00	BELMOND LTD CL A	10.5237	52,092.31	9.5000	47,025.00	0.00
2,950.00	BOYD GAMING CORP	9.2696	27,345.41	19.8700	58,616.50	0.00
2,100.00	C A E INC	10.4861	22,021.46	11.0900	23,289.00	474.60
1,750.00	CABLEVISION SYSTEMS NEW YORK GRP CL A	10.7207	18,761.17	31.9000	55,825.00	1,050.00
3,700.00	CAMECO CORP	14.6927	54,363.07	12.3300	45,621.00	1,110.00
17,250.00	CINCINNATI BELL INC	3.1081	53,614.46	3.6000	62,100.00	0.00
1,950.00	COGNEX CORP	23.7962	46,402.60	33.7700	65,851.50	546.00
800.00	CUMMINS INC	18.6791	14,943.25	88.0100	70,408.00	3,120.00
800.00	CYRUSONE INC	20.4387	16,350.95	37.4500	29,960.00	1,008.00
4,400.00	DIANA SHIPPING INC	7.5794	33,349.36	4.3500	19,140.00	0.00
4,060.00	DISCOVERY COMMUNICATIONS INC CL C	12.4906	50,712.02	25.2200	102,393.20	0.00
2,250.00	DYAX CORP	9.0305	20,318.62	37.6200	84,645.00	0.00
1,300.00	ENDOCYTE INC	16.2129	21,076.82	4.0100	5,213.00	0.00
1,100.00	FIBROGEN INC	22.8571	25,142.81	30.4700	33,517.00	0.00
2,050.00	GANNETT CO INC	6.5188	13,363.59	16.2900	33,394.50	1,312.00
7,150.00	HARMONIC INC	7.5850	54,233.03	4.0700	29,100.50	0.00
300.00	HELMERICH & PAYNE INC	24.3583	7,307.49	53.5500	16,065.00	825.00
1,500.00	HEXCEL CORP NEW	24.8445	37,266.81	46.4500	69,675.00	600.00
550.00	IAC/INTERACTIVECORP	16.2385	8,931.17	60.0500	33,027.50	748.00

DST 00117803

STATEMENT A(2|3)

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS
TRADE DATE BASIS
AS OF DEC 31 2015

WHITING FOUNDATION PINNACLE ASSOCIATES
ACCOUNT # 410993617
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

Equities (cont.)

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
2,750.00	IMMUNOGEN INC	10.9000	29,974.93	13.5700	37,317.50	0.00
2,200.00	INFINITY PHARMACEUTICALS INC	8.7678	19,289.16	7.8500	17,270.00	0.00
700.00	INTERNATIONAL SPEEDWAY CORP CL A	35.3511	24,747.87	33.7200	23,604.00	182.00
2,800.00	INTERXION HOLDING NV	24.4032	68,328.86	30.1500	84,120.00	0.00
2,050.00	IONIS PHARMACEUTICALS INC	12.3693	25,357.07	61.9300	126,956.50	0.00
3,550.00	IRIDIUM COMMUNICATIONS INC	8.1610	28,982.20	8.4100	29,855.50	0.00
3,200.00	JANUS CAPITAL GROUP INC	9.4681	30,297.81	14.0900	45,088.00	1,152.00
850.00	KANSAS CITY SOUTHERN	45.8565	38,978.05	74.6700	63,469.50	1,122.00
2,037.00	LAM RESEARCH CORP	21.0143	42,867.30	79.4200	161,778.54	2,444.40
1,900.00	LAS VEGAS SANDS CORP	4.1333	7,853.32	43.8400	83,296.00	4,940.00
1,200.00	LAZARD LTD	40.7264	48,871.62	45.0100	54,012.00	1,680.00
2,170.00	LEVEL 3 COMMUNICATIONS INC	19.0936	41,433.15	54.3600	117,961.20	0.00
400.00	LIBERTY MEDIA CORP	11.1470	4,458.81	39.2500	15,700.00	0.00
800.00	LIBERTY MEDIA CORP CL C	11.0401	8,832.11	38.0800	30,464.00	0.00
1,690.00	LUMENTUM HOLDINGS INC	19.3539	32,708.07	22.0200	37,213.80	0.00
1,100.00	MACROGENICS INC	28.6100	31,471.02	30.9700	34,067.00	0.00
2,700.00	MEDIA GENERAL INC	16.6886	45,059.24	16.1500	13,605.00	324.00
1,050.00	MEDICINES CO	24.8995	26,144.52	37.3100	39,207.00	0.00
875.00	MSG NETWORKS INC CL A	12.5103	10,946.18	20.8000	18,200.00	0.00
1,350.00	MYRIAD GENETICS INC	19.0070	25,659.42	43.1600	58,266.00	0.00
1,650.00	POLYCOM INC	12.7285	21,002.02	12.5900	20,773.50	0.00
350.00	PRECISION CASTPARTS CORP	56.5676	19,798.66	232.0100	81,203.50	42.00
500.00	PROTHENA CORP PLC	47.1897	23,594.85	68.1100	34,055.00	0.00
600.00	PTC THERAPEUTICS INC	50.6014	30,362.62	32.4000	19,440.00	0.00
2,609.00	QORVO INC	15.2431	39,769.32	50.9000	132,798.10	0.00
1,150.00	RAYMOND JAMES FINANCIAL INC	28.8931	33,227.06	57.9700	66,665.50	920.00
350.00	REGENERON PHARMACEUTICALS INC	18.5476	6,491.66	542.8700	190,004.50	0.00
800.00	ROBERT HALF INTERNATIONAL INC	32.1553	25,724.21	47.1400	37,712.00	640.00
1,250.00	ROWAN COS PLC	33.7482	42,185.30	16.9500	21,187.50	500.00

STATEMENT A (3|3)

Fiduciary Trust International

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 2015

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont)						
2,000.00	ROYAL CARIBBEAN CRUISES LTD	29.1453	58,290.66	101.2100	202,420.00	3,000 00
4,050 00	SEACHANGE INTERNATIONAL INC	6.8168	27,607.89	6.7400	27,297.00	0.00
1,600.00	SEATTLE GENETICS INC COM	11.1663	17,866.08	44 8800	71,808.00	0.00
2,700.00	SINCLAIR BROADCAST GROUP INC CL A	4.8954	13,217.46	32.5400	87,858.00	1,782.00
1,200.00	SOTHEBY'S	34.4554	41,346.45	25.7600	30,912.00	480.00
2,050.00	STARZ CL A	29.3317	60,129.95	33.5000	68,675.00	0.00
1,750.00	STILLWATER MINING CO	11.6383	20,366.95	8 5700	14,997.50	0 00
4,100.00	TEGNA INC	14.0474	57,594.38	25.5200	104,632.00	2,296 00
1,600.00	TELEPHONE & DATA SYSTEMS INC	27.1913	43,506.08	25.8900	41,424.00	902 40
291.00	THE MADISON SQUARE GARDEN CO CL A	96.6429	28,123.09	161.8000	47,083.80	0.00
3,950 00	TRIMBLE NAVIGATION LTD	14.8078	58,490.95	21.4500	84,727.50	0.00
550.00	U S CELLULAR CORP	36.4575	20,051.63	40.8100	22,445.50	0.00
1,283.00	UNIFI INC	16.7583	21,500.86	28.1500	36,116.45	0 00
1,100.00	VALSPAR CORP	20.8236	22,905.91	82.9500	91,245.00	1,452.00
2,950 00	VIAVI SOLUTIONS INC	7.3611	21,715.38	6.0900	17,965.50	0.00
2,350 00	VISHAY INTERTECHNOLOGY INC	12.2246	28,727 70	12.0500	28,317.50	564 00
1,300 00	WADDELL & REED FINL INC CL A	19.7564	25,683.35	28.6600	37,258.00	2,392.00
2,450 00	WORLD WRESTLING ENTMT INC CL A	12.2514	30,016.01	17.8400	43,708.00	1,176.00
Total Equities			2,286,913.60		4,052,616.09	41,518.40

STATEMENT B (1/4)

Fiduciary Trust International

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

MRS GILES WHITING FOUNDATION WALTHAUSEN
& CO LLC
ACCOUNT # 44099644
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2015

Equities

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
1,192.00	AAON INC	7.0687	8,425.90	23.2200	27,678.24	262.24
1,090.00	ADDUS HOME CARE CORP	23.6830	25,814.45	23.2800	25,375.20	0.00
680.00	ALLIED MOTION TECHNOLOGIES INC	21.7685	14,802.57	26.1800	17,802.40	68.00
1,600.00	AMERICAN PUBLIC EDUCATION INC	30.2863	48,458.10	18.6100	29,776.00	0.00
3,980.00	AMERICAN VANGUARD CORP	19.8272	78,912.30	14.0100	55,759.80	318.40
4,280.00	AMKOR TECHNOLOGY INC	4.4225	18,928.28	6.0800	26,022.40	0.00
930.00	AMPCO-PITTSBURGH CORP	11.3167	10,524.52	10.2600	9,541.80	669.60
4,870.00	APOLLO EDUCATION GROUP INC CL A	7.1813	34,972.78	7.6700	37,352.90	0.00
1,250.00	BASSETT FURNITURE INDUSTRIES INC	26.9263	33,657.93	25.0800	31,350.00	450.00
1,570.00	BIG LOTS INC	33.2287	52,169.06	38.5400	60,507.80	1,193.20
2,460.00	BRIGGS & STRATTON CORP	19.5311	48,046.56	17.3000	42,558.00	1,328.10
1,490.00	BRYN MAWR BANK CORP	17.0989	25,477.37	28.7200	42,792.80	1,192.00
980.00	CAMBREX CORP	13.6519	13,378.88	47.0900	46,148.20	0.00
1,020.00	CAPELLA EDUCATION CO	60.5624	61,773.67	46.2200	47,144.40	1,591.20
1,230.00	CHART INDUSTRIES INC	19.5141	24,002.34	17.9600	22,090.80	0.00
1,030.00	CITY HOLDING CO	35.6840	36,754.53	45.6400	47,009.20	1,730.40
2,030.00	COLUMBUS MCKINNON CORP NEW YORK	18.7588	38,080.16	18.9000	38,367.00	324.80
1,280.00	COMMUNITY BANK SYSTEM INC	22.3313	28,584.07	39.9400	51,123.20	1,587.20
520.00	COMTECH TELECOMMN CORP NEW	30.2476	15,728.77	20.0900	10,446.80	624.00
2,650.00	CONVERGYS CORP	13.0983	34,710.48	24.8900	65,958.50	848.00

STATEMENT B (2/4)

Fiduciary Trust International

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 2015

Equities (Cont)

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
975.00	CSS INDS INC	16.0375	15,636.56	28.3800	27,670.50	702.00
3,370.00	CVB FINL CORP	7.8978	26,615.51	16.9200	57,020.40	1,617.60
3,070.00	DIME COMMUNITY BANCORP INC	12.5285	38,462.50	17.4900	53,694.30	1,719.20
1,210.00	EAGLE BANCORP INC MD	32.9315	39,847.14	50.4700	61,068.70	0.00
1,780.00	ERA GROUP INC	20.8883	37,181.24	11.1500	19,847.00	0.00
5,490.00	FERRO CORP	12.4438	68,316.50	11.1200	61,048.80	0.00
3,140.00	FIRST FINL BANCORP OHIO	16.8715	52,976.61	18.0700	56,739.80	2,009.60
3,520.00	FNFV GROUP	13.4225	47,247.05	11.2300	39,529.60	0.00
2,050.00	FREIGHTCAR AMERICA INC	25.2644	51,792.05	19.4300	39,831.50	738.00
9,600.00	GREAT LAKE DREDGE & DOCK CO	5.4920	52,723.06	3.9600	38,016.00	806.40
840.00	GREAT SOUTHERN BANCORP	28.9409	24,310.32	45.2600	38,018.40	739.20
1,130.00	GREENBRIER COS INC	51.1994	57,855.29	32.6200	36,860.60	904.00
1,640.00	HORACE MANN EDUCATORS CORP NEW	30.0544	49,289.25	33.1800	54,415.20	1,640.00
2,711.00	HORIZON GLOBAL CORP	9.1794	24,912.88	10.3700	28,144.18	0.00
2,390.00	HOUSTON WIRE & CABLE CO (USD)	7.6504	18,284.38	5.2800	12,619.20	573.60
3,880.00	INTERVAL LEISURE GROUP INC	19.6720	76,327.41	15.6100	60,566.80	1,862.40
9,580.00	INTREPID POTASH INC	9.7747	93,641.16	2.9500	28,261.00	0.00
607.00	J ALEXANDER'S HOLDINGS INC	12.9205	7,842.75	10.9200	6,628.44	0.00
570.00	KAISER ALUMINUM CORP	69.4335	39,577.08	83.6600	47,686.20	912.00
1,470.00	KIMBALL ELECTRONICS INC	11.3704	16,714.52	10.9900	16,155.30	0.00
5,279.00	KINDRED HEALTHCARE INC	16.7525	88,436.38	11.9100	62,872.89	2,533.92
1,350.00	LAKELAND FINANCIAL CORP	38.2252	51,603.98	46.6200	62,937.00	1,323.00
1,580.00	LEXMARK INTL INC CL A	23.8081	37,616.85	32.4500	51,271.00	2,275.20
1,210.00	LHC GROUP INC	44.8507	54,269.39	45.2900	54,800.90	0.00
4,960.00	LIONBRIDGE TECHNOLOGIES INC	5.8247	28,890.65	4.9100	24,353.60	0.00
1,180.00	LYDALL INC	18.7368	22,109.43	35.4800	41,866.40	0.00
3,150.00	M/I HOMES INC	16.9949	53,534.03	21.9200	69,048.00	0.00
1,870.00	MATERION CORP	23.9095	44,710.70	28.0000	52,360.00	673.20
2,240.00	MCGRATH RENTCORP	32.3272	72,412.85	25.1900	56,425.60	2,240.00

DST 00117803

STATEMENT B(3/4)

Fiduciary Trust International

MRS GILLES WHITING FOUNDATION WALTHAUSEN & CO LLC
ACCOUNT # 10093644
BASE CURRENCY: U.S. DOLLAR
PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF DEC 31 2015

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (Cont.)						
1,670.00	MERCER INTL INC SH BEN INT	5.9886	10,000.95	9.0500	15,113.50	768.20
210.00	MILLER INDUSTRIES INC	20.9514	4,399.79	21.7800	4,573.80	134.10
7,660.00	MUELLER WATER PRODUCTS INC A (USD)	7.9060	60,560.22	8.6000	65,876.00	612.80
390.00	MULTI-COLOR CORP	33.2518	12,968.20	59.8100	23,325.90	78.00
690.00	NAVIGATORS GROUP INC	78.8801	51,427.25	85.7900	59,195.10	0.00
6,860.00	NEVSUN RESOURCES LTD	3.9105	26,826.01	2.7100	18,590.60	1,097.60
7,130.00	NMI HOLDINGS INC A	7.8805	56,187.68	6.7700	48,270.10	0.00
5,620.00	PLY GEM HOLDINGS INC	12.1983	68,554.23	12.5400	70,474.80	0.00
1,170.00	PRIMERICA INC (USD)	21.5817	25,250.62	47.2300	55,259.10	748.80
6,510.00	RAYONIER ADVANCED MATERIALS INC	12.3033	80,463.57	9.7900	61,026.60	1,831.20
1,150.00	ROGERS CORP	59.4753	68,396.54	51.5700	59,305.50	0.00
3,400.00	SEAWORLD ENTERTAINMENT INC	19.8513	67,494.50	19.6900	66,946.00	2,856.00
1,879.50	SOUTHSIDE BANCSHARES INC	27.1717	51,069.14	24.0200	45,145.59	1,729.14
330.00	STANDEX INTERNATIONAL CORP	24.5061	8,087.02	83.1500	27,439.50	184.80
3,490.00	STEELCASE INC	16.1089	56,220.23	14.9000	52,001.00	1,570.50
950.00	STEPAN CO	45.2519	42,989.32	49.6900	47,205.50	722.00
620.00	STOCK YARDS BANCORP INC	30.2351	18,745.74	37.7900	23,429.80	620.00
2,850.00	SUPERIOR INDUSTRIES INTL INC	19.2128	54,841.89	18.4200	52,497.00	2,052.00
190.00	SYNNEX CORP	31.0494	5,899.38	89.9300	17,086.70	152.00
1,650.00	TRICO BANCSHARES	23.2621	38,382.54	27.4400	45,276.00	990.00
1,360.00	TRIMAS CORP	17.9459	24,406.39	18.6500	25,364.00	0.00
6,725.00	TRUSTCO BANK CORP NEW YORK	6.7293	45,254.75	6.1400	41,291.50	1,761.95
3,230.00	TUTOR PERINI CORP	23.0539	74,464.13	16.7400	54,070.20	0.00
2,060.00	UNIFI INC	19.3834	39,929.80	28.1500	57,989.00	0.00
5,210.00	VISHAY INTERTECHNOLOGY INC	7.4669	38,902.73	12.0500	62,780.50	1,250.40
1,080.00	WEST MARINE INC	10.0666	10,871.94	8.4900	9,169.20	0.00
5,330.00	WILSHIRE BANCORP INC	9.5291	50,789.96	11.5500	61,561.50	1,279.20
2,510.00	WINNEBAGO INDUSTRIES INC	23.5062	59,000.56	19.9000	49,949.00	1,004.00

STATEMENT B (4/4)

Fiduciary Trust International

FIDUCIARY TRUST COMPANY INTERNATIONAL
SCHEDULE OF ASSETS

TRADE DATE BASIS
AS OF DEC 31 2015

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)						
1,840 00	WSFS FINANCIAL CORP	23 7968	43,786.07	32.3600	59,542.40	441.60
Total Equities			3,145,511.69		3,277,318 14	57,341 35

DST 00117803

STATEMENT C (1/2)

Fiduciary Trust International

MRS GILES WHITING 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 2015

Equities

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
1,075.00	ACE LTD	72 7466	78,202.59	116.8500	125,613.75	2,881 00
1,990 00	ARM HLDGS PLC SPONS ADR	30.3976	60,491.22	45.2400	90,027.60	626 85
625.00	CANADIAN PACIFIC RAILWAY LTD	118 3995	73,999 67	127.6000	79,750.00	665.00
1,730.00	CHRISTIAN HANSEN HOLDING A/S (DKK)	38.6479	66,860.86	62 8512	108,732.64	949.55
1,250 00	COLOPLAST AS (DKK) CL B	69 5838	86,979.79	81.0937	101,367.09	2,274 84
5,125.00	COMPASS GROUP PLC(GBP)	17.2420	88,365.04	17.3189	88,759.30	2,220.87
200 00	CONSTELLATION SOFTWARE INC	284 8200	56,963.99	417.0317	83,406 35	578 33
865.00	CORE LABORATORIES N V	129.7996	112,276 65	108.7400	94,060.10	1,903 00
1,265.00	CSL LTD (AUD) 1	70 1194	88,701 05	76 7185	97,048 95	1,514 82
2 140 00	CTRIP COM INTL ONE LTD	50 7446	108,593.36	46 3300	99,146 20	0 00
4,900.00	EXPERIAN PLC (GBP)	16.9737	83,171.35	17.7021	86,740 36	2,852.23
935.00	HDFC BK LTD ADR REPSTG 3 SHS	57.0112	53,305.44	61 6000	57,596 00	331 94
1,310.00	ICON PLC	66.6103	87,259.55	77.7000	101,787.00	0.00
1,365.00	INDITEX SA (EUR)	27 6325	37,718.34	34.4232	46,987 67	620.67
200.00	KEYENCE CORP (JPY) 50	473.1086	94,621.71	558.0931	111,618.62	249.59
1,610.00	LAZARD LTD	29.5075	48,392.30	45 0100	73,816.40	2,296.00
475 00	LOUIS VUITTON MOET HENNESSEY (EUR)1.5	172.4967	81,935.95	157 3973	74,763.71	1,702.69
1,710.00	NESTLE SA (CHF)	66.1130	113,053.30	74.4012	127,226.05	3,754.19
2,310 00	NOVO NORDISK AS SPONSORED ADR	30 3752	70,166.66	58.0800	134,164.80	1,231.23
1,990.00	NOVOZYMES A/S (DKK) B SHARES	28.4553	56,626.07	48.1321	95,782.84	869.17

STATEMENT C (2/2)

Fiduciary Trust International

MRS GILES WHITING 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 2015

Units	Security Description	Unit Cost	Cost	Unit Price	Market Value	Estimated Annual Income
Equities (cont.)						
545.00	PERRIGO CO PLC	156.6350	85,366.08	144.7000	78,861.50	272.50
1,285.00	RECKITT BENCKISER GROUP PLC (GBP) .10526	85.1791	109,455.11	92.5787	118,963.59	2,632.69
2,0[illegible].00	SENSATA TECHNOLOGIES HOLDING NV	34.7502	70,716.65	46.0600	93,732.10	0.00
3,265.00	SHOPRITE HOLDINGS LTD (ZAR)	20.1021	65,633.21	9.2636	30,245.52	814.34
40.00	SOCIETE GENERALE DE SURVEIL (CHF) 20 REG	1,893.4060	75,736.24	1,907.1856	76,287.43	2,714.57
110.00	SWATCH GROUP AG THE (CHF) 2.25	485.6978	53,426.76	349.5010	38,445.11	823.55
1,960.00	SYSMEX CORPORATION (JPY)	19.6118	38,439.13	65.1441	127,682.52	717.50
6,880.00	TAIWAN SEMICONDUCTOR MFG CO SPON ADR	15.0797	103,748.33	22.7500	156,520.00	3,976.64
5,300.00	TENCENT HOLDINGS LTD (HKD)	6.8134	36,110.87	19.7028	104,425.08	216.19
2,700.00	UNICHARM CORP (JPY)	22.9849	62,059.32	20.6082	55,642.08	332.46
21,865.00	WAL MART DE MEXICO SA DE CV (MXN)	3.2900	71,936.39	2.5239	55,185.81	2,334.30
3,300.00	YANDEX NV	22.8744	75,485.60	15.7200	51,876.00	0.00
Total Equities			2,395,798.58		2,866,262.20	42,388.01

MRS. GILES WHITING FOUNDATION
December 31, 2015
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) WHITING AWARDS, MADE TO EMERGING WRITERS

2) GRANTS TO WRITERS' RESIDENCIES TO PROVIDE FINANCIAL AID AND OTHER SUPPORT

3) GRANTS TO CHARITABLE ORGANIZATIONS TO INFUSE THE HUMANITIES INTO PUBLIC LIFE

IN NO INSTANCE IS ANY INDIVIDUAL 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
SUITE 2308
BROOKLYN, NY 11241
INFO@WHITING.ORG

Mrs Giles Whiting Foundation
Grants Paid
FYE 2015
EIN #13-6154484

Name	Status		Purpose of Grant or Contribution	Location	Amount	Date(s) paid
Blue Ribbon Mentor Advocate Program	501(c)(3) public charity	1	General Support	750 S Merritt Mill Rd Chapel Hill, NC 27516	1,000 00	11/5/2015
House of SpeakEasy	501(c)(3) public charity	1	General Support	117 East 19th Street New York, NY 10003	10,000 00	11/5/2015
Institute of Classical Architecture & Art	501(c)(3) public charity	1	General Support	20 W 44th Street New York, NY 10036	5,000 00	11/5/2015
Interfaith Council for Social Services	501(c)(3) public charity	1	General Support	110 W Main Street Carrboro, NC 27510	1,000 00	11/5/2015
Orange County Literacy Council	501(c)(3) public charity	1	General Support	200 N Greensboro Street Carrboro, NC 27510	3,000 00	11/5/2015
Planned Parenthood of the South Atlantic	501(c)(3) public charity	1	General Support	1765 Dobbins Drive Chapel Hill, NC 27514	5,000 00	11/5/2015
Storefront Academy Harlem	501(c)(3) public charity	1	General Support	70 E 129 Street New York, NY 10035	5,000 00	11/5/2015
The Foundation for Cultural Review	501(c)(3) public charity	1	General Support	900 Broadway Suite 602 New York, NY 10003	5,000 00	11/5/2015
The Island Press	501(c)(3) public charity	1	General Support	2000 M Street NW Suite 650 Washington, DC 20036	2,500 00	11/5/2015
The New Press	501(c)(3) public charity	1	General Support	120 Wall Street, 31st Floor New York, NY 10005	2,500 00	11/5/2015
Wildlife Conservation Society	501(c)(3) public charity	1	General Support	2300 Southern Boulevard Bronx, NY 10460	10,000 00	11/5/2015
Digital Public Library of America	501(c)(3) public charity	2	Whiting Humanities Grants	c/o Boston Public Library 700 Boylston St Boston, MA 02116	96,206 00	6/5/2015
National Humanities Alliance Foundation	501(c)(3) public charity	2	Whiting Humanities Grants	21 Dupont Circle Northwest Washington, DC 20036	154,000 00	6/5/2015, 11/23/2015
New York Council for the Humanities	501(c)(3) public charity	2	Whiting Humanities Grants	150 Broadway #1700 New York, NY 10038	56,538 00	6/5/2015
The New School	501(c)(3) public charity	2	Whiting Humanities Grants	72 Fifth Avenue, 3rd Floor New York, NY 10011	252,500 00	1/21/2015, 6/5/2015, 10/9/2015
Art Omi Inc.	501(c)(3) public charity	3	Writers' Residencies Grants	Omi International Arts Center 1405 County Route 22 Ghent, NY 12075	7,500 00	12/18/2015
Cave Canem	501(c)(3) public charity	3	Writers' Residencies Grants	20 Jay Street, Ste 310-A Brooklyn, NY 11201	10,000 00	12/18/2015
Fine Arts Work Center in Provincetown	501(c)(3) public charity	3	Writers' Residencies Grants	24 Pearl Street Provincetown, MA 02657	15,000 00	11/23/2015
Hedgebrook	501(c)(3) public charity	3	Writers' Residencies Grants	PO Box 1231 Freeland, WA 98249-9911	10,000 00	12/18/2015

Mrs Giles Whiting Foundation
Grants Paid
FYE 2015
EIN #13-6154484

Name	Status		Purpose of Grant or Contribution	Location	Amount	Date(s) paid
MacDowell Colony	501(c)(3) public charity	3	Writers' Residencies Grants	100 High Street Peterborough, NH 03458	35,000 00	11/23/2015
Ucross Foundation	501(c)(3) public charity	3	Writers' Residencies Grants	30 Big Red Lane Clearmont, WY 82835	10,000 00	12/18/2015
Corporation for Yaddo	501(c)(3) public charity	3	Writers' Residencies Grants	P O Box 395 Saratoga Springs, NY 12866	20,000 00	11/23/2015
Anne Washburn	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	3/11/2015
Anthony Carelli	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	3/11/2015
Aracelis Girmay	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	3/11/2015
Azareen Van der Vliet Oloomi	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	50,000 00	3/17/2015
Dan Josefson	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	3/12/2015
Elena Passarello	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	3/11/2015
Jenny Johnson	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	3/12/2015
Leopoldine Core	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	3/12/2015
Lucas Hnath	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	3/11/2015
Roger Reeves	Individual	4	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	4/30/2015
				Total	$991,744	

Mrs Giles Whiting Foundation
Grants Approved For Future Payment
FYE 2015 .
EIN #13-6154484

Name	Status	Purpose of Grant or Contribution	Location	Amount
Art Omi Inc.	501(c)(3) public charity	Writers' Residencies Grants	Omi International Arts Center 1405 County Route 22 Ghent, NY 12075	7,500.00
Cave Canem	501(c)(3) public charity	Writers' Residencies Grants	20 Jay Street, Ste 310-A Brooklyn, NY 11201	10,000.00
Fine Arts Work Center in Provincetown	501(c)(3) public charity	Writers' Residencies Grants	24 Pearl Street Provincetown, MA 02657	15,000.00
Hedgebrook	501(c)(3) public charity	Writers' Residencies Grants	PO Box 1231 Freeland, WA 98249-9911	10,000.00
MacDowell Colony	501(c)(3) public charity	Writers' Residencies Grants	100 High Street Peterborough, NH 03458	35,000.00
Ucross Foundation	501(c)(3) public charity	Writers' Residencies Grants	30 Big Red Lane Clearmont, WY 82835	10,000.00
Corporation for Yaddo	501(c)(3) public charity	Writers' Residencies Grants	P.O. Box 395 Saratoga Springs, NY 12866	20,000.00
Anne Washburn	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Anthony Carelli	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Aracelis Girmay	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Dan Josefson	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Elena Passarello	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Jenny Johnson	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00
Leopoldine Core	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Lucas Hnath	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00
Roger Reeves	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00
		Total		$332,500

STATEMENT F (1/1)

Adopted April 24, 2015

BYLAWS

of

MRS. GILES WHITING FOUNDATION

ARTICLE I

BOARD OF TRUSTEES

The affairs of the corporation shall be managed by the Board of Trustees (the "Board"). The number of Trustees shall be five. As used in these Bylaws, the term "entire Board" shall mean the number of Trustees duly elected and then serving. The Board shall be divided into three classes as nearly equal numerically as may be, with one class to be elected each year at the annual meeting of the Board or at any adjournment thereof. Each Trustee's term of office shall continue until the final adjournment of the third succeeding annual meeting of the Board held after the election of such Trustee and until the election and qualification of a successor. In case any Trustee shall by death, resignation, incapacity to act, or otherwise cease to be a Trustee before the expiration of such Trustee's term, a successor shall be chosen at any meeting of the Board to serve for the remainder of the Trustee's unexpired term and until the election and qualification of a successor. If by reason of any vacancy or vacancies in the office of Trustee a quorum of the Board cannot be obtained, the remaining Trustees or Trustee may, notwithstanding any other provision of these Bylaws, elect or designate a Trustee to fill each such vacancy, and a certificate of such election or designation signed by the Trustee or Trustees so acting, filed with the records of the corporation, shall constitute each such person a Trustee until the final adjournment of the next annual meeting of the Board and until the election and qualification of a successor.

Any Trustee may resign by a notice in writing to the President or the Secretary.

ARTICLE II

MEETINGS

The annual meeting of the Board shall be held in the first six months of each calendar year, as shall be set by the President at least two weeks in advance of the date. The President or, in the event of the President's death or disability, any other member of the Board, may call a meeting of the Board on not less than two days' notice, given by mail or electronic means. All meetings of the Board shall be held at such place within or without the State of New York as the Board shall from time to time direct.

At the annual meeting of the Board there shall be presented, pursuant to the provisions of the New York Not-for-Profit Corporation Law, a report, verified by the President and the Treasurer or by a majority of the Trustees, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail: 1) the assets and liabilities of the corporation as of the end of a twelve month fiscal period terminating not more than six months prior to the annual meeting (the "fiscal period"); 2) the principal changes in the assets and liabilities of the corporation during the fiscal period; 3) the revenue or receipts of the corporation, both restricted and unrestricted, during the fiscal period; and 4) the expenses and disbursements of the corporation for both general and restricted purposes during the fiscal period. This report shall be filed with the records of the corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

A majority of the entire Board shall constitute a quorum for the transaction of business at meetings of the Board; but, in the absence of a quorum, those present at the time and place set for a meeting of the Board may take an adjournment from time to time until, without further notice, a quorum shall be present. The action of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. The resolution and consents thereto, which may be in writing or by electronic means, by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, videoconference equipment, or similar communications equipment, as long as all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board or committee. Participation by such means shall constitute presence in person at the meeting.

ARTICLE III

COMMITTEES

The Board may by resolution provide for such committees and may delegate to such committees such powers as it shall deem appropriate and which are not inconsistent with applicable law.

ARTICLE IV

OFFICERS

At the annual meeting of the Board, or at an adjournment of such annual meeting, the Board may elect the following offices, viz.: a President and one or more Vice Presidents, all of whom shall be chosen from among the Trustees, an Executive Director, a Secretary, and a Treasurer, each of whom may, but need not, be chosen from among the Trustees. Any such office not filled at the annual meeting or an adjournment thereof may be filled by the Board at any other meeting. The Board may at any meeting also elect and define the duties of such other officers as it may from time to time determine. The same person may be elected to more than one office, except that the offices of President and Vice President, and the offices of President or Vice President and Secretary, shall not be held by the same person. A vacancy in any office may be filled by the Board at any meeting. All officers shall hold office at the pleasure of the Board or until their respective successors shall have been elected and shall have qualified. They may receive salaries or other compensation as may be authorized by the Board. Compensation shall be reasonable and commensurate with services performed.

ARTICLE V

PRESIDENT

The President shall function as the Chair of the Board and shall have oversight over the corporation and over its several officers. The President shall preside at all meetings of the Board at which the President shall be present. The President shall have power to sign for the corporation all deeds and other agreements and formal instruments and shall be a member *ex* officio of all committees. In the absence of disability of the President, the Vice President (or, if there be more than one, a Vice President designated by the Board) shall discharge the President's functions or any of them specified by the Board.

ARTICLE VI

VICE PRESIDENT

In the absence or disability of the President, the Vice President (or, if there be more than one, a Vice President designated by the Board) shall preside at meetings of the Board, and shall have the powers and perform the duties of the President. The Vice President shall have power to sign for the corporation all deeds and other agreements and formal instruments. The Vice President shall also discharge such other functions as may be assigned by the Board or the President. In the absence or disability of the President and Vice President (or, if there be more than one, each Vice President), a member of the Board designated by the Board shall discharge the President's and Vice President's functions or any of them specified by the Board.

ARTICLE VII

EXECUTIVE DIRECTOR

The Executive Director shall be the chief executive officer of the corporation and shall have general charge and supervision over the affairs of the corporation, subject however, to the control of the Board. The Executive Director shall have the power to sign for the corporation deeds, instruments, agreements and other documents as shall be provided by resolution of the Board.

ARTICLE VIII

SECRETARY

The Secretary shall keep or cause to be kept true minutes of all meetings of the Board and, under the general direction of the President, prepare and present the business to be acted upon at such meetings. The Secretary shall have custody of the corporate seal and shall, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

ARTICLE IX

TREASURER

The Treasurer, subject to the provisions of these Bylaws, and to such regulations as may be prescribed by the Board, shall oversee the financial affairs and provide for the general custody of the funds and property of the corporation.

The Treasurer shall keep or cause to be kept complete and accurate accounts of the receipts and disbursements of the corporation and shall cause the funds and securities of the corporation to be deposited in such banks or trust companies as may be designated by the Board. The withdrawal of such funds or securities shall be made only on the signature or signatures of such one or more of the Trustees, officers or employees of the corporation as may be designated by the Board for such purpose.

The Treasurer shall, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

ARTICLE X

GENERAL FISCAL PROVISIONS

The fiscal year of the corporation shall be the calendar year or such other fiscal year as may be designated by resolution of the Board. The Board shall have power to make investments of the funds of the corporation and to change the same, and may sell any part of the securities of the corporation or any rights or privileges that may accrue thereon. Any officer of the corporation or such other person or persons as the Board may designate may execute and deliver in behalf of the corporation proxies on stock owned by the corporation, appointing persons to present and vote such stock at any meeting of the stockholders, with full power of substitution, and may alter and rescind such appointments.

Any officer of the corporation or member of the Board or any other person or persons designated by the Board shall have authority to execute such form of transfer or assignment as may be necessary to constitute a transfer of stocks, bonds, or other securities standing in the name of or belonging to the corporation. A corporation or person transferring any such stocks, bonds or other securities pursuant to a form of transfer or assignment so executed shall be fully protected, and shall be under no duty to inquire whether or not the Board has taken action in respect thereof.

ARTICLE XI

WAIVER OF NOTICE

Whenever notice of any meeting or action is required to be given under the provisions of the laws of the State of New York or under the provisions of the Certificate of Incorporation or these Bylaws, a waiver thereof in writing, including by electronic means, signed by the person or persons entitled to receive said notice, whether before or after the time fixed for such meeting or action, shall be deemed equivalent to the required notice. Attendance of a Trustee at any meeting shall constitute a waiver of notice of the meeting, except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

ARTICLE XII

AMENDMENTS

These Bylaws may be amended or repealed at any meeting of the Board by a majority vote of those present, provided that the substance of the amendments has been provided in the notice of the meeting.

Product :	Exempt Extension	**Category :**	Additional Extension	**IRS Center :**	
Name :	MRS GILES WHITING FOUNDATION		**e-PostMark :**	8/2/2016 5 04 25 PM	
FEIN :	*****4484			**Notification :**	
Fiscal Year Begin Date .	1/1/2015	**Fiscal Year End Date :**	12/31/2015		

Date	Type of Activity	Submission ID	Updated By	Refund/(Due)
8/2/2016	Upload Started			
8/2/2016	Ready to Release by Customer			
8/2/2016	Released for Transmission - Validation in Progress		759420	
8/2/2016	Ready to transmit - Validation Complete			
8/2/2016	Transmitted to FD - Additional Extension	13332120162150352e51		
8/2/2016	Accepted by FD - Additional Extension on 8/2/2016			

Product :	Exempt Extension	**Category :**	**IRS Center :** Ogden
Name :	MRS GILES WHITING FOUNDATION		**e-PostMark :** 5/12/2016 3 35 09 PM
FEIN :	*****4484		**Notification :**
Fiscal Year Begin Date :	1/1/2015	**Fiscal Year End Date :**	12/31/2015

Date	Type of Activity	Submission ID	Updated By	Refund/(Due)
5/12/2016	Upload Started			
5/12/2016	Ready to Release by Customer			
5/12/2016	Released for Transmission - Validation in Progress		759420	
5/12/2016	Ready to transmit - Validation Complete			
5/12/2016	Transmitted to FD	133321201613303abe55		
5/12/2016	Accepted by FD on 5/12/2016			