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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

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 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: ☒ 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) \$ 60,738,770.	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 III 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 Check ☒ if the foundation is not required to attach Sch B Interest on savings and temporary cash investments Dividends and interest from securities	122,388. 965,690.	122,388. 965,690.	N/A	STATEMENT 1 STATEMENT 2
2a Gross rents				
b Net rental income or (loss)				
3a Net gain or (loss) from sale of assets not on line 10	3,934,424.			
b Gross sales price for all assets on line 3a	24,632,657.			
c Capital gain net income (from Part IV, line 2)		3,934,424.		
d Net short-term capital gain				
e Income modifications				
4a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	-145,818.	-126,599.		STATEMENT 3
12 Total. Add lines 1 through 11	4,876,684.	4,895,903.		
13 Compensation of officers, directors, trustees, etc.	191,354.	9,090.		182,264.
14 Other employee salaries and wages	239,365.	0.		239,365.
15 Pension plans, employee benefits	67,586.	687.		66,899.
16a Legal fees				
b Accounting fees STMT 4	22,435.	11,217.		11,218.
c Other professional fees STMT 5	441,595.	328,689.		112,906.
17 Interest				
18 Taxes STMT 6	36,965.	11,715.		0.
19 Depreciation and depletion				
20 Occupancy	42,978.	2,149.		40,829.
21 Travel, conferences, and meetings	103,319.	0.		103,319.
22 Printing and publications				
23 Other expenses STMT 7	234,970.	1,349.		233,621.
24 Total operating and administrative expenses. Add lines 13 through 23	1,380,567.	364,896.		990,421.
25 Contributions, gifts, grants paid	1,546,100.			1,546,100.
26 Total expenses and disbursements. Add lines 24 and 25	2,926,667.	364,896.		2,536,521.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,950,017.			
b Net investment income (if negative, enter -0-)		4,531,007.		
c Adjusted net income (if negative, enter -0-)			N/A	

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OPERATING AND ADMINISTRATIVE EXPENSES

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Part III 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	280,278.	631,208.	631,208.
	2 Savings and temporary cash investments	1,043,160.	3,219,409.	3,219,409.
	3 Accounts receivable ▶ 2,362,397.			
	Less: allowance for doubtful accounts ▶		2,362,397.	2,362,397.
	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 8	10,196,196.	16,528,949.	16,528,949.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9		47,721,472.	37,966,117.	37,966,117.
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)		59,271,796.	60,738,770.	60,738,770.
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.		
24 Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.	59,271,796.	60,738,770.		
25 Unrestricted				
26 Temporarily restricted				
27 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
28 Capital stock, trust principal, or current funds				
29 Paid-in or capital surplus, or land, bldg., and equipment fund				
30 Retained earnings, accumulated income, endowment, or other funds	59,271,796.	60,738,770.		
30 Total net assets or fund balances	59,271,796.	60,738,770.		
31 Total liabilities and net assets/fund balances	59,271,796.	60,738,770.		

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	59,271,796.
2 Enter amount from Part I, line 27a	2	1,950,017.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	61,221,813.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	483,043.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	60,738,770.

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 24,632,657.		20,698,233.	3,934,424.

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			3,934,424.

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	3,934,424.
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))
2015	1,867,909.	59,799,324.	.031236
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

2 Total of line 1, column (d)	2	.177908
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	.035582
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	59,926,621.
5 Multiply line 4 by line 3	5	2,132,309.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,310.
7 Add lines 5 and 6	7	2,177,619.
8 Enter qualifying distributions from Part XII, line 4	8	2,536,521.

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)		1	45,310.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	45,310.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	45,310.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	76,817.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	91,817.	
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	46,507.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 46,507. 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.	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? N/A	4b	
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 2016 or the taxable year beginning in 2016 (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? Website address ► <u>WWW.WHITING.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 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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. ►	2b	
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 2016 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 2016.)	N/A	
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 2016?	4b	X

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

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

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

6b

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

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		191,354.	13,742.	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	182,072.	22,967.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDUCIARY TRUST CO, INT'L 600 FIFTH AVENUE, NEW YORK, NY 10020	INVESTMENT CUSTODIAN	105,492.
PATHSTONE FEDERAL STREET ADVISORS 24 FEDERAL STREET, BOSTON, MA 02110	INVESTMENT ADVISORY	56,250.

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.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	56,401,153.
b Average of monthly cash balances	1b	2,044,969.
c Fair market value of all other assets	1c	2,393,087.
d Total (add lines 1a, b, and c)	1d	60,839,209.
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	60,839,209.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	912,588.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,926,621.
6 Minimum investment return. Enter 5% of line 5	6	2,996,331.

Part XII 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	2,996,331.
2a Tax on investment income for 2016 from Part VI, line 5	2a	45,310.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	45,310.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,951,021.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,951,021.
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	2,951,021.

Part XIII 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	2,536,521.
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	2,536,521.
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	45,310.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,491,211.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,951,021.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			171,916.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 2,536,521.				
a Applied to 2015, but not more than line 2a			171,916.	
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 2016 distributable amount				2,364,605.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				586,416.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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)

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)(ii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2016

(b) 2015

Prior 3 years

(c) 2014

(d) 2013

(e) Total

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 C

c Any submission deadlines:

SEE STATEMENT C

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

SEE STATEMENT C

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

- 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.

Daniel Reid
Signature of officer or trustee

11/15/17

EXECUTIVE
DIRECTOR

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

FREDERICK MARTENS

Preparer's signature

Date

Check ☐ if
self-employed

PTIN	
------	--

P00298107

Firm's name ► **LUTZ AND CARR, CPAS LLP**

Firm's EIN ► 13-1655065

Firm's address ► 551 FIFTH AVENUE, SUITE 400
NEW YORK, NY 10176

Phone no. 212-697-2299

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	PROSPECT HARBOR	P	VARIOUS	VARIOUS
d	SOUTHPAW CREDIT OPPORTUNITY	P	VARIOUS	VARIOUS
e	SANDERSON ASSET MANAGEMENT LTD.	P	VARIOUS	VARIOUS
f	TIFF II, LLC	P	VARIOUS	VARIOUS
g	HIGHCLERE INTERNATIONAL INVESTORS	P	VARIOUS	VARIOUS
h	GAINS PASSED THROUGH FROM LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
i	GAINS PASSED THROUGH FROM LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
j	PUBLICLY TRADED SECURITIES - JPM	P	VARIOUS	VARIOUS
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 3,684,521.		2,767,473.	917,048.
b 4,945,590.		4,297,606.	647,984.
c 5,479.			5,479.
d 2,362,397.		2,000,000.	362,397.
e 2,858,277.		3,425,960.	-567,683.
f 39,028.			39,028.
g 3,227,045.		3,243,349.	-16,304.
h 110,808.			110,808.
i 642,467.			642,467.
j 6,757,045.		4,963,845.	1,793,200.
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			917,048.
b			647,984.
c			5,479.
d			362,397.
e			-567,683.
f			39,028.
g			-16,304.
h			110,808.
i			642,467.
j			1,793,200.
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	3,934,424.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME ON CASH BALANCES	122,388.	122,388.	
TOTAL TO PART I, LINE 3	122,388.	122,388.	

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
DIVIDENDS - JPM # 6006	124,125.	0.	124,125.	124,125.	
DIVIDENDS - JPM # 7009	64,637.	0.	64,637.	64,637.	
INTEREST INCOME - MUTUAL FUNDS	435,476.	0.	435,476.	435,476.	
INTEREST INCOME PASSED THROUGH FROM LIMITED	341,452.	0.	341,452.	341,452.	
TO PART I, LINE 4	965,690.	0.	965,690.	965,690.	

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	-143,832.	-143,832.	
OTHER INVESTMENT INCOME	17,233.	17,233.	
UNRELATED BUSINESS INCOME (LOSS) PASSTHROUGH FROM LIMITED PARTNERSHIPS	-19,219.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-145,818.	-126,599.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	22,435.	11,217.		11,218.
TO FORM 990-PF, PG 1, LN 16B	22,435.	11,217.		11,218.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	328,689.	328,689.		0.
PUBLIC RELATIONS	112,906.	0.		112,906.
TO FORM 990-PF, PG 1, LN 16C	441,595.	328,689.		112,906.

FORM 990-PF	TAXES	STATEMENT	6
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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	11,715.	11,715.		0.
FEDERAL EXCISE TAX	25,000.	0.		0.
NEW YORK STATE TAX	250.	0.		0.
TO FORM 990-PF, PG 1, LN 18	36,965.	11,715.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
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	5,501.	0.		5,501.	
OFFICE EXPENSES	26,973.	1,349.		25,624.	
SUBSCRIPTIONS & BOOKS	808.	0.		808.	
WEBSITE COSTS	5,903.	0.		5,903.	
SPEAKER & SELECTORS HONORARIUM	76,000.	0.		76,000.	
AWARDS CEREMONY	118,285.	0.		118,285.	
TO FORM 990-PF, PG 1, LN 23	234,970.	1,349.		233,621.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIDUCIARY - WCM SECTION	35,047.	35,047.		
FIDUCIARY - MUTUAL FUNDS	85,861.	85,861.		
JP MORGAN - ACCT # 7009 - SEE STATEMENT A	16,408,041.	16,408,041.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,528,949.	16,528,949.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
TIFF PARTNERS III, LLC	FMV	63,118.	63,118.	
TIFF PARTNERS IV, LLC	FMV	155,898.	155,898.	
TIFF PRIVATE EQUITY PARTNERS 2008, LLC	FMV	2,099,122.	2,099,122.	
TIFF PRIVATE EQUITY PARTNERS 2007, LLC	FMV	1,111,302.	1,111,302.	
NORTH RUN OFFSHORE PARTNERS, LTD	FMV	2,356,840.	2,356,840.	
PROSPECT HARBOR	FMV	20,979.	20,979.	
NEW CANAAN FUND V	FMV	690,909.	690,909.	
HENGISTBURY FUND LTD.	FMV	4,414,331.	4,414,331.	
STELLIUM OFFSHORE FUND	FMV	1,003,923.	1,003,923.	
TIFF PRIVATE EQUITY PARTNERS 2015,, LLC	FMV	76,392.	76,392.	

NEW CANAAN FUND VI	FMV	127,998.	127,998.
IRONSIDE PARTNERS FUND	FMV	414,092.	414,092.
IRONSIDE PARTNERS CO-INVESTMENT FUND	FMV	1,217,663.	1,217,663.
PRIVATE ADVISORS SECONDARY FUND	FMV	927,358.	927,358.
CERBERUS OFFSHORE LEVERAGED FUND III	FMV	453,645.	453,645.
JP MORGAN - ACCT # 7009 - SEE STATEMENT B	FMV	22,832,547.	22,832,547.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,966,117.	37,966,117.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
TRUSTEES AND FOUNDATION MANAGERS

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 / TRUSTEE 5.00	0.	0.	0.
KUMAR MAHADEVA C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	VICE-PRESIDENT / 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.
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 5.00	9,550.	0.	0.
ANTONIA GRUMBACH C/O MRS. GILES WHITING FOUNDATION 16 COURT STREET, SUITE 2308 BROOKLYN, NY 11241	TRUSTEE (THROUGH 1/13/16) 5.00	0.	0.	0.

MRS. GILES WHITING FOUNDATION

13-6154484

AMANDA FOREMAN
C/O MRS. GILES WHITING FOUNDATION
16 COURT STREET, SUITE 2308
BROOKLYN, NY 11241

VICE-PRESIDENT / 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

181,804. 13,742.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

191,354. 13,742.

0.



MRS GILES WHITING FOUNDATION ACCT 7009
For the Period 12/1/16 to 12/31/16

Statement A (1/5)

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
Non-US Equity							
ACCENTURE PLC-CL A G1151C-10-1 ACN	117.13	710 000	83,162.30	81,170.12	1,992.18	1,718.20	2.07%
ADIDAS AG ISIN DE000A1EWWW0 SEDOL 4031976 D0065L-93-7 EUR	158.00	370 000	58,460.57	52,711.41	5,749.16		
CANADIAN PACIFIC RAILWAY LTD 13645T-10-0 CP	142.77	765 000	109,219.05	91,073.49	18,145.56	1,165.09 247.55	1.07%
CHR HANSEN HOLDING A/S ISIN DK0060227585 SEDOL B573M11 K1830B-91-7 DKK	55.48	1,160 000	64,355.31	245,624.27	(181,268.96)		
CHUBB LTD H1467J-10-4 CB	132.12	975.000	128,817.00	70,927.93	57,889.07	2,691.00 571.84	2.09%
COLOPLAST-B ISIN DK0060448595 SEDOL B8FMRX8 19264Y-91-6 DKK	67.56	1,155.000	78,037.11	541,578.84	(463,541.73)		
COMPASS GROUP PLC - GBP ISIN GB00BLNN3L44 SEDOL BLNN3L4 G23296-94-3 GBP	18.55	4,620 000	85,687.63	51,508.62	34,179.01		

J.P.Morgan



MRS GILES WHITING FOUNDATION ACCT. 7009
For the Period 12/1/16 to 12/31/16

STATEMENT A(25)

Non-US Equity	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
CONSTELLATION SOFTWARE INC ISIN CA21037X1006 SEDOL B15C4L6 21037X-91-0 CSU CAD	454.96	170 000	77,342.68	57,936.22	19,406.46	507.06	0.88 %
CORE LABORATORIES N.V. N22717-10-7 CLB	120.04	780 000	93,631.20	102,197.75	(8,566.55)	1,716.00	1.83 %
CSL LTD ISIN AU000000CSL8/SEDOL 6185495 Q3018U-91-9 AUD	72.71	1,475,000	107,242.64	137,507.87	(30,265.23)		
ESSILOR INTERNATIONAL ISIN FR0000121667 SEDOL 7212477 F31668-91-0 EUR	113.23	620 000	70,200.99	70,358.03	(157.04)		
HERMES INTERNATIONAL ISIN FR0000052292/SEDOL 5253973 F48051-91-0 EUR	411.35	155,000	63,759.64	43,667.35	20,092.29		
ICON PLC G4705A-10-0 ICLR	75.20	765 000	57,528.00	50,755.97	6,772.03		
INDITEX - EUR ISIN ES0148396007 SEDOL BP9DL90 237416-92-0 EUR	34.21	1,225,000	41,901.79	25,429.99	16,471.80		
KEYENCE CORP ISIN JP3236200006 SEDOL 6490995 493999-91-6 JPY	687.62	135,000	92,828.05	31,459.24	61,368.81		
LVMH MOET-HENNESSY LOUIS VUI ISIN FR0000121014 SEDOL 4061412 F58485-90-9 EUR	191.33	430 000	82,272.61	59,698.59	22,574.02	952.43	1.10 %
NESTLE SA-REG ISIN CH0038863350 SEDOL 7123870 H57312-92-0 CHF	71.87	1,535,000	110,327.89	91,053.14	19,274.75	2,794.06	2.57 %

J.P.Morgan



MRS GILES WHITTING FOUNDATION ACCT. 7009
For the Period 12/1/16 to 12/31/16

STATEMENT A (35)

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Non-US Equity							
NOVO-NORDISK A/S-SPONS ADR 670100-20-5 NVO	35.86	2,075,000	74,409.50	61,615.32	12,794.18	2,137.25	2.87%
NOVOZYMES A/S-B SHARES ISIN DK0060336014 SEDOL B798FW0 K7317J-91-9 DKK	34.54	1,785,000	61,656.06	284,642.41	(222,986.35)		
RECKITT BENCKISER GROUP PLC ISIN GB00B24CGK77 SEDOL B24CGK7 G7420A-93-3 RKBK GBP	85.09	1,425,000	121,248.77	76,373.99	44,874.78		
SGS SA-REG ISIN CH0002497458 SEDOL 4824778 784999-92-2 OENZ CHF	2,038.67	40,000	81,546.71	68,783.65	12,763.06		
SYSMEX CORP ISIN JP3351100007 SEDOL 6883807 J7864H-91-2 JPY	58.04	990,000	57,463.88	1,600,532.00	(1,543,068.12)		
YANDEX NV-A N97284-10-8 YNDX	20.13	2,995,000	60,289.35	70,858.15	(10,568.80)		
Total Non-US Equity		① 1,861,388.73		\$3,967,464.35	(\$2,106,075.62)	\$13,681.09 \$819.39	0.74%
EAFE Equity							
ARTISAN INTL VALUE FD-ADV 04314H-66-7 APDK X	32.41	78,558,348	① 2,546,076.06	2,580,548.80	(34,472.74)		

J.P.Morgan



MRS GILES WHITING FOUNDATION ACCT .27009
For the Period 12/1/16 to 12/31/16

Statement A (4/5)

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Emerging Market Equity							
AMBEV SA-ADR 02319V-10-3 ABEV	4.91	9,620,000	47,234.20	51,479.42	(4,245.22)	1,596.92 548.96	3.38 %
CTRP.COM INTERNATIONAL-ADR 22943F-10-0 CTRP	40.00	1,925,000	77,000.00	97,637.33	(20,637.33)		
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	14.55	96,636,067	1,406,054.77	1,583,705.97	(177,651.20)	13,239.14	0.94 %
EXPERIAN PLC ISIN GB00B19NLV48 SEDOL B19NLV4 304993-91-8 GBP	19.45	4,400,000	85,576.17	47,460.13	38,116.04	572.00	
HDFC BANK LTD-ADR 40415F-10-1 HDB	60.68	1,285,000	77,973.80	72,315.32	5,658.48	517.85	0.66 %
SHOPRITE HOLDINGS LTD ISIN ZAE000012084 SEDOL 6801575 S76263-91-2 ZAR	12.54	4,965,000	62,252.20	740,817.63	(678,565.43)		
TAIWAN SEMICONDUCTOR-SP ADR 874039-10-0 TSM	28.75	4,110,000	118,162.50	61,977.56	56,184.94	3,090.72	2.62 %
TENCENT HOLDINGS LTD - HKD ISIN KYG875721634 SEDOL BMMV2K8 88032X-95-5 HKD	24.47	4,740,000	115,975.83	249,690.40	(133,714.57)		
Total Emerging Market Equity		① 1,990,229.47		\$2,905,083.76	(\$914,854.29)	\$18,444.63 \$1,120.96	0.93 %
Global Equity							
LAZARD LTD-CL A G54050-10-2 LAZ	41.09	① 1,475,000	60,607.75	43,523.56	17,084.19	2,242.00	3.70 %

J.P.Morgan



MRS GILES WHITING FOUNDATION ACCT 7009
For the Period 12/1/16 to 12/31/16

STATEMENT(S)

Note ¹ This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
INVESTMENT MANAGERS SER TR P SQR SSI AI I 461418-24-6	9 75	216,656.72	2,112,403.06	2,227,163.91	(114,760.85)	37,481.61	1 77 %
DODGE & COX INCOME FD 256210-10-5	13.59	234,647.98	3,188,866.08	2,687,058.82	501,807.26	102,775.81	3 22 %
VANGUARD SHORT-TERM BOND INDEX 921937-70-2	10 43	221,533.56	2,310,595.03	2,283,439.16	27,155.87	33,894.63	1 47 %
VANGUARD SHORT TERM CORPORATE FUND SECS F ST CORP FUND ADMIN 922031-83-6	10 63	219,931.80	2,337,875.02	2,363,250.92	(25,375.90)	48,384.99	2 07 %
Total US Fixed Income	①	\$9,949,739.19	\$9,560,912.81	\$388,826.38	\$222,537.04	2.24 %	

ΣQ 16,408,041

J.P.Morgan



MRS GILES WHITING FOUNDATION ACC 3006
For the Period 12/1/16 to 12/31/16

Note. ** Unrealized Gain/Loss is shown as "N/A" in cases where we do not have appropriate cost information for all tax lots comprising the position. Please contact your J.P. Morgan team for additional information.

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
VANGUARD INST INDEX-INST 922040-10-0 VINI X	203.83	48,606.812	9,907,526.49	4,940,244	N/A	205,266.56	2.07%
US Mid Cap Equity							
VANGUARD MID-CAP ETF 922908-62-9 VO	131.63	18,797.000	2,474,249.11	2,467,486.93	6,762.18	35,845.87	1.45%
EAFE Equity							
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	57.73	35,354.000	2,040,986.42	2,004,741.50	36,244.92	62,611.93	3.07%
Japanese Large Cap Equity							
DEUTSCHE X-TRACKERS MSCI JAP 233051-50-7 DBJP	37.22	27,511.000	1,023,959.42	1,002,910.33	21,049.09	11,527.10	1.13%

J.P.Morgan



MRS GILES WHITING FOUNDATION A 6006
For the Period 12/1/16 to 12/31/16

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Asia ex-Japan Equity							
MATTHEWS ASIA DIVIDEND-INST 577130-75-0 MIP1 X	15.52	61,919.505	① 960,990.72	1,000,000.00	(39,009.28)	19,752.32	2.06%
Emerging Market Equity							
ISHARES MSCI INDIA ETF 46429B-59-8 INDA	26.81	28,003.000	750,760.43	53,383.04	(2,622.61)	6,776.72	0.90%
VANGUARD FTSE EMERGING MARKE 922042-85-8 VWO	35.78	13,963.000	499,596.14	501,599.08	(2,003.70)	12,566.70	2.52%
Total Emerging Market Equity			① \$1,250,356.57	\$1,254,982.88	(\$4,626.31)	\$19,343.42	1.55%



MRS GILES WHITTING FOUNDATION AC 6006
For the Period 12/1/16 to 12/31/16

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	14,071.00	1,365,000.10		1,402,034.44	58,971.56	4.21%
TORTOISE MLP & PIPELINE-INST 56166Y-40-4 TORI X	36,496.35	500,000.00		511,678.83	9,562.04	1.87%
Total Real Estate & Infrastructure		\$1,865,000.10	\$0.00	\$1,913,713.27	\$68,533.60	

	Price	Quantity	Estimated Value	Cost	Est. Annual Income Accrued Income
Hard Assets					
SPDR GOLD SHARES 78463V-10-7 GLD	109.61	7,241 000	793,686.01	808,553.45	

J.P.Morgan



MRS GILES WHITING FOUNDATION A/ 6006
For the Period 12/1/16 to 12/31/16

Note: * This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
PIMCO FD PAC INV MGMT SERIES HIGH YIELD FD - INSTL 693390-84-1	8.81	166,463.47	1,466,543.13	1,450,000.00	16,543.13	79,902.46	5.45 %
ISHARES BARCLAYS TIPS BOND FUND 464287-17-6	113.17	8,841.00	1,000,535.97	1,001,176.95	(640.98)	14,773.31	1.48 %
Total US Fixed Income			\$2,467,079.10	\$2,451,176.95	\$15,902.15	\$94,675.77	3.84 %

SD 22,832,547

J.P.Morgan

Mrs. Giles Whiting Foundation
Grants Paid
12/31/2016
EIN #13-6154484

Name	Status		Purpose of Grant or Contribution	Location	Amount	Date(s) paid
Behind the Book	501(c)(3) public charity	1	General Support	216 West 135th Street Ground Floor New York, NY 10030	10,000 00	10/7/2016
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	7/12/2016
Grand Central Atelier, Inc.	501(c)(3) public charity	1	General Support	46-06 11th Street Long Island City, NY 11101	10,000 00	7/12/2016
Greenwich Village Society for Hist Pres	501(c)(3) public charity	1	General Support	232 East 11th Street New York, NY 10003	2,500 00	7/12/2016
House of SpeakEasy	501(c)(3) public charity	1	General Support	117 East 19th Street New York, NY 10003	10,000 00	10/7/2016
House of SpeakEasy	501(c)(3) public charity	2	Humanities Grants	117 East 19th Street New York, NY 10003	31,100 00	4/13/2016
Institute of Classical Architecture & Art	501(c)(3) public charity	1	General Support	20 W 44th Street New York, NY 10036	5,000 00	4/19/2016
Interfaith Council for Social Services	501(c)(3) public charity	1	General Support	110 W Main Street Carrboro, NC 27510	1,000 00	7/12/2016
National Civic Art Society	501(c)(3) public charity	1	General Support	300 New Jersey Ave NW #900 Washington, DC 20001	5,000 00	4/19/2016
National Humanities Center	501(c)(3) public charity	1	General Support	7 T W Alexander Drive Research Triangle Park, NC 27709	20,000 00	7/12/2016
Orange County Literacy Council	501(c)(3) public charity	1	General Support	200 N Greensboro Street Carrboro, NC 27510	1,000 00	7/12/2016
Planned Parenthood of the South Atlantic	501(c)(3) public charity	1	General Support	1765 Dobbins Drive Chapel Hill, NC 27514	7,000 00	7/12/2016
Savannah College of Art and Design	501(c)(3) public charity	1	General Support	1600 Peachtree Street Atlanta, GA 30309	2,500 00	7/12/2016
Sir John Soane's Museum Foundation	501(c)(3) public charity	1	General Support	1040 First Avenue, No 311 New York, NY 10022	2,500 00	10/7/2016
Storefront Academy Harlem	501(c)(3) public charity	1	General Support	70 E 129 Street New York, NY 10035	6,000 00	10/7/2016
The Authors Guild	501(c)(3) type I supporting organization	1	General Support	31 East 32nd Street 7th Floor New York, NY 10016	10,000 00	10/7/2016
The Foundation for Cultural Review	501(c)(3) public charity	1	General Support	900 Broadway Suite 602 New York, NY 10003	10,000 00	4/19/2016
The Island Press	501(c)(3) public charity	1	General Support	2000 M Street NW Suite 650 Washington, DC 20036	2,000 00	10/7/2016
The New Press	501(c)(3) public charity	1	General Support	120 Wall Street, 31st Floor New York, NY 10005	2,000.00	10/7/2016
The Newberry Library	501(c)(3) public charity	1	General Support	60 W Walton Street Chicago, IL 606010	10,000 00	7/12/2016
Theatre for a New Audience	501(c)(3) public charity	1	General Support	154 Christopher Street Suite #3D New York, NY 10014	10,000 00	10/7/2016
Wildlife Conservation Society	501(c)(3) public charity	1	General Support	2300 Southern Boulevard Bronx, NY 10460	10,000 00	10/7/2016
William F. Buckley, Jr., Program at Yale	501(c)(3) public charity	1	General Support	234 Church Street 7th Floor New Haven, CT 06510	2,500 00	7/12/2016
Metropolitan Museum of Art	501(c)(3) public charity	4	Preservation of Cultural Heritage	1000 Fifth Avenue New York, NY 10028	190,000 00	4/21/2016
Alice Sola Kim	Individual	6	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	3/28/2016
Anne Washburn	Individual	6	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	1/8/2016
Anthony Carelli	Individual	6	Whiting Award	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000 00	1/8/2016

Mrs. Giles Whiting Foundation
Grants Paid
12/31/2016
EIN #13-6154484

Name	Status		Purpose of Grant or Contribution	Location	Amount	Date(s) paid
Aracelis Girmay	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	1/8/2016
Brian Blanchfield	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/28/2016
Catherine M. Lacey	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/28/2016
Dan Josefson	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/1/2016
Elena Passarello	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	1/8/2016
JD Daniels	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/28/2016
Jenny Johnson	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	1/8/2016
LaTasha N Nevada Diggs	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/28/2016
Layli Long Soldier	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/28/2016
Leopoldine Core	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	1/8/2016
Lucas Hnath	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	1/8/2016
Madeleine George	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/28/2016
Mitchell S. Jackson	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/28/2016
Ocean Vuong	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/28/2016
Roger Reeves	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	1/8/2016
Safiya Sinclair	Individual	6	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00	3/28/2016
Deborah Baker	Individual	7	Whiting Creative Nonfiction Grant	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	35,000.00	10/6/2016
John Jeremiah Sullivan	Individual	7	Whiting Creative Nonfiction Grant	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	35,000.00	10/6/2016
Joshua Roebke	Individual	7	Whiting Creative Nonfiction Grant	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	35,000.00	10/6/2016
Sarah Elizabeth Ruden	Individual	7	Whiting Creative Nonfiction Grant	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	35,000.00	10/6/2016
Sarah Monique Broom	Individual	7	Whiting Creative Nonfiction Grant	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	35,000.00	10/6/2016

Mrs. Giles Whiting Foundation
Grants Paid
12/31/2016
EIN #13-6154484

Name	Status		Purpose of Grant or Contribution	Location	Amount	Date(s) paid
Timothy Golden	Individual	7	Whiting Creative Nonfiction Grant	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	35,000 00	10/6/2016
Brooklyn College Foundation	501(c)(3) public charity	3	Whiting Public Engagement Fellowship	Brooklyn College Foundation 2900 Bedford Avenue Brooklyn, NY 11210	50,000 00	3/10/2016
Kenyon College	501(c)(3) public charity	3	Whiting Public Engagement Fellowship	100 College Drive Gambier, OH 43022	50,000 00	3/10/2016
Nicole Fleetwood	Individual	3	Whiting Public Engagement Fellowship	c/o Mrs Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	2,500 00	6/6/2016
Rutgers, The State University of NJ	501(c)(3) public charity	3	Whiting Public Engagement Fellowship	School of Arts and Sciences Dean's Office 43 College Avenue, Scott Hall, Room 227A New Brunswick, NJ 08901-1164	40,000 00	5/3/2016
The Marshall University Foundation, Inc.	501(c)(3) public charity	3	Whiting Public Engagement Fellowship	519 John Marshall Drive Huntington, WV 25701	50,000 00	5/3/2016
The Trustees of Amherst College	501(c)(3) public charity	3	Whiting Public Engagement Fellowship	Controller's Office P O Box 5000 Amherst, MA 01002-5000	50,000 00	3/10/2016
Trustees of the University of Pennsylvania	501(c)(3) public charity	3	Whiting Public Engagement Fellowship	430 Williams Hall 255 S 36th St Philadelphia, PA 19104-6305	50,000 00	7/27/2016
UC Regents	501(c)(3) public charity	3	Whiting Public Engagement Fellowship	University of California, San Diego 9500 Gilman Drive MC #0940 La Jolla, CA 92093-0940	50,000 00	5/3/2016
UNC Chapel Hill	501(c)(3) public charity	3	Whiting Public Engagement Fellowship	Department of Communication Campus Box 3285 Chapel Hill, NC 27599-3285	50,000.00	3/10/2016
Art Omi Inc.	501(c)(3) public charity	5	Writers' Residency Grants	Omi International Arts Center 1405 County Route 22 Ghent, NY 12075	7,500 00	12/14/2016
Cave Canem	501(c)(3) public charity	5	Writers' Residency Grants	20 Jay Street, Ste 310-A Brooklyn, NY 11201	10,000 00	12/14/2016
Fine Arts Work Center in Provincetown	501(c)(3) public charity	5	Writers' Residency Grants	24 Pearl Street Provincetown, MA 02657	15,000 00	12/14/2016
Hedgebrook	501(c)(3) public charity	5	Writers' Residency Grants	PO Box 1231 Freeland, WA 98249-9911	10,000 00	12/14/2016
MacDowell Colony	501(c)(3) public charity	5	Writers' Residency Grants	100 High Street Peterborough, NH 03458	35,000 00	12/14/2016
Ucross Foundation	501(c)(3) public charity	5	Writers' Residency Grants	30 Big Red Lane Clearmont, WY 82835	10,000 00	12/14/2016
Corporation for Yaddo	501(c)(3) public charity	5	Writers' Residency Grants	P O Box 395 Saratoga Springs, NY 12866	20,000 00	12/14/2016
Total					<u>\$1,546,100</u>	

Mrs. Giles Whiting Foundation
Grants Approved for Future Payment
12/31/2016
EIN #13-6154484

Name	Status	Purpose of Grant or Contribution	Location	Amount
House of SpeakEasy	501(c)(3) public charity	General Support	117 East 19th Street New York, NY 10003	31,100.00
Alice Sola Kim	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Brian Blanchfield	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Catherine M. Lacey	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
JD Daniels	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
LaTasha N Nevada Diggs	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Layli Long Soldier	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Madeleine George	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Mitchell S. Jackson	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Ocean Vuong	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Safiya Sinclair	Individual	Whiting Award	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	25,000.00
Nicole Fleetwood	Individual	Whiting Public Engagement Fellowsh	c/o Mrs. Giles Whiting Foundation 16 Court St, Ste 2308 Brooklyn, NY 11241	7,500.00
Total				\$288,600