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

2009

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

For calendar year 2009, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE WINFIELD FOUNDATION	A Employer identification number 13-6158017
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O BESSEMER TRUST, 630 FIFTH AVENUE 34 FL	B Telephone number (212) 708-9216
	City or town, state, and ZIP code NEW YORK, NY 10111	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,886,604.** (Part I, column (d) must be on cash basis.)
J Accounting method Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	59,792.	59,697.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<36,756.>			
b Gross sales price for all assets on line 6a	301,225.			
7 Capital gain net income (from Part IV, line 2)		0.		
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				
12 Total. Add lines 1 through 11	23,036.	59,697.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 2	3,500.	0.		3,500.
b Accounting fees STMT 3	3,450.	0.		3,450.
c Other professional fees STMT 4	9,443.	4,943.		4,500.
17 Interest				
18 Taxes STMT 5	2,729.	272.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	525.	45.		480.
24 Total operating and administrative expenses. Add lines 13 through 23	19,647.	5,260.		11,930.
25 Contributions, gifts, grants paid	74,550.			74,550.
26 Total expenses and disbursements. Add lines 24 and 25	94,197.	5,260.		86,480.
27 Subtract line 26 from line 12	<71,161.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		54,437.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		6,911.	6,382.	6,382.
	2	Savings and temporary cash investments		110,422.	28,654.	28,654.
	3	Accounts receivable ▶ 66.				
		Less: allowance for doubtful accounts ▶		90.	66.	66.
	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 STMT 7		846,094.	722,887.	734,431.
	b	Investments - corporate stock STMT 8		799,156.	248,683.	287,677.
	c	Investments - corporate bonds STMT 9		51,340.	168,991.	178,214.
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		123,611.	690,795.	651,180.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,937,624.	1,866,458.	1,886,604.	
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 ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		1,937,624.	1,866,458.		
30	Total net assets or fund balances		1,937,624.	1,866,458.		
31	Total liabilities and net assets/fund balances		1,937,624.	1,866,458.		

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	1,937,624.
2	Enter amount from Part I, line 27a	2	<71,161.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,866,463.
5	Decreases not included in line 2 (itemize) ▶ DUE TO ROUNDING	5	5.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,866,458.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b			
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 301,225.		337,981.	<36,756.>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a			<36,756.>
b			
c			
d			
e			

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	<36,756.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8.		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	100,734.	1,935,461.	.052047
2007	142,212.	2,081,801.	.068312
2006	90,368.	2,018,985.	.044759
2005	104,322.	1,969,870.	.052959
2004	119,420.	2,008,400.	.059460

2 Total of line 1, column (d)	2	.277537
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	.055507
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,752,293.
5 Multiply line 4 by line 3	5	97,265.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	544.
7 Add lines 5 and 6	7	97,809.
8 Enter qualifying distributions from Part XII, line 4	8	86,480.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,089.
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	1,089.
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	1,089.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,534.
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	1,534.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	445.
11	Enter the amount of line 10 to be credited to 2010 estimated tax <input type="checkbox"/> 445. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BESSEMER TRUST COMPANY Telephone no. ► (212) 708-9216 Located at ► 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 ► 10111			
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

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A <input type="checkbox"/>	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> N/A <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009.) <input type="checkbox"/> N/A <input type="checkbox"/>	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 2009?	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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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?

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?

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

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

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

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

Table with 3 columns and 7 rows for questions 5a-7b, containing 'Yes/No' and 'N/A' responses.

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.

Table with 5 columns: (a) Name and address, (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. Row 1: SCHEDULE ATTACHED, DIRECTORS, 3.00, 0., 0., 0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

Table with 5 columns: (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. Row 1: NONE

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
2 N/A	0.
3 N/A	0.
4 N/A	0.

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	0.
2 N/A	0.
All other program-related investments See instructions	
3 N/A	0.
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	1,703,398.
b Average of monthly cash balances	1b	75,580.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	1,778,978.
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	1,778,978.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,685.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,752,293.
6 Minimum investment return. Enter 5% of line 5	6	87,615.

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	87,615.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,089.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,089.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	86,526.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	86,526.
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	86,526.

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	86,480.
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	86,480.
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	86,480.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				86,526.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007	40,288.			
e From 2008	101,430.			
f Total of lines 3a through e	141,718.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 86,480.				
a Applied to 2008, 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)	86,480.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (if an amount appears in column (d), the same amount must be shown in column (a))	86,526.			86,526.
6 Enter the net total of each column as indicated below:	141,672.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	141,672.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	55,192.			
e Excess from 2009	86,480.			

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 2009, 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the 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 of the person to whom applications should be addressed.

SEE STATEMENT 11

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines:

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

**THE WINFIELD FOUNDATION
FORM 990-PF EIN: 13-6158017
TAX PERIOD ENDED 12/31/09**

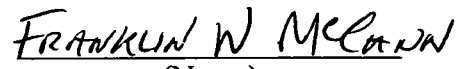
Supplemental Schedule of Information

Part XIII, Undistributed Income, Line 4c

Election Under IRC Reg. Sec. 53-4942(a)-3(d)(2)

Pursuant to IRC Section 4942 (h)(2) and Regulation 53.4942(a)-3(d)(2), The Winfield Foundation hereby elects to treat current year's qualifying distributions in excess of the immediately preceding year's undistributed income as being made out of corpus.


(Signature)


(Name)

2009 Board Members

Names and addresses of Board members of the Winfield Foundation

Mr. Franklin W. McCann
119 Botsford Hill Road
Bridgewater, CT 06752

Mr. Jonathan W. McCann
PO Box 1775
Sag Harbor, NY 11963

Mr. Douglas Irwin
46 Chestnut Street Apt.#1
Boston, MA 02108

Ms. Alison McCann
2457 Montrose Avenue
Montrose, CA 91020

Ms. Laura Imrie
136 St. John's Road
Wilton, CT 06897

Ms. Carolin Raleigh Buttrick
1081 Ponus Ridge Road
New Canaan, CT 06840

Ms. Helen Hooke
Hollyer Brady LLP
60 East 42nd Street, Suite 1825
New York, NY 10165

Counsel is:

James B. Keaney, Esq.
Hollyer Brady LLP
60 East 42nd Street, Suite 1825
New York, NY 10165

Winfield Foundation Grant Recipients in 2009	Tax ID# 13-6158017 Purpose of Grant	Grant Amount
ALL SAINTS EPISCOPAL CHURCH 437 Rogers Avenue Watsonville, CA 95076	Unrestricted	\$1,500.00
THE FOUNDATION FOR AIDS RESEARCH (AMFAR) 120 Wall Street, 13 th Floor New York, NY 10005-3908	Unrestricted	\$2,400.00
BOWERY MISSION 132 Madison Avenue New York, NY 10016 Grant made to Bowery Mission, under the auspices of: Christian Herald Assn., Inc. 40 Overlook Drive Chappaqua, NY 10514	Unrestricted	\$1,600.00
BREAST CANCER ALLIANCE INC. 15 East Putnam Avenue, No. 414 Greenwich, CT 06830	Unrestricted	\$4,000.00
CANCER CARE, INC. 275 Seventh Avenue New York, NY 10001	Unrestricted	\$2,400.00
COALITION FOR THE HOMELESS, INC. 129 Fulton Street, 4 th Floor New York, NY 10038	Unrestricted	\$2,400.00
DEFENDERS OF WILDLIFE, INC. 1130 Seventeenth Street, NW Washington, DC 20036	Unrestricted	\$2,400.00
EAST END HOSPICE 481 Westhampton-Riverhead Road P.O. Box 1048 Westhampton Beach, NY 11978-7048	Unrestricted	\$1,200.00
FREEDOM INSTITUTE, INC. 515 Madison Avenue New York, NY 10022	Unrestricted	\$1,600.00
GOD'S LOVE WE DELIVER, INC. 166 Avenue of the Americas New York, NY 10013	Unrestricted	\$2,000.00
HISTORIC NEW ENGLAND 141 Cambridge Street Boston, MA 02114	Operating Support for the Sleeper- McCann House, Beauport, in Gloucester, MA	\$21,250.00
IL PICCOLO TEATRO DELL'OPERA, INC. 14 Verona Street #3C Brooklyn, NY 11231	CREATE!	\$2,000.00
LENOX HILL NEIGHBORHOOD ASSN, INC. 331 East 70 th Street New York, NY 10021	Lenox Hill Camp Program	\$2,000.00

Winfield Foundation Grant Recipients in 2009	Tax ID# 13-6158017 Purpose of Grant	Grant Amount
LONG ISLAND SOUND KEEPER FUND, INC. P.O. Box 4058 Norwalk, CT 06855	Unrestricted	\$2,400.00
NEW YORK THERAPEUTIC RIDING CENTER, INC. 336 East 71 st Street, Suite 3D New York, NY 10021	Unrestricted	\$1,600.00
REGIS UNIVERSITY 3333 Regis Boulevard Denver, CO 80221-1099	Unrestricted	\$2,000.00
TADA THEATRE AND DANCE ALLIANCE, INC. 15 West 28 th Street, 3 rd FL New York, NY 10001	Unrestricted	\$1,600.00
THE BURNHAM INSTITUTE FOR MEDICAL RESEARCH 10901 North Torrey Pines Road LaJolla, CA 92037	Stem Cell Research	\$2,000.00
THE CONSERVATION FUND 1655 N. Fort Myer Drive, Suite 1300 Arlington, VA 22209	Unrestricted	\$2,000.00
THE DOE FUND 232 East 84 th Street New York, NY 10028	Unrestricted	\$2,700.00
THE SMILE TRAIN, INC. 41 Madison Avenue, 28 th Fl. New York, NY 10010	Unrestricted	\$2,500.00
TIME FOR LYME, INC. 30 Myano Lane Stamford, CT 06902	Unrestricted	\$3,000.00
TRINITY COLLEGE 300 Summit Street Hartford, CT 06106-3100	Unrestricted	\$2,800.00
US TOO 5003 Faitview Avenue Downers Grove, IL 60515	Unrestricted	\$2,000.00
WARRIORS & QUIET WATERS FOUNDATION INC. 4432 Annette Park Drive Bozeman, MT 59715	Unrestricted	\$1,600.00
WOOLWORTH MEMORIAL UNITED METHODIST CHURCH P.O. Box 189 25120 County Rte. 197 Great Bend, NY 13643	Unrestricted	\$1,600.00
Total Grants in 2009		<u>\$ 74,550.00</u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST	59,697.	0.	59,697.
BESSEMER TRUST	95.	0.	95.
TOTAL TO FM 990-PF, PART I, LN 4	59,792.	0.	59,792.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUTZEL LONG	2,500.	0.		2,500.
HOLLYER BRADY LP	1,000.	0.		1,000.
TO FM 990-PF, PG 1, LN 16A	3,500.	0.		3,500.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST [FINANCIAL SERVICE FEES]	3,450.	0.		3,450.
TO FORM 990-PF, PG 1, LN 16B	3,450.	0.		3,450.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST [INVESTMENT SERVICES FEES]	4,943.	4,943.		0.
ADMINISTRATIVE FEES	4,500.	0.		4,500.
TO FORM 990-PF, PG 1, LN 16C	9,443.	4,943.		4,500.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX 12/31/08 ESTIMATE	2,457.	0.		0.
FOREIGN TAXES WITHHELD	272.	272.		0.
TO FORM 990-PF, PG 1, LN 18	2,729.	272.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AVAILABILITY NOTICE PUBLICATION	120.	0.		120.
NYS FILING FEE	250.	0.		250.
INV EXP FROM WHFIT	45.	45.		0.
MISC OFFICE EXPENSES	110.	0.		110.
TO FORM 990-PF, PG 1, LN 23	525.	45.		480.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		722,887.	734,431.
SCHEDULE ATTACHED		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS			722,887.	734,431.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			722,887.	734,431.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	248,683.	287,677.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>248,683.</u>	<u>287,677.</u>

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	168,991.	178,214.
TOTAL TO FORM 990-PF, PART II, LINE 10C	<u>168,991.</u>	<u>178,214.</u>

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	COST	690,795.	651,180.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>690,795.</u>	<u>651,180.</u>

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HELEN HOOKE %HOLLYER BRADY LLP
60 EAST 42ND STREET, SUITE 1825
NEW YORK, NY 10165

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST INCLUDING LIST OF OFFICERS & DIRECTORS; BROCHURE, STATED GOALS, INDICATION OF SOURCES AND USES OF FUNDS; RULING LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Bessemer Trust

Report dated December 31, 2009

Amortized tax cost
Trade date basis

Account Details

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
WINFIELD FOUNDATION IM											
CASH AND SHORT TERM											
CASH AVAILABLE											
999994	PRINCIPAL CASH		0 000	\$0.00	\$0	\$0.000	\$0	0 0%	\$0	\$0	\$0
999995	INCOME CASH		0 000	\$0.00	\$0	\$0.000	\$0	0 0%	\$0	\$0	\$0
999996	NET CASH		0 000	\$0.00	\$0	\$0.000	\$0	0 0%	\$0	\$0	\$0
Total CASH AVAILABLE					\$0		\$0	0 0%	\$0	\$0	\$0
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		0 000	\$0.00	\$0	\$0.000	\$0	0 0%	\$0	\$0	\$0
			12,409 790	\$1.00	\$12,409	\$1,000	\$12,409	43 3%	\$0	\$18	0 15%
			16,245 250	\$1.00	\$16,245	\$1,000	\$16,245	56 7%	\$0	\$24	0 15%
Total CASH EQUIVALENTS					\$28,654		\$28,654	100.0%	\$0	\$42	0.15%
Total CASH AND SHORT TERM					\$28,654		\$28,654	100.0%	\$0	\$42	0.15%
FIXED INCOME											
US GOVT AND AGENCY BONDS											
151852	FEDERAL HOME MTG CORP REF	6 875% 09/15/2010	50,000,000	\$109.51	\$54,753	\$104.530	\$52,265	5 7%	(\$2,487)	\$3,437	6 58%
153218	FEDERAL HOME LN BANK NT	6 625% 11/15/2010	50,000,000	\$119.31	\$59,656	\$105.188	\$52,594	5 8%	(\$7,062)	\$3,312	6 30%
110173	US TREASURY NOTES	5 000% 02/15/2011	85,000 000	\$99.19	\$84,309	\$104.800	\$89,080	9 8%	\$4,771	\$4,250	4 77%
153211	FEDERAL HOME LOAN BANKS NT	5 875% 02/15/2011	75,000 000	\$103.81	\$77,859	\$105.656	\$79,242	8 7%	\$1,383	\$4,406	5 56%
153585	FEDERAL HOME LOAN BANK	5 250% 06/10/2011	100,000 000	\$99.14	\$99,142	\$105.906	\$105,906	11 6%	\$6,764	\$5,250	4 96%
151795	FED HOME LN MTG CORP	6 000% 06/15/2011	100,000 000	\$103.28	\$103,284	\$107.219	\$107,219	11 7%	\$3,935	\$6,000	5 60%
153906	FEDERAL HOME LN BKS CONS	4 875% 11/15/2011	25,000 000	\$99.43	\$24,857	\$106.812	\$26,703	2 9%	\$1,845	\$1,218	4 56%
153953	FEDERAL HOME LOAN BANK	5 375% 06/08/2012	50,000,000	\$110.75	\$55,377	\$108.030	\$54,015	5 9%	(\$1,361)	\$2,687	4 97%
111629	TSY INFLATION INDEX BOND	3 000% 07/15/2012	60,114 000	\$111.34	\$66,932	\$107.516	\$64,632	7 1%	(\$2,300)	\$1,803	2 79%
110218	US TREASURY NOTES	4 625% 11/15/2016	82,000 000	\$102.12	\$83,742	\$108.194	\$88,719	9 7%	\$4,977	\$3,792	4 27%
151850	FHLMC PC GOLD CASH 30	6 000% 12/01/2031	3,046,278	\$96.94	\$2,953	\$107.147	\$3,264	0 4%	\$310	\$182	5 58%
151851	FHLMC PC GOLD CASH 30	6 000% 02/01/2032	7,657 531	\$99.37	\$7,609	\$107.123	\$8,203	0 9%	\$593	\$459	5 60%

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Bessemer Trust

Account Details

Report dated December 31, 2009

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Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
WINFIELD FOUNDATION IM											
FIXED INCOME											
US GOVT AND AGENCY BONDS											
151849	FNMA PASS-THRU LNG 30YRS	6 500% 03/01/2032	2,395,334	\$100.78	\$2,414	\$108,085	\$2,589	0.3%	\$175	\$155	5.99%
Total US GOVT AND AGENCY BONDS					\$722,887	\$734,431	\$11,543	80.5%		\$36,951	5.03%
CORPORATE BONDS											
200816	MEDTRONIC INC NOTE	04/15/2011	20,000,000	\$95.00	\$19,000	\$101,500	\$20,300	2.2%	\$1,300	\$300	1.48%
276402	GENERAL ELEC CAP CORP	5 250% 10/19/2012	30,000,000	\$104.58	\$31,373	\$106,420	\$31,926	3.5%	\$552	\$1,575	4.93%
270595	AMER EXPRESS CREDIT CO	7 300% 08/20/2013	20,000,000	\$99.84	\$19,967	\$112,385	\$22,477	2.5%	\$2,510	\$1,460	6.50%
200566	NOVARTIS CAPITAL CORP	02/10/2014	20,000,000	\$99.90	\$19,979	\$105,115	\$21,023	2.3%	\$1,044	\$825	3.92%
200567	PROCTER & GAMBLE CO	02/15/2015	20,000,000	\$99.58	\$19,916	\$102,300	\$20,460	2.2%	\$544	\$700	3.42%
200657	PFIZER INC	03/15/2015	20,000,000	\$99.88	\$19,975	\$109,290	\$21,858	2.4%	\$1,883	\$1,070	4.90%
600510	TRANSOCEAN INC CONV SER B	12/15/2037	20,000,000	\$93.94	\$18,787	\$96,500	\$19,300	2.1%	\$512	\$300	1.55%
Total CORPORATE BONDS					\$148,997	\$157,344	\$8,345	17.2%		\$6,230	3.96%
INTERNATIONAL BONDS											
600464	SHELL INTERNATIONAL FIN	03/21/2014	20,000,000	\$99.97	\$19,994	\$104,350	\$20,870	2.3%	\$876	\$800	3.83%
Total INTERNATIONAL BONDS					\$19,994	\$20,870	\$876	2.3%		\$800	3.83%
Total FIXED INCOME					\$891,878	\$912,645	\$20,764	100.0%		\$43,981	4.82%
U.S. LARGE CAP											
INFORMATION TECHNOLOGY											
817150	CISCO SYSTEMS INC	17275R102	515,000	\$18.28	\$9,414	\$23,940	\$12,329	4.3%	\$2,914	\$0	0.00%
821020	CORNING INC	219350105	375,000	\$13.33	\$4,999	\$19,309	\$7,241	2.5%	\$2,241	\$75	1.04%
825987	EMC CORP	268648102	500,000	\$12.80	\$6,400	\$17,470	\$8,735	3.0%	\$2,334	\$0	0.00%
836142	GOOGLE INC	38259P508	15,000	\$411.33	\$6,170	\$619,933	\$9,299	3.2%	\$3,129	\$0	0.00%
851360	MICROSOFT CORP	594918104	325,000	\$27.64	\$8,982	\$30,480	\$9,906	3.4%	\$923	\$169	1.71%
863118	PAYCHEX INC	704326107	275,000	\$29.93	\$8,232	\$30,640	\$8,426	2.9%	\$193	\$341	4.05%
Total INFORMATION TECHNOLOGY					\$44,197	\$55,936	\$11,734	19.4%		\$585	1.05%

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Report run on Mar 1, 2010 by FREEDR
Version GP8 4 1 0

Account Details

Report dated December 31, 2009

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Amortized tax cost

Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
WINFIELD FOUNDATION IM											
U.S. LARGE CAP											
INDUSTRIALS											
829361	FEDEX CORP	31428X106	75 000	\$79.97	\$5,998	\$83,440	\$6,258	2.2%	\$260	\$33	0.53%
841546	ILLINOIS TOOL WORKS INC	452308109	200 000	\$32.33	\$6,466	\$47,990	\$9,598	3.3%	\$3,131	\$248	2.58%
881939	UNITED PARCEL SERVICE CL B	911312106	90,000	\$52.68	\$4,741	\$57,367	\$5,163	1.8%	\$421	\$162	3.14%
882670	UNION PACIFIC CORP	907818108	90 000	\$53.18	\$4,786	\$63,900	\$5,751	2.0%	\$964	\$97	1.69%
901201	TYCO INTL LTD NEW	H89128104	250 000	\$35.18	\$8,794	\$35,680	\$8,920	3.1%	\$125	\$200	2.24%
902026	INGERSOLL-RAND PUBLIC LTD	G47791101	250 000	\$35.70	\$8,925	\$35,740	\$8,935	3.1%	\$9	\$70	0.78%
Total INDUSTRIALS					\$39,710		\$44,625	15.5%	\$4,910	\$810	1.82%
HEALTH CARE											
815323	CELGENE CORP	151020104	175 000	\$37.65	\$6,589	\$55,680	\$9,744	3.4%	\$3,154	\$0	0.00%
843800	JOHNSON & JOHNSON	478160104	79 000	\$50.00	\$3,950	\$64,405	\$5,088	1.8%	\$1,137	\$154	3.03%
864075	PFIZER INC	717081103	425,000	\$17.27	\$7,340	\$18,188	\$7,730	2.7%	\$390	\$306	3.96%
880100	THERMO FISHER SCIENTIFIC	883556102	125 000	\$40.89	\$5,111	\$47,688	\$5,961	2.1%	\$849	\$0	0.00%
958901	TEVA PHARM INDS LTD ADR	881624209	150 000	\$47.17	\$7,075	\$56,180	\$8,427	2.9%	\$1,351	\$72	0.85%
Total HEALTH CARE					\$30,065		\$36,950	12.8%	\$6,881	\$532	1.44%
FINANCIALS											
803330	AMERICAN EXPRESS	025816109	245 000	\$38.82	\$9,511	\$40,518	\$9,927	3.5%	\$415	\$176	1.77%
843894	JPMORGAN CHASE & CO	46625H100	225 000	\$42.77	\$9,624	\$41,667	\$9,375	3.3%	(\$249)	\$45	0.48%
854169	MORGAN STANLEY GRP INC	617446448	325 000	\$29.95	\$9,735	\$29,600	\$9,620	3.3%	(\$115)	\$65	0.68%
878279	T ROWE PRICE GROUP INC	74144T108	145 000	\$40.88	\$5,928	\$53,248	\$7,721	2.7%	\$1,793	\$145	1.88%
Total FINANCIALS					\$34,798		\$36,643	12.7%	\$1,844	\$431	1.18%
CONSUMER STAPLES											
866630	PROCTER & GAMBLE CO	742718109	200 000	\$67.78	\$13,557	\$60,630	\$12,126	4.2%	(\$1,431)	\$352	2.90%
886463	WAL-MART STORES INC	931142103	175 000	\$47.13	\$8,248	\$53,446	\$9,353	3.3%	\$1,104	\$190	2.03%
Total CONSUMER STAPLES					\$21,805		\$21,479	7.5%	(\$327)	\$542	2.52%
MATERIALS											

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Bessemer Trust

Account Details

Report dated December 31, 2009
Amortized tax cost
Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
WINFIELD FOUNDATION IM											
U.S. LARGE CAP											
MATERIALS											
824450	DOW CHEMICAL	260543103	325 000	\$26.58	\$8,637	\$27,628	\$8,979	3.1%	\$342	\$195	2.17%
842900	INTERNATIONAL PAPER	460146103	475 000	\$23.31	\$11,072	\$26,779	\$12,720	4.4%	\$1,648	\$47	0.37%
Total MATERIALS					\$19,709		\$21,699	7.5%	\$1,990	\$242	1.12%
CONSUMER DISCRETIONARY											
823615	DISNEY (WALT) HOLDING CO	254687106	215 000	\$24.71	\$5,313	\$32,247	\$6,933	2.4%	\$1,620	\$75	1.08%
845207	KOHL'S CORP	500255104	145 000	\$35.11	\$5,091	\$53,924	\$7,819	2.7%	\$2,727	\$0	0.00%
847586	LOWES COS INC	548661107	375 000	\$21.69	\$8,132	\$23,389	\$8,771	3.0%	\$639	\$135	1.54%
876205	STAPLES INC	855030102	400 000	\$23.03	\$9,211	\$24,590	\$9,836	3.4%	\$624	\$132	1.34%
Total CONSUMER DISCRETIONARY					\$27,747		\$33,359	11.6%	\$5,610	\$342	1.03%
ENERGY											
806043	APACHE CORP	037411105	85 000	\$82.85	\$7,042	\$103,165	\$8,769	3.0%	\$1,726	\$51	0.58%
826663	EOG RES INC	26875P101	120 000	\$66.34	\$7,961	\$97,300	\$11,676	4.1%	\$3,714	\$69	0.59%
839788	HESS CORP	42809H107	155 000	\$54.88	\$8,507	\$60,497	\$9,377	3.3%	\$869	\$62	0.66%
967854	WEATHERFORD INTL LTD	H27013103	400 000	\$17.86	\$7,142	\$17,910	\$7,164	2.5%	\$21	\$0	0.00%
Total ENERGY					\$30,652		\$36,986	12.9%	\$6,330	\$182	0.49%
Total U.S. LARGE CAP					\$248,683		\$287,677	100.0%	\$38,972	\$3,666	1.27%
NON-U.S. LARGE CAP											
NON-U.S. LARGE CAP FUNDS											
943344	OLD WESTBURY NON-US LC FD	680414109	16,970 361	\$11.56	\$196,119	\$9,300	\$157,824	100.0%	(\$38,294)	\$2,223	1.41%
Total NON-U.S. LARGE CAP FUNDS					\$196,119		\$157,824	100.0%	(\$38,294)	\$2,223	1.41%
Total NON-U.S. LARGE CAP					\$196,119		\$157,824	100.0%	(\$38,294)	\$2,223	1.41%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OLD WEST GL SM & MD CAP FD	680414604	14,934 033	\$10.53	\$157,243	\$12,770	\$190,707	100.0%	\$33,463	\$1,553	0.81%

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
As a result, there may be instances where market price information may differ from other
Bessemer reporting systems that utilize finalized market prices

Account Details

Report dated December 31, 2009
 Amortized tax cost
 Trade date basis

Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
WINFIELD FOUNDATION IM											
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
	Total GLOBAL SMALL & MID CAP FUNDS				\$157,243		\$190,707	100.0%	\$33,463	\$1,553	0.81%
	Total GLOBAL SMALL & MID CAP				\$157,243		\$190,707	100.0%	\$33,463	\$1,553	0.81%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OLD WESTBURY GL OPPTIES FD	680414802	26,568.734	\$8.03	\$213,229	\$7,070	\$187,840	100.0%	(\$25,388)	\$4,463	2.38%
	Total GLOBAL OPPORTUNITIES FUNDS				\$213,229		\$187,840	100.0%	(\$25,388)	\$4,463	2.38%
	Total GLOBAL OPPORTUNITIES				\$213,229		\$187,840	100.0%	(\$25,388)	\$4,463	2.38%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OLD WESTBURY REAL RETRN FD	680414703	6,845.805	\$10.95	\$74,964	\$9,860	\$67,499	100.0%	(\$7,464)	\$595	0.88%
	Total REAL RETURN FUNDS				\$74,964		\$67,499	100.0%	(\$7,464)	\$595	0.88%
	Total REAL RETURN/COMMODITIES				\$74,964		\$67,499	100.0%	(\$7,464)	\$595	0.88%
OTHER											
MISC ASSETS-COMMISSION											
857450	NEWMONT MINING CORP	651639106	1,000,000	\$49.24	\$49,240	\$47,310	\$47,310	100.0%	(\$1,930)	\$400	0.85%
	Total MISC ASSETS-COMMISSION				\$49,240		\$47,310	100.0%	(\$1,930)	\$400	0.85%
	Total OTHER				\$49,240		\$47,310	100.0%	(\$1,930)	\$400	0.85%
	Total				\$1,860,010		\$1,880,156		\$20,123	\$56,923	3.03%

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