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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

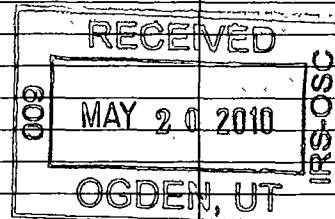
☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

| | | | |
|---|---|--|---|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of foundation THE WINKY FOUNDATION | | A Employer identification number 51-6508170 |
| | C/O WILMINGTON TRUST CO 009226-000 | | B Telephone number (302) 651-8571 |
| | Number and street (or P O box number if mail is not delivered to street address) 1100 NORTH MARKET STREET | | |
| | Room/suite WILMINGTON, DE 19890-0900 | | |
| City or town, state, and ZIP code | | | |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | 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"/> | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,707,198. | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | | |
| (Part I, column (d) must be on cash basis.) | | | |

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 | 503,000. | | N/A | |
| 2 Check <input 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 | 108,138. | 88,764. | | STATEMENT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 3,880. | | | |
| b Gross sales price for all assets on line 6a | 440,000. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 3,880. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | 10,000. | 0. | | STATEMENT 2 |
| 12 Total. Add lines 1 through 11 | 625,018. | 92,644. | | |
| 13 Compensation of officers, directors, trustees, etc. | 1,557. | 1,557. | | 0. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | 100. | 50. | | 50. |
| b Accounting fees | | | | |
| c Other professional fees | | | | |
| 17 Interest | | | | |
| 18 Taxes | 1,295. | 395. | | 0. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses | 718. | 718. | | 0. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 3,670. | 2,720. | | 50. |
| 25 Contributions, gifts, grants paid | 311,500. | | | 311,500. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 315,170. | 2,720. | | 311,550. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | 309,848. | | | |
| b Net investment income (if negative, enter -0-) | | 89,924. | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | |



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 | | | |
| | 2 Savings and temporary cash investments | 2,207,510. | 226,456. | 226,456. |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | 2,261. | | |
| | 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 8 | 1,755,037. | 1,761,809. | 1,818,084. |
| | b Investments - corporate stock STMT 9 | 436,067. | 274,139. | 213,981. |
| | c Investments - corporate bonds | | | |
| 11 Investments - land, buildings, and equipment basis ▶ | | | | |
| Less accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other STMT 10 | 0. | 2,444,928. | 2,448,677. | |
| 14 Land, buildings, and equipment basis ▶ | | | | |
| Less accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers) | 4,400,875. | 4,707,332. | 4,707,198. | |
| 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 | 4,400,875. | 4,707,332. | |
| 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | 0. | 0. | | |
| 30 Total net assets or fund balances | 4,400,875. | 4,707,332. | | |
| 31 Total liabilities and net assets/fund balances | 4,400,875. | 4,707,332. | | |

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 | 4,400,875. |
| 2 Enter amount from Part I, line 27a | 2 | 309,848. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 4,710,723. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7 | 5 | 3,391. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 4,707,332. |

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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 U S TREASURY NOTES SERIES D 3.25% | P | 12/27/04 | 01/15/09 |
| b U S TREASURY NOTES SERIES G 3.125% | P | 12/27/04 | 04/15/09 |
| c U S TREASURY NOTES SERIES K 3.625% | P | 12/27/04 | 07/15/09 |
| d U S TREASURY NOTES SERIES N 3.375% | P | 12/27/04 | 10/15/09 |
| 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 110,000. | | 108,990. | 1,010. |
| b 110,000. | | 108,191. | 1,809. |
| c 110,000. | | 110,176. | <176.> |
| d 110,000. | | 108,763. | 1,237. |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 1,010. |
| b | | | 1,809. |
| c | | | <176.> |
| d | | | 1,237. |
| 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 | 3,880. |
| 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 | 306,648. | 4,059,017. | .075547 |
| 2007 | 309,481. | 4,067,342. | .076089 |
| 2006 | 337,385. | 4,138,280. | .081528 |
| 2005 | 315,813. | 4,283,233. | .073732 |
| 2004 | 173,525. | 4,565,678. | .038006 |

| | | |
|--|---|------------|
| 2 Total of line 1, column (d) | 2 | .344902 |
| 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 | .068980 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 4,370,302. |
| 5 Multiply line 4 by line 3 | 5 | 301,463. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 899. |
| 7 Add lines 5 and 6 | 7 | 302,362. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 311,550. |

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) | | 1 | 899. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | 2 | 0. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 3 | 899. |
| 3 Add lines 1 and 2 | | 4 | 0. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 5 | 899. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments: | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 1,348. | |
| 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 | 1,348. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input 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 | 449. | |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 449. Refunded <input checked="" type="checkbox"/> 0. | 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 |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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 |
| c 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | 2 | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | |
| 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) <input checked="" type="checkbox"/> DE | | |
| 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 2009 or the taxable year beginning in 2009 (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 |

N/A

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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 ► NO SITE | 13 | X | |
| 14 | The books are in care of ► WILMINGTON TRUST COMPANY Telephone no. ► (302) 651-1772 Located at ► 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ► 19890-0900 | | | |
| 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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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.) N/A | 2b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) N/A | 3b | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | 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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--------------------------|---|---|---|---------------------------------------|
| WILMINGTON TRUST COMPANY | TRUSTEE | | | |
| 1100 N. MARKET STREET | | | | |
| WILMINGTON, DE 19890 | 1.00 | 1,557. | 0. | 0. |
| GERRISH H MILLIKEN III | ADVISOR | | | |
| P.O. BOX 1926 | | | | |
| SPARTANBURG, SC 29304 | 1.00 | 0. | 0. | 0. |
| STEPHEN G MILLIKEN | ADVISOR | | | |
| P.O. BOX 1926 | | | | |
| SPARTANBURG, SC 29304 | 1.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

0

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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 |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | 0 |

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

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.

| 1 | Expenses |
|-----|----------|
| 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.

| 1 | Amount |
|--|--------|
| 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 | 2,786,936. |
| b | Average of monthly cash balances | 1b | 1,649,919. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 4,436,855. |
| 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 | 4,436,855. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 66,553. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 4,370,302. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 218,515. |

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 | 218,515. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 899. |
| b | Income tax for 2009. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 899. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 217,616. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 10,000. |
| 5 | Add lines 3 and 4 | 5 | 227,616. |
| 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 | 227,616. |

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 | 311,550. |
| 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 | 311,550. |
| 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 | 899. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 310,651. |

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 | | | | 227,616. |
| 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 | | | | 24,155. |
| e From 2008 | | | | 100,401. |
| f Total of lines 3a through e | 124,556. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ | | | | 311,550. |
| 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) | 0. | | | |
| d Applied to 2009 distributable amount | | | | 227,616. |
| e Remaining amount distributed out of corpus | 83,934. | | | |
| 5 Excess distributions carryover applied to 2009 (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 | 208,490. | | | |
| 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) | 86,977. | | | |
| 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 | 121,513. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 | | | | |
| d Excess from 2008 | | | | 37,579. |
| e Excess from 2009 | | | | 83,934. |

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 | Prior 3 years | | | (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).)

GERRISH H MILLIKEN III

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:

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:

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--------------------------------------|---|--------------------------------|----------------------------------|-----------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE STATEMENT 11 | | | | |
| Total | | | 3a | 311,500. |
| b Approved for future payment | | | | |
| NONE | | | | |
| Total | | | 3b | 0. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|-------------------------|---------------------------|-------------------------------|--------------------------------------|----|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | | |
| 1 Program service revenue: | | | | | | |
| a _____ | | | | | | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| f _____ | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments | | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | | |
| 4 Dividends and interest from securities | | | 14 | 108,138. | | |
| 5 Net rental income or (loss) from real estate: | | | | | | |
| a Debt-financed property | | | | | | |
| b Not debt-financed property | | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | | |
| 7 Other investment income | | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 3,880. | | |
| 9 Net income or (loss) from special events | | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | | |
| 11 Other revenue: | | | | | | |
| a RECOVERY OF PRIOR YEAR | | | | | | |
| b DISTRIB. (CANCELLATION | | | | | | |
| c OF UNCASHED GRANT | | | | | | |
| d CHECKS) | | | 01 | 10,000. | | |
| e _____ | | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 122,018. | | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 13 | 122,018. |

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

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

Employer identification number

51-6508170

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

Employer identification number

51-6508170

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|--|
| 1 | GERRISH H. MILLIKEN III (009225-001) POST OFFICE BOX 1880 OROVILLE, WA 98844 | \$ 500,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | ELIZABETH CRILE 154A HICKS STREET BROOKLYN, NY 11201 | \$ 3,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|-------------|--|-----------|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|--|--------------|----------------------------|----------------------|
| DOMESTIC DIVIDENDS | 343. | 0. | 343. |
| FOREIGN DIVIDENDS | 4,260. | 0. | 4,260. |
| MUNICIPAL BOND INTEREST | 19,374. | 0. | 19,374. |
| UNITED STATES TREASURY NOTES INTEREST & STIF & LTIF | 84,161. | 0. | 84,161. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 108,138. | 0. | 108,138. |

| | | | |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 2 |
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------------|-----------------------------------|-------------------------------|
| RECOVERY OF PRIOR YEAR DISTRIB. (CANCELLATION OF UNCASHED GRANT CHECKS) | 10,000. | 0. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 10,000. | 0. | |

| | | | |
|-------------|------------|-----------|---|
| FORM 990-PF | LEGAL FEES | STATEMENT | 3 |
|-------------|------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES | 100. | 50. | | 50. |
| TO FM 990-PF, PG 1, LN 16A | 100. | 50. | | 50. |

| | | | |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 4 |
|-------------|-------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| 2009 ESTIMATED EXCISE TAX PAYMENTS | 900. | 0. | | 0. |
| FOREIGN TAX WITHHELD | 395. | 395. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 1,295. | 395. | | 0. |

| | | | |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 5 |
|-------------|----------------|-----------|---|

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| L. T. I. F. FEES | 718. | 718. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 718. | 718. | | 0. |

| | | |
|-----------|-----------|---|
| FOOTNOTES | STATEMENT | 6 |
|-----------|-----------|---|

FORM 990PF PART XIII DISTRIBUTION FROM CORPUS ELECTION
ELECTION PURSUANT TO INTERNAL REVENUE CODE REGULATION
53-4942(A)-3(D)(2)

THE WINKY FOUNDATION HEREBY ELECTS TO TREAT THE
CURRENT YEAR'S QUALIFYING DISTRIBUTIONS IN EXCESS
OF THE IMMEDIATELY PRECEDING YEAR'S UNDISTRIBUTED
INCOME AS MADE OUT OF CORPUS TO SATISFY THE REQUIREMENTS
IMPOSED BY INTERNAL REVENUE CODE SECTION 170(B)(1)(F)
PURSUANT TO REG. 53.4942(A)-3(C)(2)(IV).

THE FOLLOWING UNUSED PRIOR TAX YEARS' DISTRIBUTIONS
THAT WERE TREATED AS CORPUS DISTRIBUTIONS IN SUCH
YEARS ARE IDENTIFIED

| | |
|-----------|-------------|
| YEAR 2007 | 24,155. |
| YEAR 2008 | 62,822. |
| | <hr/> |
| TOTAL | 86,977. |
| | <hr/> <hr/> |

SIGNED

Peter M. Hyatt

DATE

May 15, 2010

TITLE

officer

PAGE 8 PART XI DISTRIBUTABLE AMOUNT
LINE 4 RECOVERIES OF AMOUNTS TREATED AS
QUALIFYING DISTRIBUTIONS

THE FOLLOWING GRANTS PAID WERE REVERSED IN THE CURRENT
YEAR

| | | |
|------------|---------------------------------|--------|
| 11/28/2007 | ACORN | 500. |
| 12/10/2008 | IFCO | 1,000. |
| 11/14/2006 | SOUTHERN PARTNERS FUND | 3,000. |
| 11/28/2007 | MAINSTREAM MEDIA PROJECT | 500. |
| 11/14/2006 | IFCO | 1,000. |
| 11/28/2007 | GLOBAL GIVING FOUNDATION | 1,000. |
| 1/6/2008 | NATIONAL COALITION FOR HOMELESS | 500. |
| 11/28/2007 | VOICES ON THE BORDER | 500. |
| 11/28/2007 | AMERICAN NEAR EAST REFUGEE AID | 1,000. |
| 11/28/2007 | IFCO | 1,000. |

TOTAL REVERSALS / RECOVERIES OF GRANTS

10,000.

ALL OF THE ABOVE REVERSALS WERE ON 8/17/2009

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 7 |
|-------------|--|-----------|---|

| DESCRIPTION | AMOUNT |
|---|--------|
| RESTRICTED SHORT TERM INV'T FUND JANUARY/DECEMBER TIMING DIFFERENCES | 67. |
| LONG TERM INVST FUND CASH RECEIVED 1/17/2010 TAXABLE IN YEAR 2009 | 2,551. |
| L. T. I. F. ADJUST: DIFF BETW'N ENDING BASIS & PURCHASE PRICE PER ATTCHD. | 773. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 3,391. |

| | | | |
|-------------|--|-----------|---|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 8 |
|-------------|--|-----------|---|

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------|----------------|------------|----------------------|
| US TREASURY NOTES | X | | 1,761,809. | 1,818,084. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 1,761,809. | 1,818,084. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 1,761,809. | 1,818,084. |

| | | | |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 9 |
|-------------|-----------------|-----------|---|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| MUTUAL FUNDS, OTHER THAN VANGUARD | 274,139. | 213,981. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 274,139. | 213,981. |

Statement
 Analysis of Changes in Net Assets or Fund Balances
 WINKY FOUNDATION 009226-000
 EIN: 51-6508170
 12/31/2009

COMMON FUND ADJUSTMENTS

Restricted Long Term Investment Fund

| | | | |
|-------------------------------------|-------|--------------------|-------------|
| Income summary TC 986 (actual cash) | plus | \$15,605.67 | |
| Fund Sheet, income attrib only | minus | <u>\$20,698.30</u> | |
| | | | -\$5,092.63 |
| Ending cost basis | plus | \$2,287,320.00 | |
| Beginning cost basis | minus | | |
| Cost of purchases | minus | \$2,283,000.00 | |
| Cost of sales | plus | <u></u> | |
| | | | \$4,320.00 |
| Common fund loss | plus | | |
| Common fund gain | minus | <u></u> | |
| | | | \$0.00 |

SUBTOTAL FUND ADJUSTMENT -\$772.63

Fund Balance Adjustment -\$772.63
 Carries to form 990pf page two part III "Analysis of Changes in Net Assets"

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 10 |
|--|-------------------|------------|-------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| RESTRICTED LONG TERM INVESTMENT FUND | COST | 2,283,000. | 2,287,320. |
| VANGUARD ETF AND VANGUARD INDEX FUND | COST | 161,928. | 161,357. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 2,444,928. | 2,448,677. |

| FORM 990-PF | GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR | STATEMENT | 11 |
|-------------|---|-----------|----|
|-------------|---|-----------|----|

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|---|---|------------------|---------|
| 317 MAIN STREET COMMUNITY/MUSIC CENTER, 317 MAIN STREET, YARMOUTH, ME 04096 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| 9 TO 5 NATIONAL ASSOCIATION OF WORKING WOMEN MILWAUKEE, WI | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| A J MUSTE INSTITUTE | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 10,500. |
| ACORN 1234 EAST BROAD STREET COLUMBUS OH 43205 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| AFRICA ACTION WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |

ALL RECIPIENTS OF GRANTS LISTED
HEREON ARE INTERNAL REVENUE
CODE SECTION 509(A)(1) AND
509(A)(2) CHARITIES

| | | | |
|--|---|-------------------|--------|
| ALLIANCE FOR GLOBAL JUSTICE, C/O CAMPAIGN FOR LABOR RIGHTS WASHINGTON DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 4,000. |
| ALLIES OF THE LAKOTA SOUX FALLS, KYLE, SD | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| AMERICAN CIVIL LIBERTIES UNION NEW YORK N Y | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| AMERICAN FRIENDS SERVICE COMMITTEE, PHILADELPHIA, PA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| AMERICAN INDIAN COLLEGE FUND DENVER, CO | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| AMERICAN INDIAN COMMUNITY HOUSE NEW YORK NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| AMERICAN NEAR EAST REFUGEE AID WASHINGTON DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| AMERICAN RIVERS WASHINGTON D. C. | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| AMNESTY INTERNATIONAL, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| ANIMAL LEGAL DEFENSE FUND WASHINGTON DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |

ALL RECIPIENTS OF GRANTS LISTED
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| | | | |
|--|---|-------------------|--------|
| ARTSPACE, RICHMOND, VA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| BEYOND PESTICIDES 701 E STREET SE #200 WASHINGTON DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| BREAD AND ROSES COMMUNITY FUND OLYMPIA WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,500. |
| BREAD FOR THE WORLD INSTITUTE, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| BREAST CANCER FUND | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| BROTHER'S BROTHER FOUNDATION, PITTSBURGH, PA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| BROTHERHOOD/SISTER SOL PROGRAM, MANHATTAN, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| BUDDHIST PEACE FELLOWSHIP, BERKELEY, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CALL ME MISTER, CLEMSON, SC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CAMPAIGN FOR LABOR RIGHTS, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |

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| CARE TO HELP PROJECT, SEATTLE, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CARE 151 ELLIS STREET, NE ATLANTA, GA 30303 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| CASCADIA WILDLANDS PROJECT PO BOX 10455 EUGENE, OR 97440 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| CENTER FOR CONSTITUTIONAL RIGHTS, FUND FOR RACIAL JUSTICE NY NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CENTER FOR HEALTH, ENVIRONMENT AND JUSTICE, FALLS CHURCH, VA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CENTER FOR VICTIMS OF TORTURE MINNEAPOLIS MN | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CENTRAL COMMITTEE FOR CONSCIENTIOUS OBJECTORS, PHILADELPHIA, PA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| CHIAPAS MEDIA PROJECT SANTA CLARA CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CHICAGO COALITION FOR THE HOMELESS CHICAGO IL | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CHILDREN NOW OAKLAND, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |

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| CHILDREN'S DEFENSE FUND | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| CISPES EDUCATION FUND NEW YORK NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CITY HARVEST NEW YORK NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| COALITION FOR THE HOMELESS, NEW YORK, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| COALITION ON HOMELESSNESS 468 TURK STREET SAN FRANCISCO, CA 94102 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| COLLEGE OF THE ATLANTIC, BAR HARBOR, ME | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| COMMON GROUND COLLECTIVE | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| CONSERVATION LAW FOUNDATION PROVIDENCE, RI | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| CONSERVATION N. W. | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| CORPORATE ACCOUNTABILITY INTERNATIONAL, SEATTLE, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |

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| CULTURAL SURVIVAL CAMBRIDGE MA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| DAVIS-PUTTER SCHOLARSHIP FUND, NEW YORK, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| DINE CARE 63 BOX 263 WINSLOW, AZ 86047 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| DIRECT RELIEF INTERNATIONAL, SANTA BARBARA, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| DISARM EDUCATION FUND NEW YORK NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| DOCTORS WITHOUT BORDERS NEW YORK NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 7,000. |
| DOROTHY DAY HOUSE BERKELEY CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| DOWNEAST SALMON FEDERATION MAINE | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| EARTHWORKS WILTON, NH | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| ELLA BAKER CENTER FOR HUMAN RIGHTS | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |

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| EPICA, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| EQUAL JUSTICE INITIATIVE 122 COMMERCE ST. MONTGOMERY, AL 36104 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| EQUALITY NOW NEW YORK, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| EUGENE PEACEWORKS 454 WILLAMETTE EUGENE, OR 97401 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| EVICTON INTERVENTION SERVICES NEW YORK NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| FARM WORKER PESTICIDE PROJECT 7500 GREENWOOD AVENUE N SEATTLE, WA 98103 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| FARMWORKER JUSTICE 1126 16TH STREET., N.W., SUITE 270 WASHINGTON, DC 20036 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| FEDERATION OF SOUTHERN COOPERATIVES, EAST POINT, GA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 5,000. |
| FEEDING AMERICA 35 EAST WACKER DRIVE, SUITE 2000 CHICAGO, IL 60601 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| FIRST NATION'S DEVELOPMENT INSTITUTE FREDERICKSBURG VA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |

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| FISTULA FOUNDATION | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| FOOD FIRST INSTITUTE FOR FOOD & DEVELOPMENT POLICY, OAKLAND, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| FOUNDATION FOR NATIONAL PROGRESS, 731 MARKET ST 6 FL SAB FRAN CA 94103 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| FREEDOM FROM HUNGER DAVIS CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| FRIENDS OF KENNEBEC SALMON CAMDEN, ME | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| FRIENDS OF THE EARTH WASHINGTON DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| FUND FOR SOUTHERN COMMUNITIES, DECATUR, GA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| FUNDING EXCHANGE NEW YORK NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 5,000. |
| GENOCIDE INTERVENTION NETWORK | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| GIRLS 2000, SAN FRANCISCO, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |

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| GLOBAL EXCHANGE CA | SAN FRANCISCO | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| GLOBAL FUND FOR WOMEN, SAN FRANCISCO | CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| GLOBAL GIVING FOUNDATION, BETHESDA, MD | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| GRASS ROOTS INTERNATIONAL MA | BOSTON | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 6,000. |
| GRAY PANTHERS | SAN FRANCISCO, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| GREEN AMERICA | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| GREENPEACE FUND C. | WASHINGTON D. | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| GREENSBORO JUSTICE FUND, NORTHAMPTON, MA | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| GUANACASTE DRY FOREST CONSERVATION FUND | NW COSTA RICA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| H. O. M. E., | ORLAND, ME | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |

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| HONDURAN MEDICAL INSTITUTE YORK NY | NEW | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| HONOR THE EARTH | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| HUMANE FARMING ASSOCIATION RAFAEL CA | SAN | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| I HAVE A DREAM FOUNDATION YORK | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| IFCO PASTORS FOR PEACE PORTLAND OR | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| INDIAN LAW RESOURCE CENTER HELENA MT | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| INDIGENOUS EDUCATIONAL NETWORK OF TURTLE ISLAND BEMIDJI, MN | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| INDIGENOUS WOMEN'S NETWORK RAPID CITY SD | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| INTERNATIONAL CAMPAIGN FOR TIBET WASHINGTON DC | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| INTERNATIONAL MEDIA PROJECT PORTOLA VALLEY CA | | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |

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| INTERNATIONAL RIVERS NETWORK BERKELEY CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| INTERRELIGIOUS FOUNDATION FOR COMMUNITY ORGANIZATION PORTLAND, OR | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| KSPS PUBLIC TELEVISION, SPOKANE, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| LAKOTA FUND, KYLE, SD | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| LEAGUE OF CONSERVATION VOTERS EDUCATION FUND WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| LINK MEDIA, INC 501 YORK STREET SAN FRANCISCO CA 94110 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| LITTLE BIGHORN COLLEGE, CROW AGENCY, MT | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| LONG ISLAND BREAST CANCER ACTION COALITION, EAST MEADOW, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| LOUISIANA SPCA, MANDEVILLE, LA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| MADRE NEW YORK NEW YORK | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |

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| MAINE INITIATIVES | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| MAINE RIVERS AUGUSTA MAINE | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 4,000. |
| MAINE WOMEN'S FUND, PORTLAND, ME | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| MAINSTREAM MEDIA PROJECT ARCATA, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| MAKE THE ROAD WALKING | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| MARINE ENVIRONMENTAL RESEARCH INSTITUTE M.E.R.I., BLUE HILL, ME | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| MEDIA ISLAND INTERNATIONAL, OLYMPIA, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| MERCY CORPS, PORTLAND, OR | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| MEXICO US SOLIDARITY NETWORK, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| MONTANA ENVIRONMENTAL INFORMATION CENTER HELENA MT | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |

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| MONTANA HUMAN RIGHTS NETWORK, HELENA, MT | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| MONTANA WILDERNESS ASSOCIATION HELENA MT | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| MUD MISSOULA URBAN DEMONSTRATION PROJECT, MISSOULA, MT | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| MY SISTER'S PLACE | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| N. A. A. C. P. LEGAL DEFENSE & EDUCATION FUND NEW YORK N.Y. | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| N.A.A.C.P. HURICANE KATRINA RELIEF FUND | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| NATIONAL COALITION FOR THE HOMELESS, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| NATIVE AMERICAN COMMUNITY BOARD LAKE ANDES S. D. | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | |
| NATIVE AMERICAN RIGHTS FUND BOULDER CO | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| NATIVE FOREST NETWORK, MISSOULA, MT | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |

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| NAVAJO HEALTH FOUNDATION, WINDOW ROCK, AZ | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| NICARAGUA NETWORK WASHINGTON DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| NORTHWEST COALITION FOR ALTERNATIVES TO PESTICIDES PO BOX 1393 EUGENE OR | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| NORTHWEST IMMIGRANT RIGHTS PROJECT | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| NRCM, AUGUSTA, ME | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| OGALALA LAKOTA COLLEGE KYLE, SD | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| OKANOGAN COMMUNITY ACTION COUNCIL, OKANOGAN, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| OKANOGAN HIGHLANDS ALLIANCE TONASKET, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| OREGON TOXICS ALLIANCE 1192 LAWRENCE ST EUGENE OR | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| OROVILLE COMMUNITY FOOD BANK OROVILLE, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |

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| OUR PLACE WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| OXFAM AMERICA BOSTON MA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| PACIFIC RIVERS COUNCIL EUGENE OR | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| PEACE & JUSTICE CENTER | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| PEACE ACTION EDUCATION FUND WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| PEACE BRIGADES, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| PEER, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| PEOPLE'S RIGHTS FUND, NEW YORK, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| PESTICIDE ACTION NETWORK SAN FRANCISCO CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| PETA, BERKELEY, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |

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| PLANNED PARENTHOOD OF CENTRAL WASHINGTON, SEATTLE WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| PLOUGHSHARES FUND SAN FRANCISCO, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| PRETTY BIRD WOMEN HOUSE | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| PROJECT SOUTH:INSTITUTE FOR THE ELIMINATION OF POVERTY AND GENOCIDE, ATL, G | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| PROSMETHEUS RADIO PROJECT P.O. BOX 42158 PHILADELPHIA, PA 19101 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| QUIXOTE CENTER HYATTSVILLE MD | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| RACHEL CORRIE FOUNDATION | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| RAINFOREST ACTION NETWORK SAN FRANCISCO CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| REDWOOD JUSTICE FUND SANTA ROSA CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| REMOTE AREA MEDICAL FOUNDATION | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |

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| RESIST SOMERVILLE MA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 7,000. |
| RIGHTS ACTION, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| ROSENBERG FUND FOR CHILREN, EASTHAMPTON, MA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| SAINT MARY OF PROVIDENCE CHICAGO IL | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| SALVATION ARMY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| SALVATION ARMY HURRICANE RELIEF FUND | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| SAN CARLOS FOUNDATION BERKELEY CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| SAVE AMERICA'S FORESTS WASHINGTON D. C. | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| SAVE OUR WILD SALMON SEATTLE, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| SECOND HARVEST FOODBANK OF THE INLAND EMPIRE, SPOKANE, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |

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| SEVA FOUNDATION, BERKELEY, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| SEVENTH GENERATION FUND, ARCATA, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 6,000. |
| SIGHTLINE INSTITUTE, SEATTLE, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| SILENT SPRING INSTITUTE NEWTON MA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| SOCIAL JUSTICE FUND NORTHWEST, SEATTLE, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| SOUTHERN CENTER FOR HUMAN RIGHTS WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| SOUTHERN MUTUAL HELP ASSN-RURAL RECOVERY FUND, NEW IBERIA. LA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 4,000. |
| SOUTHERN PARTNERS FUND, ATLANTA, GA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 4,000. |
| SOUTHWEST COMMUNITY RESOURCES, INC. SCOTTSDALE, AZ | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| SPECIAL OLYMPICS WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |

ALL RECIPIENTS OF GRANTS LISTED
HEREON ARE INTERNAL REVENUE
CODE SECTION 509(A)(1) AND
509(A)(2) CHARITIES

| | | | |
|--|---|-------------------|--------|
| STRIVE 28 FODEN ROAD SOUTH PORTLAND, ME 04106 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| STROUD WATER RESEARCH CENTER, AVONDALE, PA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| SUPPORT CENTER LAWRENCEVILLE NJ 08648 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| THIRD WAVE FUND | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| THURGOOD MARSHALL / CESAR CHAVEZ / RUSSELL MEANS SCHOLARSHIP SAVANNAH GA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| TIDES FOUNDATION/FOCS GLOBAL FUND SAN FRANCISCO, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| TONASKET FOODBANK, TONASKET, WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| TROUT UNLIMITED, ARLINGTON, VA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| TWENTY-FIRST CENTURY FOUNDATION, NEW YORK, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 4,000. |
| UNICEF, NEW YORK, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |

ALL RECIPIENTS OF GRANTS LISTED
HEREON ARE INTERNAL REVENUE
CODE SECTION 509(A)(1) AND
509(A)(2) CHARITIES

| | | | |
|---|---|-------------------|--------|
| UNITED FOR A FAIR ECONOMY BOSTON MA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| UNITED HOUMA NATION HURRICANE RELIEF, GOLDEN MEADOW, LA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| URBAN ASSEMBLY 90 BROAD STREET, SUITE 2101 NEW YORK, NY 10004 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| US LEAP, CHICAGO, IL | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| USA FOR UNHCR | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 3,000. |
| VANGUARD PUBLIC FOUNDATION SAN FRANCISCO CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| VETERAN'S FOR PEACE, COVINGTON, LA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| VOICES ON THE BORDER, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| WADLEIGH SCHOLARS PROGRAM, NEW YORK, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| WASHINGTON PEACE CENTER, WASHINGTON, DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |

ALL RECIPIENTS OF GRANTS LISTED
HEREON ARE INTERNAL REVENUE
CODE SECTION 509(A)(1) AND
509(A)(2) CHARITIES

| | | | |
|---|---|-------------------|--------|
| WASHINGTON TOXICS COALITION, SEATTLE WA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| WASHINTON OFFICE ON LATIN AMERICA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| WBAI PACIFICA RADIO 120 WALL ST NY NY 10005 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| WESTERN ENVIRONMENTAL LAW CENTER, EUGENE OR | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| WHITE EARTH LAND RECOVERY PROJECT, PONSFORD, NM | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| WILDERNESS WATCH, MISSOULA MT | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| WILLIAM MOSES KUNSTLER FUND, NEW YORK, NY | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| WITNESS FOR PEACE, WASHINGTON DC | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| WOMEN IN NEED, INC. 115 WEST 31ST STREET NEW YORK, NY 10001 | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 2,000. |
| WOMEN'S CANCER RESOURCE CENTER, BERKELEY, CA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |

ALL RECIPIENTS OF GRANTS LISTED
HEREON ARE INTERNAL REVENUE
CODE SECTION 509(A)(1) AND
509(A)(2) CHARITIES

| | | | |
|---|---|-------------------|----------|
| WOMEN'S COMMUNITY CANCER PROJECT, CAMBRIDGE, MA | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| WOMEN'S ENVIRONMENT & DEVELOPMENT | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| WOMEN'S HEALTH EDUCATION RESOURCE CENTER | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 500. |
| WOMEN'S INTERNATIONAL LEAGUE FOR PEACE AND FREEDOM | NO REL'N. GENERAL AND/OR EDUCATIONAL PURPOSES | PUBLIC CHARITY | 1,000. |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A | | | 311,500. |

ALL RECIPIENTS OF GRANTS LISTED
HEREON ARE INTERNAL REVENUE
CODE SECTION 509(A)(1) AND
509(A)(2) CHARITIES

Supporting Detail for form 990pf page two part II

Account: 009226-000 THE WINKY FOUNDATION

Account level detail - separate Principal and Income

As of Date 12/31/2009

| Description | Quantity | Market Value | Federal Tax Cost | Unit Tax Cost | Unrealized Gain/Loss | EAI |
|--|-----------------------|------------------|------------------|---------------|----------------------|------------------|
| U S TREASURY NOTE | 110,000 0000 | 110,103 40 | 110,193 73 | 100 1761 | (90 33) | 1,512 50 |
| DTD 4/15/2009 1 375% 4/15/2012 | | | | | | |
| U S TREASURY NOTES | 110,000 0000 | 109,896 60 | 109,733 96 | 99 7581 | 162 64 | 1,237 50 |
| DTD 1/15/2009 1 125% 1/15/2012 | | | | | | |
| U S TREASURY NOTES | 110,000 0000 | 116,217 20 | 111,125 78 | 101 0234 | 5,091 42 | 5,362 50 |
| DTD 5/31/2006 4 875% 5/31/2011 | | | | | | |
| U S TREASURY NOTES | 110,000 0000 | 112,131 80 | 108,702 34 | 98 8203 | 3,429 46 | 4,262 50 |
| DTD 7/15/2005 3 875% 7/15/2010 | | | | | | |
| U S TREASURY NOTES | 110,000 0000 | 116,818 90 | 109,767 97 | 99 7891 | 7,050 93 | 5,362 50 |
| SER L-2011 DTD 7/31/2006 4 875% 7/31/2011 | | | | | | |
| U S TREASURY NOTES SER D | 110,000 0000 | 114,125 00 | 108,994 53 | 99 0859 | 5,130 47 | 4,675 00 |
| DTD 1/15/2006 4 25% 1/15/2011 | | | | | | |
| U S TREASURY NOTES SER E DTD 11/15/02 4% 11/15/2012 | 110,000 0000 | 117,502 00 | 111,289 06 | 101 1719 | 6,212 94 | 4,400 00 |
| U S TREASURY NOTES SER E | 110,000 0000 | 114,816 90 | 109,299 61 | 99 3633 | 5,517 29 | 4,950 00 |
| DTD 2/28/2008 4 5% 2/28/2011 | | | | | | |
| U S TREASURY NOTES SER H | 110,000 0000 | 115,860 80 | 109,690 63 | 99 7188 | 6,170 17 | 5,362 50 |
| DTD 5/1/2006 4 875% 4/30/2011 | | | | | | |
| U S TREASURY NOTES SER H-2010 | 110,000 0000 | 111,185 80 | 110,773 44 | 100 7031 | 412 36 | 4,400 00 |
| DTD 4/15/2005 4% 4/15/2010 | | | | | | |
| U S TREASURY NOTES SER M | 110,000 0000 | 116,642 90 | 110,696 09 | 100 6328 | 5,946 81 | 5,087 50 |
| DTD 8/31/2006 4 625% 8/31/2011 | | | | | | |
| U S TREASURY NOTES SER P | 110,000 0000 | 113,291 20 | 109,097 66 | 99 1797 | 4,193 54 | 4,675 00 |
| DTD 10/15/2005 4 25% 10/15/2010 | | | | | | |
| U S TREASURY NOTES | 110,000 0000 | 110,103 40 | 109,523 05 | 99 5664 | 580 35 | 3,987 50 |
| Ser E DTD 1/15/2005 3 625% 1/15/2010 | | | | | | |
| U S TREASURY NOTE | 106,000 0000 | 109,751 34 | 109,925 67 | 103 7035 | (174 33) | 3,047 50 |
| DTD 1/31/2008 2 875% 1/31/2013 | | | | | | |
| U S TREASURY NOTE | 110,000 0000 | 117,136 80 | 109,957 03 | 99 9609 | 7,179 77 | 5,087 50 |
| DTD 10/31/2006 4 625% 10/31/2011 | | | | | | |
| U S TREASURY NOTE | 110,000 0000 | 112,500 30 | 113,038 26 | 102 7621 | (537 96) | 2,750 00 |
| DTD 3/31/2008 2 5% 3/31/2013 | | | | | | |
| Form 990pf page two line 10a Government Bonds | 1,756,000.0000 | 1,818,084 | 1,761,809 | | 56,275.53 | 66,160.00 |
| IPATH DOW JONES-AIG COMMDTY INDEX TOTAL | 1,397 0000 | 59,037 22 | 80,895 20 | 57 9064 | (21,857 98) | 0 00 |
| RETURN ETN | | | | | | |
| ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND | 314 0000 | 17,941 96 | 15,339 69 | 48 8525 | 2,602 27 | 111 16 |
| ISHARES S&P SMALLCAP 600 VALUE INDEX FUND | 295 0000 | 17,222 10 | 15,428 30 | 52 2993 | 1,793 80 | 328 04 |
| ISHARES TRUST MSCI EAFE INDEX FUND | 1,261 0000 | 69,708 08 | 80,891 87 | 64 1490 | (11,183 79) | 1,817 10 |
| POWERSHARES WILDERHILL CLEAN ENERGY | 4,552 0000 | 50,072 00 | 81,583 74 | 17 9226 | (31,511 74) | 0 00 |

Supporting Detail for form 990pf page two part II
Account: 009226-000 THE WINKY FOUNDATION
Account level detail - separate Principal and Income
As of Date 12/31/2009

| Description | | Quantity | Market Value | Federal Tax Cost | Unit Tax Cost | Unrealized Gain/Loss | EAI |
|---|--|----------------|--------------|------------------|---------------|----------------------|------------|
| Form 990pf page two line 10b Corporate Stock | | 12,928.9500 | 213,981 | 274,139 | | (60,157.44) | 2,256.30 |
| VANGUARD EMERGING MARKETS ETF | | | | | | | |
| VANGUARD INTERNATIONAL EQUITY INDEX FUND | | 1,919.0000 | 78,679.00 | 80,228.11 | 41.8072 | (1,549.11) | 1,045.86 |
| INC EMERGING MARKETS PORTFOLIO | | 3,190.9500 | 82,677.51 | 81,700.00 | 25.6037 | 977.51 | 1,001.96 |
| RESTRICTED LONG TERM INVESTMENT FUND | | 215,988.6471 | 2,287,319.77 | 2,283,000.15 | 10.5700 | 4,319.62 | 60,476.82 |
| Form 990pf page two line 13 Other Investments | | 221,099 | 2,448,676 | 2,444,928 | | 3,748 | 62,525 |
| RESTRICTED SHORT TERM INVESTMENT FUND | | 218,449.1700 | 218,449.17 | 218,449.17 | 1.0000 | 0.00 | 539.44 |
| Cash in Principal Portfolio* (part of form 990pf page 2 line 2) | | 218,448.1700 | 218,448.17 | 218,449.17 | | 0.00 | 539.44 |
| TOTAL <input type="checkbox"/> Principal Portfolios - U.S. Dollar | | 2,203,368.7671 | 4,699,191.15 | 4,699,325.04 | | (133.89) | 131,480.38 |
| RESTRICTED SHORT TERM INVESTMENT FUND | | 8,006.6200 | 8,006.62 | 8,006.62 | 1.0000 | 0.00 | 19.77 |
| Cash In Income Portfolio* (part of form 990pf page 2 part 2) | | 8,006.6200 | 8,006.62 | 8,006.62 | | 0.00 | 19.77 |
| TOTAL <input type="checkbox"/> 009226-000 | | 2,211,373.4 | 4,707,198 | 4,707,332 | | (133.89) | 131,500 |
| recap of the above | | | | | | | |
| CASH LINE 2 | | 226,456 | 226,456 | 226,456 | | | |
| BONDS LINE 10a | | 1,756,000 | 1,818,084 | 1,761,809 | | | |
| CORPORATE STOCK LINE 10b | | 12,929 | 213,981 | 274,139 | | | |
| OTHER INVESTMENTS LINE 13 | | 221,099 | 2,448,676 | 2,444,928 | | | |
| TOTAL | | 2,211,373 | 4,707,198 | 4,707,332 | | | |