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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

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
Westwind Foundation

Number and street (or P O box number if mail is not delivered to street address) Room/suite
c/o WWM 232 East High Street

City or town, state, and ZIP code
Charlottesville, VA 22902

A Employer identification number
52-6358830

B Telephone number (see page 10 of the instructions)
(434) 977-5762

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)* ▶$ 54,454,012

J Accounting method ☑ Cash ☐ Accrual
☐ 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) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,806	1,806		
	4	Dividends and interest from securities	226,957	226,957		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-713,723			
	b	Gross sales price for all assets on line 6a 23,208,199				
	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) (attach schedule)				
	11	Other income (attach schedule)	362	362		
	12	**Total.** Add lines 1 through 11	-484,598	229,125		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,075	3,075		0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	44,115	44,115		0
	17	Interest	440	440		0
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	32,678	32,678		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	80,308	80,308		0
	25	Contributions, gifts, grants paid	3,203,415			3,203,415
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,283,723	80,308		3,203,415
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,768,321			
	b	**Net investment income** (if negative, enter -0-)		148,817		
	c	**Adjusted net income** (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Cat No 11289X Form **990-PF** (2009)

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	50,933,175	49,398,907	49,891,295
3	Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
4	Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ ________ 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 (attach schedule)			
b	Investments—corporate stock (attach schedule)	84,000	84,000	123,700
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
15	Other assets (describe ▶ ________)	4,844,918	4,439,017	4,439,017
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	55,862,093	53,921,924	54,454,012
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 (attach schedule)			
22	Other liabilities (describe ▶ ________)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	1,015,783	1,015,783	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	54,846,310	52,906,141	
30	**Total net assets or fund balances** (see page 17 of the instructions)	55,862,093	53,921,924	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	55,862,093	53,921,924	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	55,862,093
2	Enter amount from Part I, line 27a	2	-3,768,321
3	Other increases not included in line 2 (itemize) ▶ ________	3	1,841,340
4	Add lines 1, 2, and 3	4	53,935,112
5	Decreases not included in line 2 (itemize) ▶ ________	5	13,188
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	53,921,924

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
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	See Additional Data Table			
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	-713,723
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	2,895,985	55,395,391	0 052278
2007	2,484,955	40,886,616	0 060777
2006	2,337,199	29,152,891	0 080170
2005	2,092,661	13,823,828	0 151381
2004	1,995,418	12,237,925	0 163052

2	**Total** of line 1, column (d).	2	0 507658
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	0 101532
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	54,470,275
5	Multiply line 4 by line 3.	5	5,530,476
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,488
7	Add lines 5 and 6.	7	5,531,964
8	Enter qualifying distributions from Part XII, line 4.	8	3,203,415

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,976
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	2,976
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	2,976
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 17,584		
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	17,584
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	14,608
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 2,976 **Refunded** ▶	11	11,632

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DC			
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	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶emm@westwindfoundation org

14 The books are in care of ▶Edward M Miller Telephone no ▶(434) 977-5762

Located at ▶c/o WWM 232 East High Street Charlottesville VA ZIP+4 ▶22902

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 page 20 of the instructions)	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

			Yes	No
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)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	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?	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 (see page 22 of the instructions).

(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
EDWARD M MILLER ROSEMONT FARM CHARLOTTESVILLE, VA 22903	TRUSTEE 0 00	0	0	0
JANET H MILLER ROSEMONT FARM CHARLOTTESVILLE, VA 22903	TRUSTEE 0 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,725,968
b	Average of monthly cash balances	1b	50,573,804
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	55,299,772
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	55,299,772
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	829,497
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	54,470,275
6	**Minimum investment return.** Enter 5% of line 5	6	2,723,514

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,723,514
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 2,976		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,976
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,720,538
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,720,538
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,720,538

Part XII **Qualifying Distributions** (see page 25 of the 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	3,203,415
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	3,203,415
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 (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,203,415

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,720,538
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004. 1,401,556				
b From 2005. 1,418,548				
c From 2006. 895,394				
d From 2007. 476,540				
e From 2008. 143,796				
f **Total** of lines 3a through e.	4,335,834			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 3,203,415				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2009 distributable amount.				2,720,538
e Remaining amount distributed out of corpus	482,877			
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	4,818,711			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			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) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	1,401,556			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	3,417,155			
10 Analysis of line 9				
a Excess from 2005. . . . 1,418,548				
b Excess from 2006. . . . 895,394				
c Excess from 2007. . . . 476,540				
d Excess from 2008. . . . 143,796				
e Excess from 2009. . . . 482,877				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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 organization 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	
2a 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 organization had $5,000 or more in assets at any time during the year—see page 27 of 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))

EDWARD M MILLER

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

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 page 28 of the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				3,203,415
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			01	1,806	
4 Dividends and interest from securities			01	226,957	
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			01	362	
8 Gain or (loss) from sales of assets other than inventory			01	-713,723	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-484,598	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 -484,598

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
8	Capital gains/losses generated by the Foundation
7	Limited Partnership gains

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2010-08-16 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

		Date	Check if self-employed	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Preparer's Signature	William A De Lorenzo		☑	
Firm's name (or yours if self-employed), address, and ZIP code	William A De Lorenzo Esq 420 Lexington Avenue Ste 303 New York, NY 10170		EIN Phone no (212) 661-0565	

Additional Data

Software ID: 09000028
Software Version: 2009.03060
EIN: 52-6358830
Name: Westwind Foundation

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Tall Oaks Capital - Pass through	P		
Kerry Associates - Pass through	P		
Pennell Venture Partners II - Pass through	P		
255 Shs Agnico Eagle Mines Ltd	P		
625 Shs Anglogold Ashanti Ltd	P		
13,446 Barrick Gold Corporation	P		
376 Shs Freeport-McMoran Copper & Gold	P		
3,836 Shs Gold Fields Ltd	P		
7,990 Shs Goldcorp Inccmn	P		
723 Shs Harmony Gold Mng Ltd	P		
281,263 Ishares MSCI Japan Index	P		
74,100 Ishares MSCI Hong Kong Index	P		
22,231 Shs Newmont Mining Corporation	P		
166 Shs Pan American Silver Corp	P		
138 Shs Randgold Resources Ltd	P		
47 Shs Royal Gold, Inc	P		
16,900 Shs Western Digital Corp	P		
4,882 Shs Kinross Gold Corp	P		
35,204 Shs United States Oil Fund	P		
16,868 Shs Market Vectors Etf Trust	P		
61 Shs Coeur D'Alene Mines Corp	P		
5,000 Shs General Electric	P		
1,700 iShares S & P Growth	P	2008-04-04	2009-01-05
1,150 iShares S & P Growth	P	2008-07-03	2009-01-05
3,725 iShares S & P Growth	P	2008-10-08	2009-01-05
7,550 iShares S & P Midcap	P	2008-07-07	2009-01-05
615 iShares S & P Midcap	P	2008-10-08	2009-01-05
9,807 iShares S & P Growth	P	2009-01-05	2009-04-03
39,605 iShares S & P Value	P	2009-01-05	2009-04-03
36,500 iShares S & P Growth	P	2009-04-03	2009-07-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			12,339
			-361,805
			-38,786
16,202		7,931	8,271
27,402		24,050	3,352
603,103		423,007	180,096
30,221		20,680	9,541
56,193		60,913	-4,720
346,598		161,027	185,571
8,030		10,368	-2,338
2,573,745		3,363,647	-789,902
966,973		949,902	17,071
1,197,425		833,288	364,137
4,228		3,204	1,024
11,495		2,876	8,619
2,399		1,289	1,110
330,056		426,961	-96,905
99,740		61,241	38,499
1,145,861		999,170	146,691
885,432		688,594	196,838
1,320		2,810	-1,490
72,040		181,858	-109,818
78,956		110,323	-31,367
53,412		72,240	-18,828
173,008		185,197	-12,189
533,838		389,247	144,591
34,922		31,707	3,215
453,604		430,349	23,255
1,553,009		1,819,772	-266,763
1,689,883		1,602,059	87,824

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			12,339
			-361,805
			-38,786
			8,271
			3,352
			180,096
			9,541
			-4,720
			185,571
			-2,338
			-789,902
			17,071
			364,137
			1,024
			8,619
			1,110
			-96,905
			38,499
			146,691
			196,838
			-1,490
			-109,818
			-31,367
			-18,828
			-12,189
			144,591
			3,215
			23,255
			-266,763
			87,824

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
695 iShares S & P Smallcap	P	2009-04-03	2009-07-06
27,950 iShares S & P Midcap	P	2009-07-06	2009-10-05
9,130 iShares S & P Smallcap	P	2009-04-03	2009-10-05
8,840 iShares S & P Growth	P	2009-10-05	2009-11-25
30,540 iShares S & P Midcap	P	2009-10-05	2009-11-25
3,725 IShares S & P Growth	P	2007-04-03	2009-01-05
27,647 iShares S & P Growth	P	2007-04-03	2009-01-05
Goldman Sachs Currency A/C	P		
US Oil - Pass Through	P		
US Oil - Pass Through	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,224		31,153	-2,929
2,010,119		1,672,782	337,337
370,766		482,787	-112,021
467,255		511,157	-43,902
1,925,667		1,870,357	55,310
173,008		243,632	-70,624
1,284,065		1,808,240	-524,175
4,000,000		4,083,577	-83,577
			20,235
			13,490

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-2,929
			337,337
			-112,021
			-43,902
			55,310
			-70,624
			-524,175
			-83,577
			20,235
			13,490

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ADVOCATES FOR A SUSTAINABLE ALBEMARLE POPULATION3570 BRINNINGTON ROAD CHARLOTTESVILLE,VA 22901			TO FUND OPERATING NEEDS	1,000
ADVOCATES FOR YOUTH2000 M STREET NW SUITE 750 WASHINGTON,DC 20036			TO FUND OPERATING NEEDS	80,000
ALASKA CONSERVATION ALLIANCE 810 N STREET SUITE 203 ANCHORAGE,AK 99501			TO FUND OPERATING NEEDS	10,000
ALASKA CONSERVATION FOUNDATION441 WEST 5TH AVE SUITE 402 ANCHORAGE,AK 99501			TO FUND OPERATING NEEDS	15,000
ALASKA WILDLIFE ALLIANCEPO BOX 202022 ANCHORAGE,AK 99520			TO FUND OPERATING NEEDS	7,500
AMERICAN CHESTNUT FOUNDATION 160 ZILLICOA STREET SUITE D ASHEVILLE,NC 28801			TO FUND OPERATING NEEDS	5,000
ANSWER41 GORDON ROAD SUITE C PISCATAWAY,NJ 08854			TO FUND OPERATING NEEDS	45,000
APPALACHIAN SUSTAINABLE DEVELOPMENTPO BOX 791 ABINGDON,VA 24212			TO FUND OPERATING NEEDS	20,000
APPALACHIAN VOICES191 HOWARD STREET BOONE,NC 28607			TO FUND OPERATING NEEDS	55,000
BERKSHIRE TACONIC COMMUNITY FOUNDATION271 MAIN STREET SUITE 3 GREAT BARRINGTON,MA 01230			TO FUND OPERATING NEEDS	100,000
BOYS & GIRLS CLUB OF CHARLOTTESVILLEALBEMARLEPO BOX 707 CHARLOTTESVILLE,VA 22902			TO FUND OPERATING NEEDS	311,000
BUILDING GOODNESS FOUNDATION PO BOX 4325 CHARLOTTESVILLE,VA 22905			TO FUND OPERATING NEEDS	7,080
CATHOLICS FOR CHOICE1436 U ST NW 301 WASHINGTON,DC 200093988			TO FUND OPERATING NEEDS	40,000
CENTER FOR CLIMATE STRATEGIES INC (CCS)1899 L STREET NW SUITE 900 WASHINGTON,DC 20036			TO FUND OPERATING NEEDS	30,000
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW1350 CONNECTICUT AVE NW SUITE 1100 WASHINGTON,DC 20036			TO FUND OPERATING NEEDS	50,000
Total . . . . ▶ 3a				3,203,415

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CENTER FOR REPRODUCTIVE RIGHTS120 WALL STREET NEW YORK, NY 10005			TO FUND OPERATING NEEDS	50,000
CERES99 CHAUNCY ST SIXTH FL BOSTON, MA 02111			TO FUND OPERATING NEEDS	50,000
CHALLENGE ASPENPO BOX 6639 SNOWMASS VILLAGE, CO 81615			TO FUND OPERATING NEEDS	1,000
CHARLES E THOMAS LIBRARY801 NORTH OCEAN BLVD NUMBER 5 DELRAY BEACH, FL 33483			TO FUND OPERATING NEEDS	100
CHARLOTTESVILLE AREA COMMUNITY FOUNDATIONPO BOX 1767 CHARLOTTESVILLE, VA 22902			TO FUND OPERATING NEEDS	3,500
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DRIVE SUITE 200 CHARLOTTESVILLE, VA 22903			TO FUND OPERATING NEEDS	2,000
CHESAPEAKE BAY FOUNDATION INC6 HERNDON AVENUE ANNAPOLIS, MD 21403			TO FUND OPERATING NEEDS	15,000
CHESAPEAKE CLIMATE ACTION NETWORKPO BOX 11138 TAKOMA PARK, MD 20912			TO FUND OPERATING NEEDS	90,000
CITIZENS FOR PENNSYLVANIA'S FUTURE610 N 3RD STREET HARRISBURG, PA 17101			TO FUND OPERATING NEEDS	25,000
CLIMATE LAW & POLICY PROJECT 2130 WISCONSIN AVE NW THIRD FL WASHINGTON, DC 20007			TO FUND OPERATING NEEDS	10,000
COASTAL MOUNTAINS LAND TRUST101 MOUNT BATTIE STREET CAMDEN, ME 048431519			TO FUND OPERATING NEEDS	6,000
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITYPRESIDIO BUILDING 1016 PO BOX 29361 SAN FRANCISCO, CA 94129			TO FUND OPERATING NEEDS	2,500
CROZET VOLUNTEER FIRE DEPARTMENTPO BOX 373 CROZET, VA 22932			TO FUND OPERATING NEEDS	500
DOCTORS WITHOUT BORDERS333 SEVENTH AVENUE 2ND FLOOR NEW YORK, NY 10001			TO FUND OPERATING NEEDS	10,000
DOGWOOD ALLIANCEPO BOX 7645 ASHEVILLE, NC 288027645			TO FUND OPERATING NEEDS	10,000
Total . . . . ▶ **3a**				3,203,415

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EARTHJUSTICE426 17TH STREET SUITE 600 OAKLAND, CA 946122820			TO FUND OPERATING NEEDS	10,000
ELK HILLPO BOX 99 GOOCHLAND, VA 23063			TO FUND OPERATING NEEDS	1,000
ENVIRONMENTAL GRANTMAKERS ASSOCIATION55 EXCHANGE PLACE SUITE 405 NEW YORK, NY 10005			TO FUND OPERATING NEEDS	6,560
ETHEL WALKER SCHOOL230 BUSHY HILL ROAD SIMSBURY, CT 06070			TO FUND OPERATING NEEDS	500
FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD SUITE 801 ARLINGTON, VA 22209			TO FUND OPERATING NEEDS	40,000
FORESTETHICS1 HAIGHT ST SAN FRANCISCO, CA 941025801			TO FUND OPERATING NEEDS	75,000
FRESH ENERGY408 ST PETER STREET ST PAUL, MN 55102			TO FUND OPERATING NEEDS	50,000
FUNDERS NETWORK ON POPULATION REPRODUCTIVE HEALTH AND RIGHTSPO BOX 750 ROCKVILLE, MD 20848			TO FUND OPERATING NEEDS	11,725
GLOBAL GREENGRANTS FUND2840 WILDERNESS PLACE SUITE A BOULDER, CO 803015414			TO FUND OPERATING NEEDS	60,000
GREEN VALE SCHOOL250 VALENTINES LANE GLEN HEAD, NY 115452523			TO FUND OPERATING NEEDS	500
GREENPEACE FUND INC702 H ST NW SUITE 300 WASHINGTON, DC 200013734			TO FUND OPERATING NEEDS	25,000
GRIST MAGAZINE INC710 SECOND AVENUE SUITE 860 SEATTLE, WA 98104			TO FUND OPERATING NEEDS	25,000
GULF OF MAINE RESEARCH INSTITUTE350 COMMERCIAL ST PORTLAND, ME 041014618			TO FUND OPERATING NEEDS	5,000
HABITAT FOR HUMANITYPO BOX 7305 CHARLOTTESVILLE, VA 22906			TO FUND OPERATING NEEDS	5,000
HARVARD BUSINESS SCHOOL SOLDIERS FIELD BOSTON, MA 02163			TO FUND OPERATING NEEDS	10,000
Total . . . . ▶ **3a**				3,203,415

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HARVARD GRADUATE SCHOOL OF EDUCATION101 LONGFELLOW HALL APPIAN WAY CAMBRIDGE, MA 021383752			TO FUND OPERATING NEEDS	5,000
INTERNATIONAL PLANNED PARENTHOOD FEDERATION WESTERN HEMISPHERE REGION120 WALL STREET 9TH FLOOR NEW YORK, NY 10005			TO FUND OPERATING NEEDS	176,000
IPAS300 MARKET ST SUITE 200 CHAPEL HILL, NC 275164493			TO FUND OPERATING NEEDS	50,000
J N PEW JR CHARITABLE TRUST 1650 MARKET ST STE 1200 PHILADELPHIA, PA 19103			TO FUND OPERATING NEEDS	130,000
JACKSON LABORATORY600 MAIN STREET BAR HARBOR, ME 11111			TO FUND OPERATING NEEDS	5,000
JANE GOODALL INSTITUTE FOR WILDLIFE RESEARCH EDUCATION & CONSERVATION4245 FAIRFAX DR SUITE 600 ARLINGTON, VA 222031649			TO FUND OPERATING NEEDS	1,500
KILOWATT OURS A PROJECT OF TRUST FOR THE FUTUREPO BOX 60322 NASHVILLE, TN 37206			TO FUND OPERATING NEEDS	35,000
KONBIT SANTECAP HAITIEN HEALTH PARTNERSHIP126 WILLIAM STREET PORTLAND, ME 04103			TO FUND OPERATING NEEDS	5,000
LAND TRUST ALLIANCE1660 I ST NW SUITE 1100 WASHINGTON, DC 20036			TO FUND OPERATING NEEDS	65,000
LEHIGH UNIVERSITY641 TAYLOR STREET BETHLEHEM, PA 18015			TO FUND OPERATING NEEDS	10,000
LIVE ARTSWATER STREET CHARLOTTESVILLE, VA 22903			TO FUND OPERATING NEEDS	500
MAINE COAST HERITAGE TRUST ONE BOWDOIN MILL ISLAND SUITE 201 TOPSHAM, ME 040860000			TO FUND OPERATING NEEDS	22,500
MAINE ISLAND TRAIL ASSOCIATION58 FORE STREET BLDG 30 3RD FLOOR PORTLAND, ME 04101			TO FUND OPERATING NEEDS	1,000
MEMORIAL SLOAN-KETTERING CANCER CENTER1275 YORK AVENUE NEW YORK, NY 100216007			TO FUND OPERATING NEEDS	5,000
MONTANA ENVIRONMENTAL INFORMATION CENTERPO BOX 1184 HELENA, MT 59624			TO FUND OPERATING NEEDS	25,000
Total . . . . ▶ **3a**				3,203,415

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MS CARE CENTER AT NYU HOSPITAL FOR JOINT DISEASES 301 EAST 17TH ST SUITE 544 NEW YORK, NY 10003			TO FUND OPERATING NEEDS	5,000
MSI-USPO BOX 7910 BOULDER, CO 803067900			TO FUND OPERATING NEEDS	150,000
NARAL PRO-CHOICE AMERICA FOUNDATION1156 15TH ST NW SUITE 700 WASHINGTON, DC 200051704			TO FUND OPERATING NEEDS	20,000
NARAL PRO-CHOICE VIRGINIA FOUNDATIONPO BOX 1204 ALEXANDRIA, VA 22313			TO FUND OPERATING NEEDS	20,000
NATIONAL AUDUBON SOCIETY159 SAPSUCKER WOODS ROAD ITHACA, NY 14850			TO FUND OPERATING NEEDS	2,000
NATIONAL URBAN SQUASH AND EDUCATION ASSOCIATION795 COLUMBUS AVE ROXBURY CROSSING, MA 02120			TO FUND OPERATING NEEDS	5,000
NATURAL RESOURCES DEFENSE COUNCIL40 WEST 20TH STREET 11TH FLOOR NEW YORK, NY 100114211			TO FUND OPERATING NEEDS	50,000
NORTHERN ALASKA ENVIRONMENTAL CENTER830 COLLEGE ROAD FAIRBANKS, AK 997011535			TO FUND OPERATING NEEDS	10,000
OUTWARD BOUND100 MYSTERY POINT ROAD GARRISON, NY 105240000			TO FUND OPERATING NEEDS	25,000
PACIFIC ENVIRONMENT & RESOURCES CENTER (DBA PACIFIC ENVIRONMENT)251 KEARNY STREET 2ND FL SAN FRANCISCO, CA 94108			TO FUND OPERATING NEEDS	60,000
PARAMOUNT THEATERPO BOX 2309 CHARLOTTESVILLE, VA 229022309			TO FUND OPERATING NEEDS	1,000
PBS FOUNDATION2100 CRYSTAL DRIVE ARLINGTON, VA 222023784			TO FUND OPERATING NEEDS	5,000
PIEDMONT CASAPO BOX 603 CHARLOTTESVILLE, VA 22902			TO FUND OPERATING NEEDS	2,000
PIEDMONT ENVIRONMENTAL COUNCILPO BOX 460 WARRENTON, VA 20186			TO FUND OPERATING NEEDS	3,000
PINE MANOR COLLEGE400 HEATH STREET CHESTNUT HILL, MA 02467			TO FUND OPERATING NEEDS	1,000
Total . . . . ▶ **3a**				3,203,415

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
PLANNED PARENTHOOD FEDERATION OF AMERICA INC434 WEST 33RD STREET NEW YORK, NY 100012601			TO FUND OPERATING NEEDS	50,000
PLANNED PARENTHOOD HEALTH SYSTEMS INC2964 HYDRAULIC ROAD CHARLOTTESVILLE, VA 22901			TO FUND OPERATING NEEDS	25,000
PORTLAND MUSEUM OF ART7 CONGRESS SQ PORTLAND, ME 04101			TO FUND OPERATING NEEDS	3,000
PROUTS NECK ASSOCIATION499 BLACK POINT ROAD SCARBOROUGH, ME 04074			TO FUND OPERATING NEEDS	750
PUBLIC HEALTH INSTITUTE555 12TH STREET 10TH FLOOR OAKLAND, CA 946074046			TO FUND OPERATING NEEDS	50,000
QUEENS BOTANICAL GARDEN43 - 50 MAIN STREET FLUSHING, NY 11355			TO FUND OPERATING NEEDS	3,000
RECORDING FOR THE BLIND AND DYSLEXIC1021 MILLMONT STREET CHARLOTTESVILLE, VA 22902			TO FUND OPERATING NEEDS	500
RENEWABLE ENERGY ALASKA PROJECT308 G STREET SUITE 218 ANCHORAGE, AK 99501			TO FUND OPERATING NEEDS	25,000
REPRODUCTIVE HEALTH TECHNOLOGIES PROJECT1020 19TH STREET NW SUITE 875 WASHINGTON, DC 20036			TO FUND OPERATING NEEDS	45,000
RONALD MCDONALD HOUSE CHARITIES OF CHARLOTTESVILLE 300 9TH STREET SW CHARLOTTESVILLE, VA 229030840			TO FUND OPERATING NEEDS	2,625
SCARBOROUGH LAND CONSERVATION TRUSTPO BOX 1237 SCARBOROUGH, ME 040701237			TO FUND OPERATING NEEDS	5,000
SEXUALITY INFORMATION COUNCIL OF THE UNITED STATES 90 JOHN ST SUITE 704 NEW YORK, NY 10038			TO FUND OPERATING NEEDS	45,000
SIERRA CLUB FOUNDATION85 2ND STREET SUITE 750 SAN FRANCISCO, CA 94105			TO FUND OPERATING NEEDS	20,000
SKYTRUTHPO BOX 3283 SHEPHERDSTOWN, WV 254433283			TO FUND OPERATING NEEDS	30,000
SOUTH CAROLINA COASTAL CONSERVATION LEAGUE INCPO BOX 1765 CHARLESTON, SC 29402			TO FUND OPERATING NEEDS	25,000
Total . . . . ▶ **3a**				3,203,415

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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a *Paid during the year*				
SOUTHEAST ALASKA CONSERVATION COUNCIL419 SIXTH STREET 200 JUNEAU,AK 99801			TO FUND OPERATING NEEDS	15,000
SOUTHERN ALLIANCE FOR CLEAN ENERGYPO BOX 1842 KNOXVILLE,TN 37901			TO FUND OPERATING NEEDS	80,000
SOUTHERN ENVIRONMENTAL LAW CENTER201 W MAIN STREET SUITE 14 CHARLOTTESVILLE,VA 229025065			TO FUND OPERATING NEEDS	305,000
SPECIAL OLYMPICS MAINE125 JOHN ROBERTS ROAD SUITE 19 SOUTH PORTLAND,ME 04106			TO FUND OPERATING NEEDS	1,000
ST JAMES EPISCOPAL CHURCH13 FEDERAL STREET BRUNSWICK,ME 04011			TO FUND OPERATING NEEDS	200
ST PAUL'S MEMORIAL CHURCH 1700 UNIVERSITY AVENUE CHARLOTTESVILLE,VA 22903			TO FUND OPERATING NEEDS	3,000
STONEWALL JACKSON AREA COUNCIL (BOY SCOUTS OF AMERICA)PO BOX 813 WAYNESBORO,VA 22980			TO FUND OPERATING NEEDS	250
SUSAN L CURTIS CHARITABLE FOUNDATIONPO BOX 821 PORTLAND,ME 041040821			TO FUND OPERATING NEEDS	1,500
TABOR ACADEMYALUMNI HOUSE MARION,MA 02738			TO FUND OPERATING NEEDS	5,000
TEXAS A AND M UNIVERSITY505 GEORGE BUSH DRIVE COLLEGE STATION,TX 77840			TO FUND OPERATING NEEDS	1,000
THE COMPASS PROJECT170 ANDERSON STREET PORTLAND,ME 04103			TO FUND OPERATING NEEDS	5,000
THE HEALTH WAGON163 NUMBER TEN STREET CLINCHCO,VA 24226			TO FUND OPERATING NEEDS	10,000
THE HILL SCHOOL717 EAST HIGH STREET POTTSTOWN,PA 19464			TO FUND OPERATING NEEDS	18,750
THOMAS JEFFERSON FOUNDATION PO BOX 217 CHARLOTTESVILLE,VA 22902			TO FUND OPERATING NEEDS	5,000
TRUDEAU INSTITUTE154 ALGONQUIN AVENUE SARANAC LAKE,NY 12983			TO FUND OPERATING NEEDS	15,000
Total . . . . ▶ **3a**				3,203,415

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF RICHMONDOFFICE OF ADVANCEMENT MARYLAND HALL CAMPUS DRIVE RICHMOND, VA 23173			TO FUND OPERATING NEEDS	40,700
UVA CANCER RESEARCH CENTER PO BOX CHARLOTTESVILLE, VA 22904			TO FUND OPERATING NEEDS	2,000
UVA HEALTH SYSTEM DEPARTMENT OF PEDIATRICSPO BOX 800386 CHARLOTTESVILLE, VA 22908			TO FUND OPERATING NEEDS	2,000
UVA MILLER CENTER OF PUBLIC AFFAIRSPO BOX 400406 CHARLOTTESVILLE, VA 22904			TO FUND OPERATING NEEDS	5,000
VIRGINIA ORGANIZING PROJECT 703 CONCORD AVENUE CHARLOTTESVILLE, VA 229035208			TO FUND OPERATING NEEDS	25,000
VIRGINIA SQUASH RACQUETS ASSOCIATIONPO BOX 1459 RICHMOND, VA 232181459			TO FUND OPERATING NEEDS	1,000
WETLANDS WATCHPO BOX 9335 NORFOLK, VA 23505			TO FUND OPERATING NEEDS	28,000
WILLIAMS COLLEGE75 PARK STREET WILLIAMSTOWN, MA 012670067			TO FUND OPERATING NEEDS	20,000
WILLIAMSTOWN THEATRE FESTIVALPO BOX 517 WILLIAMSTOWN, MA 01267			TO FUND OPERATING NEEDS	5,000
WOMEN UNITED IN PHILANTHROPY 806 EAST HIGH STREET CHARLOTTESVILLE, VA 22902			TO FUND OPERATING NEEDS	1,175
WVTF PUBLIC RADIONATIONAL PUBLIC RADIO3520 KINGSBURY LANE ROANOKE, VA 24014			TO FUND OPERATING NEEDS	5,000
Total . . . . ▶ **3a**				3,203,415

TY 2009 Investments Corporate Stock Schedule

Name: Westwind Foundation

EIN: 52-6358830

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Virginia National Bank	84,000	123,700

TY 2009 Legal Fees Schedule

Name: Westwind Foundation

EIN: 52-6358830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
William A De Lorenzo, Esq	3,075	3,075		0

TY 2009 Other Assets Schedule

Name: Westwind Foundation

EIN: 52-6358830

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Pennell Venture Partners	17,871	17,829	17,829
Tall Oaks	202,709	237,547	237,547
Pennell Venture Marathon II	313,443	267,737	267,737
Kerry Associates	4,187,790	3,790,904	3,790,904
Online/Pennell Partners	-1,895	0	0
Vibe Agent	125,000	125,000	125,000

TY 2009 Other Decreases Schedule

Name: Westwind Foundation

EIN: 52-6358830

Description	Amount
FEDERAL TAX PAID	13,188

TY 2009 Other Expenses Schedule

Name: Westwind Foundation

EIN: 52-6358830

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Publication/Electronic Filing Fees	131	131		0
Pass Through Expenses	32,547	32,547		0

TY 2009 Other Income Schedule

Name: Westwind Foundation

EIN: 52-6358830

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Passthrough Income	362	362	362

TY 2009 Other Increases Schedule

Name: Westwind Foundation

EIN: 52-6358830

Description	Amount
FEDERAL TAX REFUND	4,934
UNREALIZED GAINS	1,836,406

TY 2009 Other Professional Fees Schedule

Name: Westwind Foundation

EIN: 52-6358830

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Kerry Associates - Inv Fees	44,115	44,115		0