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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

2010

For calendar year 2010, or tax year beginning 01-01-2010 , and ending 12-31-2010

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

Name of foundation
WINLEY FOUNDATION

A Employer identification number
52-1230146

Number and street (or P O box number if mail is not delivered to street address) 2303 SALT POINT TURNPIKE
Room/suite

B Telephone number (see page 10 of the instructions)
(845) 266-3065

City or town, state, and ZIP code
CLINTON CORNERS, NY 12514

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)* ▶$ 18,792,701

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)	99,352			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	568,207	568,207		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	422,044			
	b	Gross sales price for all assets on line 6a 13,007,606				
	7	Capital gain net income (from Part IV, line 2)				
	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)	6,593			
	12	**Total.** Add lines 1 through 11	1,096,196	568,207		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,004	17,502		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,000	5,400		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	17,576	17,576		
	19	Depreciation (attach schedule) and depletion	16			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	71,550	70,800		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	130,146	111,278		0
	25	Contributions, gifts, grants paid	1,360,000			1,360,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,490,146	111,278		1,360,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-393,950			
	b	**Net investment income** (if negative, enter -0-)		456,929		
	c	**Adjusted net income** (if negative, enter -0-)				

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	4,974	5,814	5,814
	2	Savings and temporary cash investments	801,391	358,444	358,444
	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)	9,157,079	8,363,244	8,503,040
	b	Investments—corporate stock (attach schedule)	6,469,573	6,414,873	8,510,411
	c	Investments—corporate bonds (attach schedule)	502,872	1,407,618	1,414,992
	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 ▶ 810			
		Less accumulated depreciation (attach schedule) ▶ 787	39	23	
	15	Other assets (describe ▶)	8,038		
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,943,966	16,550,016	18,792,701
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	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	16,943,966	16,550,016	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	16,943,966	16,550,016	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,943,966	16,550,016	

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	16,943,966
2	Enter amount from Part I, line 27a	2	-393,950
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,550,016
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,550,016

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			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

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 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))
2009	1,030,000	17,874,106	0 057625
2008	1,343,536	20,650,033	0 065062
2007	1,401,077	23,325,101	0 060067
2006	1,877,739	22,651,275	0 082898
2005	1,983,486	22,243,903	0 089170

2	**Total** of line 1, column (d).	2	0 354822
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 070964
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	18,770,806
5	Multiply line 4 by line 3.	5	1,332,051
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,569
7	Add lines 5 and 6.	7	1,336,620
8	Enter qualifying distributions from Part XII, line 4.	8	1,360,000

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	4,569
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	
3	Add lines 1 and 2	3	4,569
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,569
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a — 16,000		
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	16,000
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	11,431
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 11,431 **Refunded** ▶	11	

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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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) ▶NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (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)*

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 ▶NONE

14 The books are in care of ▶ANNA M BARONE Telephone no ▶(845) 266-3065

Located at ▶2303 SALT POINT TURNPIKE CLINTON CORNERS NY ZIP+4 ▶12514

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 |

16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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 2010?		1c		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 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 2010.)*		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 2010?		4b		No

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)? (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
See Additional Data Table				

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 ▶				

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 . . . .

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 24 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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	18,038,700
b	Average of monthly cash balances	1b	1,017,933
c	Fair market value of all other assets (see page 24 of the instructions)	1c	23
d	**Total** (add lines 1a, b, and c)	1d	19,056,656
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	19,056,656
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	285,850
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,770,806
6	**Minimum investment return.** Enter 5% of line 5	6	938,540

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	938,540
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,569		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,569
3	Distributable amount before adjustments Subtract line 2c from line 1			3	933,971
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	933,971
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	933,971

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	1,360,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,360,000
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	4,569
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,355,431

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					933,971
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only.					
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2010					
a From 2005.					
b From 2006.	530,215				
c From 2007.	274,668				
d From 2008.	323,962				
e From 2009.	146,381				
f Total of lines 3a through e.		1,275,226			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,360,000					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .					
d Applied to 2010 distributable amount.					933,971
e Remaining amount distributed out of corpus		426,029			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,701,255			
b Prior years' undistributed income Subtract line 4b from line 2b					
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.					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					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)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		1,701,255			
10 Analysis of line 9					
a Excess from 2006. . . .	530,215				
b Excess from 2007. . . .	274,668				
c Excess from 2008. . . .	323,962				
d Excess from 2009. . . .	146,381				
e Excess from 2010. . . .	426,029				

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 2010, 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			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
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))

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

ANNA M BARONE
WINLEY FOUNDATION
2303 SALT POINT TURNPIKE
CLINTON CORNERS, NY 12514
(845) 266-3065

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

TYPEWRITTEN REQUEST TO INCLUDE NAME OF APPLICANT, ADDRESS, TELEPHONE , CONTACT PERSON, REASON FOR REQUEST, CHARITABLE PURPOSE OF ORGANIZATION

c Any submission deadlines

NONE

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

NONE

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**				1,360,000
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	568,207	
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			14	422,044	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a AOL TIME WARNER INC SEC LIT			14	1,712	
b MERRILL LYNCH SETTLEMENT FD			14	77	
c WORLDCOM SETTLEMENT FD			14	424	
d OWEST SEC LITIG CLAIMS			14	1,482	
e RENAISSANCERE HLDGS LTD SEC			14	2,898	
12 Subtotal Add columns (b), (d), and (e)				996,844	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 996,844

(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)

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

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?

		Yes	No
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

****** | 2011-04-29 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature ANTHONY J MORABITO CPA	Date 2011-04-29	Check if self-employed ☐	PTIN
Firm's name MORABITO & COMPANY		Firm's EIN	
Firm's address 2 DOVER COURT ROCHESTER, NY 14624		Phone no (585) 429-7759	

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

2010

Name of organization
WINLEY FOUNDATION

Employer identification number
52-1230146

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 foundation

Check 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 lin 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)

Name of organization
WINLEY FOUNDATION

Employer identification number
52-1230146

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	92462 TRUST UA AMORY WINTHROP C/O EDWARD J WALSH JR TRUSTEE 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	$ 82,352	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	TRUST UW AMORY WINTHROP C/O EDWARD J WALSH JR TRUSTEE 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	$ 16,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
WINLEY FOUNDATION

Employer identification number
52-1230146

Part II **Noncash Property** (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
WINLEY FOUNDATION

Employer identification number
52-1230146

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form **4562**

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2010

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
WINLEY FOUNDATION	INDIRECT DEPRECIATION	52-1230146

Part I Election To Expense Certain Property Under Section 179
Note: *If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount See the instructions for a higher limit for certain businesses	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property Enter the amount from line 29	7			
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7			8	
9 Tentative deduction Enter the **smaller** of line 5 or line 8			9	
10 Carryover of disallowed deduction from line 13 of your 2009 Form 4562			10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)			11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11			12	
13 Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12 ▶	13			

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property **)** (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.**)** (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2010	17	16
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28			21	
22 **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions			22	16
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23			

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** | **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	**(b)** Date placed in service	**(c)** Business/ investment use percentage	**(d)** Cost or other basis	**(e)** Basis for depreciation (business/investment use only)	**(f)** Recovery period	**(g)** Method/ Convention	**(h)** Depreciation/ deduction	**(i)** Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 .						**28**		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							**29**	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		**(b)** Vehicle 2		**(c)** Vehicle 3		**(d)** Vehicle 4		**(e)** Vehicle 5		**(f)** Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI **Amortization**

(a) Description of costs	**(b)** Date amortization begins	**(c)** Amortizable amount	**(d)** Code section	**(e)** Amortization period or percentage	**(f)** Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions)					
43 Amortization of costs that began before your 2010 tax year				**43**	
44 Total. Add amounts in column (f) See the instructions for where to report . .				**44**	

TY 2010 Accounting Fees Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	6,000	5,400		

TY 2010 Compensation Explanation

Name: WINLEY FOUNDATION

EIN: 52-1230146

Person Name	Explanation
TATIANA NAGRO	
EDWARD J WALSH JR	
HEIDI PRESCOTT	
CATHY LISS	
ANNA M BARONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Depreciation Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
2 TRESTLE TABLES	2000-01-01	75	75	S/L	7 0000				
3 METAL FILE CABINETS & DESK CHAIR	2000-01-01	100	100	S/L	7 0000				
COPIER	2002-05-21	500	500	S/L	5 0000				
PRINTER	2007-03-28	135	96	200DB	5 0000	16			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Gain/Loss from Sale of Other Assets Schedule

Name: WINLEY FOUNDATION
EIN: 52-1230146

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
10731-FN 4 888700	2007-09	PURCHASE	2010-01		10,731	10,170			561	
12156-FG 5 J02774	2009-05	PURCHASE	2010-01		12,156	12,690			-534	
4200-PENNEY J C INC	2008-07	PURCHASE	2010-01		107,763	129,556			-21,793	
18140-FG 4 5 G13085	2008-06	PURCHASE	2010-01		18,140	17,687			453	
10909-FH ARM 1Q0271	2007-08	PURCHASE	2010-01		10,909	10,906			3	
200000-T 3 125 5/15/19	2009-06	PURCHASE	2010-01		193,129	189,211			3,918	
110000-T 3 125 5/15/19	2009-06	PURCHASE	2010-01		106,221	105,405			816	
565000-T 3 125 5/15/19	2009-12	PURCHASE	2010-01		545,588	549,471			-3,883	
1400-BANK OF AMERICA	2009-05	PURCHASE	2010-01		21,138	15,373			5,765	
2100-BANK OF AMERICA	2009-07	PURCHASE	2010-01		31,706	25,447			6,259	
4519-FN 5 256543	2007-09	PURCHASE	2010-01		4,519	4,457			62	
4605-FN 5 5 836178	2007-09	PURCHASE	2010-01		4,605	4,551			54	
13586-FN 5 725429	2009-05	PURCHASE	2010-01		13,586	14,200			-614	
6706-FN 5 5 555409	2009-01	PURCHASE	2010-01		6,706	6,962			-256	
2957-FN 6 943010	2007-09	PURCHASE	2010-01		2,957	2,981			-24	
28339-FN 6 988579	2009-10	PURCHASE	2010-01		28,339	30,004			-1,665	
7983-FN 6 0 735502	2009-03	PURCHASE	2010-01		7,982	8,289			-307	
4860-FN ARM 835327	2008-11	PURCHASE	2010-01		4,860	4,905			-45	
3500-BANK OF AMERICA	2009-07	PURCHASE	2010-02		52,149	42,411			9,738	
1600-AIR PRODS & CHE	2008-11	PURCHASE	2010-02		109,334	92,423			16,911	
400-AIR PRODS & CHE	2008-12	PURCHASE	2010-02		27,334	19,960			7,374	
9206-FG 5 J02774	2009-05	PURCHASE	2010-02		9,206	9,610			-404	
12474-FG 4 5 G13085	2008-06	PURCHASE	2010-02		12,474	12,162			312	
4774-FH ARM 1Q0271	2007-08	PURCHASE	2010-02		4,774	4,772			2	
600-CISCO SYS INC	2006-08	PURCHASE	2010-02		14,424	10,531			3,893	
800-INTEL CORP	1994-10	PURCHASE	2010-02		16,304	18,463			-2,159	
250-INTL BUS MACH	1998-02	PURCHASE	2010-02		31,711	13,187			18,524	
1000-ORACLE CORP	2004-05	PURCHASE	2010-02		24,540	11,373			13,167	
100-VISA INC	2008-06	PURCHASE	2010-02		8,649	7,867			782	
100-VISA INC	2008-07	PURCHASE	2010-02		8,649	7,335			1,314	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
8726-FN 5 256543	2007-09	PURCHASE	2010-02		8,726	8,608			118	
8564-FN 5 5 836178	2007-09	PURCHASE	2010-02		8,564	8,462			102	
5000-SYMANTEC CORP	2009-09	PURCHASE	2010-02		82,905	78,560			4,345	
5785-FN 4 888700	2007-09	PURCHASE	2010-02		5,785	5,482			303	
13753-FN 5 725429	2009-05	PURCHASE	2010-02		13,753	14,375			-622	
3577-FN 5 5 555409	2009-01	PURCHASE	2010-02		3,577	3,713			-136	
1819-FN 6 943010	2007-09	PURCHASE	2010-02		1,819	1,833			-14	
24651-FN 6 988579	2009-10	PURCHASE	2010-02		24,651	26,100			-1,449	
5894-FN 6 0 735502	2009-03	PURCHASE	2010-02		5,894	6,120			-226	
2948-FN ARM 835327	2008-11	PURCHASE	2010-02		2,948	2,975			-27	
1500-AT&T INC	2009-03	PURCHASE	2010-03		38,040	38,010			30	
214-INTL BUS MACH	1998-02	PURCHASE	2010-03		27,236	11,289			15,947	
180-INTL BUS MACH	1998-02	PURCHASE	2010-03		22,909	9,495			13,414	
156-INTL BUS MACH	1998-02	PURCHASE	2010-03		19,855	8,229			11,626	
300-INTL BUS MACH	1998-02	PURCHASE	2010-03		38,182	15,825			22,357	
12646-FG 5 J02774	2009-05	PURCHASE	2010-03		12,646	13,201			-555	
10261-FG 4 5 G13085	2008-06	PURCHASE	2010-03		10,261	10,005			256	
24761-FH ARM 1Q0271	2007-08	PURCHASE	2010-03		24,761	24,753			8	
6060-FN 5 256543	2007-09	PURCHASE	2010-03		6,060	5,978			82	
9017-FN 5 5 836178	2007-09	PURCHASE	2010-03		9,017	8,910			107	
10173-FN 4 888700	2007-09	PURCHASE	2010-03		10,173	9,641			532	
10255-FN 5 725429	2009-05	PURCHASE	2010-03		10,255	10,718			-463	
3979-FN 5 5 555409	2009-01	PURCHASE	2010-03		3,979	4,131			-152	
4459-FN 6 943010	2007-09	PURCHASE	2010-03		4,459	4,495			-36	
20070-FN 6 988579	2009-10	PURCHASE	2010-03		20,070	21,249			-1,179	
5745-FN 6 0 735502	2009-03	PURCHASE	2010-03		5,745	5,966			-221	
2586-FN ARM 835327	2008-11	PURCHASE	2010-03		2,586	2,610			-24	
311577-FN 6 0 735502	2009-03	PURCHASE	2010-04		335,514	323,564			11,950	
8743-FG 5 J02774	2009-05	PURCHASE	2010-04		8,742	9,126			-384	
4000-STARBUCKS CORP	2009-04	PURCHASE	2010-04		98,165	47,360			50,805	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
12777-FG 4 5 G13085	2008-06	PURCHASE	2010-04		12,777	12,458			319	
62414-FH ARM 1Q0271	2007-08	PURCHASE	2010-04		62,414	62,395			19	
700-JPMORGAN CHASE	2009-01	PURCHASE	2010-04		33,658	15,855			17,803	
500-MOLSON COORS BR	2008-08	PURCHASE	2010-04		22,207	25,177			-2,970	
900-BAXTER INTL INC	2010-04	PURCHASE	2010-04		44,742	53,540			-8,798	
8509-FN 5 256543	2007-09	PURCHASE	2010-04		8,509	8,394			115	
15748-FN 5 5 836178	2007-09	PURCHASE	2010-04		15,748	15,561			187	
8813-FN 4 888700	2007-09	PURCHASE	2010-04		8,813	8,352			461	
12924-FN 5 725429	2009-05	PURCHASE	2010-04		12,924	13,508			-584	
3874-FN 5 5 555409	2009-01	PURCHASE	2010-04		3,874	4,022			-148	
4098-FN 6 943010	2007-09	PURCHASE	2010-04		4,098	4,131			-33	
11062-FN 6 988579	2009-10	PURCHASE	2010-04		11,062	11,712			-650	
8196-FN 6 0 735502	2009-03	PURCHASE	2010-04		8,196	8,511			-315	
5032-FN ARM 835327	2008-11	PURCHASE	2010-04		5,032	5,079			-47	
1000-COMCAST A SPL	2007-10	PURCHASE	2010-04		18,078	24,067			-5,989	
2300-JPMORGAN CHASE	2009-01	PURCHASE	2010-04		99,555	52,094			47,461	
5500-COMCAST A SPL	2007-11	PURCHASE	2010-04		101,003	105,050			-4,047	
110000-FHLMC 1 75 6/12	2009-05	PURCHASE	2010-04		111,176	109,919			1,257	
95000-FNMA 1 875 4/12	2009-05	PURCHASE	2010-04		96,367	95,572			795	
900-REPUBLIC SVCS	2009-05	PURCHASE	2010-04		27,095	21,233			5,862	
295000-T 1 75 8/15/12	2009-12	PURCHASE	2010-04		298,890	300,397			-1,507	
1000-JPMORGAN CHASE	2009-01	PURCHASE	2010-04		42,533	22,649			19,884	
2200-REPUBLIC SVCS	2009-05	PURCHASE	2010-04		68,596	51,903			16,693	
3000-COMCAST A SPL	2007-11	PURCHASE	2010-05		57,669	57,300			369	
200-COMCAST A SPL	2008-02	PURCHASE	2010-05		3,844	3,656			188	
8861-FG 5 J02774	2009-05	PURCHASE	2010-05		8,861	9,250			-389	
10276-FG 4 5 G13085	2008-06	PURCHASE	2010-05		10,276	10,019			257	
12159-FH ARM 1Q0271	2007-08	PURCHASE	2010-05		12,159	12,156			3	
900-VISA INC	2008-07	PURCHASE	2010-05		67,231	66,012			1,219	
2000-WELLS FARGO CO	2008-07	PURCHASE	2010-05		62,339	50,526			11,813	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
15000-FNMA 1 875 4/12	2009-05	PURCHASE	2010-05		15,263	15,090			173	
100000-T 2 125 11/14	2010-01	PURCHASE	2010-05		100,731	99,002			1,729	
12458-FN 5 256543	2007-09	PURCHASE	2010-05		12,458	12,289			169	
7943-FN 5 5 836178	2007-09	PURCHASE	2010-05		7,943	7,848			95	
8510-FN 4 888700	2007-09	PURCHASE	2010-05		8,510	8,064			446	
12318-FN 5 725429	2009-05	PURCHASE	2010-05		12,318	12,874			-556	
4827-FN 5 5 555409	2009-01	PURCHASE	2010-05		4,827	5,012			-185	
10263-FN 6 943010	2007-09	PURCHASE	2010-05		10,263	10,347			-84	
25827-FN 6 988579	2009-10	PURCHASE	2010-05		25,827	27,345			-1,518	
26450-FN 6 0 735502	2009-03	PURCHASE	2010-05		26,450	27,467			-1,017	
2301-FN ARM 835327	2008-11	PURCHASE	2010-05		2,301	2,323			-22	
150000-T 2 125 11/14	2010-01	PURCHASE	2010-05		151,004	148,503			2,501	
4300-SCHWAB CHARLES	2009-10	PURCHASE	2010-06		71,591	79,691			-8,100	
770000-T 3 125 5/15/19	2009-12	PURCHASE	2010-06		766,014	748,837			17,177	
125000-T 3 125 5/15/19	2009-12	PURCHASE	2010-06		124,353	118,473			5,880	
10000-T 3 125 5/15/19	2009-12	PURCHASE	2010-06		9,948	9,488			460	
20000-T 5 08/15/11	2002-01	PURCHASE	2010-06		21,065	19,837			1,228	
235000-T 2 125 11/14	2010-01	PURCHASE	2010-06		236,802	232,655			4,147	
10825-FG 5 J02774	2009-05	PURCHASE	2010-06		10,825	11,300			-475	
8554-FG 4 5 G13085	2008-06	PURCHASE	2010-06		8,554	8,340			214	
3777-FG 6 5 A64908	2010-04	PURCHASE	2010-06		3,777	4,103			-326	
9638-FH ARM 1Q0271	2007-08	PURCHASE	2010-06		9,638	9,635			3	
370000-T 2 125 11/14	2010-01	PURCHASE	2010-06		375,698	366,308			9,390	
155000-T 2 125 11/14	2010-01	PURCHASE	2010-06		157,387	153,526			3,861	
30000-T 2 125 11/14	2010-02	PURCHASE	2010-06		30,462	29,889			573	
2816-FN 5 256543	2007-09	PURCHASE	2010-06		2,816	2,778			38	
51655-FN 5 5 836178	2007-09	PURCHASE	2010-06		51,655	51,042			613	
5974-FN 4 888700	2007-09	PURCHASE	2010-06		5,974	5,661			313	
21298-FN 5 725429	2009-05	PURCHASE	2010-06		21,298	22,260			-962	
11381-FN 5 5 555409	2009-01	PURCHASE	2010-06		11,381	11,815			-434	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
6061-FN 6 911568	2010-04	PURCHASE	2010-06		6,061	6,502			-441	
4518-FN 6 943010	2007-09	PURCHASE	2010-06		4,518	4,555			-37	
10452-FN 6 966851	2010-04	PURCHASE	2010-06		10,452	11,167			-715	
23335-FN 6 988579	2009-10	PURCHASE	2010-06		23,335	24,706			-1,371	
12698-FN ARM 835327	2008-11	PURCHASE	2010-06		12,698	12,816			-118	
3000-EBAY INC	2010-03	PURCHASE	2010-06		59,893	76,577			-16,684	
9633-FG 5 J02774	2009-05	PURCHASE	2010-07		9,633	10,056			-423	
14442-FG 4 5 G13085	2008-06	PURCHASE	2010-07		14,442	14,081			361	
13069-FG 6 5 A64908	2010-04	PURCHASE	2010-07		13,069	14,196			-1,127	
24245-FH ARM 1Q0271	2007-08	PURCHASE	2010-07		24,245	24,238			7	
530203-FN 6 988579	2009-10	PURCHASE	2010-07		576,985	561,363			15,622	
225000-MS 5 3 3/1/13	2010-06	PURCHASE	2010-07		239,036	232,089			6,947	
140710-FN ARM 835327	2008-11	PURCHASE	2010-07		149,586	142,018			7,568	
2845-FN 5 256543	2007-09	PURCHASE	2010-07		2,845	2,807			38	
26384-FN 5 5 836178	2007-09	PURCHASE	2010-07		26,384	26,072			312	
17948-FN 4 888700	2007-09	PURCHASE	2010-07		17,948	17,009			939	
14354-FN 5 725429	2009-05	PURCHASE	2010-07		14,354	15,002			-648	
4454-FN 5 5 555409	2009-01	PURCHASE	2010-07		4,453	4,623			-170	
5926-FN 6 911568	2010-04	PURCHASE	2010-07		5,926	6,357			-431	
2928-FN 6 943010	2007-09	PURCHASE	2010-07		2,928	2,952			-24	
10295-FN 6 966851	2010-04	PURCHASE	2010-07		10,295	10,998			-703	
23366-FN 6 988579	2009-10	PURCHASE	2010-07		23,366	24,739			-1,373	
5060-FN ARM 835327	2008-11	PURCHASE	2010-07		5,060	5,107			-47	
165641-FN 6 966851	2010-04	PURCHASE	2010-07		180,326	176,964			3,362	
30000-T 2 125 11/14	2010-02	PURCHASE	2010-07		30,755	29,889			866	
80000-T 2 125 11/14	2010-03	PURCHASE	2010-07		82,014	78,612			3,402	
750-WAL-MART STORES	2007-05	PURCHASE	2010-07		38,141	36,228			1,913	
201-INTEL CORP	1994-10	PURCHASE	2010-08		4,138	4,638			-500	
2000-INTEL CORP	1994-10	PURCHASE	2010-08		41,179	46,156			-4,977	
2199-INTEL CORP	1994-10	PURCHASE	2010-08		45,276	50,749			-5,473	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
100000-T 3 125 5/15/19	2009-12	PURCHASE	2010-08		103,871	94,876			8,995	
3350-HEWLETT PACKARD	2008-02	PURCHASE	2010-08		142,799	129,560			13,239	
1150-HEWLETT PACKARD	2009-03	PURCHASE	2010-08		49,020	54,082			-5,062	
25000-T 2 125 11/14	2010-03	PURCHASE	2010-08		25,823	24,566			1,257	
7660-FG 5 J02774	2009-05	PURCHASE	2010-08		7,660	7,997			-337	
15271-FG 4 5 G13085	2008-06	PURCHASE	2010-08		15,271	14,890			381	
2763-FG 4 5 G13844	2010-06	PURCHASE	2010-08		2,763	2,916			-153	
33061-FG 6 5 A64908	2010-04	PURCHASE	2010-08		33,061	35,914			-2,853	
20558-FH ARM 1Q0271	2007-08	PURCHASE	2010-08		20,558	20,551			7	
1003-FN 5 256543	2007-09	PURCHASE	2010-08		1,003	989			14	
2203-FN 5 5 836178	2007-09	PURCHASE	2010-08		2,203	2,177			26	
13552-FN 4 888700	2007-09	PURCHASE	2010-08		13,552	12,843			709	
10777-FN 5 725429	2009-05	PURCHASE	2010-08		10,777	11,264			-487	
6737-FN 5 5 555409	2009-01	PURCHASE	2010-08		6,737	6,995			-258	
7646-FN 6 911568	2010-04	PURCHASE	2010-08		7,646	8,202			-556	
3056-FN 6 943010	2007-09	PURCHASE	2010-08		3,056	3,080			-24	
6925-FN 6 966851	2010-04	PURCHASE	2010-08		6,925	7,398			-473	
20943-FN 6 988579	2009-10	PURCHASE	2010-08		20,943	22,174			-1,231	
257-FN ARM 835327	2008-11	PURCHASE	2010-08		257	259			-2	
14224-FG 5 J02774	2009-05	PURCHASE	2010-09		14,224	14,849			-625	
19330-FG 4 5 G13085	2008-06	PURCHASE	2010-09		19,330	18,848			482	
2939-FG 4 5 G13844	2010-06	PURCHASE	2010-09		2,939	3,102			-163	
25077-FG 5 G13298	2010-07	PURCHASE	2010-09		25,077	26,782			-1,705	
23878-FG 6 5 A64908	2010-04	PURCHASE	2010-09		23,878	25,938			-2,060	
12848-FH ARM 1Q0271	2007-08	PURCHASE	2010-09		12,848	12,844			4	
3200-COMCAST A SPL	2008-02	PURCHASE	2010-09		54,038	58,503			-4,465	
2110-FN 5 256543	2007-09	PURCHASE	2010-09		2,110	2,081			29	
5092-FN 5 5 836178	2007-09	PURCHASE	2010-09		5,092	5,032			60	
11404-FN 4 888700	2007-09	PURCHASE	2010-09		11,404	10,807			597	
11523-FN 5 257234	2010-07	PURCHASE	2010-09		11,523	12,319			-796	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
17259-FN 5 725429	2009-05	PURCHASE	2010-09		17,259	18,038			-779	
7305-FN 5 5 555409	2009-01	PURCHASE	2010-09		7,305	7,584			-279	
289-FN 6 911568	2010-04	PURCHASE	2010-09		289	310			-21	
1628-FN 6 943010	2007-09	PURCHASE	2010-09		1,628	1,642			-14	
2200-MICROSOFT CORP	2004-06	PURCHASE	2010-09		53,985	57,216			-3,231	
4000-MICROSOFT CORP	2005-06	PURCHASE	2010-09		98,154	100,340			-2,186	
255182-FG 6 5 A64908	2010-04	PURCHASE	2010-10		279,499	277,203			2,296	
40000-T 2 125 11/14	2010-03	PURCHASE	2010-10		41,992	39,306			2,686	
60000-T 2 125 11/14	2010-04	PURCHASE	2010-10		62,988	59,365			3,623	
9905-FG 5 J02774	2009-05	PURCHASE	2010-10		9,905	10,340			-435	
20198-FG 4 5 G13085	2008-06	PURCHASE	2010-10		20,198	19,694			504	
3549-FG 4 5 G13844	2010-06	PURCHASE	2010-10		3,549	3,746			-197	
19757-FG 5 G13298	2010-07	PURCHASE	2010-10		19,757	21,101			-1,344	
11669-FG 6 5 A64908	2010-04	PURCHASE	2010-10		11,669	12,676			-1,007	
69-FH ARM 1H1428	2010-07	PURCHASE	2010-10		69	73			-4	
8250-FH ARM 1Q0271	2007-08	PURCHASE	2010-10		8,250	8,248			2	
1871-FN 5 256543	2007-09	PURCHASE	2010-10		1,871	1,845			26	
4791-FN 5 5 836178	2007-09	PURCHASE	2010-10		4,791	4,734			57	
26035-FN 4 888700	2007-09	PURCHASE	2010-10		26,035	24,673			1,362	
7706-FN 5 257234	2010-07	PURCHASE	2010-10		7,706	8,239			-533	
11806-FN 5 725429	2009-05	PURCHASE	2010-10		11,806	12,339			-533	
6250-FN 5 5 555409	2009-01	PURCHASE	2010-10		6,250	6,488			-238	
2119-FN 6 911568	2010-04	PURCHASE	2010-10		2,119	2,274			-155	
2765-FN 6 943010	2007-09	PURCHASE	2010-10		2,765	2,788			-23	
100000-T 2 125 11/14	2010-04	PURCHASE	2010-11		105,559	98,941			6,618	
13600-KEYCORP NEW	2010-06	PURCHASE	2010-11		112,726	114,445			-1,719	
50000-T 2 125 11/14	2010-04	PURCHASE	2010-11		52,307	49,471			2,836	
30000-T 2 125 11/14	2010-05	PURCHASE	2010-11		31,384	30,091			1,293	
20000-T 2 125 11/14	2010-05	PURCHASE	2010-11		20,923	20,104			819	
2500-SMART TECHNOLOG	2010-07	PURCHASE	2010-11		23,049	42,234			-19,185	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
125000-T 2 125 11/14	2010-05	PURCHASE	2010-11		130,912	125,648			5,264	
230000-T 2 125 11/14	2010-06	PURCHASE	2010-11		240,879	232,610			8,269	
11861-FG 5 J02774	2009-05	PURCHASE	2010-11		11,861	12,382			-521	
22228-FG 4 5 G13085	2008-06	PURCHASE	2010-11		22,228	21,673			555	
3672-FG 4 5 G13844	2010-06	PURCHASE	2010-11		3,672	3,876			-204	
20316-FG 5 G13298	2010-07	PURCHASE	2010-11		20,316	21,698			-1,382	
12346-FG 6 G08232	2010-10	PURCHASE	2010-11		12,346	13,338			-992	
12346-FG 6 G08232	2010-10	PURCHASE	2010-12		11,617	12,550			-933	
7415-FH ARM 1H1428	2010-07	PURCHASE	2010-11		7,415	7,903			-488	
14462-FH ARM 1Q0271	2007-08	PURCHASE	2010-11		14,462	14,457			5	
1401-FN 5 256543	2007-09	PURCHASE	2010-11		1,401	1,382			19	
14203-FN 5 5 836178	2007-09	PURCHASE	2010-11		14,203	14,034			169	
20635-FN 4 888700	2007-09	PURCHASE	2010-11		20,635	19,555			1,080	
12924-FN 5 257234	2010-07	PURCHASE	2010-11		12,924	13,817			-893	
13663-FN 5 725429	2009-05	PURCHASE	2010-11		13,663	14,281			-618	
9042-FN 5 5 555409	2009-01	PURCHASE	2010-11		9,042	9,388			-346	
275-FN 6 911568	2010-04	PURCHASE	2010-11		275	295			-20	
1488-FN 6 943010	2007-09	PURCHASE	2010-11		1,488	1,500			-12	
410000-T 2 125 11/14	2010-06	PURCHASE	2010-12		424,430	414,653			9,777	
275000-T 2 125 11/14	2010-06	PURCHASE	2010-12		285,052	278,121			6,931	
60000-T 2 125 11/14	2010-06	PURCHASE	2010-12		62,193	61,287			906	
1235000-T 3 125 5/15/19	2009-12	PURCHASE	2010-12		1,261,418	1,171,725			89,693	
155000-T 3 125 5/15/19	2010-10	PURCHASE	2010-12		158,316	164,297			-5,981	
125000-T 2 125 11/14	2010-06	PURCHASE	2010-12		128,009	127,681			328	
115000-T 2 125 11/14	2010-07	PURCHASE	2010-12		117,769	117,772			-3	
13000-FG 5 J02774	2009-05	PURCHASE	2010-12		13,000	13,571			-571	
225000-MS 6 5/13/14	2010-07	PURCHASE	2010-12		241,563	244,019			-2,456	
65000-T 2 625 11/20	2010-12	PURCHASE	2010-12		60,455	62,246			-1,791	
19457-FG 4 5 G13085	2008-06	PURCHASE	2010-12		19,457	18,971			486	
8309-FG 4 5 G13844	2010-06	PURCHASE	2010-12		8,309	8,770			-461	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
18755-FG 5 G13298	2010-07	PURCHASE	2010-12		18,755	20,031			-1,276	
6947-FH ARM 1H1428	2010-07	PURCHASE	2010-12		6,947	7,404			-457	
9854-FH ARM 1Q0271	2007-08	PURCHASE	2010-12		9,854	9,851			3	
450-VISA INC	2010-07	PURCHASE	2010-12		30,542	31,906			-1,364	
800-VISA INC	2008-07	PURCHASE	2010-12		54,297	58,677			-4,380	
3000-TD AMERITRADE	2010-02	PURCHASE	2010-12		55,645	52,711			2,934	
5500-TD AMERITRADE	2010-06	PURCHASE	2010-12		102,015	100,656			1,359	
8033-FN 5 256543	2007-09	PURCHASE	2010-12		8,033	7,924			109	
8286-FN 5 5 836178	2007-09	PURCHASE	2010-12		8,286	8,188			98	
14833-FN 4 888700	2007-09	PURCHASE	2010-12		14,833	14,057			776	
8133-FN 5 257234	2010-07	PURCHASE	2010-12		8,133	8,695			-562	
15922-FN 5 725429	2009-05	PURCHASE	2010-12		15,922	16,642			-720	
3542-FN 5 5 555409	2009-01	PURCHASE	2010-12		3,541	3,676			-135	
3850-FN 6 911568	2010-04	PURCHASE	2010-12		3,850	4,130			-280	
1408-FN 6 943010	2007-09	PURCHASE	2010-12		1,408	1,420			-12	

TY 2010 Investments Corporate Bonds Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LAZARD HIGH YIELD	783,142	771,065
GOLDMAN SACHS GROUP INC 5.25	207,025	214,708
MORGAN STANLEY 6.625	296,418	298,311
BOTTLING GROUP LLC 5.125	121,033	130,908

TY 2010 Investments Corporate Stock Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T INC		
BANK OF AMERICA CORP		
CHARLES SCHWAB CORP NEW		
CISCO SYSTEMS INC		
COCA COLA CO		
COMCAST CORP - SPECIAL CL A		
DOVER CORP		
EMC CORP		
EMERSON ELECTRIC CO		
GOLDMAN SACHS GROUP INC		
HONEYWELL INTERNATIONAL INC		
INTEL CORP		
INTL BUSINESS MACHINES CORP		
JPMORGAN CHASE & CO		
LAZARD INTL EQUITY PORTFOLIO I	1,370,866	1,615,678
MASTERCARD INC		
MICROSOFT CORP		
MOSAIC CO		
ORACLE CORP		
REPUBLIC SERVICES INC CL A		
SYMANTEC CORP		
UNITED PARCEL SERVICE INC CL B		
UNITED TECHNOLOGIES CORP		
WAL-MART STORES INC		
WALGREEN CO		
JC PENNEY		
STARBUCKS CORP		
MOLSON COORS BREWING CO		
WELLS FARGO		
MEDTRONIC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PARKER HANNIFIN		
GOOGLE INC		
VISA INC		
HEWLETT PACKARD		
AIR PRODUCTS & CHEMICALS		
MATTEL INC	104,750	127,150
NEWELL RUBBERMAID INC	75,614	81,810
COMCAST CORP-SPECIAL CL A	150,555	189,371
GAP INC	128,418	132,840
TJX COMPANIES INC NEW	93,874	93,219
WAL-MART STORES INC	295,508	315,491
WALGREEN CO	127,812	253,240
COCA COLA CO	187,832	236,772
GEMERAL MILLS INC	78,025	78,298
MOLSON COORS BREWING CO	176,237	175,665
CITY NATIONAL CORP	112,972	134,992
PNC FINANCIAL SERVICES GROUP	122,587	115,368
WELLS FARGO & CO NEW	291,151	343,989
GOLDMAN SACHS GROUP INC	107,670	151,344
JP MORGAN CHASE & CO	68,726	135,744
T ROWE PRICE GROUP INC	53,935	77,448
CAREFUSION CORPORATION	37,621	39,835
MEDTRONIC INC	206,210	203,995
CATERPILLAR INC	75,397	126,441
DOVER CORP	117,667	175,350
EMERSON ELECTRIC CO	191,911	285,850
HONEYWELL INTERNATIONAL INC	135,994	223,272
ILLINOIS TOOL WORKS INC	125,184	130,830
PARKER HANNIFIN CORP	86,075	189,860
UNITED TECHNOLOGIES CORP	141,068	322,752

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED PARCEL SERVICE INC CL B	86,234	108,870
INTEL CORP	190,259	185,064
GOOGLE INC CL A	110,607	193,040
INTL BUSINESS MACHINES CORP	180,584	388,914
MASTERCARD INC	76,742	100,850
MICROSOFT CORP	185,040	195,440
ORACLE CORP	161,997	359,950
APPLE INC	135,055	217,728
CISCO SYSTEMS INC	234,591	230,622
EMC CORP	80,579	171,750
QUALCOMM INC	75,423	85,370
BALL CORP	77,024	102,075
MOSAIC CO	81,292	125,994
AT&T INC	75,787	88,140

TY 2010 Investments Government Obligations Schedule

Name:	WINLEY FOUNDATION
EIN:	52-1230146
US Government Securities - End of Year Book Value:	8,363,244
US Government Securities - End of Year Fair Market Value:	8,503,040
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2010 Land, Etc. Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	810	787	23	

TY 2010 Other Assets Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM TRUSTS	8,038		

TY 2010 Other Expenses Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT MANAGEMENT FEES	67,745	67,745		
FILING FEES	750			
OFFICE EXPENSE	1,058	1,058		
INSURANCE	1,997	1,997		

TY 2010 Other Income Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AOL TIME WARNER INC SEC LITIG	1,712		
MERRILL LYNCH SETTLEMENT FD	77		
WORLDCOM SETTLEMENT FD	424		
OWEST SEC LITIG CLAIMS	1,482		
RENAISSANCERE HLDGS LTD SEC	2,898		

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TY 2010 Taxes Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES ON NET INVESTMENT I	17,576	17,576		

Additional Data

Software ID:
Software Version:
EIN: 52-1230146
Name: WINLEY FOUNDATION

Form 990PF Part VIII Line 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
TATIANA NAGRO 56 CEDAR ROAD WHITEHOUSE STATION, NJ 08889	PRESIDENT 3 00	0	0	0
EDWARD J WALSH JR 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	SECRETARY 3 00	0	0	0
HEIDI PRESCOTT 700 PROFESSIONAL DRIVE STE A GAITHERSBURG, VA 20041	VICE PRESIDE 3 00	0	0	0
CATHY LISS PO BOX 3650 WASHINGTON, DC 20027	VICE PRESIDE 3 00	0	0	0
ANNA M BARONE 2303 SALT POINT TURNPIKE CLINTON CORNERS, NY 12514	TREASURER 20 00	35,004	0	0

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*				
HUMANE SOCIETY US 2100 L STREET NW WASHINGTON, DC 20037			FOR BENEFIT OF ANIMALS	308,740
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE SE WASHINGTON, DC 20003			FOR BENEFIT OF ANIMALS	308,740
INTERNATIONAL PRIMATE PRO PO BOX 766 SUMMERVILLE, SC 29484			FOR BENEFIT OF ANIMALS	308,740
HEART PO BOX 738 MAMARONECK, NY 10543			FOR BENEFIT OF ANIMALS	40,000
EQUINE RESCUE PO BOX 392 WALDEN, NY 12586			FOR BENEFIT OF ANIMALS	30,000
FRIENDS OF WASHOE 400 E UNIVERSITY WAY ELLENSBURG, WA 989267573			FOR BENEFIT OF ANIMALS	43,780
GLOBAL FED ANIMAL SANCTUA PO BOX 32294 WASHINGTON, DC 20007			FOR BENEFIT OF ANIMALS	60,000
SPECIES SURVIAL NETWORK 2100 L STREET NW WASHINGTON, DC 20037			FOR BENEFIT OF ANIMALS	60,000
BORN FREE USA PO BOX 32160 WASHINGTON, DC 20007			FOR BENEFIT OF ANIMALS	150,000
CHIMPANZEE SANCTUARY NORT PO BOX 952 CLE ELUM, WA 98922			FOR BENEFIT OF ANIMALS	15,000
COMPASSION OVER KILLING PO BOX 9773 WASHINGTON, DC 20016			FOR BENEFIT OF ANIMALS	20,000
NYS HUMANE ASSOCIATION PO BOX 3068 KINGSTON, NY 12402			FOR BENEFIT OF ANIMALS	15,000
Total . . . . ▶ **3a**				1,360,000