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Form 990-PF

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

2010

Department of the Treasury Internal Revenue Service

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

For calendar year 2010, or tax year beginning 08-01-2010, and ending 07-31-2011

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

Name of foundation: THE WINDOVER FOUNDATION. A Employer identification number: 04-6897800. B Telephone number: (617) 261-3100. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$18,231,379.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total revenue of 17,364,496 and Total expenses of 58,720.

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

Part II Balance Sheets		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	338	336	336
	2 Savings and temporary cash investments	47,190	1,803,956	1,803,956
	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)	25,010 <input type="checkbox"/>	914,995	938,862
	b Investments—corporate stock (attach schedule)	157,122 <input type="checkbox"/>	5,724,376	6,427,749
	c Investments—corporate bonds (attach schedule)	<input type="checkbox"/>	2,550,884	2,571,556
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	5,224 <input type="checkbox"/>	6,395,156	6,488,920
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	234,884	17,389,703	18,231,379	
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	234,884	17,389,703		
30 Total net assets or fund balances (see page 17 of the instructions)	234,884	17,389,703		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	234,884	17,389,703		

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	234,884
2	Enter amount from Part I, line 27a	2	17,305,776
3	Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	3	90,643
4	Add lines 1, 2, and 3	4	17,631,303
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	241,600
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,389,703

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) FMV 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	1,033,931
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	75,506

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	12,286	256,329	000 047931
2008	14,106	253,659	000 055610
2007	14,817	297,506	000 049804
2006	12,762	290,621	000 043913
2005	16,270	280,392	000 058026

2 Total of line 1, column (d).	2	000 255284
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	000 051057
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	3,870,257
5 Multiply line 4 by line 3.	5	197,604
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	10,781
7 Add lines 5 and 6.	7	208,385
8 Enter qualifying distributions from Part XII, line 4.	8	11,768

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	21,563
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	21,563
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	21,563
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
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	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	21,563
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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	
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)? <i>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.</i>	1b	
c Did the foundation file Form 1120-POL for this year?.	1c	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MA _____		
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? <i>If "No," attach explanation .</i>	8b	
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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>DAVID W LEWIS JR</u> Telephone no ▶ <u>(617) 261-3100</u> Located at ▶ <u>KL GATES ONE LINCOLN ST BOSTON MA</u> ZIP+4 ▶ <u>021112950</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
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		No		

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
1c	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	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	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
DAVID W LEWIS JR KL GATES ONE LINCOLN ST BOSTON, MA 021112950	TRUSTEE 001 00	665		

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

Total number of other employees paid over \$50,000. Yes No

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

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 NONE	0
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	
2	
3 All other program-related investments. See page 24 of the instructions	

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	3,558,692
b	Average of monthly cash balances.	1b	370,503
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	3,929,195
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	3,929,195
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input type="checkbox"/>	4	58,938
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,870,257
6	Minimum investment return. Enter 5% of line 5.	6	193,513

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	193,513
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	21,563
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,563
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	171,950
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	171,950
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	171,950

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 <input checked="" type="checkbox"/>	1a	11,768
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	11,768
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	11,768

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				171,950
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			9,685	
b Total for prior years 2006 , 2007 , 2008		9,349		
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>11,768</u>				
a Applied to 2009, but not more than line 2a			9,685	
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.				2,083
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		9,349		
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		9,349		
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				169,867
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				
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				
c Excess from 2008.				
d Excess from 2009.				
e Excess from 2010.				

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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
 DAVID W LEWIS JR
 KL GATES ONE LINCOLN ST
 BOSTON, MA 021112950
 (617) 261-3100

b The form in which applications should be submitted and information and materials they should include
 NO FORMAL APPLICATION

c Any submission deadlines
 NONE ADOPTED

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> KENNEBEC HISTORICAL SOCIETY 107 WINTHROP ST AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL	5,000
ST MARK'S HOME FOR WOMEN 57 WINTHROP ST AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL	2,500
THE FRIENDS OF THE CANNONBALL HOUSE 856 MULBERRY ST MACON, GA 31201	NONE	PUBLIC CHARITY	GENERAL	2,500
Total			3a	10,000

b <i>Approved for future payment</i>				
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Total **3b**

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

Schedule of Contributors

OMB No 1545-0047

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

2010

Department of the Treasury
Internal Revenue Service

Name of organization
THE WINDOVER FOUNDATION

Employer identification number
04-6897800

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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

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

Name of organization
THE WINDOVER FOUNDATION

Employer identification number

04-6897800

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
0001	CONSTANCE FULLER MARITAL TRUST CO KL GATES ONE LINCOLN ST BOSTON, MA 02111 	\$ <u>15,580,978</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
0002	CONSTANCE FULLER MARITAL TRUST CO KL GATES ONE LINCOLN ST BOSTON, MA 02111 	\$ <u>658,436</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	 	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE WINDOVER FOUNDATION	Employer identification number 04-6897800
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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
0001	SECURITIES PAID TO WINDOVER FDN PER THE PROVISION OF ARTICLES EIGHT B & NINTH A OF THE CONSTANCE B F	\$ 15,576,978	2011-03-17
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____

Name of organization THE WINDOVER FOUNDATION	Employer identification number 04-6897800
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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	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	
—	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____		_____ _____ _____	

Additional Data**Software ID:** 10000149**Software Version:** 2010.2.15**EIN:** 04-6897800**Name:** THE WINDOVER 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)
A	25 TRANSOCEAN	P	2001-01-01	2010-09-08
B	18 FRONTIER COMMUNICATIONS	P	2001-01-01	2010-10-07
C	75 STATE STREET	P	2001-01-01	2010-11-22
D	150 ENCANA	P	2001-01-01	2011-03-11
E	100,000 MASS BAY TRANS	P	2001-01-01	2011-05-02
F	100,000 MASS ST DEV FIN AGY	P	2001-01-01	2011-05-02
G	100,000 UNIV MA BLG AUTH	P	2001-01-01	2011-05-02
H	125,000 UNIV MA BLG AUTH	P	2001-01-01	2011-05-02
I	125,000 MA ST SCH BLG AUTH	P	2001-01-01	2011-05-02
J	100,000 MASS ST CONS LOAN	P	2001-01-01	2011-05-02
K	100,000 MASS ST DEV FIN AGY	P	2001-01-01	2011-05-02
L	100,000 LAWRENCE MASS	P	2001-01-01	2011-05-02
M	50,000 CALIFORNIA ST DEPT WTR RES	P	2001-01-01	2011-05-03
N	50,000 NEW YORK ST ENERGY RES DEV AUTH	P	2001-01-01	2011-05-09
O	25,000 FHLB 5	P	2001-01-01	2011-05-13
P	5 CITIGROUP	P	2001-01-01	2011-05-16
Q	85,000 WENHAM MA URP LOAN BDS	P	2001-01-01	2011-05-17
R	50,000 GLOUCESTER MA GO	P	2001-01-01	2011-05-17
S	50,000 BOSTON MA	P	2001-01-01	2011-05-17
T	75,000 MASS ST WTR RES AUTH	P	2001-01-01	2011-05-17
U	85,000 SPRINGFIELD MA	P	2001-01-01	2011-05-17
V	790 CITIGROUP	P	2001-01-01	2011-06-06
W	3595 NEWELL RUBBERMAID	P	2001-01-01	2011-06-23
X	60,000 MASS ST WTR POLLUTION	P	2001-01-01	2011-06-24
Y	75,000 MASS ST HEALTH ED	P	2001-01-01	2011-06-24
Z	50,000 MASS ST	P	2001-01-01	2011-06-24
AA	35,000 CALIFORNIA ST ECONOMIC REV	P	2001-01-01	2011-06-24
AB	50,000 HARRIS CO TX	P	2001-01-01	2011-06-24
AC	60,000 SAN ANTONIO TX	P	2001-01-01	2011-06-24
AD	50,000 MASS ST PORT AUTH REV	P	2001-01-01	2011-07-01

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)
AE	75 PETROLEO BRASILEIRO	P	2001-01-01	2011-07-01
AF	50 COSTCO WHOLESALE	P	2001-01-01	2011-07-06
AG	75 HEWLETT PACKARD	P	2001-01-01	2011-07-06
AH	345 ORACLE	P	2001-01-01	2011-07-06
AI	675 ALLIANCE DATA SYSTEMS	P	2001-01-01	2001-07-06
AJ	485 ANADARKO PETROLEUM	P	2001-01-01	2011-07-06
AK	425 AUTOLIV	P	2001-01-01	2011-07-06
AL	100 BRISTOL-MYERS SQUIBB	P	2001-01-01	2011-07-06
AM	835 CIGNA	P	2001-01-01	2011-07-06
AN	910 CARNIVAL CORP	P	2001-01-01	2011-07-06
AO	835 CHUBB	P	2001-01-01	2011-07-06
AP	175 CISCO SYSTEMS	P	2001-01-01	2011-07-06
AQ	125 CONSTANT CONTACT	P	2001-01-01	2011-07-06
AR	765 CUMMINS	P	2001-01-01	2011-07-06
AS	680 DUPONT	P	2001-01-01	2011-07-06
AT	490 ENERGIZER HOLDINGS	P	2001-01-01	2011-07-06
AU	125 ICON PLC	P	2001-01-01	2011-07-06
AV	805 INFORMATICA	P	2001-01-01	2011-07-06
AW	225 INTEL	P	2001-01-01	2011-07-06
AX	915 MEDTRONIC	P	2001-01-01	2011-07-06
AY	490 MOTOROLA SOLUTIONS	P	2001-01-01	2011-07-06
AZ	429 MOTOROLA MOBILITY HLDGS	P	2001-01-01	2011-07-06
BA	765 NEXTERA ENERGY	P	2001-01-01	2011-07-06
BB	925 NORFOLK SOUTHERN	P	2001-01-01	2011-07-06
BC	150 STAPLES	P	2001-01-01	2011-07-06
BD	935 TIME WARNER	P	2001-01-01	2011-07-06
BE	125 US BANCORP	P	2001-01-01	2011-07-06
BF	2727 ATT	P	2001-01-01	2011-07-06
BG	1710 ALLSCRIPTS HEALTHCRE SOLUTIONS	P	2001-01-01	2011-07-06
BH	1195 BMC SOFTWARE	P	2001-01-01	2011-07-06

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)
BI	1770 CAPITAL ONE FINANCIAL	P	2001-01-01	2011-07-06
BJ	1185 COMERIA	P	2001-01-01	2011-07-06
BK	1740 EMC	P	2001-01-01	2011-07-06
BL	1877 EXXON MOBIL	P	2001-01-01	2011-07-06
BM	1160 HALLIBURTON	P	2001-01-01	2011-07-06
BN	1125 HOME DEPOT	P	2001-01-01	2011-07-06
BO	1560 LIMITED	P	2001-01-01	2011-07-06
BP	1965 MICROSOFT	P	2001-01-01	2011-07-06
BQ	1555 MORGAN SSTANLEY	P	2001-01-01	2011-07-06
BR	1135 NORDSTROM	P	2001-01-01	2011-07-06
BS	1320 OCCIDENTAL PETROLEUM	P	2001-01-01	2001-07-06
BT	1555 OMNICOM GROUP	P	2001-01-01	2011-07-06
BU	1410 PHILIP MORRIS INTL	P	2001-01-01	2011-07-06
BV	2810 PUBLIC SERVICE ENTERPRISE	P	2001-01-01	2011-07-06
BW	2505 SCHWAB CHARLES	P	2001-01-01	2011-07-06
BX	2040 TEXTRON	P	2001-01-01	2011-07-06
BY	1335 THERMO FISHER SCIENTIFIC	P	2001-01-01	2011-07-06
BZ	2295 UNILEVER	P	2001-01-01	2011-07-06
CA	1830 VALE SA ADR	P	2001-01-01	2011-07-06
CB	1205 COVIDIEN	P	2001-01-01	2011-07-06
CC	1345 TYCO INTL	P	2001-01-01	2011-07-06
CD	1230 HESS	P	2001-01-01	2011-07-06
CE	1165 HONEYWELL INTL	P	2001-01-01	2011-07-06
CF	1845 HUMAN GENOME SCIENCES	P	2001-01-01	2011-07-06
CG	1045 MCKESSON	P	2001-01-01	2011-07-06
CH	1845 MERCK	P	2001-01-01	2011-07-06
CI	7505 BANK OF AMERICA	P	2001-01-01	2011-07-06
CJ	3970 FORD MOTOR	P	2001-01-01	2011-07-06
CK	5697 GENERAL ELECTRIC	P	2001-01-01	2011-07-06
CL	5055 NEWS CORP	P	2001-01-01	2011-07-06

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)
CM	6645 PFIZER	P	2001-01-01	2011-07-06
CN	4072 WELLS FARGO	P	2001-01-01	2011-07-06
CO	125,000 MARTHAS VINEYARD MA	P	2001-01-01	2011-07-15
CP	75,000 TEXAS ST PUB FIN AUTH	P	2001-01-01	2011-07-15
CQ	100,000 CLARK CNTY NV	P	2001-01-01	2011-07-15
CR	10,000 MINNEAPOLIS, MN HEALTH CARE	P	2001-01-01	2011-07-15
CS	100,000 DALLAS FORT WORTH TX	P	2001-01-01	2011-07-15
CT	60,000 ILLINOIS ST GO	P	2001-01-01	2011-07-15
CU	38,159 BNY MELLON EMERGING MARKETS	P	2001-01-01	2011-03-22
CV	1 MOTOROLA	P	2001-01-01	2001-03-24
CW	1 IBM	P	2001-01-01	2001-03-24
CX	1 ATT	P	2001-01-01	2001-03-24
CY	1 GENERAL ELECTRIC	P	2001-01-01	2001-03-24
CZ	1 EXXON MOBIL	P	2001-01-01	2001-03-24
DA	1 WELLS FARGO	P	2001-01-01	2001-03-24
DB	1 PROCTER GAMBLE	P	2001-01-01	2001-03-24
DC	5,000 RANDOLPH MASS	P	2001-01-01	2011-03-25
DD	5,000 METROPOLITAN TRAN	P	2001-01-01	2011-03-25
DE	5,000 ILLINOIS ST	P	2001-01-01	2011-03-28
DF	5,000 SPRINGFIELD MA WTR SWR	P	2001-01-01	2011-03-30
DG	5,000 WENHAM MASS	P	2001-01-01	2011-03-30
DH	5,000 MINNEAPOLIS MINN	P	2001-01-01	2011-03-30
DI	70,000 MASS ST HEALTH ED	P	2001-01-01	2011-04-07
DJ	5,000 METROPOLITAN TRAN	P	2001-01-01	2011-04-08
DK	40,000 MASS ST	P	2001-01-01	2011-04-11
DL	90,000 SPRINGFIELD MASS	P	2001-01-01	2011-04-18
DM	5,000 MASS ST IND	P	2001-01-01	2011-04-18
DN	100,000 NEW YORK ST DORM	P	2001-01-01	2011-04-25
DO	100,000 MASS ST	P	2001-01-01	2011-04-25
DP	100,000 CLARK CNTY NEV SCH	P	2001-01-01	2011-04-25

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)
DQ	100,000 UNIVERSITY MASS BLDG	P	2001-01-01	2011-04-25
DR	100,000 UNIVERSITY MASS BLDG	P	2001-01-01	2011-04-25
DS	125,000 MASS ST SCH	P	2001-01-01	2011-04-25
DT	100,000 DALLAS FORT WORTH TX	P	2001-01-01	2011-04-25
DU	100,000 MASS ST DEV	P	2001-01-01	2011-04-25
DV	100,000 MASS BAY TRAN	P	2001-01-01	2011-04-25
DW	75,000 MASS ST HEALTH	P	2001-01-01	2011-04-26
DX	50,000 BOSTON MA	P	2001-01-01	2011-04-26
DY	100,000 MASS ST DEV	P	2001-01-01	2011-04-26
DZ	120,000 MARTHAS VINEYARD MA	P	2001-01-01	2011-04-26
EA	85,000 WENHAM MA	P	2001-01-01	2011-04-26
EB	75,000 MASS ST	P	2001-01-01	2011-04-26
EC	50,000 MASS ST PORT	P	2001-01-01	2011-04-26
ED	50,000 NEW YORK ST ENERGY RES	P	2001-01-01	2011-04-26
EE	50,000 GLOUCESTER MA	P	2001-01-01	2011-04-26
EF	75,000 MASS ST HEALTH	P	2001-01-01	2011-04-26
EG	50,000 HENDERSON NEV HEALTH	P	2001-01-01	2001-04-27
EH	50,000 HARRIS CNTY TEX	P	2001-01-01	2011-04-27
EI	35,000 CALIFORNIA ST	P	2001-01-01	2011-04-27
EJ	50,000 MASS ST	P	2001-01-01	2011-04-27
EK	125,000 UNIVERSITY MASS BLG	P	2001-01-01	2011-04-27
EL	75,000 TEXAS ST PUB FIN AUTH	P	2001-01-01	2011-05-02
EM	50,000 CALIFORNIA ST DEPT WATR	P	2001-01-01	2011-05-02
EN	75,000 MASS ST HEALTH	P	2001-01-01	2011-05-02
EO	100,000 LAWRENCE MASS	P	2001-01-01	2011-05-02
EP	25,000 JEFFERSON CNTY ALA LT	P	2001-01-01	2011-05-02
EQ	40,000 SAN ANTONIO TX	P	2001-01-01	2011-05-02
ER	75,000 JEFFERSON CNTY ALA LTD	P	2001-01-01	2011-05-02
ES	60,000 MASS ST WTR	P	2001-01-01	2011-05-02
ET	25,000 MAIN STR NAT GAS	P	2001-01-01	2001-05-03

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)
EU	60,000 ILLINOIS ST	P	2001-01-01	2011-05-03
EV	75,000 HAWAII ST	P	2001-01-01	2011-05-05
EW	60,000 SAN ANTONIO TEX	P	2001-01-01	2011-05-09
EX	75,000 MASS ST WTR	P	2001-01-01	2011-05-09
EY	75,000 MASS ST DEV	P	2001-01-01	2011-05-13
EZ	20,000 GOLDEN ST TOB SEC	P	2001-01-01	2011-05-13
FA	10,000 MINNEAPOLIS MN HEALTH	P	2001-01-01	2011-05-17
FB	5 CITIGROUP	P	2001-01-01	2011-05-20
FC	30,000 MAS ST DEV	P	2001-01-01	2011-05-26
FD	790 CITIGROUP	P	2001-01-01	2011-06-07
FE	429 MOTOROLA MOBILITY HLG	P	2001-01-01	2011-06-08
FF	25,000 FLORIDA HURRICANE CATA	P	2001-01-01	2011-06-13
FG	10,000 MASS ST	P	2001-01-01	2011-06-13
FH	35,000 SOUTHERN CA PUB PWR	P	2001-01-01	2011-06-22
FI	50 HIGHBRIDGE DYNAMIC COMM STRAT FD	P	2001-01-01	2011-07-07
FJ	1,100 CAPITAL ONE FINANCIAL	P	2001-01-01	2011-07-12
FK	640 AMERIPRISE FINANCIAL	P	2001-01-01	2011-07-12
FL	700 NORDSTROM	P	2001-01-01	2011-07-12
FM	476 CUMMINS	P	2001-01-01	2011-07-12
FN	295 PRAXAIR	P	2001-01-01	2011-07-12
FO	310 ENERGIZER	P	2001-01-01	2011-07-12
FP	387 CATERPILLAR	P	2001-01-01	2011-07-12
FQ	420 ALLIANCE DATA SYS	P	2001-01-01	2011-07-12
FR	850 CONOCOPHILLIPS	P	2001-01-01	2011-07-12
FS	550 PEPSICO	P	2001-01-01	2011-07-12
FT	970 MORGAN STANLEY	P	2001-01-01	2011-07-12
FU	470 DANAHAR	P	2001-01-01	2011-07-12
FV	1,070 PHILIP MORRIS INTL	P	2001-01-01	2011-07-12
FW	1,125 HOME DEPOT	P	2001-01-01	2011-07-12
FX	4,680 PFIZER	P	2001-01-01	2011-07-12

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)
FY	1,190 LIMITED BRANDS	P	2001-01-01	2011-07-12
FZ	495 CVS CAREMARK	P	2001-01-01	2011-07-12
GA	550 TERADATA	P	2001-01-01	2011-07-12
GB	580 TIME WARNER	P	2001-01-01	2011-07-12
GC	260 AUTOLIV	P	2001-01-01	2011-07-12
GD	930 HESS	P	2001-01-01	2011-07-12
GE	420 DUPONT	P	2001-01-01	2011-07-12
GF	730 COMERICA	P	2001-01-01	2011-07-12
GG	823 OCCIDENTAL PETROLEUM	P	2001-01-01	2011-07-12
GH	570 NORFOLK SOUTHERN	P	2001-01-01	2011-07-12
GI	1,140 VALE	P	2001-01-01	2011-07-12
GJ	300 ANADARKO PETROLEUM	P	2001-01-01	2011-07-12
GK	3,530 GENERAL ELECTRIC	P	2001-01-01	2011-07-12
GL	1,500 JP MORGAN CHASE	P	2001-01-01	2011-07-12
GM	507 APACHE	P	2001-01-01	2011-07-12
GN	2,460 FORD MOTOR	P	2001-01-01	2011-07-12
GO	490 MOTOROLA SOLUTIONS	P	2001-01-01	2011-07-12
GP	780 EMC	P	2001-01-01	2011-07-12
GQ	1,700 ATT	P	2001-01-01	2011-07-12
GR	915 MEDTRONIC	P	2001-01-01	2011-07-12
GS	1,320 EXXON MOBIL	P	2001-01-01	2011-07-12
GT	830 THERMO FISHER SCIENTIFIC	P	2001-01-01	2011-07-12
GU	2,530 WELLS FARGO	P	2001-01-01	2011-07-12
GV	1,550 SCHWAB CHARLES	P	2001-01-01	2011-07-12
GW	570 CARNIVAL	P	2001-01-01	2011-07-12
GX	520 CHUBB	P	2001-01-01	2011-07-12
GY	4,660 BANK OF AMERICA	P	2001-01-01	2011-07-12
GZ	520 CIGNA	P	2001-01-01	2011-07-12
HA	750 COVIDIEN	P	2001-01-01	2011-07-12
HB	640 MCKESSON	P	2001-01-01	2011-07-12

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)
HC	1,060 ALLSCRIPTS HEALTHCARE SOLUTIONS	P	2001-01-01	2011-07-12
HD	740 BMC SOFTWARE	P	2001-01-01	2011-07-12
HE	124 GOOGLE	P	2001-01-01	2011-07-12
HF	720 HALLIBURTON	P	2001-01-01	2011-07-12
HG	1,150 HUMAN GENOME SCIENCES	P	2001-01-01	2011-07-12
HH	2,320 ORACLE	P	2001-01-01	2011-07-12
HI	860 AMERICAN EXPRESS	P	2001-01-01	2011-07-12
HJ	3,130 NEWS CORP	P	2001-01-01	2011-07-12
HK	500 INFORMATICA	P	2001-01-01	2011-07-12
HL	1,150 MERCK	P	2001-01-01	2011-07-12
HM	325 APPLE	P	2001-01-01	2011-07-12
HN	150 NEXTERA ENERGY	P	2001-01-01	2011-07-12
HO	970 OMNICOM GROUP	P	2001-01-01	2011-07-12
HP	1,270 TEXTRON	P	2001-01-01	2011-07-12
HQ	720 HONEYWELL INTL	P	2001-01-01	2011-07-12
HR	600 PROCTER GAMBLE	P	2001-01-01	2011-07-12
HS	442 IBM	P	2001-01-01	2011-07-12
HT	2,810 PUBLIC SVC ENTERPRISE	P	2001-01-01	2011-07-12
HU	830 TYCO INTL	P	2001-01-01	2011-07-12
HV	1,030 QUALCOMM	P	2001-01-01	2011-07-12
HW	1,150 UNILEVER	P	2001-01-01	2011-07-12
HX	1,965 MICROSOFT	P	2001-01-01	2011-07-12
HY	220 HUMAN GENOME SCIENCES	P	2001-01-01	2011-07-25
HZ	162 HUMAN GENOME SCIENCES	P	2001-01-01	2011-07-26
IA	62,059 BNY MELLON INTER	P	2001-01-01	2011-07-27
IB	9 HUMAN GENOME SCIENCES	P	2001-01-01	2011-07-27
IC	83 HUMAN GENOME SCIENCES	P	2001-01-01	2011-07-27
ID	221 HUMAN GENOME SCIENCES	P	2001-01-01	2011-07-27
IE	50 GENZYME	P	2001-01-01	2011-02-22
IF	100,000 UNIV MASS BLG AUTH 5	P	2001-01-01	2011-05-02

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)
A	1,368		2,110	-742
B	147		146	1
C	3,227		3,933	-706
D	1,533		1,456	77
E	113,470		104,114	9,356
F	113,344		105,335	8,009
G	110,210		103,303	6,907
H	142,507		131,368	11,139
I	135,971		129,047	6,924
J	116,390		105,604	10,786
K	106,300		103,203	3,097
L	109,530		103,092	6,438
M	53,250		55,524	-2,274
N	50,191		50,063	128
O	25,000		25,011	-11
P	21		24	-3
Q	93,007		86,164	6,843
R	56,330		52,087	4,243
S	58,899		52,839	6,060
T	81,562		82,211	-649
U	96,862		89,092	7,770
V	31,676		38,202	-6,526
W	54,140		65,328	-11,188
X	67,074		61,914	5,160
Y	87,085		80,116	6,969
Z	58,860		52,463	6,397
AA	40,492		36,395	4,097
AB	61,560		50,536	11,024
AC	69,425		64,242	5,183
AD	50,000		51,681	-1,681

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)
AE	2,233		2,968	-735
AF	4,062		2,827	1,235
AG	2,737		3,597	-860
AH	11,283		7,718	3,565
AI	63,655		28,339	35,316
AJ	37,066		20,630	16,436
AK	33,227		12,240	20,987
AL	2,838		2,330	508
AM	42,893		20,818	22,075
AN	34,088		28,419	5,669
AO	52,228		42,563	9,665
AP	2,673		4,197	-1,524
AQ	3,119		2,535	584
AR	78,981		26,326	52,655
AS	36,656		33,472	3,184
AT	35,435		34,562	873
AU	2,887		3,060	-173
AV	47,136		24,507	22,629
AW	4,945		4,466	479
AX	35,218		31,165	4,053
AY	22,509		15,836	6,673
AZ	9,486		11,620	-2,134
BA	43,791		41,800	1,991
BB	69,225		45,962	23,263
BC	2,317		3,530	-1,213
BD	33,734		21,882	11,852
BE	3,137		2,808	329
BF	85,300		88,082	-2,782
BG	33,139		29,230	3,909
BH	65,169		59,705	5,464

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)
BI	91,210		72,906	18,304
BJ	40,929		43,506	-2,577
BK	47,745		24,500	23,245
BL	151,879		139,600	12,279
BM	58,869		24,488	34,381
BN	40,522		27,062	13,460
BO	59,887		27,880	32,007
BP	50,796		54,557	-3,761
BQ	35,267		43,697	-8,430
BR	53,015		38,474	14,541
BS	136,816		97,707	39,109
BT	74,685		65,867	8,818
BU	93,679		62,373	31,306
BV	91,267		90,894	373
BW	40,856		44,467	-3,611
BX	47,939		28,059	19,880
BY	85,892		57,744	28,148
BZ	74,081		66,810	7,271
CA	58,284		33,203	25,081
CB	63,828		57,008	6,820
CC	66,166		35,516	30,650
CD	91,617		66,883	24,734
CE	69,192		60,220	8,972
CF	45,388		52,747	-7,359
CG	87,110		58,566	28,544
CH	64,862		46,121	18,741
CI	81,358		98,934	-17,576
CJ	54,550		67,719	-13,169
CK	106,760		149,950	-43,190
CL	90,895		53,521	37,374

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)
CM	136,425		137,422	-997
CN	114,139		91,061	23,078
CO	141,437		131,690	9,747
CP	83,175		81,601	1,574
CQ	110,110		106,916	3,194
CR	10,993		9,704	1,289
CS	103,276		104,090	-814
CT	62,767		64,298	-1,531
CU	435,776		805,925	-370,149
CV	42		33	9
CW	159		130	29
CX	28		33	-5
CY	20		38	-18
CZ	83		75	8
DA	32		37	-5
DB	61		63	-2
DC	4,943		5,007	-64
DD	5,078		5,042	36
DE	4,967		5,378	-411
DF	5,108		5,072	36
DG	5,282		5,083	199
DH	5,322		4,848	474
DI	76,914		71,196	5,718
DJ	5,166		5,064	102
DK	38,850		40,249	-1,399
DL	99,315		94,520	4,795
DM	4,852		5,007	-155
DN	106,890		110,789	-3,899
DO	116,821		105,982	10,839
DP	106,646		107,133	-487

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)
DQ	110,793		103,817	6,976
DR	110,614		102,728	7,886
DS	136,305		129,379	6,926
DT	101,240		104,509	-3,269
DU	113,978		122,212	-8,234
DV	113,731		122,699	-8,968
DW	83,132		77,165	5,967
DX	57,790		53,098	4,692
DY	107,227		103,777	3,450
DZ	133,025		127,152	5,873
EA	92,671		86,390	6,281
EB	78,720		76,222	2,498
EC	50,440		50,173	267
ED	50,425		50,184	241
EE	55,717		52,417	3,300
EF	77,149		78,149	-1,000
EG	51,900		50,918	982
EH	60,167		50,543	9,624
EI	38,811		36,568	2,243
EJ	57,707		52,800	4,907
EK	142,950		132,064	10,886
EL	82,430		82,338	92
EM	53,847		55,802	-1,955
EN	86,454		80,041	6,413
EO	110,968		103,457	7,511
EP	23,000		24,875	-1,875
EQ	43,444		43,259	185
ER	66,656		76,607	-9,951
ES	66,665		62,350	4,315
ET	26,180		26,097	83

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)
EU	60,420		64,492	-4,072
EV	78,992		79,778	-786
EW	68,519		64,870	3,649
EX	81,000		82,627	-1,627
EY	79,386		86,125	-6,739
EZ	14,679		19,532	-4,853
FA	10,950		9,695	1,255
FB	21		25	-4
FC	31,200		30,722	478
FD	31,773		38,202	-6,429
FE	10,399		11,619	-1,220
FF	27,635		26,308	1,327
FG	9,903		9,977	-74
FH	33,244		35,000	-1,756
FI	992		1,114	-122
FJ	59,643		46,380	13,263
FK	37,831		24,764	13,067
FL	34,504		24,044	10,460
FM	51,908		16,381	35,527
FN	32,444		21,374	11,070
FO	23,545		21,967	1,578
FP	43,143		24,903	18,240
FQ	40,719		18,010	22,709
FR	65,348		54,377	10,971
FS	38,830		30,111	8,719
FT	22,302		27,289	-4,987
FU	26,010		14,557	11,453
FV	73,724		49,379	24,345
FW	41,525		27,062	14,463
FX	96,322		108,609	-12,287

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)
FY	48,732		21,489	27,243
FZ	18,821		15,470	3,351
GA	34,232		27,473	6,759
GB	21,397		13,574	7,823
GC	20,597		7,488	13,109
GD	70,606		50,723	19,883
GE	23,445		21,978	1,467
GF	25,025		26,949	-1,924
GG	88,316		69,310	19,006
GH	43,924		28,413	15,511
GI	37,998		20,823	17,175
GJ	23,943		12,761	11,182
GK	67,852		118,306	-50,454
GL	61,757		77,852	-16,095
GM	63,557		37,651	25,906
GN	34,690		42,894	-8,204
GO	22,325		15,836	6,489
GP	21,826		11,331	10,495
GQ	53,127		56,941	-3,814
GR	34,982		31,165	3,817
GS	108,557		98,829	9,728
GT	54,349		36,929	17,420
GU	72,640		83,334	-10,694
GV	24,694		27,676	-2,982
GW	21,638		17,801	3,837
GX	32,506		27,277	5,229
GY	50,756		63,817	-13,061
GZ	27,243		12,990	14,253
HA	40,733		35,530	5,203
HB	54,272		39,623	14,649

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)
HC	21,382		18,248	3,134
HD	41,237		37,149	4,088
HE	67,044		54,510	12,534
HF	38,233		15,342	22,891
HG	28,464		33,279	-4,815
HH	77,491		55,352	22,139
HI	45,349		36,535	8,814
HJ	56,251		33,484	22,767
HK	30,646		15,509	15,137
HL	41,103		29,188	11,915
HM	115,287		54,461	60,826
HN	8,703		8,207	496
HO	47,463		46,942	521
HP	29,110		20,697	8,413
HQ	43,424		41,746	1,678
HR	38,982		37,944	1,038
HS	78,136		48,189	29,947
HT	92,003		90,894	1,109
HU	41,426		21,917	19,509
HV	60,647		46,251	14,396
HW	37,929		35,464	2,465
HX	52,016		54,556	-2,540
HY	5,104		6,236	-1,132
HZ	3,764		4,592	-828
IA	809,872		805,440	4,432
IB	208		256	-48
IC	1,826		2,353	-527
ID	4,856		6,032	-1,176
IE	3,763		2,886	877
IF	109,709		102,466	7,243

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

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			-742
B			1
C			-706
D			77
E			9,356
F			8,009
G			6,907
H			11,139
I			6,924
J			10,786
K			3,097
L			6,438
M			-2,274
N			128
O			-11
P			-3
Q			6,843
R			4,243
S			6,060
T			-649
U			7,770
V			-6,526
W			-11,188
X			5,160
Y			6,969
Z			6,397
AA			4,097
AB			11,024
AC			5,183
AD			-1,681

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

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
AE			-735
AF			1,235
AG			-860
AH			3,565
AI			35,316
AJ			16,436
AK			20,987
AL			508
AM			22,075
AN			5,669
AO			9,665
AP			-1,524
AQ			584
AR			52,655
AS			3,184
AT			873
AU			-173
AV			22,629
AW			479
AX			4,053
AY			6,673
AZ			-2,134
BA			1,991
BB			23,263
BC			-1,213
BD			11,852
BE			329
BF			-2,782
BG			3,909
BH			5,464

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

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	
BI			18,304
BJ			-2,577
BK			23,245
BL			12,279
BM			34,381
BN			13,460
BO			32,007
BP			-3,761
BQ			-8,430
BR			14,541
BS			39,109
BT			8,818
BU			31,306
BV			373
BW			-3,611
BX			19,880
BY			28,148
BZ			7,271
CA			25,081
CB			6,820
CC			30,650
CD			24,734
CE			8,972
CF			-7,359
CG			28,544
CH			18,741
CI			-17,576
CJ			-13,169
CK			-43,190
CL			37,374

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

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) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
CM			-997
CN			23,078
CO			9,747
CP			1,574
CQ			3,194
CR			1,289
CS			-814
CT			-1,531
CU			-370,149
CV			9
CW			29
CX			-5
CY			-18
CZ			8
DA			-5
DB			-2
DC			-64
DD			36
DE			-411
DF			36
DG			199
DH			474
DI			5,718
DJ			102
DK			-1,399
DL			4,795
DM			-155
DN			-3,899
DO			10,839
DP			-487

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

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	
DQ			6,976
DR			7,886
DS			6,926
DT			-3,269
DU			-8,234
DV			-8,968
DW			5,967
DX			4,692
DY			3,450
DZ			5,873
EA			6,281
EB			2,498
EC			267
ED			241
EE			3,300
EF			-1,000
EG			982
EH			9,624
EI			2,243
EJ			4,907
EK			10,886
EL			92
EM			-1,955
EN			6,413
EO			7,511
EP			-1,875
EQ			185
ER			-9,951
ES			4,315
ET			83

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	
EU			-4,072
EV			-786
EW			3,649
EX			-1,627
EY			-6,739
EZ			-4,853
FA			1,255
FB			-4
FC			478
FD			-6,429
FE			-1,220
FF			1,327
FG			-74
FH			-1,756
FI			-122
FJ			13,263
FK			13,067
FL			10,460
FM			35,527
FN			11,070
FO			1,578
FP			18,240
FQ			22,709
FR			10,971
FS			8,719
FT			-4,987
FU			11,453
FV			24,345
FW			14,463
FX			-12,287

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

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
FY			27,243
FZ			3,351
GA			6,759
GB			7,823
GC			13,109
GD			19,883
GE			1,467
GF			-1,924
GG			19,006
GH			15,511
GI			17,175
GJ			11,182
GK			-50,454
GL			-16,095
GM			25,906
GN			-8,204
GO			6,489
GP			10,495
GQ			-3,814
GR			3,817
GS			9,728
GT			17,420
GU			-10,694
GV			-2,982
GW			3,837
GX			5,229
GY			-13,061
GZ			14,253
HA			5,203
HB			14,649

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

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
HC			3,134
HD			4,088
HE			12,534
HF			22,891
HG			-4,815
HH			22,139
HI			8,814
HJ			22,767
HK			15,137
HL			11,915
HM			60,826
HN			496
HO			521
HP			8,413
HQ			1,678
HR			1,038
HS			29,947
HT			1,109
HU			19,509
HV			14,396
HW			2,465
HX			-2,540
HY			-1,132
HZ			-828
IA			4,432
IB			-48
IC			-527
ID			-1,176
IE			877
IF			7,243

TY 2010 Accounting Fees Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCCABE TAX CONSULTING	1,000			1,000
WELCH FORBES	400			400

TY 2010 General Explanation Attachment

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

Identifier	Return Reference	Explanation
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**TY 2010 Investments Corporate
Bonds Schedule**

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ATT 05/15/2016	251,388	258,600
AMGEN 06/30/2011	249,288	253,600
BANK OF AMERICA SR UNSECURED 07/07/2011	250,000	245,000
BANK OF AMERICA UNSUBORDINATED 03/15/2017	261,258	255,025
CINTAS 06/01/2016	250,435	256,255
GENERAL ELECTRIC CAPITAL 01/07/2011	253,032	257,155
HSBC BK 08/24/2020	252,193	251,668
JPMORGAN CHASE 06/24/2010	257,003	259,722
KELLOGG 05/19/2011	250,170	258,435
MAIN ST MAT GAS 01/09/2007	26,117	26,828
MORGAN STANLEY 05/31/2017	250,000	249,268

**TY 2010 Investments Corporate
Stock Schedule**

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3060 shares of CARMAX	102,662	97,828
1250 shares of JOHNSON JOHNSON	80,092	80,987
1550 shares of OREILLY AUTOMOTIVE	101,407	92,225
1600 shares of LANCASSTER COLONY	97,758	96,208
1350 shares of UNITED TECHNOLOGIES	107,357	111,834
813 shares of IBM	77,928	147,844
1975 shares of AFLAC	91,049	90,968
1900 shares of NOBLE CORP	74,783	70,053
1950 shares of METLIFE	85,488	80,359
620 shares of CATERPILLAR	39,896	61,250
1375 shares of AMERICAN EXPRESS	57,991	68,805
1450 shares of NOVARTIS	88,551	88,740
1370 shares of PEPSICO	76,560	87,735
524 shares of APPLE	82,683	204,612
175 shares of GOOGLE	75,855	105,646
3850 shares of JOHNSON CONTROLS	157,630	142,258
1250 shares of MCDONALDS	104,098	108,100
150 shares of STAPLES		
2895 shares of CVS CAREMARK	105,398	105,233
1950 shares of COCA COLA	130,378	132,620
50 shares of COSTCO WHOLESALE		
1212 shares of PROCTER GAMBLE	75,383	74,526
890 shares of APACHE	68,566	110,111
2800 shares of CENOVUS ENERGY	104,516	107,380
1400 shares of CONOCOPHILLIPS	87,989	100,786
50 shares of ENCANA		
75 shares of PETROLEO BRASILIRO		
1300 shares of SCHLUMBERGER	110,610	117,481
2125 shares of SUNCOR ENERGY	82,626	81,218
25 shares of TRANSOCEAN		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1935 shares of AMERIPRISE FINANCIAL	83,819	104,683
2635 shares of JPMORGAN CHASE	129,850	106,586
2400 shares of STATE STREET	107,824	99,528
1875 shares of TORONTO DOMINION BANK ONTARIO	157,033	149,756
125 shares of US BANCORP		
100 shares of BRISTOL-MYERS SQUIBB		
50 shares of GENZYME		
1550 shares of GILEAD SCIENCES	64,468	65,658
125 shares of ICON PLC		
2600 shares of RESMED	79,211	78,754
1675 shares of STRYKER	97,421	91,019
1575 shares of TEVA PHARMACEUTICAL INDUSTRIES	76,104	73,458
2220 shares of DANAHER	98,769	109,024
2075 shares of EMERSON ELECTRIC	115,241	101,862
1350 shares of EXPEDITORS INTL WASHINGTON	67,552	64,422
2600 shares of IRON MOUNTAIN	87,974	82,238
850 shares of STERICYCLE	73,701	69,802
2525 shares of ANSYS	136,996	127,765
175 shares of CISCO		
125 shares of CONSTANT CONTACT		
75 shares of HEWLETT PACKARD		
225 shares of INTEL		
2100 shares of QUALCOMM	94,944	115,038
2225 shares of ECOLAB	124,347	111,250
1175 shares of PRAXAIR	108,358	121,777
18 shares of FRONTIER COMMUNICATIONS		
2275 shares of VERIZON COMMUNICATIONS	83,979	80,285
1950 shares of EXELON	83,904	85,936
3400 shares of ORACLE	77,891	103,972
1675 shares of TERADATA	91,216	92,058

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1300 shares of TRIMBLE NAVIGATION	51,589	46,254
185 shares of ANADARKO PETROLEUM	7,869	15,274
308 shares of APACHE	22,436	38,106
460 shares of CONOCOPHILLIPS	25,987	33,115
557 shares of EXXON MOBIL	40,771	44,443
440 shares of HALLIBURTON	9,146	24,081
300 shares of HESS	16,160	20,568
497 shares of OCCIDENTAL PETROLEUM	28,397	48,795
260 shares of DUPONT	11,494	13,369
180 shares of PRAXAIR	12,843	18,655
515 shares of TYCO INTL	13,599	22,809
233 shares of CATERPOLLAR	14,993	23,018
289 shares of CUMMINS	9,945	30,310
300 shares of DANAHER	9,268	14,733
2167 shares of GENERAL ELECTRIC	31,644	38,811
445 shares of HONEYWELL INTL	18,474	23,630
355 shares of NORFOLK SOUTHERN	17,550	26,874
770 shares of TEXTRON	7,361	17,810
102 shares of AMAZON.COM	21,973	22,697
165 shares of AUTOLIV	4,752	10,916
590 shares of CBS CL B	16,985	16,148
340 shares of CARNIVAL	10,618	11,322
1510 shares of FORD MOTOR	24,825	18,437
370 shares of LIMITED BRANDS	6,391	14,008
3595 shares of NEWELL RUBBERMAID	65,329	55,794
1925 shares of NEWS CORP	20,037	31,763
435 shares of NORDSTROM	14,430	21,820
585 shares of OMNICOM	18,924	27,448
355 shares of TIME WARNER	8,308	12,482
180 shares of ENERGIZER HLDGS	12,595	14,515

Name of Stock	End of Year Book Value	End of Year Fair Market Value
645 shares of PEPSICO	34,781	41,306
340 shares of PHILIP MORRIS INTL	14,351	24,198
362 shares of PROCTER GAMBLE	21,790	22,259
1145 shares of UNILEVER	31,346	36,709
455 shares of COVIDIEN	21,479	23,109
650 shares of ALLSCRIPTS HEALTHCARE SOLUTIONS	10,981	11,798
315 shares of CIGNA	7,828	15,678
405 shares of MCKESSON	18,944	32,854
695 shares of MERCK	16,930	23,720
1965 shares of PFIZER	28,813	37,824
510 shares of ST JUDE MEDICAL	24,679	23,715
505 shares of THERMO FISHER SCIENTIFIC	20,815	30,345
270 shares of ZIMMER HOLDINGS	17,585	16,205
515 shares of AMERICAN EXPRESS	21,456	25,771
395 shares of AMERIPRISE FINANCIAL	9,429	21,370
2845 shares of BANK OF AMERICA	35,118	27,625
670 shares of CAPITAL ONE FINANCIAL	26,525	32,026
315 shares of CHUBB	15,286	19,681
455 shares of COMERICA	16,557	14,574
910 shares of JPMORGAN CHASE	42,500	36,810
585 shares of MORGAN STANLEY	16,408	13,016
955 shares of SCHWAB CHARLES	16,790	14,258
1542 shares of WELLS FARGO	39,138	43,083
255 shares of ALLIANCE DATA SYS	10,329	25,077
199 shares of APPLE	28,221	77,706
440 shares of AUTODESK	15,878	15,136
455 shares of BMC SOFTWARE	22,557	19,665
960 shares of EMC	13,170	25,037
51 shares of GOOGLE	21,345	30,788
305 shares of INFORMATICA	8,998	15,595

Name of Stock	End of Year Book Value	End of Year Fair Market Value
271 shares of IBM	22,574	49,281
1425 shares of ORACLE	30,257	43,577
635 shares of QUALCOMM	24,767	34,785
325 shares of TERADATA	15,514	17,862
1027 shares of ATT	31,141	30,050
615 shares of NEXTERA ENERGY	33,592	33,979
580 shares of PPL CORP	16,332	16,182
470 shares of ENSCO	25,243	25,028
690 shares of VALE	12,380	22,384

**TY 2010 Investments Government
Obligations Schedule**

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

914,995

**State & Local Government
Securities - End of Year Fair
Market Value:**

938,862

TY 2010 Investments - Other Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PENN VIRGINIA RESOURCES	FMV	5,224	5,544
VANGUARD FIXED INCOME SECURITIES	FMV	270,000	272,816
BNY MELLON SHORT-TERM US GOVT	FMV	147,240	147,360
BNY MELLON BOND FUND	FMV	2,577,000	2,606,572
DREYFUS SELECT MANAGERS SM CAP	FMV	146,000	141,261
BNY MELLON INTL FUND	FMV	275,000	267,949
DREUFUS/NEWTON INTL EQUITY	FMV	275,000	269,680
STRATEGIC INTL STOCK FUND	FMV	275,000	268,993
BNY MELLON EMERGING MARKETS FD	FMV	763,692	905,577
BNY MELLON SMALL/MID CAP FUND	FMV	192,000	185,358
BNY MELLON FOCUSED EQUITY OPPOR FD	FMV	400,000	385,481
DREYFUS US EQUITY FUND	FMV	400,000	387,345
BNY MELLON MID CAP STOCK FUND	FMV	450,000	433,953
DREYFUS OPPORTUNISTIC SM CAP FD	FMV	73,000	70,525
DREYFUS SELECT MANAGERS SM CAP	FMV	146,000	140,506

TY 2010 Other Decreases Schedule**Name:** THE WINDOVER FOUNDATION**EIN:** 04-6897800**Software ID:** 10000149**Software Version:** 2010.2.15

Description	Amount
FISCAL 7/31/10 FEDERAL TAX DUE	197
AMORTIZATION OF TAX EXEMPT BONDS	241,403

TY 2010 Other Expenses Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INVESTMENT FEE	27	27		

TY 2010 Other Increases Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

Description	Amount
TAX EXEMPT INTEREST	90,643

TY 2010 Other Professional Fees Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELCH FORBES	24,978	24,978		
BNY MELLON	21,510	21,510		

TY 2010 Taxes Schedule

Name: THE WINDOVER FOUNDATION

EIN: 04-6897800

Software ID: 10000149

Software Version: 2010.2.15

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WH	105	105	0	0
MASS EXCISE TAX	35	0	0	35