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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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 NOV 1, 2010, and ending OCT 31, 2011

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 THE WINDHAM FOUNDATION, INC.		A Employer identification number 13-6142024
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 70	Room/suite	B Telephone number 802-843-2211
City or town, state, and ZIP code GRAFTON, VT 05146		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 51,729,774.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	68,714.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	763,055.	763,055.	763,055.	STATEMENT 1
4 Dividends and interest from securities	302,150.	302,150.	302,150.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	244,683.			
b Gross sales price for all assets on line 6a	7,637,909.			
7 Capital gain net income (from Part IV, line 2)		244,683.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Less: Cost of goods sold				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	11,821.	0.	11,821.	STATEMENT 3
12 Total. Add lines 1 through 11	1,390,423.	1,309,888.	1,077,026.	
13 Compensation of officers, directors, trustees, etc	856,826.	0.	0.	856,825.
14 Other employee salaries and wages	577,826.	0.	0.	577,826.
15 Pension plans, employee benefits	1,164,777.	0.	0.	1,570,674.
16a Legal fees STMT 4	48,882.	0.	48,882.	48,882.
b Accounting fees STMT 5	23,293.	0.	23,293.	23,293.
c Other professional fees STMT 6	214,757.	166,890.	47,867.	47,867.
17 Interest	119,945.	0.	119,945.	119,945.
18 Taxes STMT 7	401,970.	0.	401,970.	401,970.
19 Depreciation and depletion	416,021.	0.	416,021.	
20 Occupancy	331,059.	0.	331,059.	331,059.
21 Travel, conferences, and meetings	44,620.	0.	44,620.	44,620.
22 Printing and publications				
23 Other expenses STMT 8	2,640,787.	0.	2,640,786.	2,640,786.
24 Total operating and administrative expenses. Add lines 13 through 23	6,840,763.	166,890.	4,074,443.	6,663,747.
25 Contributions, gifts, grants paid	181,420.			181,420.
26 Total expenses and disbursements. Add lines 24 and 25	7,022,183.	166,890.	4,074,443.	6,845,167.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-5,631,760.			
b Net investment income (if negative, enter -0-)		1,142,998.		
c Adjusted net income (if negative enter -0-)			0.	

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LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		176,780.	178,731.	178,731.
	2	Savings and temporary cash investments		80,636.		
	3	Accounts receivable ▶ 184,193.			184,193.	184,193.
		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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use			17,730.	17,730.
	9	Prepaid expenses and deferred charges		36,443.	15,481.	15,481.
	10a	Investments - U.S. and state government obligations		7,950,039.		
	b	Investments - corporate stock STMT 9		17,608,932.	29,339,355.	29,339,355.
	c	Investments - corporate bonds		4,912,484.		
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 10		15,241,359.	13,322,494.	13,322,494.
	14	Land, buildings, and equipment: basis ▶ 17,748,013.				
		Less: accumulated depreciation ▶ 9,196,246.		8,976,309.	8,551,767.	8,551,767.
	15	Other assets (describe ▶ STATEMENT 11)		551,074.	120,023.	120,023.
	16	Total assets (to be completed by all filers)		55,534,056.	51,729,774.	51,729,774.
	17	Accounts payable and accrued expenses		310,542.	50,214.	
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable STMT 12		8,141,282.	10,386,486.	STATEMENT 13
	22	Other liabilities (describe ▶ STATEMENT 14)		0.	-145,469.	
	23	Total liabilities (add lines 17 through 22)		8,451,824.	10,291,231.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		47,008,295.	41,364,606.	
	25	Temporarily restricted		73,937.	73,937.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input 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				
30	Total net assets or fund balances		47,082,232.	41,438,543.		
31	Total liabilities and net assets/fund balances		55,534,056.	51,729,774.		

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	47,082,232.
2	Enter amount from Part I, line 27a	2	-5,631,760.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	41,450,472.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES ON INVESTMENTS	5	11,929.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,438,543.

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 MERRILL LYNCH #5AV-02658 (SEE ATTACHED				
b DETAIL)		P	VARIOUS	10/31/11
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				
b 7,637,909.		7,393,226.	244,683.	
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			244,683.	
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		244,683.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		0.

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.)

N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: <u>08/18/86</u> (attach copy of letter if necessary-see instructions)		1	N/A
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	0.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
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		0.
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		0.
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NONE		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	SEE STATEMENT 15	11	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
Website address ► WWW.WINDHAM-FOUNDATION.ORG					
14	The books are in care of ► ROBERT DONALD	Telephone no. ► 802-843-2211			
Located at ► P.O. BOX 70, GRAFTON, VT		ZIP+4 ► 05146			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A		
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	Yes	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 ►					X

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 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 ►				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)		3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		856,826.	57,038.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MELISSA GULLOTTI	COMM. DIR			
P.O. BOX 70, GRAFTON, VT 05146	40.00	93,697.	20,230.	0.
PAULA JOHNSON	PAYROLL MGR			
P.O. BOX 70, GRAFTON, VT 05146	40.00	56,322.	18,192.	0.

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
SEE STATEMENT 17	2,485,714.
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	29,905,405.
b	Average of monthly cash balances	1b	218,075.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	30,123,480.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	30,123,480.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	451,852.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,671,628.
6	Minimum investment return. Enter 5% of line 5	6	1,483,581.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,845,167.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	27,575.
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	6,872,742.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,872,742.

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.

Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years:				
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: ► \$				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus				
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				
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 instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7				
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 instructions and Part VII-A, question 9)

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

01/24/72

- b Check box to indicate whether the foundation is a private operating foundation described in section

☒ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	

0.	2,246,208.	2,014,996.	1,430,961.	5,692,165.
----	------------	------------	------------	------------

- b 85% of line 2a

0.	1,909,277.	1,712,747.	1,216,317.	4,838,340.
----	------------	------------	------------	------------

- c Qualifying distributions from Part XII, line 4 for each year listed

6,872,742.	3,432,349.	3,287,888.	3,740,036.	17,333,015.
------------	------------	------------	------------	-------------

- d Amounts included in line 2c not used directly for active conduct of exempt activities

0.	276,519.	271,111.	244,987.	792,617.
----	----------	----------	----------	----------

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

6,872,742.	3,155,830.	3,016,777.	3,495,049.	16,540,398.
------------	------------	------------	------------	-------------

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:

- (1) Value of all assets

0.

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

0.

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

989,054.	1,497,472.	1,343,331.	953,974.	4,783,831.
----------	------------	------------	----------	------------

- 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)

0.

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

0.

- (3) Largest amount of support from an exempt organization

0.

- (4) Gross investment income

0.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

SEE STATEMENT 18

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

- Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:

THE WINDHAM FOUNDATION, INC. - ATTN: MR. DANIEL NORMANDEAU, 802-843-2211
P.O. BOX 70, GRAFTON, VT 05146

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

SEE ATTACHED INSTRUCTIONS

- c Any submission deadlines:

SEE ATTACHED INSTRUCTIONS

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

SCHOLARSHIPS ARE LIMITED TO WINDHAM COUNTY, VERMONT RESIDENTS.

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> CONTRIBUTIONS AND SCHOLARSHIPS - SEE ATTACHED STATEMENT	NONE	PUBLIC	CHARITABLE/EDUCATIONAL	181,420.
Total			▶ 3a	181,420.
b <i>Approved for future payment</i>	NONE			
Total			▶ 3b	0.

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

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

[illegible]

- 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
N/A		

**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.

Signature of officer or trustee

Date _____

CHIEF FINANCIAL OFFICER

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date

Check ☐
self-employed

PTIN

Firm's name ► GALLAGHER, FLYNN & COMPANY, LLP

Firm's EIN ▶

Firm's address ► 55 COMMUNITY DRIVE, SUITE 401
SOUTH BURLINGTON, VT 05403

Phone no. (802)-863-1331

Form **990-PF** (2010)

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 the organization

Employer identification number

THE WINDHAM FOUNDATION, INC.

13-6142024

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 line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE WINDHAM FOUNDATION, INC.

13-6142024

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MR. & MRS. BOB ALLEN PO BOX 70 GRAFTON, VT 05146	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MR. & MRS. WILLIAM A. GILBERT 1400 SPEAR STREET SOUTH BURLINGTON, VT 05403	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	MR. & MRS. WILLIAM H. BRUETT 110 MOSLE ROAD FAR HILLS, NH 07931	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	THE BUNBURY COMPANY 2 RAILROAD PLACE HOPEWELL, NJ 08525	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	MR. & MRS. ROBERT M. OLMSTED 610 FIFTH AVENUE NEW YORK, NY 10020	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE WINDHAM FOUNDATION, INC.

13-6142024

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE WINDHAM FOUNDATION, INC.**13-6142024**

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	763,055.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	763,055.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	302,150.	0.	302,150.
TOTAL TO FM 990-PF, PART I, LN 4	302,150.	0.	302,150.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FUEL SALES	4,925.	0.	4,925.
MISCELLANEOUS INCOME	6,896.	0.	6,896.
TOTAL TO FORM 990-PF, PART I, LINE 11	11,821.	0.	11,821.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	48,882.	0.	48,882.	48,882.
TO FM 990-PF, PG 1, LN 16A	48,882.	0.	48,882.	48,882.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	23,293.	0.	23,293.	23,293.	
TO FORM 990-PF, PG 1, LN 16B	23,293.	0.	23,293.	23,293.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING & INVESTMENT MANAGEMENT FEES	214,757.	166,890.	47,867.	47,867.	
TO FORM 990-PF, PG 1, LN 16C	214,757.	166,890.	47,867.	47,867.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	82,182.	0.	82,182.	82,182.	
REAL ESTATE TAXES	319,788.	0.	319,788.	319,788.	
TO FORM 990-PF, PG 1, LN 18	401,970.	0.	401,970.	401,970.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SHEEP PROGRAM EXPENSE	9,508.	0.	9,508.	9,508.	
BLACKSMITH PROJECT	23,578.	0.	23,578.	23,578.	
NURSERY EXPENSES	37,727.	0.	37,727.	37,727.	
RETREAT TRAILS	2,711.	0.	2,711.	2,711.	
SPECIAL EVENTS & MISC EXPENSES	17,162.	0.	17,162.	17,162.	

UNREIMBURSED EXPENSES FROM				
SUBSIDIARIES	2,485,715.	0.	2,485,714.	2,485,714.
MARKETING EXPENSE	22,204.	0.	22,204.	22,204.
OFFICE EXPENSES	42,182.	0.	42,182.	42,182.
TO FORM 990-PF, PG 1, LN 23	2,640,787.	0.	2,640,786.	2,640,786.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	29,339,355.	29,339,355.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,339,355.	29,339,355.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN TOWNSEND VERMONT HOLDINGS, INC.	COST	872,613.	872,613.
NOTES RECEIVABLE - GRAFTON VILLAGE CHEESE COMPANY, LLC	COST	12,449,881.	12,449,881.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,322,494.	13,322,494.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	160,824.	0.	0.
PREPAID PENSION BENEFITS DUE FROM SUBSIDIARY	5,063.	0.	0.
	385,187.	120,023.	120,023.
TO FORM 990-PF, PART II, LINE 15	551,074.	120,023.	120,023.

FORM 990-PF

MORTGAGES PAYABLE

STATEMENT 12

DESCRIPTION

BALANCE DUE

PEOPLE'S UNITED BANK

417,576.

TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B

417,576.

FORM 990-PF

OTHER NOTES AND LOANS PAYABLE

STATEMENT 13

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
MERRILL LYNCH	DUE ON DEMAND	FIXED INCOME PORTFOLIO

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
07/15/09		0.	.00%	PROVIDE WORKING CAPITAL TO SUBSIDIARY

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	9,931,787.

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
VARIOUS INSTALLMENT NOTES	36 TO 48 MONTHS	VEHICLES

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
		155,837.	.00%	PURCHASE VEHICLES

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	37,123.

TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B

9,968,910.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 14

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

OTHER ACCRUED EXPENSES

0.

-145,469.

TOTAL TO FORM 990-PF, PART II, LINE 22

0.

-145,469.

FORM 990-PF	TRANSFERS FROM CONTROLLED ORGANIZATIONS	STATEMENT 15
	PART VII-A, LINE 11A	

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
TOWNSEND VERMONT HOLDINGS, INC.	27-0034707

ADDRESS

P.O. BOX 70
GRAFTON, VT 05146

DESCRIPTION OF TRANSFER

RENT PAID TO THE WINDHAM FOUNDATION

AMOUNT OF TRANSFER
853,048.

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
TOWNSEND VERMONT HOLDINGS, INC.	27-0034707

ADDRESS

P.O. BOX 70
GRAFTON, VT 05146

DESCRIPTION OF TRANSFER

MGMT, MAINT & DIRECT EXP. REIMBURSEMENT PAID TO THE WINDHAM FOUNDATION

AMOUNT OF TRANSFER
2,344,528.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ORGANIZATIONS	3,197,576.
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FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD ZUCCARO P.O. BOX 70 GRAFTON, VT 05146	CHAIRMAN 10.00	29,000.	0.	0.
ROBERT ALLEN P.O. BOX 70 GRAFTON, VT 05146	PRESIDENT & CEO 40.00	147,177.	0.	0.
JOHN BRAMLEY P.O. BOX 70 GRAFTON, VT 05146	FORMER PRESIDENT & CEO 40.00	169,220.	10,989.	0.
ELIZABETH BANKOWSKI P.O. BOX 70 GRAFTON, VT 05146	VICE PRESIDENT 8.00	22,000.	0.	0.
WILLIAM H. BRUETT P.O. BOX 70 GRAFTON, VT 05146	VICE PRESIDENT 8.00	22,000.	0.	0.
DANIEL E. NORMANDEAU P.O. BOX 70 GRAFTON, VT 05146	VICE PRESIDENT 40.00	197,813.	24,650.	0.
ROBERT M. OLMSTED P.O. BOX 70 GRAFTON, VT 05146	TREASURER 8.00	22,000.	0.	0.
WILLIAM A. GILBERT P.O. BOX 70 GRAFTON, VT 05146	SECRETARY 8.00	22,000.	0.	0.
ROBERT DONALD P.O. BOX 70 GRAFTON, VT 05146	ASST. SEC/TREAS. 40.00	159,616.	21,399.	0.
SAMUEL LAMBERT P.O. BOX 70 GRAFTON, VT 05146	TRUSTEE 8.00	22,000.	0.	0.
JAMIE SAPOCH P.O. BOX 70 GRAFTON, VT 05146	TRUSTEE 8.00	22,000.	0.	0.

JEFFREY SMITH
P.O. BOX 70
GRAFTON, VT 05146

TRUSTEE
2.00

22,000.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

856,826.

57,038.

0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 17

ACTIVITY ONE

PRESERVATION, RESTORATION AND MANAGEMENT OF HISTORICALLY AND
CULTURALLY SIGNIFICANT PROPERTY IN GRAFTON AND OTHER VERMONT
LOCATIONS, INCLUDING THE GRAFTON VILLAGE CHEESE COMPANY, THE
GRAFTON INN AND THE RETREAT FARM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

2,485,714.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 18

NAME OF MANAGER

ROBERT M. OLMSTED
WILLIAM A. GILBERT

Windham Foundation
Merrill Lynch Activity - SAV - 02658
10/31/2011
EIN. 13-6142024

Date	Description	Symbol/ CUSIP	Quantity	Cost	Amount (\$)	Realized G/L on Sales
11/22/2010	Delivered FED HOME LOAN MRTG CORP NOTES 06 00	3134A4FM1	(110,000)	121,069	116,458	(4,610 94)
11/22/2010	Delivered FEDERAL HOME LOAN BANK BONDS SR 1 0	3133XKQX6	(1,000,000)	1,126,840	1,159,691	32,850 83
11/22/2010	Delivered U S TREASURY NOTE 4 875% FEB 15 20	912827710	(600,000)	622,219	641,074	18,855 06
11/23/2010	Delivered JOHNSON & JOHNSON GLB 05 150% AUG 1	JNJ12	(420,000)	447,168	458,644	11,475 97
11/23/2010	Delivered MORGAN STANLEY FDIC TLGP GUARANTEED	MSFG11	(275,000)	274,907	287,489	12,581 79
11/24/2010	Delivered GOLDMAN SACHS GROUP INC GLB 05 700%	GS12A	(275,000)	274,131	299,418	25,287 17
11/24/2010	Delivered JP MORGAN CHASE & CO GLB 05 375% OC	JPM12B	(450,000)	453,285	487,401	34,116 25
11/26/2010	Delivered FEDERAL HOME LOAN BANK BONDS 05.750	3133MNVV0	(300,000)	320,572	323,864	3,292 07
02/11/2011	Delivered BOTTLING GROUP LLC COMPANY GUARNT G	PBG12	(400,000)	414,292	430,169	15,877 28
03/09/2011	Delivered U S TREASURY NOTE 4 875% FEB 15 20	912827710	(100,000)	103,703	104,597	893 61
03/15/2011	Delivered PNC FUNDING CORP FDIC TLGP GUARANTE	PNC12G	(400,000)	401,536	411,367	9,830 89
05/31/2011	Delivered UNITED TECHNOLOGIES CORP - 04 875%	UTX15	(355,000)	388,197	397,604	9,406 60
06/01/2011	Delivered WELLS FARGO COMPANY GLB 04 375% JAN	WFC13A	(500,000)	531,495	534,799	3,304 38
06/08/2011	Delivered WACHOVIA CORP - 05 750% FEB 01 2018	WFC18	(500,000)	571,214	572,817	1,603 47
06/24/2011	Delivered U S TRSY INFLATION NOTE 1 625% JAN	912828DH0	(550,000)	647,091	708,630	61,538 89
06/30/2011	Delivered BARCLAYS BANK PLC GLB 05 200% JUL 1	JJC 14	(450,000)	488,102	499,057	10,955 50
10/06/2011	Delivered U S TREASURY NOTE 4 875% FEB 15 20...	912827710	(200,000)	207,406	204,830	(2,576 04)
Total				7,393,226	7,637,909	244,683

The Windham Foundation, Inc.

Grafton Fund Contributions Paid During Fiscal Year 2011

<u>Recipient</u>	<u>Address</u>	<u>Amount</u>
Barry Stockwell – Concert Series		\$600
Brattleboro Reformer – Art Show & GMF		\$1,826.75
Chris Kleeman Band – Concert Series & Town Party Entertainment		\$1,050
Cider Mag – Grafton Music Festival		\$650
Cynthia Hilts – Concert Series		\$1,000
Dan Linder – Grafton Music Festival		\$1,200
Darby Bradley – Bramley Lecture		\$1,000
Derek Jordan		\$800
Draa Hobbs Ensemble – Concert Series		\$1,000
Ezra Veitch – Sound Engineering – GMF		\$150
Grafton Cares – Irene Recovery Crew Feeding		\$2,500
Grafton Fast Squad		\$2,500
Grafton Historical Society		\$50
Grafton Music Festival Inc.		\$5,000
Grafton News		\$650
Grafton Promotional Association – Town Party		\$2,600
Grafton Valley Arts Guild – Irene Recovery Crew Feeding		\$500
Graham Parker – Concert Series		\$600
Morton Trails, LLC – Trails Planning Project		\$3,000
Mongrel Music – Grafton Music Festival		\$2,000
Moonlight Davis – Grafton Music Festival		\$1,000
Nature Museum at Grafton - Grant		\$1,200
NAFDA – North American Frame Drum Association		\$800
Old Tavern at Grafton – Concert Series, Receptions		\$4,196.71
Primetime Concepts, Inc. – Grafton Music Festival		\$605
Vermont Community Foundation – Matching Grant		\$5,000
Vermont Festivals, LLC – Grafton Music Festival		\$300
Vermont Stoneworks – Zack Memorial Plaque		\$200

TOTAL	\$41,978.46
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*The individual beneficiaries of the scholarship grants were not related to any Foundation Manager or substantial contributor.

The Windham Foundation, Inc.

Grants and Contributions Paid During Fiscal Year 2011

<u>Recipient</u>	<u>Address</u>	<u>Amount</u>
Brattleboro Museum & Art	Brattleboro, VT	\$7,500
Brattleboro Women's Golf Invitational	Brattleboro, VT	\$50
Girls on the Run of Vermont	Vernon, VT	\$1,000
Grace Cottage Hospital – Health Fair	Townshend, VT	\$1,000
Grace Cottage Hospital – Golf Benefit	Townshend, VT	\$500
Grafton Guild	Grafton, VT	\$2,000
Grafton Historical Society	Grafton, VT	\$5,000
Fisher, Bea (House Fire)	Grafton, VT	\$2,500
Julie Kenyon (Vermont 4-H Horse Show)	Grafton, VT	\$300
Marlboro College	Marlboro, VT	\$5,000
Preservation Trust of Vermont	Burlington, VT	\$5,000
Putney Family Services	Putney, VT	\$5,000
Strolling of the Heifer's	Brattleboro, VT	\$2,500
Townshend Business Association	Townshend, VT	\$100
UVM – Emily Brodsky Project	Burlington, VT	\$4,992
Vermont Council on Rural Development	Montpelier, VT	\$1,000
Vermont Dairy Industry Association	Weybridge, VT	\$250
Vermont Symphony Orchestra	Burlington, VT	\$1,000
Windham Housing Trust	Brattleboro, VT	\$5,000
Youth Services	Brattleboro, VT	<u>\$2,500</u>
	Grants	\$52,192
	*Scholarships	\$87,250

TOTAL	\$139,442
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All recipients of grants and contributions are public charities.

*The individual beneficiaries of the scholarship grants were not related to any Foundation Manager or substantial contributor.

EIN: 13-6142024

THE WINDHAM FOUNDATION, INC.

FORM 990-PF

Part XV – Supplementary Information

Item 2:

Requests for grants should be sent to Mr. Daniel Normandeau, The Windham Foundation, Inc., Grafton, Vermont 05146, telephone (802) 843-2211 during regular business hours. The Windham Foundation limits its grants to assist Vermont elementary and secondary education although other non-profit agencies are considered from time to time. The Foundation has a particular interest in innovative programs and furthering proven academic programs that could be replicated in other Vermont locations. Grants are further limited by the Internal Revenue Service to tax-exempt organizations. The Foundation has an application form and guidelines available upon request. A grant request is best initiated through a letter describing the proposed project, including an approximate budget, a reference to other funding sources, enclosure of the latest available balance sheet and income statement, and a copy of the Internal Revenue Service determination letter as to the tax-exempt status of the applicant. Scholarship grants are limited to Windham County residents and are sent directly to the institution the student is attending.