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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation
THE WINFIELD FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
C/O BESSEMER TRUST, 630 FIFTH AVENUE

Room/suite
34 FL

City or town, state, and ZIP code
NEW YORK, NY 10111

A Employer identification number
13-6158017

B Telephone number
(212) 708-9216

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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

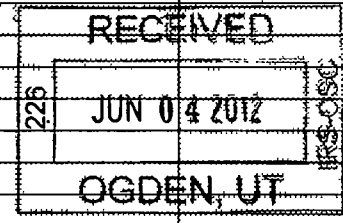
G Check all that apply
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

H Check type of organization
 Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust
 Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 1,846,842. (Part I, column (d) must be on cash basis.)

J Accounting method
 Cash
 Accrual
 Other (specify) _____

| Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small> | | (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 | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 12. | 12. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 56,783. | 56,783. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 55,859. | | | |
| b Gross sales price for all assets on line 6a | | 1,083,631. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 55,859. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| 10a Gross sales less returns and allowances | | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total. Add lines 1 through 11 | | 112,654. | 112,654. | | |
| 13 Compensation of officers, directors, trustees, etc | | 0. | 0. | | 0. |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees STMT 3 | | 2,000. | 0. | | 2,000. |
| b Accounting fees | | | | | |
| c Other professional fees STMT 4 | | 10,663. | 4,663. | | 6,000. |
| 17 Interest | | | | | |
| 18 Taxes STMT 5 | | 719. | 19. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 6 | | 267. | 17. | | 250. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 13,649. | 4,699. | | 8,250. |
| 25 Contributions, gifts, grants paid | | 74,400. | | | 74,400. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 88,049. | 4,699. | | 82,650. |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | | 24,605. | | | |
| b Net investment income (if negative, enter -0-) | | | 107,955. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |



SCANNED JUN 05 2012

| 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 | | 4,002. | 3,962. | 3,962. | |
| | 2 | Savings and temporary cash investments | | 12,168. | 92,186. | 92,186. | |
| | 3 | Accounts receivable | 6,338. | | | | |
| | | Less allowance for doubtful accounts | | 35. | 6,338. | 6,338. | |
| | 4 | Pledges receivable | | | | | |
| | | Less allowance for doubtful accounts | | | | | |
| | 5 | Grants receivable | | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | | | |
| | 7 | Other notes and loans receivable | | | | | |
| | | Less allowance for doubtful accounts | | | | | |
| | 8 | Inventories for sale or use | | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | | |
| | 10a | Investments - U S and state government obligations | STMT 7 | | 703,864. | 735,098. | 731,520. |
| | b | Investments - corporate stock | STMT 8 | | 248,581. | 240,310. | 195,312. |
| | c | Investments - corporate bonds | STMT 9 | | 171,432. | 206,431. | 214,704. |
| 11 | Investments - land, buildings, and equipment basis | | | | | | |
| | Less accumulated depreciation | | | | | | |
| 12 | Investments - mortgage loans | | | | | | |
| 13 | Investments - other | STMT 10 | | 714,383. | 594,734. | 602,820. | |
| 14 | Land, buildings, and equipment basis | | | | | | |
| | Less accumulated depreciation | | | | | | |
| 15 | Other assets (describe) | | | | | | |
| 16 | Total assets (to be completed by all filers) | | | 1,854,465. | 1,879,059. | 1,846,842. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | | |
| | 18 | Grants payable | | | | | |
| | 19 | Deferred revenue | | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 | Mortgages and other notes payable | | | | | |
| | 22 | Other liabilities (describe) | | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> | | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | | | | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> | | | | | | |
| | and complete lines 27 through 31. | | | | | | |
| 27 | Capital stock, trust principal, or current funds | | | 0. | 0. | | |
| 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | 0. | 0. | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | | | 1,854,465. | 1,879,059. | | |
| 30 | Total net assets or fund balances | | | 1,854,465. | 1,879,059. | | |
| 31 | Total liabilities and net assets/fund balances | | | 1,854,465. | 1,879,059. | | |

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 | 1,854,465. |
| 2 | Enter amount from Part I, line 27a | 2 | 24,605. |
| 3 | Other increases not included in line 2 (itemize) | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,879,070. |
| 5 | Decreases not included in line 2 (itemize) DUE TO TRUNCATING | 5 | 11. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,879,059. |

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 PUBLICLY TRADED SECURITIES | P | VARIOUS | VARIOUS |
| b PUBLICLY TRADED SECURITIES | P | VARIOUS | VARIOUS |
| c LITIGATIONS | P | VARIOUS | VARIOUS |
| d CAPITAL GAINS DIVIDENDS | | | |
| 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 806,135. | | 758,168. | 47,967. |
| b 266,449. | | 269,604. | <3,155.> |
| c 15. | | | 15. |
| d 11,032. | | | 11,032. |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (j) FMV as of 12/31/69 | (k) Adjusted basis as of 12/31/69 | (l) Excess of col (j) over col (k), if any | |
| a | | | 47,967. |
| b | | | <3,155.> |
| c | | | 15. |
| d | | | 11,032. |
| 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 | 55,859. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 | 3 | N/A |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---------------------------------------|---|--|
| 2010 | 81,425. | 1,848,227. | .044056 |
| 2009 | 86,480. | 1,752,293. | .049352 |
| 2008 | 100,734. | 1,935,461. | .052047 |
| 2007 | 142,212. | 2,081,801. | .068312 |
| 2006 | 90,368. | 2,018,985. | .044759 |

| | | |
|---|---|------------|
| 2 Total of line 1, column (d) | 2 | .258526 |
| 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 | .051705 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 1,907,075. |
| 5 Multiply line 4 by line 3 | 5 | 98,605. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,080. |
| 7 Add lines 5 and 6 | 7 | 99,685. |
| 8 Enter qualifying distributions from Part XII, line 4 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 | 8 | 82,650. |

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

| | | | |
|----|---|----|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions) | | |
| 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 | 2,159. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0. |
| 3 | Add lines 1 and 2 | 3 | 2,159. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0. |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 2,159. |
| 6 | Credits/Payments | | |
| a | 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 851. |
| b | Exempt foreign organizations - tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 2,000. |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 2,851. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 8. |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 684. |
| 11 | Enter the amount of line 10 to be credited to 2012 estimated tax <input type="checkbox"/> 684. <input checked="" type="checkbox"/> Refunded | 11 | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | | X |
| 4b | | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | | 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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of BESSEMER TRUST COMPANY Telephone no (212) 708-9216 Located at 630 FIFTH AVENUE, NEW YORK, NY ZIP+4 10111
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 2011, 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? See 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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)
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?
b If "Yes," did it have excess business holdings in 2011 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 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

| | | | |
|----|--|--|---|
| | | | |
| 5b | | | |
| 6b | | | X |
| 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 |
|----------------------|---|---|---|---------------------------------------|
| SCHEDULE ATTACHED | DIRECTORS | | | |
| | 3.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000 0

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 N/A | 0. |
| 2 N/A | 0. |
| 3 N/A | 0. |
| 4 N/A | 0. |

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 | 0. |
| 2 N/A | 0. |
| All other program-related investments See instructions | 0. |
| 3 N/A | 0. |
| 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 | 1,875,134. |
| b | Average of monthly cash balances | 1b | 60,983. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 1,936,117. |
| 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 | 1,936,117. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 29,042. |
| 5 | Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 1,907,075. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 95,354. |

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 | 95,354. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 2,159. | |
| b | Income tax for 2011 (This does not include the tax from Part VI) | 2b | | |
| c | Add lines 2a and 2b | 2c | 2,159. | |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 93,195. | |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. | |
| 5 | Add lines 3 and 4 | 5 | 93,195. | |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 93,195. | |

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 | 82,650. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 82,650. |
| 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 | 82,650. |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | 93,195. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | 0. | |
| b Total for prior years | | 0. | | |
| 3 Excess distributions carryover, if any, to 2011 | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| d From 2009 | 50,650. | | | |
| e From 2010 | 81,425. | | | |
| f Total of lines 3a through e | 132,075. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 82,650. | | | | |
| a Applied to 2010, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 82,650. | | | |
| d Applied to 2011 distributable amount | | | | 0. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a)) | 93,195. | | | 93,195. |
| 6 Enter the net total of each column as indicated below: | 121,530. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr | | | 0. | |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a | 121,530. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | | |
| d Excess from 2010 | 38,880. | | | |
| e Excess from 2011 | 82,650. | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | | Prior 3 years | | (e) Total |
|--|----------|----------|---------------|----------|-----------|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities | | | | | |
| Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 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

SEE STATEMENT 11

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|---|---|--------------------------------|----------------------------------|---------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SCHEDULE ATTACHED | | | | 74,400. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3a | 74,400. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | ▶ 3b | 0. |

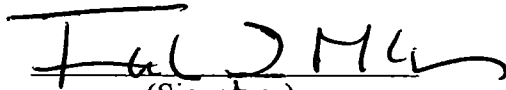
THE WINFIELD FOUNDATION
FORM 990-PF EIN: 13-6158017
TAX PERIOD ENDED 12/31/11

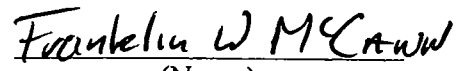
Supplemental Schedule of Information

Part XIII, Undistributed Income, Line 4c

Election Under IRC Reg. Sec. 53-4942(a)-3(d)(2)

Pursuant to IRC Section 4942 (h)(2) and Regulation 53.4942(a)-3(d)(2), The Winfield Foundation hereby elects to treat current year's qualifying distributions in excess of the immediately preceding year's undistributed income as being made out of corpus.


(Signature)


(Name)
Date: 5/25/12

2011 Board Members

Names and addresses of Board members of the Winfield Foundation

Mr. Franklin W. McCann
119 Botsford Hill Road
Bridgewater, CT 06752

Mr. Jonathan W. McCann
PO Box 1775
Sag Harbor, NY 11963

Mr. Douglas Irwin
46 Chestnut Street Apt.#1
Boston, MA 02108

Ms. Alison McCann
2457 Montrose Avenue
Montrose, CA 91020

Ms. Laura Imrie
136 St. John's Road
Wilton, CT 06897

Ms. Carolin Raleigh Buttrick
1081 Ponus Ridge Road
New Canaan, CT 06840

Ms. Helen Hooke
Hollyer Brady LLP
60 East 42nd Street, Suite 1825
New York, NY 10165

Counsel is:

James B. Keaney, Esq.
Hollyer Brady LLP
60 East 42nd Street, Suite 1825
New York, NY 10165

Winfield Foundation
Grant Recipients in 2011

Tax ID# 13-6158017

Grant

| | Purpose of Grant | Amount |
|--|--|-------------|
| THE FOUNDATION FOR AIDS RESEARCH (AMFAR) 120 Wall Street, 13 th Floor New York, NY 10005-3908 | Unrestricted | \$2,400.00 |
| BOWERY MISSION 132 Madison Avenue New York, NY 10016 Grant made to Bowery Mission, under the auspices of: Christian Herald Assn., Inc. 40 Overlook Drive Chappaqua, NY 10514 | Unrestricted | \$1,600.00 |
| BREAST CANCER ALLIANCE INC. 48 Maple Avenue Greenwich, CT 06830 | Unrestricted | \$4,000.00 |
| CANCER CARE, INC 275 Seventh Avenue New York, NY 10001 | Unrestricted | \$2,400.00 |
| COALITION FOR THE HOMELESS, INC. 129 Fulton Street, 4 th Floor New York, NY 10038 | Unrestricted | \$2,400.00 |
| DEFENDERS OF WILDLIFE, INC 1130 Seventeenth Street, NW Washington, DC 20036 | Unrestricted | \$2,400.00 |
| EAST END HOSPICE 481 Westhampton-Riverhead Road P O. Box 1048 Westhampton Beach, NY 11978-7048 | Unrestricted | \$1,200.00 |
| GIVE2ASIA – Japan Earthquake & Tsunami Fund P.O. Box 193223 San Francisco, CA 94119-3223 | Unrestricted | \$2,000.00 |
| GOD'S LOVE WE DELIVER, INC. 166 Avenue of the Americas New York, NY 10013 | Unrestricted | \$2,000.00 |
| HISTORIC NEW ENGLAND 141 Cambridge Street Boston, MA 02114 | Operating Support for the Sleeper- McCann House, Beauport, in Gloucester, MA | \$20,000.00 |
| IL PICCOLO TEATRO DELL'OPERA, INC. 14 Verona Street #3C Brooklyn, NY 11231 | CREATE! | \$1,600.00 |
| LENOX HILL NEIGHBORHOOD ASSN, INC. 331 East 70 th Street New York, NY 10021 | Lenox Hill Camp Program | \$2,000.00 |
| LONG ISLAND SOUND KEEPER FUND, INC. P.O. Box 4058 Norwalk, CT 06855 | Unrestricted | \$2,400.00 |

| Winfield Foundation Grant Recipients in 2011 | Tax ID# 13-6158017 | Grant Amount |
|--|--------------------|----------------------------|
| | Purpose of Grant | |
| MONTROSE CHURCH 2409 Florencita Drive Montrose, CA 91020 | Unrestricted | \$2,000.00 |
| NEW YORK THERAPEUTIC RIDING CENTER, INC. 336 East 71 st Street, Suite 3D New York, NY 10021 | Unrestricted | \$1,600.00 |
| REGIS UNIVERSITY 3333 Regis Boulevard Denver, CO 80221-1099 | Unrestricted | \$2,000.00 |
| SOUTHAMPTON ANIMAL SHELTER FOUNDATION 102 Old Riverhead Road Hampton Bays, NY 11946 | Unrestricted | \$2,000.00 |
| TADA THEATRE AND DANCE ALLIANCE, INC. 15 West 28 th Street, 3 rd FL New York, NY 10001 | Unrestricted | \$1,600.00 |
| THE CONSERVATION FUND 1655 N. Fort Myer Drive, Suite 1300 Arlington, VA 22209 | Unrestricted | \$1,600.00 |
| THE DOE FUND 232 East 84 th Street New York, NY 10028 | Unrestricted | \$1,200.00 |
| THE SMILE TRAIN, INC. 41 Madison Avenue, 28 th Fl. New York, NY 10010 | Unrestricted | \$2,000.00 |
| TIME FOR LYME, INC. 30 Myano Lane, Suite 20 Stamford, CT 06902 | Unrestricted | \$2,400.00 |
| TRINITY COLLEGE 300 Summit Street Hartford, CT 06106-3100 | Unrestricted | \$2,800.00 |
| US TOO 5003 Faitview Avenue Downers Grove, IL 60515 | Unrestricted | \$1,600.00 |
| WARRIORS & QUIET WATERS FOUNDATION INC. 4432 Annette Park Drive Bozeman, MT 59715 | Unrestricted | \$1,600.00 |
| WOODCOCK NATURE CENTER 56 Deer Run Road Wilton, CT 06897 | Unrestricted | \$2,000.00 |
| WOOLWORTH MEMORIAL UNITED METHODIST CHURCH P.O. Box 189 25120 County Rte. 197 Great Bend, NY 13643 | Unrestricted | \$3,600.00 |
| Total Grants in 2011 | | <u>\$ 74,400.00</u> |

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

| SOURCE | AMOUNT |
|--|--------|
| BESSEMER TRUST | 12. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 12. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|-------------------------|-------------------|
| BESSEMER TRUST | 67,798. | 11,032. | 56,766. |
| BESSEMER TRUST | 17. | 0. | 17. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 67,815. | 11,032. | 56,783. |

FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|----------------------------|------------------------|---------------------------|-------------------------|-------------------------|
| HOLLYER BRADY LP | 2,000. | 0. | | 2,000. |
| TO FM 990-PF, PG 1, LN 16A | 2,000. | 0. | | 2,000. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--|------------------------|---------------------------|-------------------------|-------------------------|
| BESSEMER TRUST [INVESTMENT SERVICES FEES] | 4,663. | 4,663. | | 0. |
| ADMINISTRATIVE FEES | 6,000. | 0. | | 6,000. |
| TO FORM 990-PF, PG 1, LN 16C | 10,663. | 4,663. | | 6,000. |

| FORM 990-PF | TAXES | | | STATEMENT 5 |
|---------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| EXCISE TAX 12/31/10 ESTIMATE | 700. | 0. | | 0. |
| FOREIGN TAXES WITHHELD | 19. | 19. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 719. | 19. | | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| NYS FILING FEE | 250. | 0. | | 250. |
| INV EXP FROM WHMT | 17. | 17. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 267. | 17. | | 250. |

| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | | | STATEMENT 7 |
|--|--|----------------|------------|----------------------|
| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
| SCHEDULE ATTACHED | X | | 735,098. | 731,520. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 735,098. | 731,520. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 735,098. | 731,520. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT | 8 |
|---|-----------------|------------|-------------------|
| DESCRIPTION | | BOOK VALUE | FAIR MARKET VALUE |
| SCHEDULE ATTACHED | | 240,310. | 195,312. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | | 240,310. | 195,312. |

| FORM 990-PF | CORPORATE BONDS | STATEMENT | 9 |
|---|-----------------|------------|-------------------|
| DESCRIPTION | | BOOK VALUE | FAIR MARKET VALUE |
| SCHEDULE ATTACHED | | 206,431. | 214,704. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | | 206,431. | 214,704. |

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 10 |
|--|-------------------|------------|-------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| SCHEDULE ATTACHED | COST | 594,734. | 602,820. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 594,734. | 602,820. |

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HELEN HOOKE %HOLLYER BRADY LLP
60 EAST 42ND STREET, SUITE 1825
NEW YORK, NY 10165

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST INCLUDING LIST OF OFFICERS & DIRECTORS; BROCHURE, STATED GOALS, INDICATION OF SOURCES AND USES OF FUNDS; RULING LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Bessemer Trust

Account Details

Report dated December 30, 2011
 Amortized tax cost
 Trade date basis

| Security no | Security name | CUSIP/ ISIN/ SEDOL | Shares/ units | Average cost per share/unit | Cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/(loss) | Estimated annual income | Current yield |
|---|--------------------------|--------------------------|------------------|-----------------------------------|-----------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| WINFIELD FOUNDATION IM | | | | | | | | | | | |
| CASH AND SHORT TERM | | | | | | | | | | | |
| CASH AVAILABLE | | | | | | | | | | | |
| 999994 | PRINCIPAL CASH | | 0.000 | \$0.00 | \$0 | \$0.000 | \$0 | 0.0% | \$0 | \$0 | \$0 |
| 999995 | CASH | | 6,338.000 | \$0.00 | \$6,338 | \$0.00 | \$6,338 | 0.0% | \$0 | \$0 | \$0 |
| 999996 | NET CASH | | 3,962.330 | \$0.00 | \$3,962 | \$0.00 | \$3,962 | 0.0% | \$0 | \$0 | \$0 |
| Total CASH AVAILABLE | | | | | \$10,300 | | \$10,300 | 0.0% | \$0 | \$0 | \$0 |
| CASH EQUIVALENTS | | | | | | | | | | | |
| 999990 | BESSEMER SWEEP PROGRAM | | 0.000 | \$0.00 | \$0 | \$0.000 | \$0 | 0.0% | \$0 | \$0 | \$0 |
| Total CASH EQUIVALENTS | | | | | \$12,515 | \$1,000 | \$12,515 | 8.2% | \$0 | \$1 | 0.01% |
| T-BILLS & ST DISC AGENCIES | | | | | \$79,671 | \$1,000 | \$79,671 | 52.4% | \$0 | \$7 | 0.01% |
| Total T-BILLS & ST DISC AGENCIES | | | | | \$92,186 | | \$92,186 | 60.6% | \$0 | \$8 | 0.01% |
| FIXED INCOME | | | | | | | | | | | |
| US GOVT AND AGENCY BONDS | | | | | | | | | | | |
| 108766 | US TREASURY BILLS | 9127953N9 | 60,000,000 | \$99.98 | \$59,985 | BOOK | \$59,985 | 39.4% | \$0 | \$25 | 0.04% |
| Total T-BILLS & ST DISC AGENCIES | | | | | \$59,985 | | \$59,985 | 39.4% | \$0 | \$25 | 0.04% |
| Total CASH AND SHORT TERM | | | | | \$162,471 | | \$162,471 | 100.0% | \$0 | \$33 | 0.02% |
| FIXED INCOME | | | | | | | | | | | |
| US GOVT AND AGENCY BONDS | | | | | | | | | | | |
| 105645 | FEDERAL HOME LOAN BANK | 3133XWKU2 | 15,000,000 | \$100.55 | \$15,082 | \$100.527 | \$15,079 | 1.7% | (\$2) | \$206 | 1.37% |
| 153953 | FEDERAL HOME LOAN BANK | 3133XLEA7 | 50,000,000 | \$110.75 | \$55,377 | \$102.252 | \$51,126 | 5.8% | (\$4,250) | \$2,687 | 5.26% |
| 111629 | TSY INFLATION INDEX BOND | 912828AF7 | 62,973,000 | \$110.81 | \$69,779 | \$102.147 | \$64,325 | 7.3% | (\$5,454) | \$1,889 | 2.94% |
| 105640 | FEDERAL HOME LOAN BANK | 3133XWX95 | 30,000,000 | \$105.19 | \$31,558 | \$106.443 | \$31,933 | 3.6% | \$374 | \$825 | 2.58% |
| 109116 | US TREASURY NOTES | 12/31/2017 | 459,000,000 | \$108.52 | \$498,105 | \$109.625 | \$503,178 | 56.8% | \$5,072 | \$12,622 | 2.51% |
| 151850 | FHLMC PC GOLD CASH 30 | 6 000% 12/01/2031 | 1,574,836 | \$96.90 | \$1,526 | \$111.377 | \$1,754 | 0.2% | \$227 | \$94 | 5.36% |
| 151851 | FHLMC PC GOLD CASH 30 | 6 000% 02/01/2032 | 2,763,505 | \$99.37 | \$2,746 | \$111.380 | \$3,078 | 0.3% | \$332 | \$165 | 5.36% |
| 151849 | FNMA PASS-THRU LNG 30YRS | 6 500% 03/01/2032 | 933,570 | \$100.69 | \$940 | \$113.757 | \$1,062 | 0.1% | \$121 | \$60 | 5.65% |
| Total US GOVT AND AGENCY BONDS | | | | | \$675,113 | | \$671,535 | 75.8% | (\$3,580) | \$18,548 | 2.76% |

Market prices are updated nightly and therefore will not reflect pricing changes made intraday
 As a result there may be instances where market price information may differ from other
 Bessemer reporting systems that utilize finalized market prices

Bessemer Trust

Report dated December 30, 2011

Account Details

Amortized tax cost
Trade date basis

| Security no | Security name | CUSIP/ ISIN/ SEDOL | Shares/ units | Average cost per share/unit | Market value per share/unit | Cost | Market value | Percent of asset class | Unrealized gain/(loss) | Estimated annual income | Current yield |
|--------------------------------------|--|--------------------------|------------------|-----------------------------------|--------------------------------|----------|------------------|------------------------------|---------------------------|----------------------------|------------------|
| WINFIELD FOUNDATION IM | | | | | | | | | | | |
| FIXED INCOME | | | | | | | | | | | |
| CORPORATE BONDS | | | | | | | | | | | |
| 276402 | GENERAL ELEC CAP CORP 5 250% 10/19/2012 | 36962G3K8 | 30,000,000 | \$104.58 | \$103,497 | \$31,373 | \$31,049 | 3.5% | (\$324) | \$1,575 | 5.07% |
| 270595 | AMER EXPRESS CREDIT CO 7 300% 08/20/2013 | 0258M0CY3 | 20,000,000 | \$99.84 | \$108,525 | \$19,967 | \$21,705 | 2.4% | \$1,738 | \$1,460 | 6.73% |
| 200566 | NOVARTIS CAPITAL CORP 02/10/2014 | 66989HAA6 | 20,000,000 | \$99.90 | \$106,990 | \$19,979 | \$21,398 | 2.4% | \$1,419 | \$825 | 3.86% |
| 201223 | JPMORGAN CHASE & CO 01/20/2015 | 46625HHP8 | 20,000,000 | \$101.05 | \$103,680 | \$20,210 | \$20,736 | 2.3% | \$525 | \$740 | 3.57% |
| 201600 | BERKSHIRE HATHAWAY INC 02/11/2015 | 084670AV0 | 20,000,000 | \$100.09 | \$106,015 | \$20,018 | \$21,203 | 2.4% | \$1,184 | \$640 | 3.02% |
| 200567 | PROCTER & GAMBLE CO 02/15/2015 | 742718DM8 | 20,000,000 | \$99.58 | \$107,680 | \$19,916 | \$21,536 | 2.4% | \$1,620 | \$700 | 3.25% |
| 200657 | PFIZER INC 03/15/2015 | 717081DA8 | 20,000,000 | \$99.88 | \$113,115 | \$19,975 | \$22,623 | 2.6% | \$2,648 | \$1,070 | 4.73% |
| Total CORPORATE BONDS | | | | | | | \$160,250 | 18.1% | \$8,810 | \$7,010 | 4.37% |
| INTERNATIONAL BONDS | | | | | | | | | | | |
| 600464 | SHELL INTERNATIONAL FIN 03/21/2014 | 822582AF9 | 20,000,000 | \$99.97 | \$107,480 | \$19,994 | \$21,496 | 2.4% | \$1,502 | \$800 | 3.72% |
| 604471 | EKSPORTFINANS ASA 05/25/2016 | 28264QV27 | 15,000,000 | \$99.99 | \$80,987 | \$14,999 | \$12,148 | 1.4% | (\$2,850) | \$356 | 2.93% |
| Total INTERNATIONAL BONDS | | | | | | | \$33,644 | 3.8% | (\$1,348) | \$1,156 | 3.44% |
| TAXABLE MUNICIPAL BONDS | | | | | | | | | | | |
| 310846 | MARYLAND ST COP TAXABLE 09/01/2015 | 574195PF4 | 20,000,000 | \$100.00 | \$104,050 | \$20,000 | \$20,810 | 2.3% | \$810 | \$583 | 2.80% |
| Total TAXABLE MUNICIPAL BONDS | | | | | | | \$20,810 | 2.3% | \$810 | \$583 | 2.80% |
| Total FIXED INCOME | | | | | | | \$881,544 | 100.0% | \$4,692 | \$27,297 | 3.08% |
| LARGE CAP CORE - U.S. | | | | | | | | | | | |
| INFORMATION TECHNOLOGY | | | | | | | | | | | |
| 842450 | INTERNATIONAL BUS MACHINES | 459200101 | 10,000 | \$180.90 | \$183,800 | \$1,809 | \$1,838 | 4.1% | \$29 | \$30 | 1.63% |
| 851360 | MICROSOFT CORP | 594918104 | 175,000 | \$25.72 | \$25,960 | \$4,501 | \$4,543 | 10.1% | \$41 | \$140 | 3.08% |
| 886611 | WESTERN UNION CO | 959802109 | 85,000 | \$16.26 | \$18,259 | \$1,382 | \$1,552 | 3.4% | \$169 | \$27 | 1.74% |
| 902312 | ACCENTURE PLC CL A | G1151C101 | 30,000 | \$54.60 | \$53,200 | \$1,638 | \$1,596 | 3.5% | (\$41) | \$40 | 2.51% |
| Total INFORMATION TECHNOLOGY | | | | | | | \$9,529 | 21.1% | \$198 | \$237 | 2.49% |
| INDUSTRIALS | | | | | | | | | | | |

Market prices are updated nightly and therefore will not reflect pricing changes made intraday. As a result there may be instances where market price information may differ from other Bessemer reporting systems that utilize finalized market prices.

Bessemer Trust

Account Details

Report dated December 30, 2011
Amortized tax cost
Trade date basis

| Security no | Security name | CUSIP/ ISIN/ SEDOL | Shares/ units | Average cost per share/unit | Cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/(loss) | Estimated annual income | Current yield |
|-------------------------------|--------------------------|--------------------------|------------------|-----------------------------------|----------------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| WINFIELD FOUNDATION IM | | | | | | | | | | | |
| LARGE CAP CORE - U.S. | | | | | | | | | | | |
| INDUSTRIALS | | | | | | | | | | | |
| 833750 | GENERAL DYNAMICS CORP | 369550108 | 15 000 | \$62 53 | \$938 | \$66 400 | \$996 | 2.2% | \$58 | \$28 | 2.81% |
| Total INDUSTRIALS | | | | | \$938 | | \$996 | 2.2% | \$58 | \$28 | 3.42% |
| TELECOM SERVICES | | | | | | | | | | | |
| 815785 | CENTURYLINK INC | 156700106 | 30 000 | \$37 23 | \$1,117 | \$37 200 | \$1,116 | 2.5% | (\$1) | \$87 | 7.80% |
| Total TELECOM SERVICES | | | | | \$1,117 | | \$1,116 | 2.5% | (\$1) | \$87 | 3.59% |
| HEALTH CARE | | | | | | | | | | | |
| 843800 | JOHNSON & JOHNSON | 478160104 | 25 000 | \$63 08 | \$1,577 | \$65 560 | \$1,639 | 3.6% | \$61 | \$57 | 3.48% |
| 881943 | UNITEDHEALTH GROUP INC | 91324P102 | 35 000 | \$44 37 | \$1,553 | \$50 657 | \$1,773 | 3.9% | \$219 | \$22 | 1.24% |
| Total HEALTH CARE | | | | | \$3,130 | | \$3,412 | 7.6% | \$280 | \$79 | 2.39% |
| FINANCIALS | | | | | | | | | | | |
| 986524 | ACE LIMITED | H0023R105 | 60 000 | \$50 15 | \$3,009 | \$70 117 | \$4,207 | 9.3% | \$1,197 | \$112 | 2.66% |
| Total FINANCIALS | | | | | \$3,009 | | \$4,207 | 9.3% | \$1,197 | \$112 | 3.59% |
| CONSUMER STAPLES | | | | | | | | | | | |
| 822151 | CVS/CAREMARK CORP | 126650100 | 50 000 | \$37 82 | \$1,891 | \$40 780 | \$2,039 | 4.5% | \$147 | \$32 | 1.57% |
| Total CONSUMER STAPLES | | | | | \$1,891 | | \$2,039 | 4.5% | \$147 | \$32 | 2.46% |
| MATERIALS | | | | | | | | | | | |
| 832563 | FREEMONT-MCMRN CPPR&GOLD | 35671D857 | 40 000 | \$37 70 | \$1,508 | \$36 775 | \$1,471 | 3.3% | (\$37) | \$40 | 2.72% |
| 857450 | NEWMONT MINING CORP | 651639106 | 55 000 | \$63 42 | \$3,488 | \$60 000 | \$3,300 | 7.3% | (\$187) | \$77 | 2.33% |
| Total MATERIALS | | | | | \$4,996 | | \$4,771 | 10.6% | (\$224) | \$117 | 2.44% |
| CONSUMER DISCRETIONARY | | | | | | | | | | | |
| 805329 | COMCAST CORP CL A NEW | 20030N101 | 90 000 | \$21 27 | \$1,914 | \$23 700 | \$2,133 | 4.7% | \$219 | \$40 | 1.88% |
| 814456 | CARNIVAL CORP CL A | 143658300 | 75 000 | \$31 60 | \$2,370 | \$32 640 | \$2,448 | 5.4% | \$77 | \$75 | 3.06% |
| 848064 | MACY'S INC | 55616P104 | 20 000 | \$30 30 | \$606 | \$32 150 | \$643 | 1.4% | \$37 | \$8 | 1.24% |
| 850175 | MCGRW-HILL COMPANIES INC | 580645109 | 25 000 | \$43 28 | \$1,082 | \$44 960 | \$1,124 | 2.5% | \$41 | \$25 | 2.22% |

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Bessemer reporting systems that utilize finalized market prices

Report run on May 8, 2012 by JAVED
Version GP8 4 1 2

Bessemer Trust

Account Details

Report dated December 30, 2011

Amortized tax cost
Trade date basis

| Security no | Security name | CUSIP/ ISIN/ SEDOL | Shares/ units | Average cost per share/unit | Cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/(loss) | Estimated annual income | Current yield |
|-------------------------------------|-----------------------|--------------------------|------------------|-----------------------------------|-----------------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| WINFIELD FOUNDATION IM | | | | | | | | | | | |
| LARGE CAP CORE - U.S. | | | | | | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | | | | | | |
| 878468 | TARGET CORP | 87612E106 | 35 000 | \$52.23 | \$1,828 | \$51,200 | \$1,792 | 4.0% | (\$35) | \$42 | 2.34% |
| 888827 | YUM BRANDS INC | 988498101 | 60 000 | \$54.72 | \$3,283 | \$59,000 | \$3,540 | 7.8% | \$256 | \$68 | 1.92% |
| Total CONSUMER DISCRETIONARY | | | | | \$11,083 | | \$11,680 | 25.9% | \$595 | \$258 | 2.37% |
| ENERGY | | | | | | | | | | | |
| 819413 | CONOCOPHILLIPS | 20825C104 | 10 000 | \$68.30 | \$683 | \$72,800 | \$728 | 1.6% | \$44 | \$26 | 3.57% |
| 848843 | MARATHON OIL CORP | 565849106 | 50 000 | \$25.86 | \$1,293 | \$29,260 | \$1,463 | 3.2% | \$170 | \$30 | 2.05% |
| 901258 | NOBLE CORPORATION | H5833N103 | 25 000 | \$34.48 | \$862 | \$30,200 | \$755 | 1.7% | (\$107) | \$14 | 1.85% |
| Total ENERGY | | | | | \$2,838 | | \$2,946 | 6.5% | \$107 | \$70 | 3.90% |
| UTILITIES | | | | | | | | | | | |
| 823500 | DETROIT ENERGY CO | 233331107 | 25 000 | \$50.48 | \$1,262 | \$54,440 | \$1,361 | 3.0% | \$98 | \$58 | 4.26% |
| 828398 | EXELON CORP | 30161N101 | 35 000 | \$43.17 | \$1,511 | \$43,343 | \$1,517 | 3.4% | \$5 | \$73 | 4.81% |
| 831264 | FIRSTENERGY CORP | 337932107 | 35 000 | \$43.54 | \$1,524 | \$44,286 | \$1,550 | 3.4% | \$26 | \$77 | 4.97% |
| Total UTILITIES | | | | | \$4,297 | | \$4,428 | 9.8% | \$129 | \$208 | 4.18% |
| Total LARGE CAP CORE - U.S. | | | | | \$42,629 | | \$45,124 | 100.0% | \$2,486 | \$1,228 | 2.72% |
| LARGE CAP CORE - NON U.S. | | | | | | | | | | | |
| INDUSTRIALS | | | | | | | | | | | |
| 900927 | EAST JAPAN RAIL ADR | 273202101 | 350 000 | \$10.21 | \$3,573 | \$10,611 | \$3,714 | 6.9% | \$141 | \$66 | 1.78% |
| 904803 | DEUTSCHE POST AG ADR | 25157Y202 | 115 000 | \$14.65 | \$1,685 | \$15,417 | \$1,773 | 3.3% | \$87 | \$103 | 5.81% |
| 905419 | ABERTIS INFRAESTR ADR | 003381100 | 75 000 | \$7.41 | \$556 | \$8,000 | \$600 | 1.1% | \$44 | \$49 | 8.17% |
| 919005 | KON PHILIP ELEC ADR | 500472303 | 30 000 | \$18.37 | \$551 | \$20,933 | \$628 | 1.2% | \$76 | \$28 | 4.46% |
| 927371 | ITOCHU CORP ADR | 465717106 | 60 000 | \$19.47 | \$1,168 | \$20,317 | \$1,219 | 2.3% | \$51 | \$31 | 2.54% |
| Total INDUSTRIALS | | | | | \$7,533 | | \$7,934 | 14.8% | \$399 | \$277 | 3.42% |
| TELECOM SERVICES | | | | | | | | | | | |
| 901908 | CHINA TELECOM ADR | 169426103 | 60 000 | \$60.47 | \$3,628 | \$57,117 | \$3,427 | 6.4% | (\$200) | \$58 | 1.69% |

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Report run on May 8, 2012 by JAVED
Version GP8 4.1.2

Bessemer Trust

Account Details

Report dated December 30, 2011

Amortized tax cost
Trade date basis

| Security no | Security name | CUSIP/ ISIN/ SEDOL | Shares/ units | Average cost per share/unit | Cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/(loss) | Estimated annual income | Current yield |
|----------------------------------|-------------------------|--------------------------|------------------|-----------------------------------|-----------------|--------------------------------|-----------------|------------------------------|---------------------------|----------------------------|------------------|
| WINFIELD FOUNDATION IM | | | | | | | | | | | |
| LARGE CAP CORE - NON U.S. | | | | | | | | | | | |
| TELECOM SERVICES | | | | | | | | | | | |
| 905422 | TELE2 AB ADR | 87952P307 | 125 000 | \$9 55 | \$1,194 | \$9 760 | \$1,220 | 2 3% | \$26 | \$43 | 3 52% |
| 933905 | SK TELECOM ADR | 78440P108 | 80 000 | \$14 24 | \$1,139 | \$13 600 | \$1,088 | 2 0% | (\$50) | \$58 | 5 33% |
| Total TELECOM SERVICES | | | | | \$5,961 | | \$5,735 | 10.7% | (\$224) | \$159 | 3.59% |
| HEALTH CARE | | | | | | | | | | | |
| 907989 | SANOFI - ADR | 80105N105 | 50 000 | \$32 94 | \$1,647 | \$36 540 | \$1,827 | 3 4% | \$179 | \$66 | 3 61% |
| 924978 | MERCK KGAA ADR | 589339100 | 25 000 | \$31.28 | \$782 | \$33 320 | \$833 | 1 6% | \$51 | \$9 | 1 08% |
| 958901 | TEVA PHARM INDS LTD ADR | 881624209 | 50 000 | \$38 56 | \$1,928 | \$40 360 | \$2,018 | 3 8% | \$89 | \$39 | 1 93% |
| Total HEALTH CARE | | | | | \$4,357 | | \$4,678 | 8.7% | \$319 | \$114 | 2.39% |
| FINANCIALS | | | | | | | | | | | |
| 900901 | MUNICH RE GROUP ADR | 626188106 | 150 000 | \$11 77 | \$1,766 | \$12 300 | \$1,845 | 3 4% | \$79 | \$92 | 4 99% |
| 904004 | CHINA CONSTRUCTION ADR | 168919108 | 160 000 | \$13 96 | \$2,233 | \$13 956 | \$2,233 | 4 2% | \$0 | \$86 | 3 85% |
| 905386 | SUNCORP GROUP ADR | 86723Y100 | 95 000 | \$8 35 | \$793 | \$8 589 | \$816 | 1 5% | \$22 | \$29 | 3 55% |
| 905424 | NORDEA BK SWEDEN AB ADR | 65557A206 | 225 000 | \$7 54 | \$1,697 | \$7 764 | \$1,747 | 3 3% | \$50 | \$73 | 4 18% |
| 905438 | WHARF HOLDINGS ADR | 962257200 | 155 000 | \$9 71 | \$1,505 | \$9 039 | \$1,401 | 2 6% | (\$104) | \$35 | 2 50% |
| 906209 | BARCLAYS PLC ADR | 06738E204 | 100 000 | \$10 09 | \$1,009 | \$10 990 | \$1,099 | 2 0% | \$89 | \$35 | 3 18% |
| 914068 | ALLIANZ AKTIENGES ADR | 018805101 | 80 000 | \$9 50 | \$760 | \$9 588 | \$767 | 1 4% | \$7 | \$38 | 4 95% |
| 968662 | SUMITOMO MITSUI FIN ADR | 86562M209 | 225 000 | \$5 39 | \$1,213 | \$5 507 | \$1,239 | 2 3% | \$26 | \$51 | 4 12% |
| Total FINANCIALS | | | | | \$10,976 | | \$11,147 | 20.8% | \$169 | \$439 | 3.59% |
| CONSUMER STAPLES | | | | | | | | | | | |
| 900061 | AB FOODS LTD ADR | 045519402 | 140 000 | \$17 36 | \$2,431 | \$17 200 | \$2,408 | 4 5% | (\$22) | \$49 | 2 03% |
| 926008 | IMPERIAL TOBACCO LT ADR | 453142101 | 25 000 | \$70 48 | \$1,762 | \$75 680 | \$1,892 | 3 5% | \$129 | \$76 | 4 02% |
| 933964 | KON AHOLD ADR | 500467402 | 125 000 | \$12 70 | \$1,587 | \$13 504 | \$1,688 | 3 1% | \$101 | \$43 | 2 55% |
| 962458 | UNILEVER NV ADR | 904784709 | 50 000 | \$32 30 | \$1,615 | \$34 360 | \$1,718 | 3 2% | \$102 | \$52 | 3 03% |
| 967819 | AJINOMOTO INC ADR | 009707100 | 10 000 | \$119 00 | \$1,190 | \$120 000 | \$1,200 | 2 2% | \$10 | \$17 | 1 42% |
| Total CONSUMER STAPLES | | | | | \$8,585 | | \$8,906 | 16.6% | \$320 | \$237 | 2.46% |

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Account Details

Report dated December 30, 2011
 Amortized tax cost
 Trade date basis

| Security no | Security name | CUSIP/ ISIN/ SEDOL | Shares/ units | Average cost per share/unit | Cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/(loss) | Estimated annual income | Current yield |
|---|----------------------------|--------------------------|------------------|-----------------------------------|------------------|--------------------------------|------------------|------------------------------|---------------------------|----------------------------|------------------|
| WINFIELD FOUNDATION IM | | | | | | | | | | | |
| LARGE CAP CORE - NON U.S. | | | | | | | | | | | |
| MATERIALS | | | | | | | | | | | |
| 802483 | BARRICK GOLD CORP | 067901108 | 40 000 | \$47 80 | \$1,912 | \$45 250 | \$1,810 | 3 4% | (\$102) | \$16 | 0.88% |
| 901454 | AKZO NOBEL NV ADR | 010199305 | 15 000 | \$44 00 | \$660 | \$48 467 | \$727 | 1 4% | \$66 | \$25 | 3.44% |
| 904977 | BHP BILLITON PLC-ADR | 05545E209 | 35,000 | \$56 29 | \$1,970 | \$58 371 | \$2,043 | 3 8% | \$73 | \$70 | 3.43% |
| Total MATERIALS | | | | | \$4,542 | | \$4,580 | 8.5% | \$37 | \$111 | 2.44% |
| CONSUMER DISCRETIONARY | | | | | | | | | | | |
| 848349 | MAGNA INTL INC CL A | 559222401 | 30 000 | \$33 40 | \$1,002 | \$33 300 | \$999 | 1 9% | (\$3) | \$43 | 4.30% |
| Total CONSUMER DISCRETIONARY | | | | | \$1,002 | | \$999 | 1.9% | (\$3) | \$43 | 2.37% |
| ENERGY | | | | | | | | | | | |
| 915019 | ENI S.P.A. ADR | 26874R108 | 75 000 | \$42 15 | \$3,161 | \$41 267 | \$3,095 | 5 8% | (\$65) | \$153 | 4.94% |
| 948208 | SINOPEC/CHINA PETE&CHM ADR | 16941R108 | 15 000 | \$102 07 | \$1,531 | \$105 000 | \$1,575 | 2 9% | \$44 | \$47 | 2.98% |
| 959209 | TOTAL SA ADR | 89151E109 | 40 000 | \$48 92 | \$1,957 | \$51,100 | \$2,044 | 3 8% | \$87 | \$107 | 5.23% |
| Total ENERGY | | | | | \$6,649 | | \$6,714 | 12.5% | \$66 | \$307 | 3.90% |
| UTILITIES | | | | | | | | | | | |
| 900767 | SSE PLC ADR | 78467K107 | 30 000 | \$20 03 | \$601 | \$20 033 | \$601 | 1 1% | \$0 | \$34 | 5.66% |
| 901986 | GDF SUEZ ADR | 36160B105 | 20 000 | \$25 40 | \$508 | \$27 400 | \$548 | 1 0% | \$39 | \$30 | 5.47% |
| 905429 | TOKYO GAS LTD ADR | 889115101 | 40 000 | \$43 22 | \$1,729 | \$46 000 | \$1,840 | 3 4% | \$111 | \$38 | 2.07% |
| Total UTILITIES | | | | | \$2,838 | | \$2,989 | 5.6% | \$150 | \$102 | 4.18% |
| Total LARGE CAP CORE - NON U.S. | | | | | \$52,443 | | \$53,682 | 100.0% | \$1,233 | \$1,789 | 3.33% |
| LARGE CAP STRATEGIES | | | | | | | | | | | |
| LARGE CAP STRATEGIES FUNDS | | | | | | | | | | | |
| 943344 | OW LARGE CAP STRATEGIES FD | 680414109 | 17,125 312 | \$11 54 | \$197,681 | \$8 770 | \$150,188 | 100.0% | (\$47,492) | \$171 | 0.11% |
| Total LARGE CAP STRATEGIES FUNDS | | | | | \$197,681 | | \$150,188 | 100.0% | (\$47,492) | \$171 | 0.11% |
| Total LARGE CAP STRATEGIES | | | | | \$197,681 | | \$150,188 | 100.0% | (\$47,492) | \$171 | 0.11% |
| GLOBAL SMALL & MID CAP | | | | | | | | | | | |

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Bessemer Trust

Account Details

Report dated December 30, 2011

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Trade date basis

| Security no | Security name | CUSIP/ ISIN/ SEDOL | Shares/ units | Average cost per share/unit | Cost | Market value per share/unit | Market value | Percent of asset class | Unrealized gain/(loss) | Estimated annual income | Current yield |
|---|----------------------------|--------------------------|------------------|-----------------------------------|--------------------|--------------------------------|--------------------|------------------------------|---------------------------|----------------------------|------------------|
| WINFIELD FOUNDATION IM | | | | | | | | | | | |
| GLOBAL SMALL & MID CAP | | | | | | | | | | | |
| GLOBAL SMALL & MID CAP FUNDS | | | | | | | | | | | |
| 905637 | OW GLOBAL SML & MID CAP FD | 680414604 | 16,195,555 | \$10.82 | \$175,315 | \$13,470 | \$218,154 | 100.0% | \$42,838 | \$1,538 | 0.71% |
| Total GLOBAL SMALL & MID CAP FUNDS | | | | | \$175,315 | | \$218,154 | 100.0% | \$42,838 | \$1,538 | 0.71% |
| Total GLOBAL SMALL & MID CAP | | | | | \$175,315 | | \$218,154 | 100.0% | \$42,838 | \$1,538 | 0.71% |
| GLOBAL OPPORTUNITIES | | | | | | | | | | | |
| GLOBAL OPPORTUNITIES FUNDS | | | | | | | | | | | |
| 943328 | OW GLOBAL OPPORTUNITIES FD | 680414802 | 29,920,670 | \$7.95 | \$237,795 | \$6,780 | \$202,862 | 100.0% | (\$34,933) | \$11,818 | 5.83% |
| Total GLOBAL OPPORTUNITIES FUNDS | | | | | \$237,795 | | \$202,862 | 100.0% | (\$34,933) | \$11,818 | 5.83% |
| Total GLOBAL OPPORTUNITIES | | | | | \$237,795 | | \$202,862 | 100.0% | (\$34,933) | \$11,818 | 5.83% |
| REAL RETURN/COMMODITIES | | | | | | | | | | | |
| REAL RETURN FUNDS | | | | | | | | | | | |
| 860093 | OW REAL RETURN FUND | 680414703 | 7,323,974 | \$10.91 | \$79,941 | \$9,300 | \$68,112 | 100.0% | (\$11,828) | \$1,662 | 2.44% |
| Total REAL RETURN FUNDS | | | | | \$79,941 | | \$68,112 | 100.0% | (\$11,828) | \$1,662 | 2.44% |
| Total REAL RETURN/COMMODITIES | | | | | \$79,941 | | \$68,112 | 100.0% | (\$11,828) | \$1,662 | 2.44% |
| OTHER | | | | | | | | | | | |
| MISC ASSETS-COMMISSION | | | | | | | | | | | |
| 857450 | NEWMONT MINING CORP | 651639106 | 1,000,000 | \$49.24 | \$49,240 | \$60,010 | \$60,010 | 100.0% | \$10,770 | \$1,400 | 2.33% |
| Total MISC ASSETS-COMMISSION | | | | | \$49,240 | | \$60,010 | 100.0% | \$10,770 | \$1,400 | 2.33% |
| Total OTHER | | | | | \$49,240 | | \$60,010 | 100.0% | \$10,770 | \$1,400 | 2.33% |
| Total | | | | | \$1,879,059 | | \$1,840,504 | | (\$38,555) | \$46,936 | 2.56% |

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Report run on May 8, 2012 by JAVED
Version GP8 4 1 2

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

| | | |
|--|--|--|
| Type or print | Name of exempt organization or other filer, see instructions. THE WINFIELD FOUNDATION | Employer identification number (EIN) or <input checked="" type="checkbox"/> 13-6158017 |
| File by the due date for filing your return See instructions | Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVENUE, NO. 34 FL | Social security number (SSN) <input type="checkbox"/> |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 01 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

BESSEMER TRUST COMPANY

• The books are in the care of ▶ **630 FIFTH AVENUE, NEW YORK, NY - 10111**
Telephone No. ▶ **(212) 708-9216** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2011** or
▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

| | | | |
|---|-----------|----|--------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ | 2,851. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b | \$ | 851. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 2,000. |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)