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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

Number and street (or P O box number if mail is not delivered to street address)

1100 NORTH MARKET STREET

City or town, state, and ZIP code

WILMINGTON, DE 19890-0900

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

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)

\$ 5,263,302.

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

51-6508170

B Telephone number

(302)651-8571

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐Foreign organizations meeting the 85% test,
2. 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 ☐

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)

Revenue	1 Contributions, gifts, grants, etc., received	600,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	730.	730.		STATEMENT 1
	4 Dividends and interest from securities	121,687.	67,329.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	111.			
	b Gross sales price for all assets on line 6a	770,000.			
	7 Capital gain net income (from Part IV, line 2)		111.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	4,500.	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	727,028.	68,170.		
	13 Compensation of officers, directors, trustees, etc	1,672.	1,672.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 Legal fees	1,700.	850.		850.
	Accounting fees				
	Other professional fees				
	17 Interest				
	18 Taxes	2,835.	644.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses	2,840.	267.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	9,047.	3,433.		850.	
25 Contributions, gifts, grants paid	224,000.			224,000.	
26 Total expenses and disbursements Add lines 24 and 25	233,047.	3,433.		224,850.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	493,981.				
b Net investment income (if negative, enter -0-)		64,737.			
c Adjusted net income (if negative, enter -0-)			N/A		

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12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

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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		
Assets	1	Cash - non-interest-bearing						
	2	Savings and temporary cash investments	343,364.			794,611.		794,611.
	3	Accounts receivable ▶						
		Less: allowance for doubtful accounts ▶						
	4	Pledges receivable ▶						
		Less: allowance for doubtful accounts ▶						
	5	Grants receivable						
	6	Receivables due from officers, directors, trustees, and other disqualified persons						
	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 10	1,782,667.			1,821,462.		1,825,325.
	b	Investments - corporate stock STMT 11	274,139.			436,067.		338,767.
	c	Investments - corporate bonds						
Liabilities	11	Investments - land, buildings, and equipment, basis ▶						
		Less: accumulated depreciation ▶						
	12	Investments - mortgage loans						
	13	Investments - other STMT 12	2,444,494.			2,282,181.		2,304,599.
	14	Land, buildings, and equipment: basis ▶						
		Less: accumulated depreciation ▶						
	15	Other assets (describe ▶)						
	16	Total assets (to be completed by all filers)	4,844,664.			5,334,321.		5,263,302.
	17	Accounts payable and accrued expenses						
	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						
	22	Other liabilities (describe ▶)						
	23	Total liabilities (add lines 17 through 22)	0.			0.		
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
		and complete lines 24 through 26 and lines 30 and 31						
Net Assets or Fund Balances	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	4,844,664.			5,334,321.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.			0.		
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds	0.			0.		
	30	Total net assets or fund balances	4,844,664.			5,334,321.		
	31	Total liabilities and net assets/fund balances	4,844,664.			5,334,321.		

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	4,844,664.
2	Enter amount from Part I, line 27a	2	493,981.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	315.
4	Add lines 1, 2, and 3	4	5,338,960.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	4,639.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,334,321.

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			
b SEE ATTACHED STATEMENT			
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			
c			
d			
e 770,000.		769,889.	111.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			111.

2 Capital gain net income or (net capital loss)	<div> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	111.
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	312,000.	4,724,549.	.066038
2009	310,651.	4,370,302.	.071082
2008	306,648.	4,059,017.	.075547
2007	309,481.	4,067,342.	.076089
2006	337,385.	4,138,280.	.081528

2 Total of line 1, column (d)	2	.370284
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	.074057
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,828,085.
5 Multiply line 4 by line 3	5	357,553.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	647.
7 Add lines 5 and 6	7	358,200.
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	224,850.

THE WINKY FOUNDATION

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C/O WILMINGTON TRUST CO 009226-000

51-6508170

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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	1,295.
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	1,295.
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	1,295.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,560.	
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	1,560.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	265.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 265. Refunded <input type="checkbox"/>	11	0.	

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
b 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
c 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"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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"/> DE		
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 2011 or the taxable year beginning in 2011 (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

N/A

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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)		X
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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NO SITE	X	
14	The books are in care of ► WILMINGTON TRUST COMPANY Telephone no. ► (302) 651-1772 Located at ► 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ► 19890-0900		
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 ►	Yes	No 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 type="checkbox"/> Yes <input checked="" 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 2011?	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(i)(3) or 4942(i)(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 ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

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
WILMINGTON TRUST COMPANY	TRUSTEE			
1100 N. MARKET STREET				
WILMINGTON, DE 19890	1.00	1,672.	0.	0.
GERRISH H MILLIKEN III	ADVISOR			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.
STEPHEN G MILLIKEN	ADVISOR			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	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

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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	4,442,171.
b	Average of monthly cash balances	1b	459,438.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,901,609.
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	4,901,609.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73,524.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,828,085.
6	Minimum investment return. Enter 5% of line 5	6	241,404.

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	241,404.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,295.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,295.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	240,109.
4	Recoveries of amounts treated as qualifying distributions	4	4,500.
5	Add lines 3 and 4	5	244,609.
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	244,609.

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	224,850.
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	224,850.
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	224,850.

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.

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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				244,609.
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	51,452.			
e From 2010	69,803.			
f Total of lines 3a through e	121,255.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 224,850.				
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)	0.			
d Applied to 2011 distributable amount				224,850.
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))	19,759.			19,759.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	101,496.			
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	101,496.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	31,693.			
d Excess from 2010	69,803.			
e Excess from 2011				

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).)

GERRISH H MILLIKEN III

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:

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)

2 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
317 MAIN STREET COMMUNITY/MUSIC CENTER, 317 MAIN STREET 317 MAIN STREET YARMOUTH, ME 04096		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
9 TO 5 NATIONAL ASSOCIATION OF WORKING WOMEN MILWAUKEE, WI 53202		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
A J MUSTE MEMORIAL INSTITUTE NEW YORK, NY 10012		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
AFRICA ACTION WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
ALLIANCE FOR GLOBAL JUSTICE, C/O CAMPAIGN FOR LABOR RIGHTS WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total	SEE CONTINUATION SHEET(S)			224,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	730.		
4 Dividends and interest from securities			14	121,687.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	111.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a RECOVERY OF PRIOR YEAR						
b DISTRIB. (CANCELLATION						
c OF UNCASHED CHECKS LIST						
d ATTCH)			01	4,500.		
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		127,028.		0.
13 Total. Add line 12, columns (b), (d), and (e)						127,028.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

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

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

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee: Peter M. Hyle CPA ^{officer}
 Signature of trustee: William H. Trust ^{trustee}
 Date: 7-31-2008

TRUST OFFICER

Signature of officer or trustee

trustee Date

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011

Name of the organization

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

Employer identification number

51-6508170

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 foundationCheck 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, total 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 total 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 Part I, 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) (2011)

Name of organization

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

Employer identification number

51-6508170

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GERRISH H. MILLIKEN III (009225-001) POST OFFICE BOX 1880 OROVILLE, WA 98844	\$ 600,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

C/O WILMINGTON TRUST CO 009226-000

51-6508170

[illegible]

Name of organization

Employer identification number

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

51-6508170

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ \$

Use duplicate copies of Part III if additional space is needed

(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
R.S.T.I.F. CORPORATE INTEREST	43.
R.S.T.I.F. U.S. GOVERNMENT INTEREST	687.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	730.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	7,187.	0.	7,187.
L.T.I.F. FUND CORPORATE INTEREST	112.	0.	112.
MUNICIPAL BOND INTEREST L.T.I.F.	54,358.	0.	54,358.
US TREASURY INTEREST L T I F	5,627.	0.	5,627.
US TREASURY NOTES INTEREST	54,403.	0.	54,403.
TOTAL TO FM 990-PF, PART I, LN 4	121,687.	0.	121,687.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RECOVERY OF PRIOR YEAR DISTRIB. (CANCELLATION OF UNCASHED CHECKS LIST ATTCH)	4,500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,500.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE: IVIN PHILIPS & BARKER	1,700.	850.		850.
TO FM 990-PF, PG 1, LN 16A	1,700.	850.		850.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 ESTIMATED EXCISE TAX PAYMENTS	1,560.	0.		0.
BALANCE 2010 TAX DUE	631.	0.		0.
FOREIGN TAXES WITHHELD FROM DIVIDENDS	644.	644.		0.
TO FORM 990-PF, PG 1, LN 18	2,835.	644.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
L. T. I. F. FEES: COLUMN B AMOUNT IS PORTION ALLOCATED TO TAXABLE INCOME	2,840.	267.		0.
TO FORM 990-PF, PG 1, LN 23	2,840.	267.		0.

FOOTNOTES	STATEMENT	7
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PAGE 8 PART XI DISTRIBUTABLE AMOUNT
LINE 4 RECOVERIES OF AMOUNTS TREATED AS
QUALIFYING DISTRIBUTIONS

THE FOLLOWING GRANTS PAID WERE REVERSED IN THE CURRENT
YEAR DUE TO UNCASHED GRANT CHECKS

12/14/2010 CHECK 400713	WILLIAM MOSES KUNSTLER FUND	2,000.
12/14/2010 CHECK 400710	WADLEIGH H SCHOLARS PROGRAM	2,000.
12/14/2010 CHECK 400537	E P I C A	500.

TOTAL REVERSALS / RECOVERIES OF GRANTS

4,500.

THE FOLLOWING INTEREST PAYMENTS WERE RECEIVED IN 2011 BUT
WERE TAXABLE ON THE YEAR 2010 FORM 990PF

R S T I F	INTEREST RECEIVED 01 /04 /2011	1.
R S T I F	INTEREST RECEIVED 01 /04 /2011	97.
		<hr/>
		98.
		<hr/> <hr/>

THE FOLLOWING INTEREST PAYMENTS WERE RECEIVED IN 2012 BUT
ARE TAXABLE ON THE YEAR 2011 FORM 990PF

R S T I F	INTEREST RECEIVED 01 /04 /2012	1.
R S T I F	INTEREST RECEIVED 01 /04 /2012	70.

SUBTOTAL	71.
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U S TREASURY NOTE 3.375 %	INTEREST RECEIVED 1/03/2012	1,856.
U S TREASURY NOTE 2.625%	INTEREST RECEIVED 1/03/2012	1,444.
U S TREASURY NOTE 1.875%	INTEREST RECEIVED 1/03/2012	1,031.

SUBTOTAL	4,331.
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GRAND TOTAL	4,402.
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FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
L. T. I. F. BASIS DIFF., TX ATTRIB VS CASH RECVD, SEE W/P ATTACHED	315.
TOTAL TO FORM 990-PF, PART III, LINE 3	315.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
S. T. I. F. TIMING DIFFERENCES DECEMBER / JANUARY	139.
INTEREST PAYMENTS RECEIVED JANUARY 2012, TAXABLE ON 2011 (SEE LIST)	4,402.
INTEREST PAYMENTS RECEIVED JANUARY 2012, TAXABLE ON 2011 (SEE LIST)	98.
TOTAL TO FORM 990-PF, PART III, LINE 5	4,639.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES	X		1,821,462.	1,825,325.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,821,462.	1,825,325.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,821,462.	1,825,325.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS, OTHER THAN VANGUARD	436,067.	338,767.
TOTAL TO FORM 990-PF, PART II, LINE 10B	436,067.	338,767.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RESTRICTED LONG TERM INVESTMENT FUND	COST	2,282,181.	2,304,599.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,282,181.	2,304,599.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMAZON WATCH SAN FRANCISCO, CA 94104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AMERICAN CIVIL LIBERTIES UNION NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AMERICAN FRIENDS SERVICE COMMITTEE PHILADELPHIA, PA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMERICAN INDIAN COLLEGE FUND DENVER, CO		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMERICAN INDIAN COMMUNITY HOUSE NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMERICAN NEAR EAST REFUGEE AID WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMERICAN RIVERS WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMERICAS MEDIA INITIATIVE 4834 N SPRINGFIELD CHICAGO, IL 60625		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMNESTY INTERNATIONAL WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
ANIMAL LEGAL DEFENSE FUND WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES /	500.
Total from continuation sheets				216,000.

Part XV Supplementary Information

5- Grants and Contributions Paid During the Year (Continuation)				
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)				
ARTSPACE RICHMOND, VA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,500.
BEYOND PESTICIDES 701 E STREET SE #200 WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
BREAD AND ROSES COMMUNITY FUND OLYMPIA, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,500.
BREAD FOR THE WORLD INSTITUTE WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
BREAST CANCER FUND SAN FRANCISCO, CA 94109		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
BROTHER'S BROTHER FOUNDATION PITTSBURGH, PA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
BROTHERHOOD/SISTER SOL PROGRAM MANHATTAN, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
BUDDHIST PEACE FELLOWSHIP BERKLEY, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CARE TO HELP PROJECT SEATTLE, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CARE 151 ELLIS STREET, NE ATLANTA, GA 30303		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3- Grants and Contributions Paid During the Year (Continuation)				
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)				
CASCADIA WILDLANDS PROJECT PO BOX 10455 EUGENE, OR 97440		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CENTER FOR CONSTITUTIONAL RIGHTS, FUND FOR RACIAL JUSTICE NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
CENTER FOR HEALTH, ENVIRONMENT AND JUSTICE FALLS CHURCH, VA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CENTER FOR VICTIMS OF TORTURE MINNEAPOLIS, MN		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CHICAGO COALITION FOR THE HOMELESS CHICAGO, IL		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CHILDREN NOW OAKLAND, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CHILDREN'S DEFENSE FUND WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
CISPES EDUCATION FUND NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CITY HARVEST NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CLEMSON UNIVERSITY CLEMSON, SC 29634		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COALITION FOR THE HOMELESS NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
COALITION ON HOMELESSNESS 468 TURK STREET SAN FRANCISCO, CA 94102		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
COLLEGE OF THE ATLANTIC BAR HARBOR, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
CONSERVATION LAW FOUNDATION PROVIDENCE, RI		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
CONSERVATION N. W. BELLINGHAM, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CULTURAL SURVIVAL CAMBRIDGE, MA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
DAVIS-PUTTER SCHOLARSHIP FUND NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
DEMOCRACY NOW PRODUCTIONS 207 W 25TH STREET # 11 NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
DINE CITIZENS AGAINST RUINING OUR ENVIRONMENT WINSLOW, AZ		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
DIRECT RELIEF INTERNATIONAL SANTA BARBARA, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
DISARM EDUCATION FUND NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
DOROTHY DAY HOUSE BERKLEY, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
DOWNEAST SALMON FEDERATION COLUMBIA FIS, ME 04623		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
EARTHWORKS WILTON, NH		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
EAST HARLEM EMPLOYMENT SERVICES 453 E 102ND ST NEW YORK, NY 10029		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS OAKLAND, CA 94609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST. MONTGOMERY, AL 36104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
EQUALITY NOW NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
EUGENE PEACEWORKS 454 WILLAMETTE EUGENE, OR 97401		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
EVICTON INTERVENTION SERVICES NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FARM WORKER PESTICIDE PROJECT 7500 GREENWOOD AVENUE N SEATTLE, WA 98103		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
FARMWORKER JUSTICE 1126 16TH STREET., N.W., SUITE 270 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
FEDERATION OF SOUTHERN COOPERATIVES EAST POINT, GA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
FEEDING AMERICA 35 EAST WACKER DRIVE, SUITE 2000 CHICAGO, IL 60601		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
FIRST NATION'S DEVELOPMENT INSTITUTE FREDERICKSBURG, VA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
FISTULA FOUNDATION SAN JOSE, CA 95126		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
FOUNDATION FOR NATIONAL PROGRESS 731 MARKET ST 6 FL SAN FRANCISCO, CA 94103		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
FREEDOM FROM HUNGER DAVIS, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
FRIENDS OF THE EARTH WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
FUND FOR SOUTHERN COMMUNITIES DECATUR, GA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GIRLS 2000 SAN FRANCISCO, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
GLOBAL EXCHANGE SAN FRANCISCO, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
GLOBAL FUND FOR WOMEN SAN FRANCISCO, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
GLOBAL GIVING FOUNDATION BETHESDA, MD		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
GRASS ROOTS INTERNATIONAL/EVENTS BOSTON, MA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
GRAY PANTHERS SAN FRANCISCO, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
GREEN AMERICA WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
GREENPEACE FUND WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
GUANACASTE DRY FOREST CONSERVATION FUND NW COSTA RICA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
H. O. M. E., ORLAND, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
HUMANE FARMING ASSOCIATION SAN RAFAEL, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
I HAVE A DREAM FOUNDATION NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
INDIAN LAW RESOURCE CENTER HELENA, MT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
INDIGENOUS EDUCATIONAL NETWORK OF TURTLE ISLAND BEMIDJI, MN		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
INDIGENOUS WOMEN'S NETWORK RAPID CITY, SD		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
INSITUTE FOR FOOD & DEVELOPMENT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL CAMPAIGN FOR TIBET WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL MEDIA PROJECT PORTOLA VALLEY, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL RIVERS NETWORK BERKLEY, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
INTERRELIGIOUS FOUNDATION FOR COMMUNITY ORGANIZATION PORTLAND, OR		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JANE ADDAMS PEACE ASSOCIATION 777 UNITED NATIONS PLZ STE 602 NEW YORK, NY 10017		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
KSPS PUBLIC TELEVISION SPOKANE, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
LAKOTA FUND KYLE, SD		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
LINK MEDIA, INC 501 YORK ST SAN FRANCISCO, CA 94110		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
LITTLE BIGHORN COLLEGE, CROW AGENCY, MT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
LONG ISLAND BREAST CANCER ACTION COALITION EAST MEADOW, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
LOUISIANA SPCA, MANDEVILLE, LA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MADRE NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
MAINE INITIATIVES AUGUSTA, ME 04338		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
MAINE WOMEN'S FUND PORTLAND, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
MAKE THE ROAD WALKING BROOKLYN, NY 11237		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MARINE ENVIRONMENTAL RESEARCH INSTITUTE M.E.R.I. BLUE HILL, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MEDIA ISLAND INTERNATIONAL OLYMPIA, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MEXICO US SOLIDARITY NETWORK WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MONTANA ENVIRONMENTAL INFORMATION CENTER HELENA, MT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MONTANA HUMAN RIGHTS NETWORK HELENA, MT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MONTANA WILDERNESS ASSOCIATION HELENA, MT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MUD MISSOULA URBAN DEMONSTRATION PROJECT MISSOULA, MT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MY SISTER'S PLACE WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
N. A. A. C. P. LEGAL DEFENSE & EDUCATION FUND NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
N.A.A.C.P. HURICANE KATRINA RELIEF FUND PEEKSKILL, NY 10566		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
NATIONAL COALITION FOR THE HOMELESS WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
NATIVE AMERICAN RIGHTS FUND BOULDER, CO		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
NATURAL RESOURCE COUNCIL OF MAINE, AUGUSTA, ME		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
NAVAJO HEALTH FOUNDATION WINDOW ROCK, AZ		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
NORTHWEST CENTER FOR ALTERNATIVES TO PESTICIDES PO BOX 1393 EUGENE, OR 97440-1393		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
NORTHWEST IMMIGRANT RIGHTS PROJECT SEATTLE, WA 98104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
OGALALA LAKOTA COLLEGE KYLE, SD		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
OKANOGAN COMMUNITY ACTION COUNCIL OKANAGAN, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OREGON TOXICS ALLIANCE 1192 LAWRENCE ST EUGENE, OR		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
OXFAM AMERICA BOSTON, MA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
PACIFIC RIVERS COUNCIL EUGENE, OR		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PEACE & JUSTICE CENTER BURLINGTON, VT 05401		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PEACE ACTION EDUCATION FUND WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PEACE BRIGADES WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PEER WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
PEOPLE'S RIGHTS FUND NEW YORK, NY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PESTICIDE ACTION NETWORK SAN FRANCISCO, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
PLANNED PARENTHOOD OF CENTRAL WASHINGTON SEATTLE, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PLOUGHSHARES FUND SAN FRANCISCO, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PRETTY BIRD WOMEN HOUSE MCLAUGHLIN, SD 57642		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PROJECT SOUTH:INSTITUTE FOR THE ELIMINATION OF POVERTY AND GENOCIDE ATLANTA, GA 30315		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PROSMETHEUS RADIO PROJECT P.O. BOX 42158 PHILADELPHIA, PA 19101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
QUIXOTE CENTER HYATTSVILLE MD HYATTSVILLE, MD		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
RACHEL CORRIE FOUNDATION OLYMPIA, WA 98501		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
RAINFOREST ACTION NETWORK SAN FRANCISCO, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
REDWOOD JUSTICE FUND SANTA ROSA, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
REMOTE AREA MEDICAL FOUNDATION KNOXVILLE, TN 37920		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
RIGHTS ACTION WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROSENBERG FUND FOR CHILDREN EASTHAMPTON, MA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SALVATION ARMY		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SAN CARLOS FOUNDATION BERKLEY, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SAVE AMERICA'S FORESTS WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SAVE OUR WILD SALMON SEATTLE, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SECOND HARVEST FOODBANK OF THE INLAND EMPIRE SPOKANE, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SEVA FOUNDATION, BERKELEY, CA BERKLEY, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SEVENTH GENERATION FUND, ARCATA, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SIGHTLINE INSTITUTE SEATTLE, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SILENT SPRING INSTITUTE NEWTON, MA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOCIAL JUSTICE FUND NORTHWEST SEATTLE, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
SOUTH WEST ORGANIZING PROJECT ALBUQUERQUE, NM		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SOUTHERN CENTER FOR HUMAN RIGHTS WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
SPECIAL OLYMPICS WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
STROUD WATER RESEARCH CENTER, AVONDALE, PA 19311		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
THIRD WAVE FUND NEW YORK, NY 10010		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
TIDES CENTER		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
TIDES FOUNDATION/ GLOBAL SUPPORT SAN FRANCISCO, CA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
TIDES FOUNDATION/DOGWOOD INITIATIVE, VICTORIA, BC, CANADA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
TROUT UNLIMITED ARLINGTON, VA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3* Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNION OF CONCERNED SCIENTISTS CAMBRIDGE, MA 02238		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
UNITED FOR A FAIR ECONOMY BOSTON, MA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
UNITED HOUMA NATION HURRICANE RELIEF GOLDEN MEADOW, LA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
UNITED STATES CONFERENCE OF CATHOLIC BISHOPS		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
UNITED TO END GENOCIDE 1025 CONNECTICUT AVE NW WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
URBAN ASSEMBLY 90 BROAD STREET, SUITE 2101 NEW YORK, NY 10004		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
US LABOR EDUCATION IN THE AMERICAS		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
USA FOR UNHCR WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
VETERAN'S FOR PEACE COVINGTON, LA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
VOICES ON THE BORDER WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
WASHINGTON PEACE CENTER WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
WASHINGTON TOXICS COALITION SEATTLE, WA		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
WASHINTON OFFICE ON LATIN AMERICA WASHINGTON, DC 20009		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
WESTERN ENVIRONMENTAL LAW CENTER EUGENE, OR		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
WHITE EARTH LAND RECOVERY PROJECT PONSFORD, NM		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
WILDERNESS WATCH MISSOULA, MT		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
WILDWEST INSTITUTE MISSOULA, MT 59807		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
WITNESS FOR PEACE WASHINGTON, DC		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
WOMEN IN NEED, INC. 115 WEST 31ST STREET NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
WOMEN'S BREAST CANCER RESOURCE		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				

51-6508170

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

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	110000	US	TREASURY NOTES SER D DTD 1/15/2006 4.25			P	01/31/06	01/18/11
b	110000	US	TREASURY NOTES SER E			P	02/15/07	02/28/11
c	110000	US	TREASURY NOTES SER H			P	04/28/06	05/02/11
d	110000	US	TREASURY NOTES DTD 5/31/2006 4.875%			P	05/15/07	05/31/11
e	110000	US	TREASURY NOTES DTD 7/31/2006 4.875%			P	07/31/06	08/01/11
f	110000	US	TREASURY NOTES SER M DTD 8/31/2006 4.62			P	08/15/07	08/31/11
g	110000	US	TREASURY NOTES DTD 10/31/2006 4.625%			P	10/31/06	10/31/11
h	SHORT TERM LOSS L. T. I. F. PASS THROUGH					P	VARIOUS	12/31/11
i	LONG TERM LOSS L. T. I. F. PASS THROUGH					P	VARIOUS	12/31/11
j								
k								
l								
m								
n								
o								

(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	110,000.		108,995.	1,005.
b	110,000.		109,300.	700.
c	110,000.		109,691.	309.
d	110,000.		111,126.	<1,126.>
e	110,000.		109,768.	232.
f	110,000.		110,696.	<696.>
g	110,000.		109,957.	43.
h			108.	<108.>
i			248.	<248.>
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,005.
b			700.
c			309.
d			<1,126.>
e			232.
f			<696.>
g			43.
h			<108.>
i			<248.>
j			
k			
l			
m			
n			
o			

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	111.
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

Balance Sheet detail for 990PF Part II Page two

Account: 009226-000 THE WINKY FOUNDATION

As of Date 12/31/2011

Description	CUSIP	Quantity	Market Value	% MV	Price	Federal Tax Cost	Unrealized Gain/Loss
IPATH DOW JONES-AIG COMMDTY INDEX TOTAL							
RETURN ETN	06738C-778	1,397 0000	59,009 28	1 12	42 2400	80,895 20	(21,885 92)
ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND	464287-887	314 0000	23,383 58	0 45	74 4700	15,339 69	8,043 89
ISHARES S&P SMALLCAP 600 VALUE INDEX FUND	464287-879	295 0000	20,579 20	0 39	69 7600	15,428 30	5,150 90
ISHARES TRUST MSCI EAFE INDEX FUND	464287-465	1,261 0000	62,457 33	1 19	49 5300	80,891 87	(18,434 54)
POWERSHARES WILDERHILL CLEAN ENERGY	73935X-500	4,552 0000	23,078 64	0 44	5 0700	81,583 74	(58,505 10)
RESTRICTED LONG TERM INVESTMENT FUND	997611-108	215,988 6471	2,304,598 86	43 86	10 6700	2,282,181 15	22,417 71
RESTRICTED SHORT TERM INVESTMNT FUND	821400-000	785,498 5600	785,498 56	14 95	1 0000	785,498 56	0 00
U S TREASURY NOTE							
DTD 10/31/2009 2 375% 10/31/2014	912828-LS7	110,000 0000	116,196 30	2 21	105 6330	116,419 90	(223 60)
U S TREASURY NOTE							
DTD 3/31/2010 2 5% 3/31/2015	912828-MW7	110,000 0000	117,287 50	2 23	106 6250	117,042 95	244 55
U S TREASURY NOTE							
DTD 4/15/2009 1 375% 4/15/2012	912828-KK5	110,000 0000	110,416 90	2 10	100 3790	110,193 73	223 17
U S TREASURY NOTE DTD 6/30/2010 1 875% 6/30/2015	912828-NL0	110,000 0000	115,259 10	2 19	104 7810	114,417 56	841 54
U S TREASURY NOTE							
DTD 7/15/2009 1 5% 7/15/2012	912828-LB4	110,000 0000	110,829 40	2 11	100 7540	110,881 23	(51 83)
U S TREASURY NOTES							
DTD 1/15/2009 1 125% 1/15/2012	912828-KB5	110,000 0000	110,038 50	2 09	100 0350	109,733 96	304 54
U S TREASURY NOTES DTD 11/30/2010 1 375% 11/30/2015	912828-PJ3	110,000 0000	113,351 70	2 16	103 0470	113,278 88	72 82
U S TREASURY NOTES							
DTD 3/31/2009 1 75% 3/31/2014	912828-KJ8	110,000 0000	113,600 30	2 16	103 2730	111,796 46	1,803 84
U S TREASURY NOTES							
DTD 6/30/2009 2 625% 6/30/2014	912828-KY5	110,000 0000	116,256 80	2 21	105 6880	116,015 99	240 81
U S TREASURY NOTES SER E DTD 11/15/02 4% 11/15/2012	912828-AP5	110,000 0000	113,665 20	2 16	103 3320	111,289 06	2,376 14
U S TREASURY NOTES SER E							
DTD 8/15/2005 4 25% 8/15/2015	912828-EE6	110,000 0000	124,652 00	2 37	113 3200	125,877 32	(1,225 32)
U S TREASURY NOTE DTD 1/15/2011 1% 1/15/2014	912828-PQ7	110,000 0000	111,624 70	2 12	101 4770	109,897 24	1,727 46
U S TREASURY NOTE							
DTD 1/31/2008 2 875% 1/31/2013	912828-HQ6	106,000 0000	108,865 18	2 07	102 7030	109,925 67	(1,060 49)
U S TREASURY NOTE							
DTD 10/31/2008 2 75% 10/31/2013	912828-JQ4	110,000 0000	114,979 70	2 19	104 5270	115,912 87	(933 17)
U S TREASURY NOTE							
DTD 3/31/2008 2 5% 3/31/2013	912828-HV5	110,000 0000	113,137 20	2 15	102 8520	113,038 26	98 94
U S TREASURY NOTE							
DTD 6/30/2008 3 375% 6/30/2013							
VANGUARD INTERNATIONAL EQUITY INDEX FUND	912828-JD3	110,000 0000	115,164 50	2 19	104 6950	115,740 99	(576 49)
INC EMERGING MARKETS PORTFOLIO	922042-304	3,190 9500	76,933 80	1 46	24 1100	81,700 00	(4,766 20)
VANGUARD MSCI EMERGING MARKETS ETF	922042-858	1,919 0000	73,324 99	1 40	38 2100	80,228 11	(6,903 12)
TOTAL Principal Portfolios - U.S. Dollar		2,770,416.1571	5,254,189.22	100.00		5,325,208.69	(71,019.47)
RESTRICTED SHORT TERM INVESTMNT FUND	821400-000	9,112 7000	9,112 70	100 00	1 0000	9,112 70	0 00
TOTAL Income Portfolios - U.S. Dollar		9,112.7000	9,112.70	100.00		9,112.70	0.00
TOTAL 009226-000		2,779,528.8571	\$5,263,302	100.00		\$5,334,321	(71,019.47)