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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
WINLEY FOUNDATION

A Employer identification number
52-1230146

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

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

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

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 18,211,863

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	419,261			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	621,629	621,629		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	518,790			
	b	Gross sales price for all assets on line 6a 12,341,406				
	7	Capital gain net income (from Part IV, line 2) . . .				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	683			
	12	**Total.** Add lines 1 through 11	1,560,363	621,629		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,004	17,502		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,000	5,400		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion . . .	30			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	69,889	69,139		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	110,923	92,041		0
	25	Contributions, gifts, grants paid	1,360,000			1,360,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,470,923	92,041		1,360,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	89,440			
	b	**Net investment income** (if negative, enter -0-)		529,588		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	5,814	4,791	4,791
	2 Savings and temporary cash investments	358,444	479,184	479,184
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	8,363,244	8,151,715	8,406,218
	b Investments—corporate stock (attach schedule)	6,414,873	6,257,939	7,632,632
	c Investments—corporate bonds (attach schedule)	1,407,618	1,745,684	1,689,038
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 460 Less accumulated depreciation (attach schedule) ▶ 317	23	143	
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,550,016	16,639,456	18,211,863
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	16,550,016	16,639,456	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	16,550,016	16,639,456	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,550,016	16,639,456	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,550,016
2	Enter amount from Part I, line 27a	2	89,440
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,639,456
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,639,456

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				
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				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,355,431	18,770,806	0 072210
2009	1,030,000	17,874,106	0 057625
2008	1,343,536	20,650,033	0 065062
2007	1,401,077	23,325,101	0 060067
2006	1,877,739	22,651,275	0 082898

2	**Total** of line 1, column (d)	2	0 337862
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 067572
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,880,737
5	Multiply line 4 by line 3	5	1,275,809
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,296
7	Add lines 5 and 6	7	1,281,105
8	Enter qualifying distributions from Part XII, line 4	8	1,360,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	5,296
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	5,296
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,296
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11,431		
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	11,431
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,135
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 6,135	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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?	16		

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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ **Yes** ☑ **No**

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	18,460,103
b	Average of monthly cash balances.	1b	708,015
c	Fair market value of all other assets (see page 24 of the instructions).	1c	143
d	**Total** (add lines 1a, b, and c).	1d	19,168,261
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	19,168,261
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	287,524
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,880,737
6	**Minimum investment return.** Enter 5% of line 5.	6	944,037

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.			1	944,037
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	5,296		
b	Income tax for 2011 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	5,296
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	938,741
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	938,741
6	Deduction from distributable amount (see page 25 of the instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	938,741

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,360,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,360,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	5,296
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,354,704

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				938,741
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006. 530,215				
b From 2007. 274,668				
c From 2008. 323,962				
d From 2009. 146,381				
e From 2010. 426,029				
f **Total** of lines 3a through e.	1,701,255			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,360,000				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				938,741
e Remaining amount distributed out of corpus	421,259			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,122,514			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	530,215			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	1,592,299			
10 Analysis of line 9				
a Excess from 2007. . . . 274,668				
b Excess from 2008. . . . 323,962				
c Excess from 2009. . . . 146,381				
d Excess from 2010. . . . 426,029				
e Excess from 2011. . . . 421,259				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

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

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

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,360,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	621,629	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	518,790	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a QWEST SEC LITIG CLAIMS			14	377	
b SEC V BOA CORP FAIR FUND			14	306	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,141,102	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,141,102

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		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)**		**No**
(2) Other assets	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
(4) Reimbursement arrangements	**1b(4)**		**No**
(5) Loans or loan guarantees	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2012-04-19	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature ANTHONY J MORABITO CPA	Date 2012-04-19	Check if self-employed ☑	PTIN
Firm's name MORABITO & COMPANY		Firm's EIN	
Firm's address 2 DOVER COURT ROCHESTER, NY 14624		Phone no (585) 429-7759	

May the IRS discuss this return with the preparer shown above? See instructions ☐ **Yes** ☑ **No**

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization
WINLEY FOUNDATION

Employer identification number
52-1230146

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization	Employer identification number
WINLEY FOUNDATION	52-1230146

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) Aggregate contributions	(d) Type of contribution
1	TRUST UW AMORY WINTHROP C/O EDWARD J WALSH JR TRUSTEE 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	$ 418,261	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
WINLEY FOUNDATION

Employer identification number
52-1230146

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization
WINLEY FOUNDATION

Employer identification number
52-1230146

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

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

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

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

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

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

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

Additional Data

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

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
TATIANA NAGRO 56 CEDAR ROAD WHITEHOUSE STATION, NJ 08889	PRESIDENT 3 00	0	0	0
EDWARD J WALSH JR 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	SECRETARY 3 00	0	0	0
HEIDI PRESCOTT HUMANE SOCIETY OF THE US 700 PROFESSIONAL DRIVE STE A GAITHERSBURG, VA 20041	VICE PRESIDE 3 00	0	0	0
CATHY LISS ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVENUE SE WASHINGTON, DC 20003	VICE PRESIDE 3 00	0	0	0
ANNA M BARONE 2303 SALT POINT TURNPIKE CLINTON CORNERS, NY 12514	TREASURER 20 00	35,004	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HUMANE SOCIETY US2100 L STREET NW WASHINGTON,DC 20037			FOR BENEFIT OF ANIMALS	350,000
ANIMAL WELFARE INSTITUTE900 PENNSYLVANIA AVE SE WASHINGTON,DC 20003			FOR BENEFIT OF ANIMALS	350,000
INTERNATIONAL PRIMATE PROPO BOX 766 SUMMERVILLE,SC 29484			FOR BENEFIT OF ANIMALS	300,000
HEARTPO BOX 738 MAMARONECK,NY 10543			FOR BENEFIT OF ANIMALS	40,000
FRIENDS OF WASHOE400 E UNIVERSITY WAY ELLENSBURG,WA 989267573			FOR BENEFIT OF ANIMALS	43,780
GLOBAL FED ANIMAL SANCTUARIESPO BOX 32294 WASHINGTON,DC 20007			FOR BENEFIT OF ANIMALS	60,000
SPECIES SURVIAL NETWORK2100 L STREET NW WASHINGTON,DC 20037			FOR BENEFIT OF ANIMALS	40,000
BORN FREE USAPO BOX 32160 WASHINGTON,DC 20007			FOR BENEFIT OF ANIMALS	75,000
COMPASSION OVER KILLINGPO BOX 9773 WASHINGTON,DC 20016			FOR BENEFIT OF ANIMALS	30,000
NYS HUMANE ASSOCIATIONPO BOX 3068 KINGSTON,NY 12402			FOR BENEFIT OF ANIMALS	11,220
CHIMP HAVEN INC13600 CHIMPANZEE PLACE KEITHVILLE,LA 71047			FOR BENEFIT OF ANIMALS	60,000
Total . . . . ▶ **3a**				1,360,000

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization

(Including Information on Listed Property)

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

OMB No 1545-0172

2011

Attachment Sequence No **179**

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

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

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

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

7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 ▶	13	

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

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

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

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

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	15
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

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

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

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

Part IV **Summary** (see instructions)

21 Listed property Enter amount from line 28	21	
22 **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	30
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions. Cat No 12906N Form **4562** (2011)

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

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

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

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

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

Section B—Information on Use of Vehicles

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

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

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

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

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

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

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2011 tax year (see instructions)					
43 Amortization of costs that began before your 2011 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2011 Accounting Fees Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

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

TY 2011 Compensation Explanation

Name: WINLEY FOUNDATION

EIN: 52-1230146

Person Name	Explanation
TATIANA NAGRO	
EDWARD J WALSH JR	
HEIDI PRESCOTT HUMANE SOCIETY OF THE US	
CATHY LISS ANIMAL WELFARE INSTITUTE	
ANNA M BARONE	

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

TY 2011 Depreciation Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
2 TRESTLE TABLES	2000-01-01	75	75	S/L	7 0000				
3 METAL FILE CABINETS & DESK CHAIR	2000-01-01	100	100	S/L	7 0000				
COPIER	2002-05-21	500	500	S/L	5 0000				
PRINTER	2007-03-28	135	112	200DB	5 0000	15			
COPIER - BROTHER	2011-10-10	150		200DB	5 0000	15			

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TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
COPIER	2002-05	PURCHASE	2011-10			500				500
AMERICAN INTL G-900	2011-05	PURCHASE	2011-08		20,547	26,115			-5,568	
AMERICAN INTL G-600	2011-05	PURCHASE	2011-08		13,698	17,034			-3,336	
BANK OF AMERICA-11700	2011-02	PURCHASE	2011-08		80,397	172,593			-92,196	
BB&T CORP-2250	2011-01	PURCHASE	2011-12		57,010	59,299			-2,289	
BB&T CORP-2450	2011-01	PURCHASE	2011-12		62,077	69,220			-7,143	
CAREFUSION-300	2010-09	PURCHASE	2011-01		7,852	7,241			611	
CAREFUSION-1250	2010-09	PURCHASE	2011-01		32,716	30,380			2,336	
CATERPILLAR INC-500	2010-02	PURCHASE	2011-01		47,667	27,876			19,791	
FH ARM 1H1428-116982	2010-07	PURCHASE	2011-01		124,937	124,672			265	
FN 5 257234-177617	2010-07	PURCHASE	2011-07		190,840	189,894			946	
GAP INC DEL-6000	2010-12	PURCHASE	2011-05		116,044	128,418			-12,374	
GOLDMAN SACHS-250	2010-07	PURCHASE	2011-01		42,519	37,143			5,376	
GS 5 25 04/13-200000	2010-05	PURCHASE	2011-01		214,600	207,025			7,575	
HEWLETT PACKARD-2350	2011-07	PURCHASE	2011-08		54,914	86,699			-31,785	
ILLINOIS TOOL W-1700	2010-12	PURCHASE	2011-12		78,318	86,196			-7,878	
ILLINOIS TOOL W-750	2010-12	PURCHASE	2011-12		34,552	38,988			-4,436	
ILLINOIS TOOL W-2075	2011-05	PURCHASE	2011-12		95,594	120,990			-25,396	
MORGAN STANLEY-5900	2011-01	PURCHASE	2011-07		137,522	165,510			-27,988	
PNC FINL CORP-1200	2010-04	PURCHASE	2011-02		76,801	80,677			-3,876	
PNC FINL CORP-700	2010-06	PURCHASE	2011-02		44,800	41,910			2,890	
PRUDENTIAL FIN-1350	2011-02	PURCHASE	2011-12		66,948	87,213			-20,265	
T 2 125 11/14-80000	2010-07	PURCHASE	2011-01		81,525	81,928			-403	
T 2 125 11/14-100000	2010-08	PURCHASE	2011-01		101,906	103,691			-1,785	
T 2 125 11/14-185000	2010-08	PURCHASE	2011-01		188,526	192,192			-3,666	
T 2 125 11/14-15000	2010-09	PURCHASE	2011-01		15,286	15,684			-398	
T 2 125 11/14-70000	2010-09	PURCHASE	2011-02		70,860	73,189			-2,329	
T 2 125 11/14-70000	2010-09	PURCHASE	2011-02		71,305	73,189			-1,884	
T 2 125 11/14-15000	2010-09	PURCHASE	2011-03		15,309	15,684			-375	
T 2 125 11/14-205000	2010-11	PURCHASE	2011-03		209,227	213,007			-3,780	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
T 2 125 11/14-40000	2010-12	PURCHASE	2011-03		40,825	41,304			-479	
T 2 125 11/14-115000	2011-01	PURCHASE	2011-03		117,371	117,962			-591	
T 2 125 11/14-5000	2011-01	PURCHASE	2011-04		5,123	5,129			-6	
T 2 125 11/14-315000	2011-01	PURCHASE	2011-04		322,778	322,817			-39	
T 2 125 11/14-140000	2011-01	PURCHASE	2011-04		143,457	143,620			-163	
T 2 125 11/14-65000	2011-01	PURCHASE	2011-05		67,067	66,681			386	
T 2 125 11/14-100000	2011-02	PURCHASE	2011-05		103,180	102,012			1,168	
T 2 125 11/14-235000	2011-03	PURCHASE	2011-05		242,472	239,330			3,142	
T 2 625 11/20-90000	2010-12	PURCHASE	2011-01		84,282	86,187			-1,905	
T 2 625 11/20-225000	2010-12	PURCHASE	2011-01		209,744	215,467			-5,723	
T 2 625 11/20-35000	2010-12	PURCHASE	2011-05		33,484	33,517			-33	
T 2 625 11/20-130000	2010-12	PURCHASE	2011-05		124,312	124,492			-180	
T 2 625 11/20-75000	2010-12	PURCHASE	2011-07		73,953	71,822			2,131	
T 2 625 11/20-40000	2010-12	PURCHASE	2011-08		41,868	38,305			3,563	
T 2 625 11/20-180000	2010-12	PURCHASE	2011-08		187,030	172,374			14,656	
T 2 625 11/20-150000	2010-12	PURCHASE	2011-08		156,852	143,645			13,207	
T 2 625 11/20-235000	2010-12	PURCHASE	2011-11		249,057	225,044			24,013	
T 2 625 11/20-165000	2011-04	PURCHASE	2011-12		178,053	155,333			22,720	
T 2 625 11/20-25000	2011-04	PURCHASE	2011-12		26,847	23,535			3,312	
T 2 625 11/20-50000	2011-07	PURCHASE	2011-12		53,694	48,713			4,981	
T 2 625 11/20-65000	2011-08	PURCHASE	2011-12		69,802	67,592			2,210	
T 4 11/15/12-215000	2011-12	PURCHASE	2011-12		222,476	222,520			-44	
T 4 11/15/12-335000	2011-12	PURCHASE	2011-12		346,630	346,717			-87	
T 4 5 04/30/12-145000	2011-10	PURCHASE	2011-12		147,590	148,288			-698	
T 4 5 04/30/12-15000	2011-10	PURCHASE	2011-12		15,245	15,340			-95	
T 4 5 04/30/12-640000	2011-11	PURCHASE	2011-12		650,458	654,017			-3,559	
T 4 625 10/11-220000	2011-04	PURCHASE	2011-05		224,307	225,220			-913	
T 4 625 10/11-60000	2011-04	PURCHASE	2011-07		60,754	61,424			-670	
T 4 625 10/11-220000	2011-04	PURCHASE	2011-07		222,763	225,045			-2,282	
T 4 625 10/11-110000	2011-04	PURCHASE	2011-08		111,024	112,523			-1,499	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
T 4 625 10/11-60000	2011-04	PURCHASE	2011-08		60,497	61,376			-879	
T 4 625 10/11-40000	2011-04	PURCHASE	2011-08		40,331	40,912			-581	
T 4 625 10/11-125000	2011-04	PURCHASE	2011-08		125,963	127,849			-1,886	
T 4 625 10/11-100000	2011-05	PURCHASE	2011-08		100,770	102,117			-1,347	
T ROWE PRICE GR-1200	2010-08	PURCHASE	2011-01		79,505	53,935			25,570	
WALGREEN CO-500	2010-11	PURCHASE	2011-09		18,624	17,562			1,062	
FG 4 5 G13844-8347	2010-06	PURCHASE	2011-01		8,347	8,811			-464	
FG 4 5 G13844-6441	2010-06	PURCHASE	2011-02		6,441	6,799			-358	
FG 4 5 G13844-4070	2010-06	PURCHASE	2011-03		4,070	4,296			-226	
FG 4 5 G13844-7209	2010-06	PURCHASE	2011-04		7,209	7,609			-400	
FG 4 5 G13844-5534	2010-06	PURCHASE	2011-05		5,534	5,842			-308	
FG 4 5 G13844-6221	2010-06	PURCHASE	2011-06		6,221	6,566			-345	
FG 5 A91541-2894	2011-08	PURCHASE	2011-10		2,894	3,140			-246	
FG 5 A91541-3851	2011-08	PURCHASE	2011-11		3,851	4,179			-328	
FG 5 A91541-4647	2011-08	PURCHASE	2011-12		4,647	5,043			-396	
FG 5 G13298-15367	2010-07	PURCHASE	2011-01		15,367	16,412			-1,045	
FG 5 G13298-14227	2010-07	PURCHASE	2011-02		14,227	15,195			-968	
FG 5 G13298-14839	2010-07	PURCHASE	2011-03		14,839	15,848			-1,009	
FG 5 G13298-12420	2010-07	PURCHASE	2011-04		12,420	13,265			-845	
FG 5 G13298-10843	2010-07	PURCHASE	2011-05		10,843	11,581			-738	
FG 5 G13298-10001	2010-07	PURCHASE	2011-06		10,001	10,681			-680	
FG 5 G13298-13566	2010-07	PURCHASE	2011-07		13,566	14,489			-923	
FG 6 G03941-6604	2011-07	PURCHASE	2011-09		6,604	7,252			-648	
FG 6 G03941-6393	2011-07	PURCHASE	2011-10		6,393	7,021			-628	
FG 6 G03941-8864	2011-07	PURCHASE	2011-11		8,864	9,734			-870	
FG 6 G03941-8842	2011-07	PURCHASE	2011-12		8,842	9,710			-868	
FG 6 G08232-11371	2010-10	PURCHASE	2011-01		11,371	12,285			-914	
FG 6 G08232-7922	2010-10	PURCHASE	2011-02		7,922	8,559			-637	
FG 6 G08232-8527	2010-10	PURCHASE	2011-03		8,527	9,212			-685	
FG 6 G08232-7045	2010-10	PURCHASE	2011-04		7,045	7,611			-566	

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FG 6 G08232-5580	2010-10	PURCHASE	2011-05		5,580	6,028			-448	
FG 6 G08232-6364	2010-10	PURCHASE	2011-06		6,364	6,875			-511	
FG 6 G08232-7780	2010-10	PURCHASE	2011-07		7,780	8,405			-625	
FG 6 G08232-5357	2010-10	PURCHASE	2011-08		5,357	5,788			-431	
FG 6 G08232-5410	2010-10	PURCHASE	2011-09		5,410	5,845			-435	
FH ARM 1H1428-2564	2010-07	PURCHASE	2011-01		2,564	2,733			-169	
FH ARM 1H1428-3538	2010-07	PURCHASE	2011-02		3,538	3,770			-232	
FN AB2128-2074	2011-01	PURCHASE	2011-02		2,074	2,077			-3	
FN AB2128-2391	2011-01	PURCHASE	2011-03		2,391	2,394			-3	
FN AB2128-2948	2011-01	PURCHASE	2011-04		2,948	2,951			-3	
FN AB2128-2150	2011-01	PURCHASE	2011-05		2,150	2,152			-2	
FN AB2128-2316	2011-01	PURCHASE	2011-06		2,316	2,319			-3	
FN AB2128-2765	2011-01	PURCHASE	2011-07		2,765	2,768			-3	
FN AB2128-2694	2011-01	PURCHASE	2011-08		2,694	2,697			-3	
FN AB2128-2498	2011-01	PURCHASE	2011-09		2,498	2,501			-3	
FN AB2128-4274	2011-01	PURCHASE	2011-10		4,274	4,280			-6	
FN AB2128-4131	2011-01	PURCHASE	2011-11		4,131	4,136			-5	
FN AB2128-3296	2011-01	PURCHASE	2011-12		3,296	3,300			-4	
FN AH3373-1904	2011-03	PURCHASE	2011-04		1,904	2,003			-99	
FN AH3373-1773	2011-03	PURCHASE	2011-05		1,773	1,864			-91	
FN AH3373-519	2011-03	PURCHASE	2011-06		519	545			-26	
FN AH3373-568	2011-03	PURCHASE	2011-07		568	598			-30	
FN AH3373-507	2011-03	PURCHASE	2011-08		507	534			-27	
FN AH3373-5112	2011-03	PURCHASE	2011-09		5,112	5,376			-264	
FN AH3373-9849	2011-03	PURCHASE	2011-10		9,849	10,357			-508	
FN AH3373-5246	2011-03	PURCHASE	2011-11		5,246	5,517			-271	
FN AH3373-485	2011-03	PURCHASE	2011-12		485	510			-25	
FN AI2495-3177	2011-05	PURCHASE	2011-07		3,177	3,298			-121	
FN AI2495-2543	2011-05	PURCHASE	2011-08		2,543	2,640			-97	
FN AI2495-4502	2011-05	PURCHASE	2011-09		4,502	4,672			-170	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FN AI2495-3938	2011-05	PURCHASE	2011-10		3,938	4,087			-149	
FN AI2495-2900	2011-05	PURCHASE	2011-11		2,900	3,010			-110	
FN AI2495-3433	2011-05	PURCHASE	2011-12		3,433	3,563			-130	
FN 4 0 AE0276-11087	2010-12	PURCHASE	2011-01		11,087	11,503			-416	
FN 4 0 AE0276-6704	2010-12	PURCHASE	2011-02		6,704	6,955			-251	
FN 4 0 AE0276-3683	2010-12	PURCHASE	2011-03		3,683	3,821			-138	
FN 4 0 AE0276-3925	2010-12	PURCHASE	2011-04		3,925	4,072			-147	
FN 4 0 AE0276-3874	2010-12	PURCHASE	2011-05		3,874	4,019			-145	
FN 4 0 AE0276-3598	2010-12	PURCHASE	2011-06		3,598	3,733			-135	
FN 4 0 AE0276-5950	2010-12	PURCHASE	2011-07		5,950	6,173			-223	
FN 4 0 AE0276-7749	2010-12	PURCHASE	2011-08		7,749	8,039			-290	
FN 4 0 AE0276-7175	2010-12	PURCHASE	2011-09		7,175	7,444			-269	
FN 4 0 AE0276-8173	2010-12	PURCHASE	2011-10		8,173	8,479			-306	
FN 4 0 AE0276-16586	2010-12	PURCHASE	2011-11		16,587	17,208			-621	
FN 5 257234-7627	2010-07	PURCHASE	2011-01		7,627	8,155			-528	
FN 5 257234-8701	2010-07	PURCHASE	2011-02		8,701	9,302			-601	
FN 5 257234-9999	2010-07	PURCHASE	2011-03		9,999	10,691			-692	
FN 5 257234-8849	2010-07	PURCHASE	2011-04		8,849	9,460			-611	
FN 5 257234-8903	2010-07	PURCHASE	2011-05		8,903	9,518			-615	
FN 5 257234-6573	2010-07	PURCHASE	2011-06		6,573	7,027			-454	
FN 5 257234-8729	2010-07	PURCHASE	2011-07		8,729	9,332			-603	
FN 5 5 839035-5380	2010-11	PURCHASE	2011-01		5,380	5,814			-434	
FN 5 5 839035-19996	2010-11	PURCHASE	2011-02		19,996	21,608			-1,612	
FN 5 5 839035-6920	2010-11	PURCHASE	2011-03		6,920	7,478			-558	
FN 5 5 839035-7258	2010-11	PURCHASE	2011-04		7,258	7,843			-585	
FN 5 5 839035-3343	2010-11	PURCHASE	2011-05		3,343	3,613			-270	
FN 5 5 839035-3186	2010-11	PURCHASE	2011-06		3,186	3,443			-257	
FN 5 5 839035-2275	2010-11	PURCHASE	2011-07		2,275	2,458			-183	
FN 5 5 839035-5802	2010-11	PURCHASE	2011-08		5,802	6,269			-467	
FN 5 5 839035-2699	2010-11	PURCHASE	2011-09		2,699	2,916			-217	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FN 5 5 839035-3324	2010-11	PURCHASE	2011-10		3,324	3,592			-268	
FN 6 911568-2147	2010-04	PURCHASE	2011-01		2,147	2,303			-156	
FN 6 911568-5737	2010-04	PURCHASE	2011-02		5,737	6,154			-417	
FN 6 911568-291	2010-04	PURCHASE	2011-03		291	312			-21	
FN 6 911568-4605	2010-04	PURCHASE	2011-04		4,605	4,940			-335	
FN VAR AC8887-9075	2011-08	PURCHASE	2011-10		9,075	9,536			-461	
FN VAR AC8887-8133	2011-08	PURCHASE	2011-11		8,133	8,546			-413	
FN VAR AC8887-263	2011-08	PURCHASE	2011-12		263	277			-14	
T 4 625 10/11-340000	2011-05	PURCHASE	2011-10		340,000	347,198			-7,198	
T 4 625 10/11-135000	2011-05	PURCHASE	2011-10		135,000	137,626			-2,626	
T 4 625 10/11-95000	2011-06	PURCHASE	2011-10		95,000	96,481			-1,481	
T 4 625 10/11-140000	2011-07	PURCHASE	2011-10		140,000	141,951			-1,951	
CATERPILLAR INC-850	2010-01	PURCHASE	2011-01		81,034	47,522			33,512	
CITY NATL CORP-250	2010-02	PURCHASE	2011-05		13,691	12,346			1,345	
CITY NATL CORP-800	2010-02	PURCHASE	2011-05		43,811	39,577			4,234	
CITY NATL CORP-1150	2010-03	PURCHASE	2011-05		62,978	61,049			1,929	
DOVER CORP-500	2009-09	PURCHASE	2011-05		32,652	19,348			13,304	
DOVER CORP-1200	2009-09	PURCHASE	2011-05		78,476	46,436			32,040	
EMERSON ELEC CO-400	2009-08	PURCHASE	2011-05		21,893	14,468			7,425	
EMERSON ELEC CO-400	2009-08	PURCHASE	2011-05		21,893	14,350			7,543	
EMERSON ELEC CO-1300	2009-08	PURCHASE	2011-05		71,151	46,804			24,347	
EMERSON ELEC CO-550	2009-09	PURCHASE	2011-05		30,102	22,055			8,047	
EMERSON ELEC CO-2350	2009-09	PURCHASE	2011-08		113,790	94,234			19,556	
FH ARM 1Q0271-382370	2007-08	PURCHASE	2011-04		407,209	382,256			24,953	
GOLDMAN SACHS-500	2009-02	PURCHASE	2011-01		85,037	44,907			40,130	
GOLDMAN SACHS-150	2009-10	PURCHASE	2011-01		25,511	25,620			-109	
INTL BUS MACH-700	1998-02	PURCHASE	2011-07		127,659	36,925			90,734	
INTL BUS MACH-50	1998-02	PURCHASE	2011-07		9,119	2,638			6,481	
INTL BUS MACH-500	1998-02	PURCHASE	2011-10		93,954	26,375			67,579	
MATTEL INC-4000	2010-01	PURCHASE	2011-03		99,922	81,928			17,994	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
MATTEL INC-1000	2010-03	PURCHASE	2011-03		24,980	22,822			2,158	
MEDTRONIC INC-2500	2008-10	PURCHASE	2011-10		81,184	112,315			-31,131	
MEDTRONIC INC-1000	2008-12	PURCHASE	2011-10		32,473	30,364			2,109	
MEDTRONIC INC-2000	2009-01	PURCHASE	2011-10		64,947	63,531			1,416	
MICROSOFT CORP-1000	2005-06	PURCHASE	2011-03		25,489	25,085			404	
MICROSOFT CORP-2600	2006-01	PURCHASE	2011-03		66,272	68,558			-2,286	
MOLSON COORS BR-3500	2008-08	PURCHASE	2011-03		155,391	176,237			-20,846	
NEWELL RUBBERMD-4500	2010-05	PURCHASE	2011-06		65,159	75,614			-10,455	
ORACLE CORP-3000	2004-05	PURCHASE	2011-12		76,214	34,118			42,096	
ORACLE CORP-2500	2004-07	PURCHASE	2011-12		63,511	27,441			36,070	
PARKER HANNIFIN-600	2008-12	PURCHASE	2011-05		52,456	22,969			29,487	
PARKER HANNIFIN-1600	2009-01	PURCHASE	2011-05		139,883	63,106			76,777	
T 2 625 11/20-215000	2010-12	PURCHASE	2011-12		232,015	205,891			26,124	
UNITED PARCEL S-1250	2009-05	PURCHASE	2011-05		92,281	71,766			20,515	
UNITED PARCEL S-250	2009-10	PURCHASE	2011-05		18,456	14,468			3,988	
WALGREEN CO-3400	1998-02	PURCHASE	2011-07		136,455	62,475			73,980	
WALGREEN CO-2600	1998-02	PURCHASE	2011-09		96,844	47,775			49,069	
FG 4 5 G13085-18795	2008-06	PURCHASE	2011-01		18,795	18,325			470	
FG 4 5 G13085-11847	2008-06	PURCHASE	2011-02		11,847	11,552			295	
FG 4 5 G13085-8641	2008-06	PURCHASE	2011-03		8,641	8,425			216	
FG 4 5 G13085-7666	2008-06	PURCHASE	2011-04		7,666	7,474			192	
FG 4 5 G13085-8463	2008-06	PURCHASE	2011-05		8,463	8,252			211	
FG 4 5 G13085-6417	2008-06	PURCHASE	2011-06		6,417	6,256			161	
FG 4 5 G13085-7997	2008-06	PURCHASE	2011-07		7,997	7,797			200	
FG 4 5 G13085-7866	2008-06	PURCHASE	2011-08		7,866	7,669			197	
FG 4 5 G13085-9556	2008-06	PURCHASE	2011-09		9,556	9,318			238	
FG 4 5 G13085-10381	2008-06	PURCHASE	2011-10		10,381	10,122			259	
FG 4 5 G13085-9703	2008-06	PURCHASE	2011-11		9,703	9,460			243	
FG 4 5 G13085-10262	2008-06	PURCHASE	2011-12		10,262	10,006			256	
FG 4 5 G13844-4885	2010-06	PURCHASE	2011-07		4,885	5,156			-271	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FG 4 5 G13844-4503	2010-06	PURCHASE	2011-08		4,503	4,753			-250	
FG 4 5 G13844-7373	2010-06	PURCHASE	2011-09		7,373	7,782			-409	
FG 4 5 G13844-9331	2010-06	PURCHASE	2011-10		9,331	9,849			-518	
FG 4 5 G13844-8004	2010-06	PURCHASE	2011-11		8,004	8,448			-444	
FG 4 5 G13844-8364	2010-06	PURCHASE	2011-12		8,364	8,828			-464	
FG 5 G13298-7435	2010-07	PURCHASE	2011-08		7,435	7,941			-506	
FG 5 G13298-14243	2010-07	PURCHASE	2011-09		14,243	15,211			-968	
FG 5 G13298-7253	2010-07	PURCHASE	2011-10		7,253	7,746			-493	
FG 5 G13298-14221	2010-07	PURCHASE	2011-11		14,221	15,188			-967	
FG 5 G13298-9579	2010-07	PURCHASE	2011-12		9,579	10,231			-652	
FG 5 J02774-11549	2009-05	PURCHASE	2011-01		11,549	12,057			-508	
FG 5 J02774-13088	2009-05	PURCHASE	2011-02		13,088	13,663			-575	
FG 5 J02774-7645	2009-05	PURCHASE	2011-03		7,645	7,981			-336	
FG 5 J02774-10434	2009-05	PURCHASE	2011-04		10,434	10,892			-458	
FG 5 J02774-9669	2009-05	PURCHASE	2011-05		9,669	10,094			-425	
FG 5 J02774-8449	2009-05	PURCHASE	2011-06		8,449	8,820			-371	
FG 5 J02774-7617	2009-05	PURCHASE	2011-07		7,617	7,951			-334	
FG 5 J02774-8382	2009-05	PURCHASE	2011-08		8,382	8,750			-368	
FG 5 J02774-7529	2009-05	PURCHASE	2011-09		7,529	7,860			-331	
FG 5 J02774-5557	2009-05	PURCHASE	2011-10		5,557	5,801			-244	
FG 5 J02774-10215	2009-05	PURCHASE	2011-11		10,215	10,664			-449	
FG 5 J02774-8524	2009-05	PURCHASE	2011-12		8,524	8,898			-374	
FG 6 G08232-6110	2010-10	PURCHASE	2011-10		6,110	6,601			-491	
FG 6 G08232-6620	2010-10	PURCHASE	2011-11		6,620	7,151			-531	
FG 6 G08232-5538	2010-10	PURCHASE	2011-12		5,538	5,983			-445	
FH ARM 1Q0271-13354	2007-08	PURCHASE	2011-01		13,354	13,350			4	
FH ARM 1Q0271-12184	2007-08	PURCHASE	2011-02		12,184	12,180			4	
FH ARM 1Q0271-10564	2007-08	PURCHASE	2011-03		10,564	10,561			3	
FH ARM 1Q0271-15731	2007-08	PURCHASE	2011-04		15,731	15,727			4	
FH ARM 1Q0271-2725	2007-08	PURCHASE	2011-05		2,725	2,725				

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FN 4 888700-13171	2007-09	PURCHASE	2011-01		13,171	12,482			689	
FN 4 888700-10831	2007-09	PURCHASE	2011-02		10,831	10,265			566	
FN 4 888700-14060	2007-09	PURCHASE	2011-03		14,060	13,324			736	
FN 4 888700-8585	2007-09	PURCHASE	2011-04		8,585	8,136			449	
FN 4 888700-7807	2007-09	PURCHASE	2011-05		7,807	7,398			409	
FN 4 888700-4423	2007-09	PURCHASE	2011-06		4,423	4,191			232	
FN 4 888700-5078	2007-09	PURCHASE	2011-07		5,078	4,812			266	
FN 4 888700-7568	2007-09	PURCHASE	2011-08		7,568	7,172			396	
FN 4 888700-9602	2007-09	PURCHASE	2011-09		9,602	9,100			502	
FN 4 888700-11768	2007-09	PURCHASE	2011-10		11,768	11,152			616	
FN 4 888700-9530	2007-09	PURCHASE	2011-11		9,530	9,032			498	
FN 4 888700-10738	2007-09	PURCHASE	2011-12		10,738	10,176			562	
FN 4 0 AE0276-16942	2010-12	PURCHASE	2011-12		16,942	17,577			-635	
FN 5 256543-4475	2007-09	PURCHASE	2011-01		4,475	4,414			61	
FN 5 256543-10302	2007-09	PURCHASE	2011-02		10,302	10,162			140	
FN 5 256543-6941	2007-09	PURCHASE	2011-03		6,941	6,847			94	
FN 5 256543-4520	2007-09	PURCHASE	2011-04		4,520	4,459			61	
FN 5 256543-1797	2007-09	PURCHASE	2011-05		1,797	1,773			24	
FN 5 256543-1521	2007-09	PURCHASE	2011-06		1,521	1,500			21	
FN 5 256543-798	2007-09	PURCHASE	2011-07		798	787			11	
FN 5 256543-2691	2007-09	PURCHASE	2011-08		2,691	2,654			37	
FN 5 256543-870	2007-09	PURCHASE	2011-09		870	858			12	
FN 5 256543-3943	2007-09	PURCHASE	2011-10		3,943	3,890			53	
FN 5 256543-9236	2007-09	PURCHASE	2011-11		9,236	9,111			125	
FN 5 256543-4859	2007-09	PURCHASE	2011-12		4,859	4,793			66	
FN 5 725429-21362	2009-05	PURCHASE	2011-01		21,362	22,327			-965	
FN 5 725429-16310	2009-05	PURCHASE	2011-02		16,310	17,047			-737	
FN 5 725429-11032	2009-05	PURCHASE	2011-03		11,032	11,531			-499	
FN 5 725429-14604	2009-05	PURCHASE	2011-04		14,604	15,264			-660	
FN 5 725429-12752	2009-05	PURCHASE	2011-05		12,752	13,328			-576	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FN 5 725429-11015	2009-05	PURCHASE	2011-06		11,015	11,513			-498	
FN 5 725429-12317	2009-05	PURCHASE	2011-07		12,317	12,873			-556	
FN 5 725429-11218	2009-05	PURCHASE	2011-08		11,218	11,725			-507	
FN 5 725429-16394	2009-05	PURCHASE	2011-09		16,394	17,134			-740	
FN 5 725429-8503	2009-05	PURCHASE	2011-10		8,503	8,887			-384	
FN 5 725429-12595	2009-05	PURCHASE	2011-11		12,595	13,164			-569	
FN 5 725429-14568	2009-05	PURCHASE	2011-12		14,568	15,226			-658	
FN 5 5 555409-8723	2009-01	PURCHASE	2011-01		8,723	9,056			-333	
FN 5 5 555409-4922	2009-01	PURCHASE	2011-02		4,922	5,110			-188	
FN 5 5 555409-4831	2009-01	PURCHASE	2011-03		4,831	5,015			-184	
FN 5 5 555409-5531	2009-01	PURCHASE	2011-04		5,531	5,742			-211	
FN 5 5 555409-1702	2009-01	PURCHASE	2011-05		1,702	1,766			-64	
FN 5 5 555409-2483	2009-01	PURCHASE	2011-06		2,483	2,578			-95	
FN 5 5 555409-4804	2009-01	PURCHASE	2011-07		4,804	4,987			-183	
FN 5 5 555409-2859	2009-01	PURCHASE	2011-08		2,859	2,968			-109	
FN 5 5 555409-6399	2009-01	PURCHASE	2011-09		6,399	6,643			-244	
FN 5 5 555409-4617	2009-01	PURCHASE	2011-10		4,617	4,793			-176	
FN 5 5 555409-3380	2009-01	PURCHASE	2011-11		3,380	3,509			-129	
FN 5 5 555409-3803	2009-01	PURCHASE	2011-12		3,803	3,948			-145	
FN 5 5 836178-13149	2007-09	PURCHASE	2011-01		13,149	12,993			156	
FN 5 5 836178-882	2007-09	PURCHASE	2011-02		882	872			10	
FN 5 5 836178-12947	2007-09	PURCHASE	2011-03		12,948	12,794			154	
FN 5 5 836178-9723	2007-09	PURCHASE	2011-04		9,723	9,608			115	
FN 5 5 836178-824	2007-09	PURCHASE	2011-05		824	814			10	
FN 5 5 836178-1414	2007-09	PURCHASE	2011-06		1,414	1,397			17	
FN 5 5 836178-9231	2007-09	PURCHASE	2011-07		9,231	9,122			109	
FN 5 5 836178-8706	2007-09	PURCHASE	2011-08		8,706	8,603			103	
FN 5 5 836178-5207	2007-09	PURCHASE	2011-09		5,207	5,145			62	
FN 5 5 836178-15756	2007-09	PURCHASE	2011-10		15,756	15,569			187	
FN 5 5 836178-13114	2007-09	PURCHASE	2011-11		13,114	12,958			156	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FN 5 5 836178-752	2007-09	PURCHASE	2011-12		752	743			9	
FN 5 5 839035-1865	2010-11	PURCHASE	2011-11		1,865	2,015			-150	
FN 5 5 839035-1387	2010-11	PURCHASE	2011-12		1,387	1,498			-111	
FN 6 911568-284	2010-04	PURCHASE	2011-05		284	304			-20	
FN 6 911568-1478	2010-04	PURCHASE	2011-06		1,478	1,586			-108	
FN 6 911568-2223	2010-04	PURCHASE	2011-07		2,223	2,385			-162	
FN 6 911568-2120	2010-04	PURCHASE	2011-08		2,120	2,274			-154	
FN 6 911568-259	2010-04	PURCHASE	2011-09		259	277			-18	
FN 6 911568-4023	2010-04	PURCHASE	2011-10		4,023	4,316			-293	
FN 6 911568-5530	2010-04	PURCHASE	2011-11		5,530	5,933			-403	
FN 6 911568-9339	2010-04	PURCHASE	2011-12		9,339	10,018			-679	
FN 6 943010-134	2007-09	PURCHASE	2011-01		134	135			-1	
FN 6 943010-1527	2007-09	PURCHASE	2011-02		1,527	1,539			-12	
FN 6 943010-134	2007-09	PURCHASE	2011-03		134	135			-1	
FN 6 943010-2945	2007-09	PURCHASE	2011-04		2,945	2,969			-24	
FN 6 943010-1440	2007-09	PURCHASE	2011-05		1,440	1,451			-11	
FN 6 943010-138	2007-09	PURCHASE	2011-06		138	139			-1	
FN 6 943010-2980	2007-09	PURCHASE	2011-07		2,980	3,004			-24	
FN 6 943010-131	2007-09	PURCHASE	2011-08		131	132			-1	
FN 6 943010-1666	2007-09	PURCHASE	2011-09		1,666	1,679			-13	
FN 6 943010-1404	2007-09	PURCHASE	2011-10		1,404	1,416			-12	
FN 6 943010-195	2007-09	PURCHASE	2011-11		195	196			-1	
FN 6 943010-121	2007-09	PURCHASE	2011-12		121	122			-1	

TY 2011 Investments Corporate Bonds Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LAZARD HIGH YIELD	1,034,611	1,001,390
GOLDMAN SACHS GROUP INC 5.25		
MORGAN STANLEY 6.625	296,418	271,547
BOTTLING GROUP LLC 5.125	121,033	139,999
GOLDMAN SACHS GROUP INC 7.50	293,622	276,102

TY 2011 Investments Corporate Stock Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LAZARD INTL EQUITY PORTFOLIO I	1,410,728	1,499,872
MATTEL INC		
NEWELL RUBBERMAID INC		
COMCAST CORP-SPECIAL CL A		
GAP INC		
TJX COMPANIES INC NEW		
WAL-MART STORES INC		
WALGREEN CO		
COCA COLA CO		
GEMERAL MILLS INC		
MOLSON COORS BREWING CO		
CITY NATIONAL CORP		
PNC FINANCIAL SERVICES GROUP		
WELLS FARGO & CO NEW		
GOLDMAN SACHS GROUP INC		
JP MORGAN CHASE & CO		
T ROWE PRICE GROUP INC		
CAREFUSION CORPORATION		
MEDTRONIC INC		
CATERPILLAR INC		
DOVER CORP		
EMERSON ELECTRIC CO		
HONEYWELL INTERNATIONAL INC		
ILLINOIS TOOL WORKS INC		
PARKER HANNIFIN CORP		
UNITED TECHNOLOGIES CORP		
UNITED PARCEL SERVICE INC CL B		
INTEL CORP		
GOOGLE INC CL A		
INTL BUSINESS MACHINES CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MASTERCARD INC		
MICROSOFT CORP		
ORACLE CORP		
APPLE INC		
CISCO SYSTEMS INC		
EMC CORP		
QUALCOMM INC		
BALL CORP		
MOSAIC CO		
AT&T INC		
INTL GAME TECHNOLOGY	90,099	86,000
COMCAST CORP - SPECIAL CL A	150,555	214,396
AUTOZONE INC	42,434	50,370
LOWES COMPANIES INC	83,255	86,292
ROSS STORES INC	88,886	104,566
TJX COMPANIES INC NEW	156,554	213,015
CVS CAREMARK CORP	154,818	163,120
SYSCO CORP	86,828	79,191
WAL-MART STORES INC	295,508	349,596
COCA COLA CO	187,832	251,892
GENERAL MILLS INC	78,025	88,902
ENERGIZER HOLDINGS INC	86,450	92,976
CONSOL ENERGY INC	132,767	107,164
WELLS FARGO & CO NEW	291,151	305,916
AMERICAN EXPRESS CO	204,269	212,265
BLACKROCK INC	91,041	100,706
JPMORGAN CHASE & CO	142,176	159,600
T ROWE PRICE GROUP INC	87,653	82,578
BOEING CO	164,332	190,710
DOVER CORP	51,882	75,465

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HONEYWELL INTERNATIONAL INC	135,994	228,270
UNITED TECHNOLOGIES CORP	141,068	299,669
UNION PACIFIC CORP	129,807	153,613
INTEL CORP	241,563	266,750
GOOGLE INC CL A	110,607	209,917
INTL BUSINESS MACHINES CORP	114,647	257,432
MASTERCARD INC	76,742	167,769
MICROSOFT CORP	91,397	88,264
ORACLE CORP	165,372	205,200
APPLE INC	135,055	273,375
CISCO SYSTEMS INC	234,591	206,112
EMC CORP	80,578	161,550
QUALCOMM INC	150,090	165,467
BALL CORP	77,024	107,130
FREEPORT MCMORAN COPPER & GOLD INC	51,409	57,576
MOSAIC CO	81,292	83,210
NEWMONT MINING CORP	87,673	96,016
AT&T INC	75,787	90,720

TY 2011 Investments Government Obligations Schedule

Name:	WINLEY FOUNDATION
EIN:	52-1230146
US Government Securities - End of Year Book Value:	7,399,611
US Government Securities - End of Year Fair Market Value:	7,620,367
State & Local Government Securities - End of Year Book Value:	752,104
State & Local Government Securities - End of Year Fair Market Value:	785,851

TY 2011 Land, Etc. Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	460	317	143	

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TY 2011 Other Expenses Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT MANAGEMENT FEES	66,016	66,016		
FILING FEES	750			
OFFICE EXPENSE	1,024	1,024		
INSURANCE	2,099	2,099		

TY 2011 Other Income Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
QWEST SEC LITIG CLAIMS	377		
SEC V BOA CORP FAIR FUND	306		