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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 07-01-2011 , and ending 06-30-2012

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
WINIFRED M PURDY FOUNDATION
C/O FILOMENO & CO PC

A Employer identification number
06-1603324

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

Room/suite

B Telephone number (see page 10 of the instructions)
(860) 561-0020

City or town, state, and ZIP code
WEST HARTFORD, CT 06107

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 ☐

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

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 ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 1,431,855

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	40,651	35,613		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-38,107			
	b Gross sales price for all assets on line 6a _____ 1,441,240				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		-2,854		
	12 Total. Add lines 1 through 11	2,544	32,759		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	15,000	11,250		3,750
	c Other professional fees (attach schedule)	6,854	6,854		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,895	610		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	196	196		0
	24 Total operating and administrative expenses. Add lines 13 through 23	26,945	18,910		3,750
	25 Contributions, gifts, grants paid	83,350			83,350
	26 Total expenses and disbursements. Add lines 24 and 25	110,295	18,910		87,100
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-107,751			
	b Net investment income (if negative, enter -0-)		13,849		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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Form **990-PF** (2011)

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	202,444	28,666	28,666
	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)			
	b	Investments—corporate stock (attach schedule)	1,266,132	1,329,135	1,403,189
	c	Investments—corporate bonds (attach schedule).			
	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 ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,468,576	1,357,801	1,431,855	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,468,576	1,357,801	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,468,576	1,357,801	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,468,576	1,357,801	

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)	11,468,576
2	Enter amount from Part I, line 27a	-107,751
3	Other increases not included in line 2 (itemize) ▶ _____	3,022
4	Add lines 1, 2, and 3	1,363,847
5	Decreases not included in line 2 (itemize) ▶ _____	6,046
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,357,801

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)
1 a	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
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 665,662		784,121	-118,459
b 775,578		695,226	80,352
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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			-118,459
b			80,352
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	-38,107
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			
2009			
2008			
2007			
2006			

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	277
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	277
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	277
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,640	
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	3,640
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	3,363
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/>	3,363	Refunded <input type="checkbox"/>	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			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 <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.	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) <input type="checkbox"/> CT			
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? Website address N/A	13	Yes	
14	The books are in care of FILOMENO CO PC Telephone no (860) 561-0020 Located at 80 SOUTH MAIN STREET WEST HARTFORD CT ZIP+4 06107			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
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	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>			6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
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
JOHN PURDY 312 SOUTH BEACH DRIVE HOBE SOUND, FL 33455	TRUSTEE 0 50	0	0	0
THOMAS FILOMENO 80 SOUTH MAIN ST WEST HARTFORD, CT 06107	TRUSTEE 0 50	0	0	0
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.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	1,297,824
b	Average of monthly cash balances.	1b	182,391
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,480,215
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,480,215
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	22,203
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,458,012
6	Minimum investment return. Enter 5% of line 5.	6	72,901

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	72,901
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	277
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	277
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	72,624
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	72,624
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	72,624



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	87,100
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	87,100
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	87,100
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				72,624
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			75,537	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4  \$ 87,100				
a Applied to 2010, but not more than line 2a			75,537	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		 0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				11,563
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 page 27 of the instructions.		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				61,061
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).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary 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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	83,350
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2011)

Part XVII

1

(a)

2.

1

4:


Additional Data

Software ID:
Software Version:
EIN: 06-1603324
Name: WINIFRED M PURDY FOUNDATION
C/O FILOMENO & CO PC

Form 990PF - Special Condition Description:

Special Condition Description

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST 6TH FL BROOKLINE,MA 024457226	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
HOBE SOUND COMMUNITY CHEST PO BOX 511 HOBE SOUND,FL 33475	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
INTERNATIONAL YACHT RESTORATION SCHOOL449 THAMES STREET NEWPORT,RI 02840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
JUPITER MEDICAL CENTER FOUNDATION1210 SOUTH OLD DIXIE HIGHWAY JUPITER,FL 33458	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000
NEWPORT HOSPITAL11 FRIENDSHIP STREET NEWPORT,RI 02840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000
POTTER LEAGUE FOR ANIMALS87 OLIPHANT LANE MIDDLETOWN,RI 02842	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,750
THOMSON SENIOR CENTER1141 SENIOR LANE WOODSTOCK,VT 05091	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
HOPE FUNDS FOR CANCER RESEARCH226 BELLEVUE AVENUE SUITE 6 NEWPORT,RI 02840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	16,500
SPECIAL OPERATIONS WARRIOR FOUNDATIONPO BOX 13483 TAMPA,FL 336813483	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
TOWN OF JUPITER ISLAND2 SE BRIDGE ROAD HOBE SOUND,FL 33455	NONE	PUBLIC CHARITY	GENERAL SUPPORT	500
NEW YORK YACHT CLUB FOUNDATION37 WEST 44TH STREET NEW YORK,NY 10036	NONE	PUBLIC CHARITY	GENERAL SUPPORT	1,000
AMERICAS CLASSIC 12-METER SAILING FOUNDATION INC63 MILL STREET BOX 51 NEWPORT,RI 02840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
JUPITER ISLAND HISTORICAL SOCIETYPO BOX 938 HOBE SOUND,FL 33475	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100
REDWOOD LIBRARY & ATHENAEUM 50 BELLEVUE AVENUE NEWPORT,RI 02840	NONE	PUBLIC CHARITY	GENERAL SUPPORT	2,000
SUSTAINABLE WOODSTOCK WOODSTOCK VT AREA FLOOD RELIEF FUNDPO BOX 611 WOODSTOCK,VT 05091	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000
Total  3a				83,350

TY 2011 Accounting Fees Schedule**Name:** WINIFRED M PURDY FOUNDATION

C/O FILOMENO & CO PC

EIN: 06-1603324

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILOMENO & CO	15,000	11,250		3,750

TY 2011 Applied to Prior Year Election

Name: WINIFRED M PURDY FOUNDATION
C/O FILOMENO & CO PC

EIN: 06-1603324

Election: PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2),
THE WINIFRED M. PURDY FOUNDATION HEREBY ELECTS TO TREAT
CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE
IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS
BEING MADE OUT OF UNDISTRIBUTED INCOME FROM THE TAX
YEAR ENDING JUNE 30, 2008.

TY 2011 Investments Corporate Stock Schedule

Name: WINIFRED M PURDY FOUNDATION
C/O FILOMENO & CO PC

EIN: 06-1603324

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS COMMON STOCKS AND FUNDS SEE ATTACHED STATEMENTS	1,329,135	1,403,189

TY 2011 Other Decreases Schedule**Name:** WINIFRED M PURDY FOUNDATION

C/O FILOMENO & CO PC

EIN: 06-1603324

Description	Amount
UNCLEARED CHECKS @ 6/30/11	6,000
ROUNDING	46

TY 2011 Other Expenses Schedule

Name: WINIFRED M PURDY FOUNDATION
C/O FILOMENO & CO PC
EIN: 06-1603324

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TRANSACTION FEES	196	196		0

TY 2011 Other Increases Schedule**Name:** WINIFRED M PURDY FOUNDATION

C/O FILOMENO & CO PC

EIN: 06-1603324

Description	Amount
UNCLEARED CHECKS @ 6/30/12	3,000
BASIS ADJUSTMENT FOR CASH IN LIEU	22

TY 2011 Other Professional Fees Schedule**Name:** WINIFRED M PURDY FOUNDATION

C/O FILOMENO & CO PC

EIN: 06-1603324

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CREDIT SUISSE INVESTMENT FEES	1,417	1,417		0
UBS INVESTMENT FEES	720	720		0
MERRILL LYNCH INVESTMENT FEES	4,717	4,717		0

TY 2011 Taxes Schedule**Name:** WINIFRED M PURDY FOUNDATION

C/O FILOMENO & CO PC

EIN: 06-1603324

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	610	610		0
2010 FEDERAL BALANCE DUE	645	0		0
2011 ESTIMATED PAYMENTS	3,640	0		0

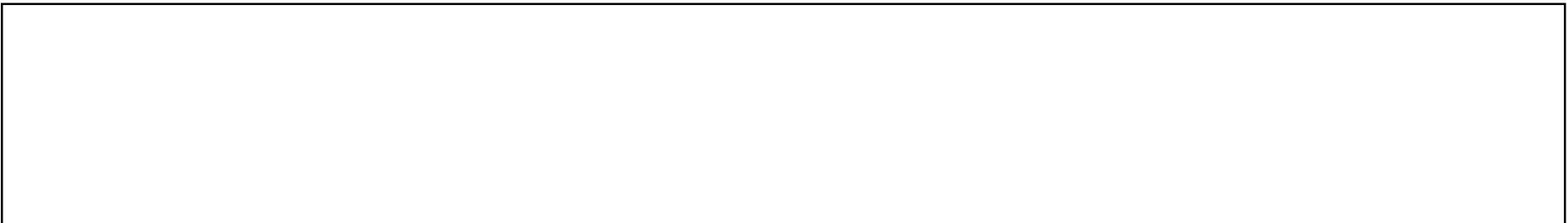
WINIFRED M PURDY FOUNDATION
FORM 990PF
PART II LINE 10b

Acct #		Column b	Column c
32514	see attached detail	779,515	826,905
32736	see attached detail	300,929	318,240
32737	see attached detail	248,691	258,044
TOTAL		1,329,135	1,403,189

FUNDATION 'CASH'

Account Number: 818-32541

24-Hour Assistance: (800) MERRILL



YOUR CMA FOR TRUST ASSETS

CASH/MONEY ACCOUNTS						
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	0.66	0.66		.66		
ML BANK DEPOSIT PROGRAM	9,738.00	9,738.00	1.0000	9,738.00	10	10
TOTAL		9,738.66		9,738.66	10	10

EQUITIES								
Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss) Annual Income Estimated Current Yield%
LIBERTY MEDIA CORP	LMCA	06/07/10	26	39.4200	1,024.92	87.9100	2,285.66	1,260.74
LIBERTY CAP COM SER A		06/08/10	8	39.3000	314.40	87.9100	703.28	388.88
		06/21/10	31	44.2500	1,371.75	87.9100	2,725.21	1,353.46
		07/13/10	28	45.2000	1,265.60	87.9100	2,461.48	1,195.88
		08/05/10	31	48.2600	1,496.06	87.9100	2,725.21	1,229.15
		08/12/10	27	47.7200	1,288.44	87.9100	2,373.57	1,085.13
		09/02/10	30	47.8400	1,435.20	87.9100	2,637.30	1,202.10
		12/13/10	30	62.4400	1,873.20	87.9100	2,637.30	764.10
		07/08/11	7	84.5014	591.51	87.9100	615.37	23.86
		07/11/11	35	83.3551	2,917.43	87.9100	3,076.85	159.42
Subtotal			253		13,578.51		22,241.23	8,662.72
TOTAL					13,578.51		22,241.23	8,662.72

+

FUNDATION 'CASH'

Account Number: 818-32541

YOUR CMA FOR TRUST ASSETS

June 01, 2012 - June 29, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
BLACKROCK GLOBAL	21,726	202,905.71	9.9400	215,956.44	13,050.73	199,990	15,965	5,171	2.39
DIVIDEND INC PRIFL CL A									
SYMBOL BABDX Initial Purchase 10/07/11									
Equity 100%									
3150 Fractional Share		3.12	9.9400	3.13	.01			1	2.39
FIRST EAGLE GLOBAL	3,945	179,355.42	47.3200	186,677.40	7,321.98	174,995	11,682	2,074	1.11
FD CL A									
SYMBOL SGFNX Initial Purchase 10/07/11									
Fixed Income 1% Equity 99%									
3340 Fractional Share		14.86	47.3200	15.80	.94			1	1.11
PUTNAM VOYAGER FD CL A	9,022	174,984.26	20.8700	188,289.14	13,304.88	174,984	13,304		
SYMBOL PVOYX Initial Purchase 10/07/11									
Equity 100%									
7990 Fractional Share		15.74	20.8700	16.68	.94				
THORNBURG INCOME BUILDER	11,761	208,649.22	18.1700	213,697.37	5,048.15	199,987	13,709	13,760	6.43
FUND CLASS A									
SYMBOL TIBAX Initial Purchase 10/07/11									
Fixed Income 19% Equity 81%									
4460 Fractional Share		8.07	18.1700	8.10	.03			1	6.43
Subtotal (Fixed Income)				42,470.97					
Subtotal (Equities)				762,193.09					

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FUNDATION 'CASH'

Account Number: 818-32541

24-Hour Assistance: (800) MERRILL

YOUR CMA FOR TRUST ASSETS

June 01, 2012 - June 29, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
TOTAL		765,936.40		804,664.06	38,727.66		54,660	21,008	2.61

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

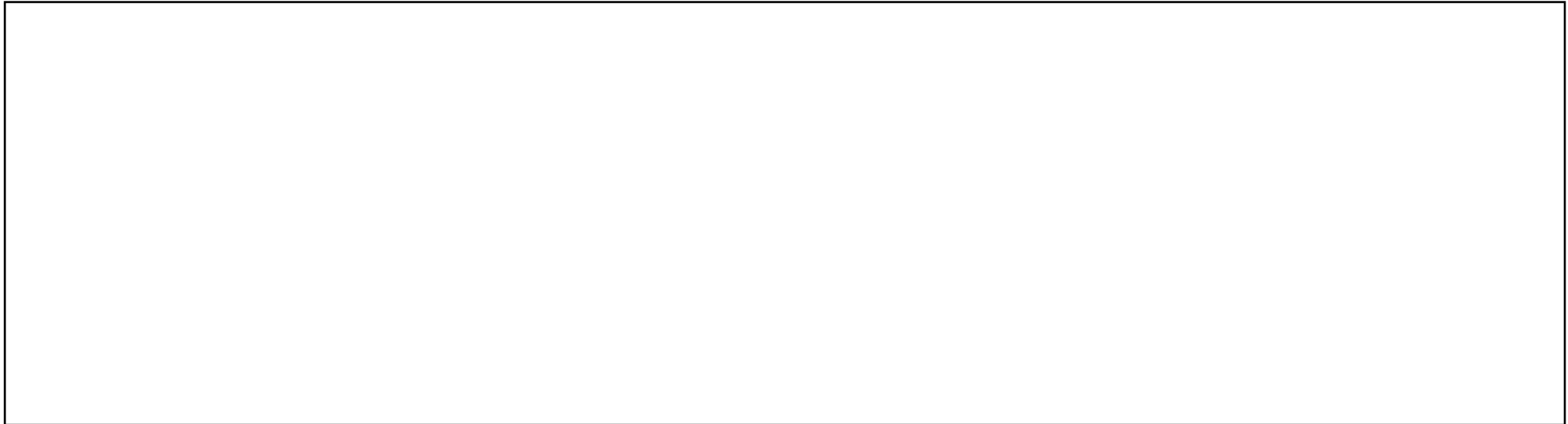
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	789,253.57	836,643.95	47,390.38		21,017	2.51

FNDATION WINDHAVEN

Account Number: 818-32736



YOUR CMA FOR TRUST ASSETS

CASH/MONEY ACCOUNTS		Total	Estimated	Estimated	Estimated	Est Annual
Description	Quantity	Cost Basis	Market Price	Market Value	Annual Income	Yield%
CASH	567.00	567.00		567.00		
ML BANK DEPOSIT PROGRAM	10,428.00	10,428.00	1.0000	10,428.00	16	15
TOTAL		10,995.00		10,995.00	16	15

MUTUAL FUNDS/CLOSED END FUNDS/UIT		Total	Estimated	Estimated	Unrealized	Total Client	Cumulative	Estimated
Description	Quantity	Cost Basis	Market Price	Market Value	Gain/(Loss)	Investment	Investment Return (\$)	Annual Current
ISHARES BARCLAY 7-10 YR	87	9,008.84	107.9300	9,389.91	381.07	9,008	381	208
IREAS INDEX FUND								2.20
SYMBOL: IEF	Initial Purchase: 10/07/11							
Fixed Income: 100%								

+

FNDATION WINDHAVEN

Account Number: 818-32736

YOUR CMA FOR TRUST ASSETS

June 01, 2012 - June 29, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
ISHARES IBOXX \$ INVT GRADE CORP BD FUND SYMBOL LQD Initial Purchase 10/07/11 Fixed Income 100%	81	9,006.39	117.5900	9,524.79	518.40	9,006	518	392	4.10
ISHARES BARCLAYS TIPS BO PROTECTED SECS FD SYMBOL TIP Initial Purchase 10/07/11 Fixed Income 100%	131	15,066.31	119.7000	15,680.70	614.39	15,066	614	482	3.06
ISHARES FTSE EPRA/NAREIT GLOBAL REAL ESTATE EX US INDEX FUND SYMBOL IFGL Initial Purchase 06/06/12 Equity 100%	592	16,244.89	28.5200	16,883.84	638.95	16,244	638	497	2.93
ISHARES TR RUSSELL 2000 INDEX FD SYMBOL IWM Initial Purchase 02/02/12 Equity 100%	203	16,488.47	79.5600	16,150.68	(337.79)	16,488	(337)	252	1.55
MARKET VECTORS ETF TR GOLD MINERS ETF SYMBOL GDX Initial Purchase 06/06/12 Equity 100%	200	9,643.62	44.7700	8,954.00	(689.62)	9,643	(689)	30	3.3
PIMCO 15+ YR US TIPS IND SYMBOL LTPZ Initial Purchase 10/07/11 Fixed Income 100%	89	5,651.95	69.2000	6,158.80	506.85	5,651	506	141	2.28
POWERSHARES DB COMMODITY INDEX TRKG FD	456	12,034.43	25.7500	11,742.00	(292.43)	12,034	(292)		

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FNDATION WINDHAVEN

Account Number: 818-32736

YOUR CMA FOR TRUST ASSETS

June 01, 2012 - June 29, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued)										
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%	
SYMBOL DBC Initial Purchase 10/07/11 Equity 100%										
POWERSHARES QQQ TR UNITS SER 1	697	41,174.07	64.1600	44,719.52	3,545.45	41,174	3,545	363	.81	
SYMBOL QQQ Initial Purchase 10/07/11 Equity 100%										
POWERSHARES EXCHANGE TRADED FD TR II S&P 500 LOW VOLATILITY PORT	632	16,366.90	27.5800	17,430.56	1,063.66	16,366	1,063	543	3.11	
SYMBOL SPLV Initial Purchase 02/02/12 Equity 100%										
SPDR BARCLY CAPTL HIGH YIELD BOND ETF	417	16,512.16	39.4600	16,454.82	(57.34)	16,512	(57)	1,197	7.27	
SYMBOL JNK Initial Purchase 02/09/12 Fixed Income 100%										
VANGUARD TOTAL STK MKT ETF	239	14,894.00	69.7000	16,658.30	1,764.30	14,894	1,764	316	1.89	
SYMBOL VTI Initial Purchase 10/14/11 Equity 100%										
VANGUARD REIT ETF	563	29,753.61	65.4300	36,837.09	7,083.48	29,753	7,083	1,217	3.30	
SYMBOL VNQ Initial Purchase 10/07/11 Equity 100%										
VANGUARD MSCI EMERGING MRKTS ETF	423	16,061.64	39.9300	16,890.39	828.75	16,061	828	384	2.26	
SYMBOL VWO Initial Purchase 10/07/11 Equity 100%										

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FNDATION WINDHAVEN

Account Number: 818-32736

YOUR CMA FOR TRUST ASSETS

June 01, 2012 - June 29, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
VANGUARD DIVIDEND APPRECIATION LIF SYMBOL VIG Initial Purchase 10/07/11 Equity 100%	464	23,960.06	56.6900	26,304.16	2,344.10	23,960	2,344	560	2.12
VANGUARD MSCI EUROPE PACIFIC ETF SYMBOL VEA Initial Purchase 10/07/11 Equity 100%	374	11,731.92	31.5700	11,807.18	75.26	11,731	75	392	3.31
WISDOMTREE ASIA LOCAL DEBT FUND SYMBOL ALD Initial Purchase 10/07/11 Fixed Income 100%	181	9,033.44	51.0900	9,247.29	213.85	9,033	213	128	1.37
Subtotal (Fixed Income)				66,456.31					
Subtotal (Equities)				224,377.72					
TOTAL		272,632.70		290,834.03	18,201.33		18,197	7,102	2.44

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

FNDATION WINDHAVEN

Account Number: 818-32736

YOUR CMA FOR TRUST ASSETS

June 01, 2012 - June 29, 2012

ALTERNATIVE INVESTMENTS			Unit	Total	Estimated	Estimated	Unrealized	Estimated	Current
Description	Acquired	Quantity	Cost Basis	Cost Basis	Market Price	Market Value	Gain/(Loss)	Annual Income	Yield%
ISHARES GOLD TR	10/07/11	754	15 9796	12,048 69	15 5600	11,732 24	(316 45)		
SPDR GOLD TRUST	10/07/11	64	159.3300	10,197 12	155 1900	9,932 16	(264.96)		
SPDR GOLD TRUST	10/14/11	37	163 5300	6,050 61	155 1900	5,742 03	(308.58)		
Subtotal		101		16,247 73		15,674.19	(573 54)		
TOTAL				28,296 42		27,406.43	(889 99)		

LONG PORTFOLIO		Adjusted/Total	Estimated	Unrealized	Estimated	Estimated	Current
		Cost Basis	Market Value	Gain/(Loss)	Accrued Interest	Annual Income	Yield%
TOTAL		311,924.12	329,235.46	17,311.34		7,117	2 16

FNDATION DIV GROWTH

Account Number: 818-32737

24-Hour Assistance: (800) MERRILL



YOUR CMA FOR TRUST ASSETS

CASH/MONEY ACCOUNTS						
Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	88.03	88.03		88.03		
ML BANK DEPOSIT PROGRAM	7,460.00	7,460.00	1.0000	7,460.00	11	15
TOTAL		7,548.03		7,548.03	11	15

EQUITIES									
Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Current Annual Income Yield%
ALLIANCE RESRC PTNRS LP	ARLP	10/25/11	105	70.4260	7,394.73	56.1200	5,892.60	(1,502.13)	431 7.30
ANNALY CAP MGMT INC	NLY	10/25/11	455	16.5258	7,519.28	16.7800	7,634.90	115.62	1,001 13.11
AT&T INC	T	10/25/11	265	28.3598	7,515.37	35.6600	9,449.90	1,934.53	467 4.93
BAYTEX ENERGY CORP SHS	BTE	10/25/11	145	52.4382	7,603.54	42.1100	6,105.95	(1,497.59)	374 6.12
BCE INC	BCE	10/25/11	195	38.5666	7,520.49	41.2000	8,034.00	513.51	429 5.33
BRITISH AMN TOBACO SPADR	BTI	05/18/12	80	96.0225	7,681.80	102.1200	8,169.60	487.80	324 3.95
BUCKEYE PARTNERS L P	BPL	10/25/11	110	66.8925	7,358.18	52.1700	5,738.70	(1,619.48)	457 7.95
CHIMERA INVESTMENT CORP	CIM	10/25/11	2,555	2.9387	7,508.38	2.3600	6,029.80	(1,478.58)	920 15.25

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FUNDATION DIV GROWTH

Account Number: 818-32737

YOUR CMA FOR TRUST ASSETS

June 01, 2012 - June 29, 2012

EQUITIES (continued)										
<i>Description</i>	<i>Symbol</i>	<i>Acquired</i>	<i>Quantity</i>	<i>Unit Cost Basis</i>	<i>Total Cost Basis</i>	<i>Estimated Market Price</i>	<i>Estimated Market Value</i>	<i>Unrealized Gain/(Loss)</i>	<i>Estimated Annual Income</i>	<i>Current Yield%</i>
EL PASO PIPELINE PARTNER LP	EPB	10/25/11	220	34.1770	7,518.94	33.8000	7,436.00	(82.94)	449	6.03
ENBRIDGE ENERGY PARTNERS LP	EEP	10/25/11	255	29.3996	7,496.92	30.7700	7,846.35	349.43	544	6.92
ENERGY TRANSFER EQUITY LP	ETE	10/28/11	195	38.6598	7,538.68	41.0200	7,998.90	460.22	488	6.09
ENTERPRISE PRODS PRTN LP	EPD	10/25/11	170	44.2758	7,526.90	51.2400	8,710.80	1,183.90	427	4.89
ENTERTAINMENT PPTYS TR REIT	EPR	10/25/11	180	42.1098	7,579.78	41.1100	7,399.80	(179.98)	540	7.29
GENUINE PARTS CO	GPC	10/25/11	130	57.7000	7,501.00	60.2500	7,832.50	331.50	258	3.28
KINDER MORGAN ENERGY PARTNERS LP	KMP	10/25/11	95	76.8188	7,297.79	78.5800	7,465.10	167.31	456	6.10
LOCKHEED MARTIN CORP	LMT	01/27/12	95	82.2252	7,811.40	87.0800	8,272.60	461.20	380	4.59
LORILLARD INC	LO	02/06/12	25	112.0452	2,801.13	131.9500	3,298.75	497.62	155	4.69
		02/08/12	50	113.4066	5,670.33	131.9500	6,597.50	927.17	310	4.69
<i>Subtotal</i>			75		8,471.46		9,896.25	1,424.79	465	4.69
MAGELLAN MIDSTREAM PARTNERS LP	MMP	10/25/11	115	63.5200	7,304.80	70.6400	8,123.60	818.80	387	4.75
NATURAL RESOURCE PRTNRS LP	NRP	10/25/11	250	29.8337	7,458.43	22.1700	5,542.50	(1,915.93)	550	9.92
PENN VA RESRCS PRTNRS LP	PVR	10/25/11	285	26.2595	7,483.96	24.5000	6,982.50	(501.46)	593	8.48
PFIZER INC	PFE	10/25/11	395	18.8453	7,443.93	23.0000	9,085.00	1,641.07	348	3.82
PHILIP MORRIS INTL INC	PM	10/25/11	110	68.8100	7,569.10	87.2600	9,598.60	2,029.50	339	3.52
PLAINS ALL AMERN PIPL LP	PAA	10/25/11	115	64.3228	7,397.13	80.8100	9,293.15	1,896.02	481	5.17
SEADRILL LTD	SDRL	10/25/11	225	33.3959	7,514.08	35.5200	7,992.00	477.92	738	9.23

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FNDATION DIV GROWTH

Account Number: 818-32737

24-Hour Assistance: (800) MERRILL

YOUR CMA FOR TRUST ASSETS

June 01, 2012 - June 29, 2012

EQUITIES (continued)										
Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
SOUTHERN COPPER CORP	SCCO	10/25/11	257	28.9156	7,431.32	31.5100	8,098.07	666.75	525	6.47
SSE PLC SPONSORED ADR	SSEZY	10/25/11	345	21.6500	7,469.25	21.9100	7,558.95	89.70	415	5.48
STARWOOD PPTY TR INC COMMON STOCK	STWD	10/25/11	410	18.3800	7,535.80	21.3100	8,737.10	1,201.30	722	8.25
SUNOCO LOGISTICS PRTS LP	SXL	10/25/11	240	31.8633	7,647.20	36.2700	8,704.80	1,057.60	411	4.71
TARGA RESOURCES PARTNERS LP	NGLS	10/25/11	220	34.1599	7,515.18	35.6500	7,843.00	327.82	548	6.98
VENTAS INC REIT	VTR	10/25/11	140	52.7717	7,388.05	63.1200	8,836.80	1,448.75	348	3.92
VODAFONE GROU PLC SP ADR	VOD	10/25/11	270	27.8471	7,518.72	28.1800	7,608.60	89.88	394	5.17
WESTPAC BANKING ADR	WBK	10/25/11	65	113.9640	7,407.66	108.8100	7,072.65	(335.01)	532	7.51
WILLIAMS PARTNERS L P COM UNIT LTD PARTNERSHIP	WPZ	10/26/11	135	57.4926	7,761.51	52.2400	7,052.40	(709.11)	420	5.95
TOTAL					248,690.76		258,043.47	9,352.71	16,161	6.26

LONG PORTFOLIO				Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL				256,238.79	265,591.50	9,352.71		16,172	6.09