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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 08-01-2011, and ending 07-31-2012

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

Name of foundation: THE WINDOVER FOUNDATION. Employer identification number: 04-6897800. Telephone number: (617) 261-3100. City or town, state, and ZIP code: BOSTON, MA 021112950. Accounting method: Cash. Fair market value of all assets at end of year: \$17,554,921.

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (-543,093) and Adjusted net income (3,204).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	336	29,709	29,709		
	<b>2</b>	Savings and temporary cash investments . . . . .	1,803,956	1,081,573	1,081,573		
	<b>3</b>	Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____					
	<b>4</b>	Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	914,995 <input type="checkbox"/>	2,428,163	2,518,159		
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	5,724,376 <input type="checkbox"/>	5,641,881	6,361,103		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	2,550,884 <input type="checkbox"/>	3,522,867	3,635,269		
	<b>11</b>	Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	6,395,156 <input type="checkbox"/>	4,152,616	3,929,108		
	<b>14</b>	Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____					
<b>15</b>	Other assets (describe <input type="checkbox"/> _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	17,389,703	16,856,809	17,554,921			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe <input type="checkbox"/> _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	17,389,703	16,856,809			
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	17,389,703	16,856,809				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	17,389,703	16,856,809				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	17,389,703
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-543,093
<b>3</b>	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>3</b>	40,175
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	16,886,785
<b>5</b>	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>5</b>	29,976
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	16,856,809

**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)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	238,086
<b>3</b> 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		<b>3</b>	3,204

**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	11,768	3,870,257	000 003041
2009	12,286	256,329	000 047931
2008	14,106	253,659	000 055610
2007	14,817	297,506	000 049804
2006	12,762	290,621	000 043913

<b>2</b> Total of line 1, column (d).	<b>2</b>	000 200299
<b>3</b> 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	<b>3</b>	000 040060
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	<b>4</b>	17,380,392
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	696,259
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	4,794
<b>7</b> Add lines 5 and 6.	<b>7</b>	701,053
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	1,022,524

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)

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits and payments. Total tax due is 3,366.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, unrelated business income, and substantial contributors. Includes Yes/No columns.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of ▶ <u>DAVID W LEWIS JR</u> Telephone no ▶ <u>(617) 261-3100</u> Located at ▶ <u>KL GATES ONE LINCOLN ST BOSTON MA</u> ZIP+4 ▶ <u>021112950</u>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	<b>15</b>		
<b>16</b> 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? . . . . .	<b>16</b>	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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> 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				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> 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				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>			
<b>c</b> 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? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> 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>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions). . . . .	<b>2b</b>			
<b>c</b> 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____				
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2011 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> 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> ) . . . . .	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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</p> <p><b>(5)</b> 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</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> 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</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> 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</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	
	<b>6b</b>	<b>No</b>
	<b>7b</b>	

**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
KL GATES ONE LINCOLN ST BOSTON, MA 021112950	TRUSTEE 003 50	50,601		
ROBERT G FULLER JR 79 MAPLE RIDGE DR WINTHROP, ME 04364	TRUSTEE 001 00	0		
MOIRA H FULLER 79 MAPLE RIDGE DR WINTHROP, ME 04364	TRUSTEE 000 50	0		
RANDOLPH J FULLER 183 WARREN AVE BOSTON, MA 02116	TRUSTEE 000 50	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

**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

**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
<b>1</b> NONE	0

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	16,350,149
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	1,294,919
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	17,645,068
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	17,645,068
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) <input type="checkbox"/> .	<b>4</b>	264,676
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	17,380,392
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	869,020

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	869,020
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5.	<b>2a</b>	4,794
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	4,794
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1.	<b>3</b>	864,226
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	864,226
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	<b>7</b>	864,226

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 <input type="checkbox"/> .	<b>1a</b>	1,022,524
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,022,524
<b>5</b>	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).	<b>5</b>	4,794
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,017,730

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				864,226
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only. . . . .			169,867	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006. . . . .				
<b>b</b> From 2007. . . . .				
<b>c</b> From 2008. . . . .				
<b>d</b> From 2009. . . . .				
<b>e</b> From 2010. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>1,022,524</u>				
<b>a</b> Applied to 2010, but not more than line 2a			169,867	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .				
<b>d</b> Applied to 2011 distributable amount. . . . .				852,657
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .				
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				11,569
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .				
<b>9 Excess distributions carryover to 2012.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007. . . . .				
<b>b</b> Excess from 2008. . . . .				
<b>c</b> Excess from 2009. . . . .				
<b>d</b> Excess from 2010. . . . .				
<b>e</b> Excess from 2011. . . . .				

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

NONE

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

NONE

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

DAVID W LEWIS JR  
 KL GATES ONE LINCOLN ST  
 BOSTON, MA 021112950  
 (617) 261-3100

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

NO FORMAL APPLICATION

**c** Any submission deadlines

NONE ADOPTED

**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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 956,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





**Additional Data**

**Software ID:** 11000218

**Software Version:** 2011.0.0

**EIN:** 04-6897800

**Name:** THE WINDOVER FOUNDATION

**Part VI Line 7 - Tax Paid Original Return:** 1500

**Form 990PF - Special Condition Description:**

<b>Special Condition Description</b>
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**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
40,000 SAN ANTONIO TX	P	2006-11-01	2011-08-31
75,000 HAWAII ST	P	2010-09-01	2011-08-31
100,000 NEW YORK ST DORM	P	2010-09-15	2011-08-31
300 OREILLY AUTOMOTIVE	P	2001-01-01	2011-10-27
800 LANCASTER COLONY	P	2001-01-01	2011-10-27
300 MCDONALDS	P	2001-01-01	2012-01-04
1,000 ANSYS	P	2001-01-01	2012-03-06
550 TERDATA	P	2001-01-01	2012-03-09
700 PHILILIPS	P	2001-01-01	2012-05-02
1,400 CONOCOPHILLIPS	P	2001-01-01	2012-05-02
63 IBM	P	2001-01-01	2012-06-29
25 GOOGLE	P	2001-01-01	2012-06-29
25,000 JEFFERSON CNTY	P	2001-01-01	2012-06-29
75,000 JEFFERSON CNTY	P	2001-01-01	2012-06-29
124 APPLE	P	2001-01-01	2012-06-29
50 APPLE	P	2001-01-01	2012-07-05
37 230 083 BNY MELLON BOND FUND	P	2001-01-01	2011-08-09
37,009 624 BNY MELLON BOND FUND	P	2001-01-01	2011-08-11
59,479 555 BNY MELLON BOND FUND	P	2001-01-01	2011-08-17
190 OCCIDENTAL PETROLEUM	P	2001-01-01	2011-08-22
30 AUDODESK	P	2001-01-01	2011-08-24
60 CUMMINS	P	2001-01-01	2011-08-25
40 CUMMINS	P	2001-01-01	2011-08-25
266 NEWS CORP	P	2001-01-01	2011-08-25
164 TIME WARNER	P	2001-01-01	2011-08-25
130,000 US TSY NOTE 875	P	2001-01-01	2011-08-25
881 48 FNMA POOL 975268	P	2001-01-01	2011-08-26
191 TIME WARNER	P	2001-01-01	2011-08-26
234 NEWS CORP	P	2001-01-01	2011-08-26
124 AUTODESK	P	2001-01-01	2011-09-14

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
81 AUTODESK	P	2001-01-01	2011-09-14
205 AUTODESK	P	2001-01-01	2011-09-14
176 81 FHLMC GOLD A69852	P	2001-01-01	2011-09-15
426 04 FHLMC GOLD G05509	P	2001-01-01	2011-09-15
502 21 FHLMC GOLD G05580	P	2001-01-01	2011-09-15
134 09 FHLMC GOLD G04216	P	2001-01-01	2011-09-15
206 09 FHLMC GOLD G05938	P	2001-01-01	2011-09-15
398 57 FHLMC GOLD A92821	P	2001-01-01	2011-09-15
306 68 FHLMC GOLD A95828	P	2001-01-01	2011-09-15
88 9 FHLMC GOLD A95160	P	2001-01-01	2011-09-15
143 77 FHLMC GOLD G06222	P	2001-01-01	2011-09-15
30,000 US TSY NOTE 875	P	2001-01-01	2011-09-19
80,000 US TSY NOTE 1 125	P	2001-01-01	2011-09-20
90,000 US TSY NOTE 875	P	2001-01-01	2011-09-20
14,869 889 BNY MELLON BOND FUND	P	2001-01-01	2011-09-23
213 67 FNMA POOL 255364	P	2001-01-01	2011-09-26
106 48 FNMA POOL 831812	P	2001-01-01	2011-09-26
208 83 FNMA POOL 966608	P	2001-01-01	2011-09-26
180 38 FNMA POOL 888967	P	2001-01-01	2011-09-26
506 29 FNMA POOL 745948	P	2001-01-01	2011-09-26
345 12 FNMA POOL 888890	P	2001-01-01	2011-09-26
81 66 FNMA POOL MA0708	P	2001-01-01	2011-09-26
1,162 96 FNMA POOL 975268	P	2001-01-01	2011-09-26
664 03 FNMA POOL AL0573	P	2001-01-01	2011-09-26
5,000 US TSY NOTE 1 125	P	2001-01-01	2011-09-28
20,374 8 FHLMC GOLD G05580	P	2001-01-01	2011-09-28
14,662 19 FHLMC GOLD G05509	P	2001-01-01	2011-09-28
7,513 148 BNY MELLON BOND FUND	P	2001-01-01	2011-10-05
40,000 US TSY NOTES 1 125	P	2001-01-01	2011-10-06
50,000 US TSY NOTES 1 125	P	2001-01-01	2011-10-13

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
45,000 US TSY NOTE	P	2001-01-01	2011-10-13
3 BMC SOFTWARE	P	2001-01-01	2011-10-14
35 GOOGLE	P	2001-01-01	2011-10-14
385 BMC SOFTWARE	P	2001-01-01	2011-10-14
102 78 FHLMC GOLD G11938	P	2001-01-01	2011-10-17
251 03 FHLMC GOLD A69852	P	2001-01-01	2011-10-17
614 94 FHLMC GOLD G04219	P	2001-01-01	2011-10-17
141 99 FHLMC GOLD G04216	P	2001-01-01	2011-10-17
171 02 FHLMC GOLD G058938	P	2001-01-01	2011-10-17
644 48 FHLMC GOLD A92821	P	2001-01-01	2011-10-17
228 66 FHLMC GOLD A95828	P	2001-01-01	2011-10-17
197 24 FHLMC GOLD A95160	P	2001-01-01	2011-10-17
761 FHLMC GOLD G06222	P	2001-01-01	2011-10-17
67 BMC SOFTWARE	P	2001-01-01	2011-10-17
31 13 FHLMC GOLD A90393	P	2001-01-01	2011-10-17
10,000 MICROSOFT	P	2001-01-01	2011-10-20
5,000 US T-NOTE	P	2001-01-01	2011-10-21
440 HALLIBURTON	P	2001-01-01	2011-10-21
74 IBM	P	2001-01-01	2011-10-21
200 CAPITAL ONE FINANCIAL	P	2001-01-01	2011-10-21
210 CAPITAL ONE FINANCIAL	P	2001-01-01	2011-10-24
5,000 MICROSOFT	P	2001-01-01	2011-10-24
30 CAPITAL ONE FINANCIAL	P	2001-01-01	2011-10-24
231 73 FNMA POOL 255364	P	2001-01-01	2011-10-25
8 23 FNMA POOL 831812	P	2001-01-01	2011-10-25
181 64 FNMA POOL 966608	P	2001-01-01	2011-10-25
227 57 FNMA POOL 888967	P	2001-01-01	2011-10-25
440 25 FNMA POOL 745948	P	2001-01-01	2011-10-25
588 991 FNMA POOL 962301	P	2001-01-01	2011-10-25
202 41 FNMA POOL 981446	P	2001-01-01	2011-10-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
218 41 FNMA POOL AA7694	P	2001-01-01	2011-10-25
280 08 FNMA POOL 88890	P	2001-01-01	2011-10-25
239 16 FNMA POOL 888890	P	2001-01-01	2011-10-25
48 95 FNMA POOL AH4794	P	2001-01-01	2011-10-25
64 76 FNMA POOL AH3519	P	2001-01-01	2011-10-25
95 22 FNMA POOL MA708	P	2001-01-01	2011-10-25
990 4 FNMA POOL 975268	P	2001-01-01	2011-10-25
45,000 US T-NOTE	P	2001-01-01	2011-10-25
660 7 FNMA POOL AL0573	P	2001-01-01	2011-10-25
307 02 FNMA POOL AJ1758	P	2001-01-01	2011-10-25
3,690 69 FNMA POOL AE5895	P	2001-01-01	2011-10-25
54 IBM	P	2001-01-01	2011-11-01
770 TEXTRON	P	2001-01-01	2011-11-07
196 NORDSTROM	P	2001-01-01	2011-11-07
17 NORDSTROM	P	2001-01-01	2011-11-07
14,962 594 BNY MELLON FOC EQ OPP	P	2001-01-01	2011-11-08
211 NORDSTROM	P	2001-01-01	2011-11-08
11 NORDSTROM	P	2001-01-01	2011-11-08
3,595 RUBBERMAID	P	2001-01-01	2011-11-10
20,000 US TSY NOTE	P	2001-01-01	2011-10-10
368 46 FHLMC GOLD Q03517	P	2001-01-01	2011-11-15
112 09 FHLMC GOLD G11938	P	2001-01-01	2011-11-15
221 82 FHLMC GOLD A69852	P	2001-01-01	2011-11-15
246 59 FHLMC GOLD A90393	P	2001-01-01	2011-11-15
551 54 FHLMC GOLD G04219	P	2001-01-01	2011-11-15
115 42 FHLMC GOLD G04219	P	2001-01-01	2011-11-15
229 48 FHLMC GOLD G05938	P	2001-01-01	2011-11-15
640 78 FHLMC GOLD A92821	P	2001-01-01	2011-11-15
513 08 FHLMC GOLD A95828	P	2001-01-01	2011-11-15
177 27 FHLMC GOLD A95160	P	2001-01-01	2011-11-15

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
1,173 86 FHLMC GOLD G06222	P	2001-01-01	2011-11-15
15,000 US TSY NOTE 5	P	2001-01-01	2011-11-15
10,000 US TSY NOTE	P	2001-01-01	2011-11-15
170 CONOCOPHILLIPS	P	2001-01-01	2011-11-16
10 CONOCOPHILLIPS	P	2001-01-01	2011-11-17
15,000 US TSY NOTE	P	2001-01-01	2011-11-21
20,000 US TSY NOTE	P	2001-01-01	2011-11-22
15,000 US TSY NOTE	P	2001-01-01	2011-11-23
10,000 US TSY BOND	P	2001-01-01	2011-11-23
3,527 59 FNMA POOL AL0219	P	2001-01-01	2011-11-25
906 1 FNMA POOL AE5895	P	2001-01-01	2011-11-25
294 5 FNMA POOL 255364	P	2001-01-01	2011-11-25
122 61 FNMA POOL 831812	P	2001-01-01	2011-11-25
29 4 FNMA POOL 966608	P	2001-01-01	2011-11-25
217 18 FNMA POOL 888967	P	2001-01-01	2011-11-25
507 1 FNMA POOL 745948	P	2001-01-01	2011-11-25
262 2 FNMA POOL 962301	P	2001-01-01	2011-11-25
389 38 FNMA POOL 981644	P	2001-01-01	2011-11-25
368 76 FNMA POOL AA7694	P	2001-01-01	2011-11-25
910 7 FNMA POOL AC8596	P	2001-01-01	2011-11-25
315 29 FNMA POOL 888890	P	2001-01-01	2011-11-25
263 45 FNMA POOL AD2351	P	2001-01-01	2011-11-25
557 41 FNMA POOL AH4794	P	2001-01-01	2011-11-25
65 76 FNMA POOL AH3519	P	2001-01-01	2011-11-25
94 2 FNMA POOL MA0708	P	2001-01-01	2011-11-25
1,751 89 FNMA POOL 975268	P	2001-01-01	2011-11-25
869 8 FNMA POOL AL0573	P	2001-01-01	2011-11-25
550 5 FNMA POOL AJ1758	P	2001-01-01	2011-11-25
158 COMERICA	P	2001-01-01	2011-12-08
297 COMERICA	P	2001-01-01	2011-12-08

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
15,000 US TSY NOTE 75	P	2001-01-01	2011-12-12
15,000 US TSY NOTE	P	2001-01-01	2011-12-12
97 THERMO FISHER SCIENTIFIC	P	2001-01-01	2011-12-14
95 THERMO FISHER SCIENTIFIC	P	2001-01-01	2011-12-14
191 THERMO FISHER SCIENTIFIC	P	2001-01-01	2011-12-14
957 24 FHLMC GOLD Q03517	P	2001-01-01	2011-12-15
89 13 FHLMC GOLD G11938	P	2001-01-01	2011-12-15
278 48 FHLMC GOLD A69852	P	2001-01-01	2011-12-15
31 86 FHLMC GOLD A90303	P	2001-01-01	2011-12-15
592 25 FHLMC GOLD G04219	P	2001-01-01	2011-12-15
136 6 FHLMC GOLD G04216	P	2001-01-01	2011-12-15
210 73 FHLMC GOLD G05938	P	2001-01-01	2011-12-15
412 14 FHLMC GOLD A92821	P	2001-01-01	2011-12-15
192 39 FHLMC GOLD A95828	P	2001-01-01	2011-12-15
261 29 FHLMC GOLD A95169	P	2001-01-01	2011-12-15
1,108 78 FHLMC GOL22D G06	P	2001-01-01	2011-12-15
30,000 FHLMC GOLD	P	2001-01-01	2011-12-15
21 THERMO FISHER SCIENTIFIC	P	2001-01-01	2011-12-15
101 THERMO FISHER SCIENTIFIC	P	2001-01-01	2011-12-15
284 52 FNMA POOL 255364	P	2001-01-01	2011-12-27
208 37 FNMA POOL 831812	P	2001-01-01	2011-12-27
77 47 FNMA POOL 966608	P	2001-01-01	2011-12-27
218 13 FNMA POOL 888967	P	2001-01-01	2011-12-27
379 02 FNMA POOL 745948	P	2001-01-01	2011-12-27
943 09 FNMA POOL 962301	P	2001-01-01	2011-12-27
221 62 FNMA POOL 981644	P	2001-01-01	2011-12-27
472 57 FNMA POOL AA7694	P	2001-01-01	2011-12-27
941 76 FNMA POOL AC8596	P	2001-01-01	2011-12-27
264 82 FNMA POOL 888890	P	2001-01-01	2011-12-27
339 84 FNMA POOL AD2351	P	2001-01-01	2011-12-27

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
516 19 FNMA POOL AH4794	P	2001-01-01	2011-12-27
65 16 FNMA POOL AH3519	P	2001-01-01	2011-12-27
106 88 FNMA POOL MA0708	P	2001-01-01	2011-12-27
1,387 07 FNMA POOL 975268	P	2001-01-01	2011-12-27
776 02 FNMA POOL AL0573	P	2001-01-01	2011-12-27
334 64 FNMA POOL AJ1758	P	2001-01-01	2011-12-27
1,046 52 FNMA POOL AL0219	P	2001-01-01	2011-12-27
1,119 4 FNMA POOL AE5895	P	2001-01-01	2011-12-28
30,000 FNMA	P	2001-01-01	2012-01-12
30,000 FNMA	P	2001-01-01	2012-01-12
15,000 TIME WARNER	P	2001-01-01	2012-01-13
106 37 FHLMC GOLD G11938	P	2001-01-01	2012-01-17
251 38 FHLMC GOLD A69852	P	2001-01-01	2012-01-17
283 07 FHLMC GOLD G04719	P	2001-01-01	2012-01-17
31 59 FHLMC GOLD A90393	P	2001-01-01	2012-01-17
537 64 FHLMC GOLD G04219	P	2001-01-01	2012-01-17
114 72 FHLMC GOLD G04216	P	2001-01-01	2012-01-17
173 5 FHLMC GOLD G05938	P	2001-01-01	2012-01-17
574 85 FHLMC GOLD A92821	P	2001-01-01	2012-01-17
222 01 FHLMC GOLD A95828	P	2001-01-01	2012-01-17
253 29 FHLMC GOLD A95160	P	2001-01-01	2012-01-17
415 02 FHLMC GOLD G06222	P	2001-01-01	2012-01-17
1,908 86 FHLMC GOLD Q03517	P	2001-01-01	2012-01-18
25 43 FHLMC POOL Q4584	P	2001-01-01	2012-01-18
30,000 FHLMC GOLD	P	2001-01-01	2012-01-18
2,277 98 FHLMC GOLD G11938	P	2001-01-01	2012-01-18
2,467 53 FMNA POOL AA7694	P	2001-01-01	2012-01-18
10,000 BARCLAYS BANK	P	2001-01-01	2012-01-23
10,000 SBC COMMUNICATIONS	P	2001-01-01	2012-01-24
1,144 83 FNMA POOL AE5895	P	2001-01-01	2012-01-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
348 46 FNMA POOL 745948	P	2001-01-01	2012-01-25
343 01 FNMA POOL 255364	P	2001-01-01	2012-01-25
246 32 FNMA POOL 831812	P	2001-01-01	2012-01-25
463 16 FNMA POOL 966608	P	2001-01-01	2012-01-25
179 66 FNMA POOL 888967	P	2001-01-01	2012-01-25
221 18 FNMA POOL 962301	P	2001-01-01	2012-01-25
26 42 FNMA POOL 981644	P	2001-01-01	2012-01-25
375 29 FNMA POOL AA7694	P	2001-01-01	2012-01-25
792 49 FNMA POOL AC8596	P	2001-01-01	2012-01-25
299 22 FNMA POOL 888890	P	2001-01-01	2012-01-25
399 07 FNMA POOL AD2351	P	2001-01-01	2012-01-25
233 FNMA POOL AH4794	P	2001-01-01	2012-01-25
307 93 FNMA POOL AH3519	P	2001-01-01	2012-01-25
451 2 FNMA POOL MA0708	P	2001-01-01	2012-01-25
1568 35 FNMA POOL 975268	P	2001-01-01	2012-01-25
1167 07 FNMA POOL AL0573	P	2001-01-01	2012-01-25
434 45 FNMA POOL AJ1758	P	2001-01-01	2012-01-25
1235 96 FNMA POOL AL0219	P	2001-01-01	2012-01-25
5,000 USTSY NOTE 75	P	2001-01-01	2012-01-25
20,000 JP MORGAN CHASE	P	2001-01-01	2012-01-25
22 OMNICOM GROUP	P	2001-01-01	2012-01-25
107 OMNICOM GROUP	P	2001-01-01	2012-01-25
580 PPL	P	2001-01-01	2012-01-25
60 CHUBB	P	2001-01-01	2012-01-25
80 CHUBB	P	2001-01-01	2012-01-25
5,000 SBC COMMUNICATIONS	P	2001-01-01	2012-01-26
156 OMNICOM GROUP	P	2001-01-01	2012-01-26
185 OMNICOM GROUP	P	2001-01-01	2012-01-27
10,000 TELEFONICA EMISIONES	P	2001-01-01	2012-01-27
15,000 TELEFONICA EMISIONES	P	2001-01-01	2012-01-30

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day , yr )	<b>(d)</b> Date sold (mo , day , yr )
115 OMNICOM GROUP	P	2001-01-01	2012-01-30
114 HESS	P	2001-01-01	2012-01-31
95 LINCOLN NATL	P	2001-01-01	2012-01-31
378 LINCOLN NATL	P	2001-01-01	2012-02-01
124 HESS	P	2001-01-01	2012-02-01
247 LINCOLN NATL	P	2001-01-01	2012-02-02
30,000 US TSY NOTE 75	P	2001-01-01	2012-02-13
30,000 FNMA MTG	P	2001-01-01	2012-02-13
5,000 SBC COMMUNICATIONS	P	2001-01-01	2012-02-14
25 81 FHLMC POOL Q04584	P	2001-01-01	2012-02-14
1841 5 FHLMC GOLD Q03517	P	2001-01-01	2012-02-15
291 69 FHLMC GOLD A69852	P	2001-01-01	2012-02-15
274 88 FHLMC GOLD G04719	P	2001-01-01	2012-02-15
289 02 FHLMC GOLD A09303	P	2001-01-01	2012-02-15
519 81 FHLMC GOLD G04219	P	2001-01-01	2012-02-15
138 82 FHLMC GOLD G04219	P	2001-01-01	2012-02-15
185 04 FHLMC GOLD G05938	P	2001-01-01	2012-02-15
554 66 FHLMC GOLD A92821	P	2001-01-01	2012-02-15
291 27 FHLMC GOLD A 95828	P	2001-01-01	2012-02-15
191 48 FHLMC GOLD A95160	P	2001-01-01	2012-02-15
295 02 FHLMC GOLD G06222	P	2001-01-01	2012-02-15
58,974 FNMA POOL AL0573	P	2001-01-01	2012-02-16
35,000 FHLMC GOLD	P	2001-01-01	2012-02-16
235 NORFOLK SOUTHERN	P	2001-01-01	2012-02-21
120 NORFOLK SOUTHERN	P	2001-01-01	2012-02-21
10,000 US TSY NOTE 75	P	2001-01-01	2012-02-24
1316 45 FNMA POOL AE5895	P	2001-01-01	2012-02-27
194 43 FNMA POOL 255364	P	2001-01-01	2012-02-27
233 06 FNMA POOL 831812	P	2001-01-01	2012-02-27
190 36 FNMA POOL 966608	P	2001-01-01	2012-02-27

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
180 4 FNMA POOL 888967	P	2001-01-01	2012-02-27
438 82 FNMA POOL 745948	P	2001-01-01	2012-02-27
505 66 FNMA POOL 962301	P	2001-01-01	2012-02-27
55 84 FNMA POOL 981644	P	2001-01-01	2012-02-27
109 1 FNMA POOL AA7694	P	2001-01-01	2012-02-27
573 33 FNMA POOL AC8596	P	2001-01-01	2012-02-27
264 9 FNMA POOL 888890	P	2001-01-01	2012-02-27
245 FNMA POOL AD2351	P	2001-01-01	2012-02-27
47 98 FNMA POOL AH4794	P	2001-01-01	2012-02-27
560 41 FNMA POOL AH3519	P	2001-01-01	2012-02-27
110 6 FNMA POOL MA0708	P	2001-01-01	2012-02-27
708 62 FNMA POOL 975268	P	2001-01-01	2012-02-27
1574 87 FNMA POOL AL0573	P	2001-01-01	2012-02-27
497 9 FNMA POOL AJ1758	P	2001-01-01	2012-02-27
1242 29 FNMA POOL AL0219	P	2001-01-01	2012-02-27
30,000 GENERAL ELEC CAP CRP	P	2001-01-01	2012-02-27
30,000 US TSY NOTE 75	P	2001-01-01	2012-02-27
15,000 GENERAL MILLS	P	2001-01-01	2012-02-29
5,000 US TSY NOTE 75	P	2001-01-01	2012-02-29
55,000 US TSY NOTE 75	P	2001-01-01	2012-03-01
5,000 US TSY NOTE	P	2001-01-01	2012-03-01
5,000 NYSE EURONEXT	P	2001-01-01	2012-03-09
30,000 FNMA	P	2001-01-01	2012-03-12
10,000 US TSY NOTE 5	P	2001-01-01	2012-03-12
14,278 17 FNMA POOL AJ5643	P	2001-01-01	2012-03-12
2524 45 FHLMC GOLD Q035019	P	2001-01-01	2012-03-15
26 72 FHLMC POOL Q04584	P	2001-01-01	2012-03-15
266 85 FHLMC GOLD A69852	P	2001-01-01	2012-03-15
421 73 FHLMC GOLD G04719	P	2001-01-01	2012-03-15
220 35 FHLMC GOLD A90393	P	2001-01-01	2012-03-15

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
506 84 FHLMC GOLD G04219	P	2001-01-01	2012-03-15
124 77 FHLMC GOLD G04216	P	2001-01-01	2012-03-15
207 04 FHLMC GOLD G05938	P	2001-01-01	2012-03-15
678 18 FHLMC GOLD A92821	P	2001-01-01	2012-03-15
438 78 FHLMC GOLD A95828	P	2001-01-01	2012-03-15
302 66 FHLMC A9160	P	2001-01-01	2012-03-15
241 28 FHLMC GOLD G06222	P	2001-01-01	2012-03-15
15,000 JEFFERIES GROUP	P	2001-01-01	2012-03-15
40,000 FHLMC	P	2001-01-01	2012-03-15
445 HONEWELL	P	2001-01-01	2012-03-16
10,000 TELEFONICA EMISONES	P	2001-01-01	2012-03-23
286 14 FNMA POOL AE5895	P	2001-01-01	2012-03-26
1583 09 FNMA POOL AL0219	P	2001-01-01	2012-03-26
530 48 FNMA POOL AJ5643	P	2001-01-01	2012-03-26
224 11 FNMA POOL 255364	P	2001-01-01	2012-03-26
280 2 FNMA POOL 831812	P	2001-01-01	2012-03-26
29 49 FNMA POOL 966608	P	2001-01-01	2012-03-26
185 68 FNMA POOL 888967	P	2001-01-01	2012-03-26
459 11 FNMA POOL 745948	P	2001-01-01	2012-03-26
313 26 FNMA POOL 962301	P	2001-01-01	2012-03-26
130 86 FNMA POOL 981644	P	2001-01-01	2012-03-26
98 75 FNMA POOL AA7694	P	2001-01-01	2012-03-26
594 29 FNMA POOL AC8596	P	2001-01-01	2012-03-26
160 49 FNMA POOL MA 0708	P	2001-01-01	2012-03-26
876 83 FNMA POOL 975268	P	2001-01-01	2012-03-26
512 87 FNMA POOL AJ1758	P	2001-01-01	2012-03-26
125 72 FNMA POOL AB4113	P	2001-01-01	2012-03-26
266 7 FNMA POOL AK2439	P	2001-01-01	2012-03-26
564 24 FNMA POOL AC8596	P	2001-01-01	2012-03-26
329 18 FNMA POOL 888890	P	2001-01-01	2012-03-26

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
481 02 FNMA POOL AD2351	P	2001-01-01	2012-03-26
504 91 FNMA POOL AH4794	P	2001-01-01	2012-03-26
142 PROCTER GAMBLE	P	2001-01-01	2012-04-02
14 PROCTER GAMBLE	P	2001-01-01	2012-04-02
124 DUPONT	P	2001-01-01	2012-04-03
136 DUPONT	P	2001-01-01	2012-04-03
220 TYCO INTL	P	2001-01-01	2012-04-03
540 ORACLE	P	2001-01-01	2012-04-04
10,000 US TSY NOTE	P	2001-01-01	2012-04-09
10,000 US TSY NOTE	P	2001-01-01	2012-04-11
38,302 4 FNMA POOL AE5895	P	2001-01-01	2012-04-12
30,000 FHLMC	P	2001-01-01	2012-04-12
424 18 FHLMC GOLD G04718	P	2001-01-01	2012-04-16
323 35 FHLMC GOLD A69852	P	2001-01-01	2012-04-16
238 64 FHLMC GOLD A90393	P	2001-01-01	2012-04-16
551 22 FHLMC GOLD G04219	P	2001-01-01	2012-04-16
173 75 FHLMC GOLD G04219	P	2001-01-01	2012-04-16
300 51 FHLMC GOLD G05938	P	2001-01-01	2012-04-16
568 76 FHLMC GOLD A92821	P	2001-01-01	2012-04-16
554 69 FHLMC GOLD A95828	P	2001-01-01	2012-04-16
376 89 FHLMC GOLD A95160	P	2001-01-01	2012-04-16
706 28 FHLMC GOLD G06222	P	2001-01-01	2012-04-16
27 12 FHLMC POOL Q04584	P	2001-01-01	2012-04-17
1501 78 FHLMC GOLD Q03517	P	2001-01-01	2012-04-17
45,000 FHLMC	P	2001-01-01	2012-04-17
789 8 FNMA POOL AE5895	P	2001-01-01	2012-04-25
20,000 JOHNSON CONTROLS	P	2001-01-01	2012-04-23
2667 33 FNMA POOL AL0219	P	2001-01-01	2012-04-25
341 42 FNMA POOL 255364	P	2001-01-01	2012-04-25
6 88 FNMA POOL 831812	P	2001-01-01	2012-04-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
497 94 FNMA POOL 966608	P	2001-01-01	2012-04-25
215 95 FNMA POOL 888967	P	2001-01-01	2012-04-25
544 14 FNMA POOL 745948	P	2001-01-01	2012-04-25
274 89 FNMA POOL 962301	P	2001-01-01	2012-04-25
127 16 FNMA POOL 981644	P	2001-01-01	2012-04-25
360 6 FNMA POOL AA7694	P	2001-01-01	2012-04-25
617 41 FNMA POOL AC8596	P	2001-01-01	2012-04-25
368 51 FNMA POOL 888890	P	2001-01-01	2012-04-25
258 47 FNMA POOL AD2351	P	2001-01-01	2012-04-25
433 61 FNMA POOL AH4794	P	2001-01-01	2012-04-25
478 58 FNMA POOL AH3519	P	2001-01-01	2012-04-25
148 11 FNMA POOL MA0708	P	2001-01-01	2012-04-25
1502 64 FNMA POOL 975268	P	2001-01-01	2012-04-25
596 81 FNMA POOL AJ1758	P	2001-01-01	2012-04-25
800 81 FNMA POOL AB4113	P	2001-01-01	2012-04-25
491 9 FNMA POOL AK2439	P	2001-01-01	2012-04-25
393 65 FNMA POOL AK2717A	P	2001-01-01	2012-04-25
40,000 US T-NOTE 2 125	P	2001-01-01	2012-04-27
10,000 US TSY NOTE	P	2001-01-01	2012-04-30
10,000 US TSY NOTE	P	2001-01-01	2012-04-30
70 MCKESSON	P	2001-01-01	2012-05-02
140 MCKESSON	P	2001-01-01	2012-05-03
11 PHILLIPS	P	2001-01-01	2012-05-08
129 PHILLIPS	P	2001-01-01	2012-05-08
38,214 48 FNMA POOL MA0708	P	2001-01-01	2012-05-14
35,000 FHLMC	P	2001-01-01	2012-05-14
13,127 87 FHLMC	P	2001-01-01	2012-05-14
345 09 FHLMC POOL Q04584	P	2001-01-01	2012-05-15
1549 51 FHLMC GOLD Q03517	P	2001-01-01	2012-05-15
281 58 FHLMC GOLD A69852	P	2001-01-01	2012-05-15

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
535 99 FHLMC GOLD G04719	P	2001-01-01	2012-05-15
307 94 FHLMC GOLD A90393	P	2001-01-01	2012-05-15
552 65 FHLMC GOLD G04219	P	2001-01-01	2012-05-15
183 14 FHLMC GOLD G04219	P	2001-01-01	2012-05-15
203 32 FHLMC GOLD G05938	P	2001-01-01	2012-05-15
447 79 FHLMC GOLD A92821	P	2001-01-01	2012-05-15
625 FHLMC GOLD A95828	P	2001-01-01	2012-05-15
314 63 FHLMC GOLD A95160	P	2001-01-01	2012-05-15
1203 62 FHLMC GOLD G06222	P	2001-01-01	2012-05-15
45,000 FHLMC	P	2001-01-01	2012-05-17
10,000 APACHE	P	2001-01-01	2012-05-22
30,000 FHLB	P	2001-01-01	2012-05-23
20,000 US TSY NOTE 75	P	2001-01-01	2012-05-23
10,000 US TSY NOTE 5	P	2001-01-01	2012-05-23
5,000 KRAFT FOODS	P	2001-01-01	2012-05-23
174 87 FNMA POOL MA0708	P	2001-01-01	2012-05-25
1494 11 FNMA POOL AL0219	P	2001-01-01	2012-05-25
389 87 FNMA POOL 255364	P	2001-01-01	2012-05-25
373 68 FNMA POOL 831812	P	2001-01-01	2012-05-25
643 93 FNMA POOL 966608	P	2001-01-01	2012-05-25
219 99 FNMA POOL 888967	P	2001-01-01	2012-05-25
673 78 FNMA POOL 745948	P	2001-01-01	2012-05-25
514 5 FNMA POOL 962301	P	2001-01-01	2012-05-25
153 68 FNMA POOL 981644	P	2001-01-01	2012-05-25
55 99 FNMA POOL AA7694	P	2001-01-01	2012-05-25
577 09 FNMA POOL AC8596	P	2001-01-01	2012-05-25
419 86 FNMA POOL 888890	P	2001-01-01	2012-05-25
249 45 FNMA POOL AD2351	P	2001-01-01	2012-05-25
219 04 FNMA POOL AH4794	P	2001-01-01	2012-05-25
334 57 FNMA POOL AH3519	P	2001-01-01	2012-05-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
1277 43 FNMA POOL 975268	P	2001-01-01	2012-05-25
391,95 FNMA POOL AJ1758	P	2001-01-01	2012-05-25
245 27 FNMA POOL AB4113	P	2001-01-01	2012-05-25
652 62 FNMA POOL AK2439	P	2001-01-01	2012-05-25
396 91 FNMA POOL AK2717	P	2001-01-01	2012-05-25
297 81 FNMA POOL AK5762	P	2001-01-01	2012-05-25
10,000 APACHE	P	2001-01-01	2012-05-25
5,000 KRAFT FOODS	P	2001-01-01	2012-05-25
5,000 KRAFT FOODS	P	2001-01-01	2012-05-30
5,000 KRAFT FOODS	P	2001-01-01	2012-06-04
5,000 US TSY NOTE	P	2001-01-01	2012-06-04
15,000 US TSY NOTE 5	P	2001-01-01	2012-06-07
10,000 US TSY NOTE 5	P	2001-01-01	2012-06-08
19 CUMMINS	P	2001-01-01	2012-06-12
18 ENERGIZER HLDGS	P	2001-01-01	2012-06-12
15,000 US TSY NOTE	P	2001-01-01	2012-06-12
40,000 FNMA	P	2001-01-01	2012-06-13
162 ENERGIZER HLDGS	P	2001-01-01	2012-06-13
170 CUMMINS	P	2001-01-01	2012-06-13
26 91 FHLMC POOL Q04584	P	2001-01-01	2012-06-15
1514 21 FHLMC GOLD Q03517	P	2001-01-01	2012-06-15
343 32 FHLMC GOLD A69852	P	2001-01-01	2012-06-15
436 73 FHLMC GOLD G04719	P	2001-01-01	2012-06-15
199 46 FHL,C GOLD A90393	P	2001-01-01	2012-06-15
590 37 FHLMC GOLD G04219	P	2001-01-01	2012-06-15
50,00 FHLMC	P	2001-01-01	2012-06-18
70 BAXTER INTL	P	2001-01-01	2012-06-19
184 ELECTRONIC ARTS	P	2001-01-01	2012-06-19
10 ELECTRONIC ARTS	P	2001-01-01	2012-06-20
583 ELECTRONIC ARTS	P	2001-01-01	2012-06-20

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
420 BAXTER INTL	P	2001-01-01	2012-06-20
40 ELECTRONIC ARTS	P	2001-01-01	2012-06-20
33 ELECTRONICS ARTS	P	2001-01-01	2012-06-20
1657 18 FNMA POOL AL0219	P	2001-01-01	2012-06-25
167 06 FNMA POOL 255364	P	2001-01-01	2012-06-25
65 99 FNMA POOL 831812	P	2001-01-01	2012-06-25
471 64 FNMA POOL 966608	P	2001-01-01	2012-06-25
199 72 FNMA POOL 888967	P	2001-01-01	2012-06-25
711 32 FNMA POOL 745948	P	2001-01-01	2012-06-25
1009 74 FNMA POOL 962301	P	2001-01-01	2012-06-25
113 68 FNMA 981644	P	2001-01-01	2012-06-25
198 1 FNMA POOL AA7694	P	2001-01-01	2012-06-25
514 36 FNMA POOL AC8596	P	2001-01-01	2012-06-25
450 12 FNMA POOL 888890	P	2001-01-01	2012-06-25
179 14 FNMA POOL AD2351	P	2001-01-01	2012-06-25
163 89 FNMA POOL AH4794	P	2001-01-01	2012-06-25
440 38 FNMA POOL AH3519	P	2001-01-01	2012-06-25
1421 99 FNMA POOL 975268	P	2001-01-01	2012-06-25
552 61 FNMA POOL AJ1758	P	2001-01-01	2012-06-25
395 95 FNMA POOL AB4113	P	2001-01-01	2012-06-25
246 93 FNMA POOL AK2439	P	2001-01-01	2012-06-25
64 59 FNMA POOL AK2717	P	2001-01-01	2012-06-25
51 17 FNMA POOL AK5762	P	2001-01-01	2012-06-25
182 NETAPP	P	2001-01-01	2012-06-25
60 NETAPP	P	2001-01-01	2012-06-25
13 NETAPP	P	2001-01-01	2012-06-26
167 NETAPP	P	2001-01-01	2012-06-26
10,000 NYSE EURONEXT	P	2001-01-01	2012-06-28
5,000 COMCAST	P	2001-01-01	2012-06-29
10,000 NYSE EURONEXT	P	2001-01-01	2012-07-02

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
30,000 US TSY NOTE	P	2001-01-01	2012-07-02
8771 93 BNY MID CAP STOCK	P	2001-01-01	2012-07-03
3802 281 DREYFUS PRE STRAT INTER	P	2001-01-01	2012-07-03
3182 556 DREYFUS/NEWTON INTER EQ	P	2001-01-01	2012-07-03
5555 556 BNY MELLON INTL	P	2001-01-01	2012-07-03
25,000 HSBC FINANCE	P	2001-01-01	2012-07-03
10,000 PETROBRAS INTL FIN	P	2001-01-01	2012-07-03
5,000 US TSY NOTE	P	2001-01-01	2012-07-03
5,000 US TSY NOTE	P	2001-01-01	2012-07-05
5,000 US TSY NOTE 625	P	2001-01-01	2012-07-05
25,000 LLOYDS TSB BANK PLC	P	2001-01-01	2012-07-10
20 TERADATA	P	2001-01-01	2012-07-11
120 TERADATA	P	2001-01-01	2012-07-12
27,473 99 FNMA POOL AB4113	P	2001-01-01	2012-07-12
22,000 TYCO INTL FIN	P	2001-01-01	2012-07-13
284 43 FHLMC GOLD A69852	P	2001-01-01	2012-07-16
478 61 FHLMC GOLD G04719	P	2001-01-01	2012-07-16
249 37 FHLMC GOLD A90393	P	2001-01-01	2012-07-16
609 1 FHLMC GOLD G04219	P	2001-01-01	2012-07-16
165 83 FHLMC GOLD G04216	P	2001-01-01	2012-07-16
329 45 FHLMC GOLD G05938	P	2001-01-01	2012-07-16
456 35 FHLMC GOLD A92821	P	2001-01-01	2012-07-16
505 28 FHLMC GOLD A95828	P	2001-01-01	2012-07-16
297 57 FHLMC GOLD A95160	P	2001-01-01	2012-07-16
565 48 FHLMC GOLD G0622	P	2001-01-01	2012-07-16
1253 56 FHLMC GOLD G05477	P	2001-01-01	2012-07-16
1480 02 FHLMC GOLD J16933	P	2001-01-01	2012-07-16
35,000 US TSY NOTE 5	P	2001-01-01	2012-07-16
1618 27 FHLMC GOLD Q03517	P	2001-01-01	2012-07-17
573 82 FHLMC POOL Q04584	P	2001-01-01	2012-07-17

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
9 ST JUDE MEDICAL	P	2001-01-01	2012-07-23
501 ST JUDE MEDICAL	P	2001-01-01	2012-07-23
1650 71 FNMA POOL AL0219	P	2001-01-01	2012-07-25
612 97 FNMA POOL AB4113	P	2001-01-01	2012-07-25
277 35 FNMA POOL 255364	P	2001-01-01	2012-07-25
114 13 FNMA POOL 831812	P	2001-01-01	2012-07-25
938 66 FNMA POOL 966608	P	2001-01-01	2012-07-25
250 92 FNMA POOL 888967	P	2001-01-01	2012-07-25
644 3 FNMA POOL 745948	P	2001-01-01	2012-07-25
183 86 FNMA POOL 862301	P	2001-01-01	2012-07-25
23 16 FNMA POOL 981644	P	2001-01-01	2012-07-25
193 9 FNMA POOL AA7694	P	2001-01-01	2012-07-25
557 81 FNMA POOL AC8596	P	2001-01-01	2012-07-25
505 22 FNMA POOL 888890	P	2001-01-01	2012-07-25
361 04 FNMA POOL AD2351	P	2001-01-01	2012-07-25
535 81 FNMA POOL AH4794	P	2001-01-01	2012-07-25
716 43 FNMA POOL AH3519	P	2001-01-01	2012-07-25
1678 42 FNMA POOL 975268	P	2001-01-01	2012-07-25
835 73 FNMA POOL AJ1758	P	2001-01-01	2012-07-25
637 59 FNMA PPOOL AK2712	P	2001-01-01	2012-07-25
393 34 FNMA POOL AK2439	P	2001-01-01	2012-07-25
52 12 FNMA POOL AK5762	P	2001-01-01	2012-07-25
160 07 FNMA POOL AB5471	P	2001-01-01	2012-07-25
10 LIMITED BRANDS	P	2001-01-01	2012-07-25
11 DIRECTV	P	2001-01-01	2012-07-25
215 DIRECTV	P	2001-01-01	2012-07-26
140 LIMITED BRANDS	P	2001-01-01	2012-07-26
153 DIRECTV	P	2001-01-01	2012-07-27
132 LIMITED BRANDS	P	2001-01-01	2012-07-27
88 LIMITED BRANDS	P	2001-01-01	2012-07-27

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
91 DIRECTV	P	2001-01-01	2012-07-27

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
44,800		42,969	1,831
80,925		79,081	1,844
111,041		109,681	1,360
28,538		24,861	3,677
54,105		48,879	5,226
29,897		23,960	5,937
61,574		52,972	8,602
36,415		27,474	8,941
22,232		21,093	1,139
76,915		66,895	10,020
12,299		8,196	4,103
14,490		11,607	2,883
24,620		24,919	-299
73,972		75,857	-1,885
72,309		25,957	46,352
30,592		7,091	23,501
500,000		493,671	6,329
500,000		488,428	11,572
800,000		783,941	16,059
16,678		11,426	5,252
733		1,088	-355
4,874		7,683	-2,809
3,228		1,376	1,852
4,180		2,769	1,411
4,564		3,838	726
130,563		130,513	50
881		953	-72
5,345		4,470	875
3,742		2,435	1,307
3,171		4,499	-1,328

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,076		2,938	-862
5,198		7,352	-2,154
177		193	-16
426		471	-45
502		559	-57
134		146	-12
206		221	-15
399		428	-29
307		324	-17
89		92	-3
144		148	-4
30,112		30,118	-6
80,978		80,894	84
90,341		90,356	-15
200,000		195,985	4,015
214		237	-23
106		117	-11
209		228	-19
180		199	-19
506		564	-58
345		389	-44
81		82	-1
1,163		1,258	-95
664		686	-22
5,060		5,056	4
22,664		22,705	-41
16,101		16,220	-119
100,000		99,023	977
40,537		40,547	-10
50,533		50,559	-26

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
45,336		45,407	-71
108		149	-41
19,014		14,649	4,365
13,856		19,098	-5,242
103		111	-8
251		273	-22
615		671	-56
142		155	-13
171		184	-13
644		692	-48
229		241	-12
197		203	-6
761		789	-28
2,420		3,311	-891
31		34	-3
12,243		12,306	-63
5,028		5,030	-2
15,187		9,147	6,040
13,190		6,164	7,026
8,221		7,918	303
8,433		8,314	119
6,202		6,152	50
1,230		1,189	41
232		257	-25
8		9	-1
182		199	-17
228		252	-24
440		490	-50
589		631	-42
202		216	-14

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
218		233	-15
280		315	-35
239		253	-14
49		53	-4
65		68	-3
95		96	-1
990		1,071	-81
45,337		45,406	-69
661		683	-22
307		322	-15
3,691		3,834	-143
10,031		4,499	5,532
14,098		7,361	6,737
9,915		6,501	3,414
864		564	300
180,000		201,995	-21,995
10,478		6,999	3,479
549		365	184
56,378		65,328	-8,950
22,673		23,519	-846
368		390	-22
112		120	-8
222		242	-20
247		267	-20
552		602	-50
115		125	-10
229		246	-17
641		688	-47
513		541	-28
177		182	-5

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,174		1,218	-44
15,075		15,056	19
10,077		10,063	14
12,258		10,787	1,471
716		635	81
15,111		15,135	-24
20,144		20,181	-37
17,429		17,639	-210
10,345		9,904	441
3,528		3,585	-57
906		941	-35
295		327	-32
123		136	-13
29		32	-3
218		241	-23
507		565	-58
262		281	-19
389		416	-27
369		395	-26
911		964	-53
315		355	-40
263		278	-15
557		603	-46
66		69	-3
94		95	-1
1,752		1,895	-143
870		899	-29
551		578	-27
4,023		5,791	-1,768
7,678		10,767	-3,089

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
15,128		15,160	-32
15,107		15,135	-28
4,414		3,998	416
4,295		3,916	379
8,697		7,872	825
957		1,015	-58
89		96	-7
278		303	-25
32		35	-3
592		646	-54
137		149	-12
211		227	-16
412		442	-30
192		202	-10
261		269	-8
1,109		1,150	-41
30,716		30,707	9
946		866	80
4,548		4,163	385
285		316	-31
208		230	-22
77		84	-7
218		241	-23
379		422	-43
943		1,010	-67
222		237	-15
473		506	-33
942		997	-55
265		298	-33
340		360	-20

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
516		558	-42
65		68	-3
107		108	-1
1,387		1,501	-114
776		802	-26
335		352	-17
1,047		1,064	-17
1,119		1,162	-43
31,830		32,247	-417
30,980		30,741	239
15,817		15,802	15
106		114	-8
251		273	-22
283		306	-23
32		35	-3
538		587	-49
115		125	-10
174		187	-13
575		617	-42
222		234	-12
253		261	-8
415		431	-16
1,909		2,024	-115
25		27	-2
31,093		30,632	461
2,421		2,446	-25
2,639		2,639	
10,530		10,761	-231
10,299		10,506	-207
1,145		1,189	-44

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
348		387	-39
343		380	-37
246		272	-26
463		506	-43
180		199	-19
221		237	-16
26		28	-2
375		401	-26
792		838	-46
299		337	-38
399		419	-20
233		252	-19
308		322	-14
451		456	-5
1,568		1,696	-128
1,167		1,206	-39
434		455	-21
1,236		1,256	-20
5,042		5,053	-11
21,152		21,542	-390
1,032		767	265
5,010		3,575	1,435
15,949		16,332	-383
4,248		3,819	429
5,661		4,160	1,501
5,149		5,253	-104
7,202		4,989	2,213
8,525		5,916	2,609
10,238		10,391	-153
15,355		15,585	-230

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
5,311		3,678	1,633
6,265		6,218	47
1,963		2,138	-175
7,908		8,506	-598
6,839		6,633	206
5,165		5,558	-393
30,233		30,319	-86
31,116		30,895	221
5,136		5,252	-116
26		28	-2
1,841		1,952	-111
292		318	-26
275		297	-22
289		313	-24
520		568	-48
139		151	-12
185		199	-14
555		596	-41
291		307	-16
191		197	-6
295		306	-11
62,102		60,955	1,147
36,400		36,162	238
16,097		11,653	4,444
8,226		5,897	2,329
10,072		10,106	-34
1,316		1,367	-51
194		215	-21
233		258	-25
190		207	-17

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
180		199	-19
439		489	-50
506		542	-36
56		60	-4
109		117	-8
573		607	-34
265		298	-33
245		259	-14
48		52	-4
560		586	-26
111		112	-1
709		767	-58
1,575		1,628	-53
498		523	-25
1,242		1,262	-20
34,358		33,237	1,121
30,214		30,319	-105
17,990		17,726	264
5,035		5,053	-18
55,393		55,585	-192
4,977		4,986	-9
5,256		5,359	-103
31,027		31,019	8
10,034		10,038	-4
15,037		15,026	11
2,524		2,677	-153
27		29	-2
267		291	-24
422		456	-34
220		238	-18

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
507		553	-46
125		136	-11
207		223	-16
678		728	-50
439		463	-24
303		312	-9
241		250	-9
15,000		15,000	
41,500		41,500	
26,799		18,474	8,325
10,340		10,123	217
286		297	-11
1,583		1,609	-26
530		558	-28
224		248	-24
280		310	-30
29		32	-3
186		206	-20
459		512	-53
313		335	-22
131		140	-9
99		106	-7
595		623	-28
160		162	-2
877		949	-72
513		538	-25
126		131	-5
267		283	-16
565		598	-33
329		371	-42

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
481		509	-28
505		546	-41
9,511		8,039	1,472
939		777	162
6,514		6,489	25
7,142		5,006	2,136
12,305		5,809	6,496
15,743		11,466	4,277
9,782		10,018	-236
9,826		10,019	-193
39,978		39,786	192
31,029		30,874	155
424		459	-35
323		352	-29
239		259	-20
551		601	-50
174		189	-15
301		324	-23
569		611	-42
555		585	-30
377		388	-11
706		732	-26
27		29	-2
1,502		1,593	-91
46,856		46,561	295
790		821	-31
22,623		22,805	-182
2,667		2,710	-43
341		378	-37
7		8	-1

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
498		544	-46
216		239	-23
544		606	-62
275		295	-20
127		136	-9
361		386	-25
617		653	-36
369		416	-47
258		273	-15
434		470	-36
479		501	-22
148		150	-2
1,503		1,626	-123
597		626	-29
801		831	-30
492		522	-30
394		418	-24
40,838		39,534	1,304
10,043		10,030	13
10,008		10,018	-10
6,389		3,938	2,451
12,808		6,302	6,506
346		335	11
4,076		3,157	919
41,839		38,597	3,242
36,378		36,094	284
13,995		13,921	74
345		366	-21
1,550		1,644	-94
282		307	-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
536		580	-44
308		333	-25
553		604	-51
183		199	-16
203		218	-15
448		481	-33
625		659	-34
315		324	-9
1,204		1,249	-45
47,021		46,729	292
10,254		10,048	206
31,390		32,029	-639
20,120		20,212	-92
10,031		10,037	-6
5,813		5,559	254
175		177	-2
1,494		1,518	-24
390		432	-42
374		414	-40
644		703	-59
220		244	-24
674		751	-77
515		552	-37
154		165	-11
56		60	-4
577		611	-34
420		473	-53
249		264	-15
219		237	-18
335		351	-16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,277		1,382	-105
392		411	-19
245		254	-9
653		692	-39
397		421	-24
298		314	-16
10,193		9,994	199
5,803		5,559	244
5,796		5,559	237
5,816		5,559	257
5,175		5,127	48
15,051		15,056	-5
10,032		10,037	-5
1,847		654	1,193
1,311		1,273	38
16,151		16,012	139
41,913		41,541	372
11,893		11,323	570
16,392		5,850	10,542
27		29	-2
1,514		1,606	-92
343		373	-30
437		473	-36
199		215	-16
590		644	-54
52,148		52,125	23
3,440		3,820	-380
2,263		3,631	-1,368
122		197	-75
7,205		11,507	-4,302

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
20,656		22,430	-1,774
494		789	-295
407		652	-245
1,657		1,684	-27
167		185	-18
66		73	-7
472		515	-43
200		221	-21
711		792	-81
1,010		1,082	-72
114		122	-8
198		212	-14
514		544	-30
450		507	-57
179		190	-11
164		177	-13
440		461	-21
1,422		1,538	-116
553		580	-27
396		411	-15
247		262	-15
65		69	-4
51		54	-3
5,621		7,046	-1,425
1,856		2,182	-326
394		464	-70
4,998		5,949	-951
10,398		10,718	-320
5,759		5,812	-53
10,394		10,717	-323

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
30,400		30,236	164
100,000		115,614	-15,614
50,000		55,703	-5,703
50,000		59,230	-9,230
50,000		62,833	-12,833
26,603		27,189	-586
10,768		10,420	348
5,075		5,076	-1
5,075		5,076	-1
5,029		5,029	
28,554		25,328	3,226
1,303		997	306
7,863		5,738	2,125
28,800		28,517	283
23,852		23,023	829
284		309	-25
479		518	-39
249		269	-20
609		665	-56
166		181	-15
329		354	-25
456		490	-34
505		532	-27
298		307	-9
565		586	-21
1,254		1,357	-103
1,480		1,545	-65
35,113		35,131	-18
1,618		1,716	-98
574		609	-35

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
335		436	-101
18,806		24,244	-5,438
1,651		1,678	-27
613		636	-23
277		307	-30
114		126	-12
937		1,023	-86
251		278	-27
644		718	-74
184		197	-13
23		25	-2
194		208	-14
558		591	-33
505		569	-64
361		382	-21
536		580	-44
716		750	-34
1,678		1,815	-137
836		877	-41
638		676	-38
393		417	-24
52		55	-3
160		168	-8
463		173	290
532		474	58
10,173		9,261	912
6,378		2,426	3,952
7,178		6,591	587
5,924		2,275	3,649
3,914		1,517	2,397

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
4,257		3,920	337

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			1,831
			1,844
			1,360
			3,677
			5,226
			5,937
			8,602
			8,941
			1,139
			10,020
			4,103
			2,883
			-299
			-1,885
			46,352
			23,501
			6,329
			11,572
			16,059
			5,252
			-355
			-2,809
			1,852
			1,411
			726
			50
			-72
			875
			1,307
			-1,328

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-862
			-2,154
			-16
			-45
			-57
			-12
			-15
			-29
			-17
			-3
			-4
			-6
			84
			-15
			4,015
			-23
			-11
			-19
			-19
			-58
			-44
			-1
			-95
			-22
			4
			-41
			-119
			977
			-10
			-26

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			-71
			-41
			4,365
			-5,242
			-8
			-22
			-56
			-13
			-13
			-48
			-12
			-6
			-28
			-891
			-3
			-63
			-2
			6,040
			7,026
			303
			119
			50
			41
			-25
			-1
			-17
			-24
			-50
			-42
			-14

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			-15
			-35
			-14
			-4
			-3
			-1
			-81
			-69
			-22
			-15
			-143
			5,532
			6,737
			3,414
			300
			-21,995
			3,479
			184
			-8,950
			-846
			-22
			-8
			-20
			-20
			-50
			-10
			-17
			-47
			-28
			-5

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			-44
			19
			14
			1,471
			81
			-24
			-37
			-210
			441
			-57
			-35
			-32
			-13
			-3
			-23
			-58
			-19
			-27
			-26
			-53
			-40
			-15
			-46
			-3
			-1
			-143
			-29
			-27
			-1,768
			-3,089

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-32
			-28
			416
			379
			825
			-58
			-7
			-25
			-3
			-54
			-12
			-16
			-30
			-10
			-8
			-41
			9
			80
			385
			-31
			-22
			-7
			-23
			-43
			-67
			-15
			-33
			-55
			-33
			-20

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-42
			-3
			-1
			-114
			-26
			-17
			-17
			-43
			-417
			239
			15
			-8
			-22
			-23
			-3
			-49
			-10
			-13
			-42
			-12
			-8
			-16
			-115
			-2
			461
			-25
			-231
			-207
			-44

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-39
			-37
			-26
			-43
			-19
			-16
			-2
			-26
			-46
			-38
			-20
			-19
			-14
			-5
			-128
			-39
			-21
			-20
			-11
			-390
			265
			1,435
			-383
			429
			1,501
			-104
			2,213
			2,609
			-153
			-230

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			1,633
			47
			-175
			-598
			206
			-393
			-86
			221
			-116
			-2
			-111
			-26
			-22
			-24
			-48
			-12
			-14
			-41
			-16
			-6
			-11
			1,147
			238
			4,444
			2,329
			-34
			-51
			-21
			-25
			-17

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			-19
			-50
			-36
			-4
			-8
			-34
			-33
			-14
			-4
			-26
			-1
			-58
			-53
			-25
			-20
			1,121
			-105
			264
			-18
			-192
			-9
			-103
			8
			-4
			11
			-153
			-2
			-24
			-34
			-18

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			-46
			-11
			-16
			-50
			-24
			-9
			-9
			8,325
			217
			-11
			-26
			-28
			-24
			-30
			-3
			-20
			-53
			-22
			-9
			-7
			-28
			-2
			-72
			-25
			-5
			-16
			-33
			-42

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			-28
			-41
			1,472
			162
			25
			2,136
			6,496
			4,277
			-236
			-193
			192
			155
			-35
			-29
			-20
			-50
			-15
			-23
			-42
			-30
			-11
			-26
			-2
			-91
			295
			-31
			-182
			-43
			-37
			-1

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-46
			-23
			-62
			-20
			-9
			-25
			-36
			-47
			-15
			-36
			-22
			-2
			-123
			-29
			-30
			-30
			-24
			1,304
			13
			-10
			2,451
			6,506
			11
			919
			3,242
			284
			74
			-21
			-94
			-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-44
			-25
			-51
			-16
			-15
			-33
			-34
			-9
			-45
			292
			206
			-639
			-92
			-6
			254
			-2
			-24
			-42
			-40
			-59
			-24
			-77
			-37
			-11
			-4
			-34
			-53
			-15
			-18
			-16

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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	
			-105
			-19
			-9
			-39
			-24
			-16
			199
			244
			237
			257
			48
			-5
			-5
			1,193
			38
			139
			372
			570
			10,542
			-2
			-92
			-30
			-36
			-16
			-54
			23
			-380
			-1,368
			-75
			-4,302

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-1,774
			-295
			-245
			-27
			-18
			-7
			-43
			-21
			-81
			-72
			-8
			-14
			-30
			-57
			-11
			-13
			-21
			-116
			-27
			-15
			-15
			-4
			-3
			-1,425
			-326
			-70
			-951
			-320
			-53
			-323

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			164
			-15,614
			-5,703
			-9,230
			-12,833
			-586
			348
			-1
			-1
			3,226
			306
			2,125
			283
			829
			-25
			-39
			-20
			-56
			-15
			-25
			-34
			-27
			-9
			-21
			-103
			-65
			-18
			-98
			-35

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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	
			-101
			-5,438
			-27
			-23
			-30
			-12
			-86
			-27
			-74
			-13
			-2
			-14
			-33
			-64
			-21
			-44
			-34
			-137
			-41
			-38
			-24
			-3
			-8
			290
			58
			912
			3,952
			587
			3,649
			2,397

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			337

**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)				
<b>a</b> <i>Paid during the year</i>				
BOSTON EARLY MUSIC FESTIVAL 161 FIRST ST CAMBRIDGE, MA 02142	NONE	PUBLIC CHARITY	GENERAL	50,000
CHARLES RIVER SCHOOL6 OLD MEADOW RD DOVER, MA 02030	NONE	PUBLIC CHARITY	GENERAL	35,000
CHURCH OF THE COVENANT67 NEWBURY ST BOSTON, MA 02116	NONE	PUBLIC CHARITY	GENERAL	30,000
FRANCO AMERICAN HERITAGE CENTER46 CEDAR ST LEWISTON, ME 04240	NONE	PUBLIC CHARITY	GENERAL	10,000
FRIENDS OF LITHGOW LIBRARY45 WINTHROP ST AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL	100,000
FRIENDS OF THE BLAINE HOUSE 192 STATE ST AUGUSTA, ME 04332	NONE	PUBLIC CHARITY	GENERAL	65,000
FRIENDS OF MAINE STATE MUSEUM 8S STATE HOUSE STATION AUGUSTA, ME 04333	NONE	PUBLIC CHARITY	GENERAL	36,000
GLASTONBURY ABBEY16 HULL ST HINGHAM, MA 02043	NONE	PUBLIC CHARITY	GENERAL	50,000
KENNEBEC HISTORICAL SOCIETY 107 WINTHROP ST AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL	5,000
KENNEBEC VALLEY YMCA31 UNION ST AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL	5,000
MAINE GENERAL MEDICAL CENTER 6 EAST CHESTNUT ST AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL	250,000
MERRICONEAG WALDORF SCHOOL 57 DESERT RD FREEPORT, ME 04332	NONE	PUBLIC CHARITY	GENERAL	2,000
PINE TREE SOCIETY149 FRONT ST BATH, ME 04530	NONE	PUBLIC CHARITY	GENERAL	25,000
ST MARK'S HOME FOR WOMEN57 WINTHROP ST AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL	25,000
TOWN OF WINTHROP LIBRARY2 METCALF SQUARE WINTHROP, MA 02152	NONE	PUBLIC CHARITY	GENERAL	50,000
TRANSFIGURATION HERMITAGE 205 WINDSOR NECK RD WINDSOR, ME 04363	NONE	PUBLIC CHARITY	GENERAL	208,000
UNIVERSITY OF MAINE AT AUGUSTA46 UNIVERSITY DR AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	GENERAL	10,000
<b>Total . . . . .</b>				956,000

## TY 2011 Accounting Fees Schedule

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MCCABE TAX CONSULTING	7,500			7,500
WELCH FORBES	400			400

**TY 2011 General Explanation Attachment**

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

**TY 2011 Investments Corporate Bonds Schedule**

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ATT 05/15/2016	251,387	267,890
AMGEN 06/30/2011	249,287	260,580
BANK OF AMERICA SR UNSECURED 07/07/2011	250,000	232,500
BANK OF AMERICA UNSUBORDINATED 03/15/2017	261,258	262,913
CINTAS 06/01/2016	250,435	263,012
GENERAL ELECTRIC CAPITAL 01/07/2011	253,032	282,632
HSBC BK 08/24/2020	252,192	264,230
JPMORGAN CHASE 06/24/2010	257,003	262,520
KELLOGG 05/19/2011	250,170	272,800
MAIN ST MAT GAS 01/09/2007	25,912	27,567
MORGAN STANLEY 05/31/2017	250,000	232,648
ROGERS WIRELESS 03/01/2014	22,543	21,745
MORGAN STANLEY GLOBAL 03/30/2004	26,024	25,572
BBVA US SENIOR SA UNIPER 04/01/2014	14,401	14,391
AMERICAN INTL GROUP 09/15/2014	24,658	26,123
CITIGROUP 09/15/2014	21,078	20,835
AMERITRADE HOLDING 12/01/2014	21,474	21,222
ROYAL BANK OF SCOTLAND 03/16/2010	25,571	26,307
PRUDENTIAL FINANCIAL 09/17/2015	21,678	21,853
TYCO INTL FINANCE 10/15/2015	3,140	3,205
CISCO SYSTEMS 02/22/2016	17,470	17,526
BP CAPITAL MARKETS PLC 03/11/2016	20,983	21,461
COMCAST 03/15/2016	23,250	23,227
HYDRO-QUEBEC 06/30/2016	30,499	31,308
BANK OF AMERICA 08/15/2016	39,174	42,434
THERMO FISHER SCIENTIFIC 09/22/2016	10,055	10,381
BARCLAYS BANK PLC 09/22/2016	21,522	21,832
HEWLETT-PACKARD 12/09/2016	4,989	5,211
BEAR STEARNS CO 01/22/2017	21,401	22,130
FORD MOTOR CREDIT 06/12/2017	14,994	14,934
BLACKROCK 09/15/2017	23,725	24,422
HEWLETT-PACKARD 09/15/2017	9,998	9,978
CITIGROUP 11/21/2017	10,797	11,422
VERIZON COMMUNICATIONS 02/15/2018	29,143	30,295
ORACLE 04/15/2008	30,128	30,788
MET LIFE GLOB FUND 1 7.717 02/15/2019	24,827	25,876
JEFFERIES GROUP 07/15/2019	10,975	11,025
ONTARIO PROVINCE 10/07/2019	27,452	28,678
PEPSICO 01/15/2020	22,558	23,461
SIMON PROPERTY GROUP LP 02/01/2020	22,034	23,994
TELEFONICA EMISIONES SAU 04/27/2020	24,195	22,280
HSBC FINANCE 01/15/2021	27,133	27,877
PETROBRAS INTL FIN 01/27/2021	5,205	5,593
GENERAL ELEC CAP 02/11/2021	32,623	34,378
TIME WARNER CABLE 02/15/2021	25,302	27,559
ATT 05/15/2021	32,836	35,050
BOSTON PROPERTIES 05/15/2021	14,759	16,222
TIME WARNER 01/15/2022	15,536	16,498
A.B.B. FINANCE USA 05/08/2022	19,505	20,822
ANHEUSER-BUSCH INBER WOR 07/15/2022	9,990	10,195
COMCAST 07/15/2022	9,991	10,466
EASTMAN CHEMICAL 08/15/2022	9,951	10,513
GOLDMAN SACHS GRP 10/01/1937	18,637	20,563
RABOBANK NEDERLAND 05/24/1941	21,508	23,601
AMGEN 06/15/1942	16,794	17,597
WF-RBS COMMERCIAL MORTGAGE TR 11/01/2011	25,250	26,428
UBS COMMERCIAL MORTGAGE TR 05/01/2012	45,673	47,515
JOHNSON CONTROLS 12/01/2021	20,762	21,184

**TY 2011 Investments Corporate  
Stock Schedule****Name:** THE WINDOVER FOUNDATION**EIN:** 04-6897800**Software ID:** 11000218**Software Version:** 2011.0.0

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
3060 shares of CARMAX	102,662	85,160
1250 shares of JOHNSON JOHNSON	80,092	86,525
1170 shares of OREILLY AUTOMOTIVE	76,546	100,316
800 shares of LANCASTER COLONY	48,879	55,432
1350 shares of UNITED TECHNOLOGIES	107,357	100,494
750 shares of IBM	69,733	146,985
1975 shares of AFLAC	91,049	86,465
1900 shares of NOBLE CORP	74,783	70,300
1950 shares of METLIFE	85,488	60,002
620 shares of CATERPILLAR	39,896	52,210
1375 shares of AMERICAN EXPRESS	57,991	79,351
1450 shares of NOVARTIS	88,551	84,999
1370 shares of PEPSICO	76,560	99,640
360 shares of APPLE	49,635	213,766
150 shares of GOOGLE	64,248	94,945
3850 shares of JOHNSON CONTROLS	157,630	94,903
950 shares of MCDONALDS	80,139	84,892
1100 shares of FISERV	72,882	77,143
2895 shares of CVS CAREMARK	105,398	130,999
1950 shares of COCA COLA	130,378	157,560
120 shares of AMERICAN TOWER CORP	8,540	8,677
1212 shares of PROCTER GAMBLE	75,383	78,222
890 shares of APACHE	68,566	76,647
2800 shares of CENOVUS ENERGY	104,516	85,428
940 shares of CHEVRON	100,622	103,005
1300 shares of SCHLUMBERGER	110,610	92,638
2125 shares of SUNCOR ENERGY	82,626	64,898
1935 shares of AMERIPRISE FINANCIAL	83,819	100,078
2635 shares of JPMORGAN CHASE	129,850	94,860
2400 shares of STATE STREET	107,824	96,912

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
1875 shares of TORONTO DOMINION BANK ONTARIO	157,033	147,338
1550 shares of GILEAD SCIENCES	64,468	84,212
2600 shares of RESMED	79,211	82,056
1675 shares of STRYKER	97,421	87,150
1575 shares of TEVA PHARMACEUTICAL INDUSTRIES	76,104	64,402
2220 shares of DANAHER	98,769	117,238
2075 shares of EMERSON ELECTRIC	115,241	99,123
1350 shares of EXPEDITORS INTL WASHINGTON	67,552	48,019
2600 shares of IRON MOUNTAIN	87,974	83,746
850 shares of STERICYCLE	73,701	78,923
1525 shares of ANSYS	84,024	91,439
1490 shares of POLYPORE INTL	64,145	55,368
2100 shares of QUALCOMM	94,944	125,328
2225 shares of ECOLAB	124,347	145,626
1175 shares of PRAXAIR	108,358	121,918
2275 shares of VERIZON COMMUNICATIONS	83,979	102,694
1950 shares of EXELON	83,904	76,284
3400 shares of ORACLE	77,891	102,680
1125 shares of TERADATA	63,742	76,072
1300 shares of TRIMBLE NAVIGATION	51,589	57,538
285 shares of ANADARKO PETROLEUM	15,812	19,790
308 shares of APACHE	22,436	26,525
280 shares of CONOCOPHILLIPS	11,073	15,243
557 shares of EXXON MOBIL	40,771	48,375
307 shares of OCCIDENTAL PETROLEUM	16,971	26,718
180 shares of PRAXAIR	12,843	18,677
295 shares of TYCO INTL	7,790	16,207
233 shares of CATERPILLAR	14,993	19,621
300 shares of DANAHER	9,268	15,843
2167 shares of GENERAL ELECTRIC	31,644	44,965

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
102 shares of AMAZON.COM	21,973	23,797
275 shares of AUTOLIV	11,729	15,557
760 shares of CBS CL B	21,872	25,430
340 shares of CARNIVAL	10,618	11,315
1510 shares of FORD MOTOR	24,825	13,952
1425 shares of NEWS CORP	14,833	33,046
645 shares of PEPSICO	34,781	46,911
470 shares of PHILIP MORRIS INTL	23,594	42,977
1145 shares of UNILEVER	31,346	41,002
455 shares of COVIDIEN	21,479	25,425
650 shares of ALLSCRIPTS HEALTHCARE SOLUTIONS	10,981	5,980
315 shares of CIGNA	7,828	12,688
195 shares of MCKESSON	8,703	17,692
695 shares of MERCK	16,930	30,698
2715 shares of PFIZER	46,570	65,269
270 shares of ZIMMER HOLDINGS	17,585	15,911
515 shares of AMERICAN EXPRESS	21,456	29,721
395 shares of AMERIPRISE FINANCIAL	9,429	20,429
1465 shares of BANK OF AMERICA	18,083	10,753
310 shares of CAPITAL ONE FINANCIAL	13,582	17,512
235 shares of CHUBB	11,126	17,082
910 shares of JPMORGAN CHASE	42,500	32,760
1542 shares of WELLS FARGO	39,138	52,135
255 shares of ALLIANCE DATA SYS	10,329	33,150
199 shares of APPLE	28,221	121,541
1120 shares of EMC	17,013	29,355
16 shares of GOOGLE	6,696	10,128
305 shares of INFORMATICA	8,998	9,001
143 shares of IBM	11,912	28,025
885 shares of ORACLE	18,791	26,727

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
635 shares of QUALCOMM	24,767	37,897
185 shares of TERADATA	8,779	12,510
1027 shares of ATT	31,141	38,944
615 shares of NEXTERA ENERGY	33,592	43,604
470 shares of ENSCO	25,243	25,535
690 shares of VALE	12,380	12,454
420 shares of COOPER INDUSTRIES PLC	26,789	30,190
510 shares of LYONDELLBASELL INDUSTRIES NV	22,738	22,710
680 shares of COCA-COLA	19,569	19,938
290 shares of COGNIZANT TACHNOLOGY SOLUTIONS	20,586	16,463
680 shares of WALT DISNEY	31,216	33,415
121 shares of EOG RES	12,487	11,859
220 shares of DR PEPPER SNAPPLE GROUP	9,451	10,028
220 shares of EATON	10,782	9,645
340 shares of FEDEX	31,333	30,702
107 shares of INTERCONTINENTAL EXCHANGE	13,263	14,041
280 shares of INTUIT	14,500	16,246
390 shares of JOHNSON JOHNSON	25,611	26,996
167 shares of LORILLARD	18,736	21,483
430 shares of MOODYS	18,035	17,428
360 shares of NATIONAL OILWELL VARCO	25,308	26,028
180 shares of PVH	13,338	14,297
280 shares of T ROWE PRICE GROUP	16,814	17,010
260 shares of RALCORP	19,194	15,514
420 shares of ROBERT HALF	11,447	11,344
190 shares of TARGART	10,228	11,524
360 shares of TRANSCANADA	15,387	16,362
210 shares of VMWARE	18,933	19,060
1030 shares of SANOFI-AVENTIS	38,473	41,859
480 shares of CBRE GROUP	8,589	7,478

**TY 2011 Investments Government  
Obligations Schedule**

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

**US Government Securities - End of  
Year Book Value:** 1,715,262

**US Government Securities - End of  
Year Fair Market Value:** 1,748,290

**State & Local Government  
Securities - End of Year Book  
Value:** 742,825

**State & Local Government  
Securities - End of Year Fair  
Market Value:** 799,958

## TY 2011 Investments - Other Schedule

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PENN VIRGINIA RESOURCES	FMV	5,224	5,158
VANGUARD FIXED INCOME SECURITIES	FMV	270,000	279,379
BNY MELLON SHORT-TERM US GOVT	FMV	147,240	146,760
BNY MELLON BOND FUND	FMV	515,952	536,699
DREYFUS SELECT MANAGERS SM CAP VALE	FMV	146,000	144,142
BNY MELLON INTL FUND	FMV	212,167	168,833
DREUFUS/NEWTON INTL EQUITY	FMV	215,770	183,770
STRATEGIC INTL STOCK FUND	FMV	219,297	200,136
BNY MELLON EMERGING MARKETS FD	FMV	787,745	737,695
BNY MELLON SMALL/MID CAP FUND	FMV	192,000	159,415
BNY MELLON FOCUSED EQUITY OPPOR FD	FMV	198,005	181,725
DREYFUS US EQUITY FUND	FMV	400,000	401,651
BNY MELLON MID CAP STOCK FUND	FMV	334,386	286,689
DREYFUS OPPORTUNISTIC SM CAP FD	FMV	73,000	58,438
DREYFUS SELECT MANAGERS SM CAP GR	FMV	146,000	129,971
ENTERPRISE PRODUCTS PARTNERS	FMV	89,830	106,000
BNY MELLON INCOME STOCK FUND	FMV	200,000	202,647

## TY 2011 Legal Fees Schedule

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KL GATES	32,324			32,324

**TY 2011 Other Decreases Schedule****Name:** THE WINDOVER FOUNDATION**EIN:** 04-6897800**Software ID:** 11000218**Software Version:** 2011.0.0

<b>Description</b>	<b>Amount</b>
FISCAL 7/31/11 FEDERAL TAX	21,563
AMORTIZATION OF TAX EXEMPT BONDS- WELCH FORBES	6,913
FISCAL 7/31/12 FEDERAL ESTIMATED PAYMENTS	1,500

## TY 2011 Other Expenses Schedule

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEFLATION OF US BONDS	306	306		
FOREIGN INVESTMENT FEE	707	707		
AD FEES	17	17		

## TY 2011 Other Income Schedule

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PENN VA RESOURCE PARTNERSHIP	2,899	2,899	

## TY 2011 Other Increases Schedule

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

Description	Amount
TAX EXEMPT INTEREST- WELCH FORBES	39,256
TAX EXEMPT INTEREST- BNY MELLON	919

## TY 2011 Other Professional Fees Schedule

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELCH FORBES	55,792	55,792		
BNY MELLON	35,304	35,304		

# TY 2011 Taxes Schedule

**Name:** THE WINDOVER FOUNDATION

**EIN:** 04-6897800

**Software ID:** 11000218

**Software Version:** 2011.0.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WH	2,360	2,360	0	0
MASS EXCISE TAX	1,000	0	0	1,000