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

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 2012 or tax year beginning , 2012, and ending , 20

Name of foundation  
**WINFIELD FOUNDATION 141020900**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**C/O FIDUCIARY TRUST CO INTL - 600 FIFTH AV**

City or town, state, and ZIP code  
**NEW YORK, NY 10020**

**A Employer identification number**  
 13-6158017

**B Telephone number (see instructions)**  
 212- 632-3000

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,836,674.**

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

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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 instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .				
	4 Dividends and interest from securities . . . . .	41,401.	42,247.		
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 7b . . . . .	-13,859.			
	b Gross sales price for all assets on line 6a . . . . .	1,261,834.			
	7 Capital gain net income (from Part IV line 2) . . . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .	550.	550.		STMT 1	
12 Total. Add lines 1 through 11 . . . . .	28,092.	42,797.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc . . . . .	6,000.			6,000.
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	2,000.	NONE	NONE	2,000.
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .	24,109.	13,646.		10,463.
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	3,928.	453.		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .				
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	36,037.	14,099.	NONE	18,463.
	25 Contributions, gifts, grants paid . . . . .	72,300.			72,300.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	108,337.	14,099.	NONE	90,763.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements . . . . .	-80,245.				
b Net investment income (if negative, enter -0-) . . . . .		28,698.			
c Adjusted net income (if negative, enter -0-) . . . . .					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		3,962.	964.	964.	
	2	Savings and temporary cash investments		98,524.	109,057.	109,057.	
	3	Accounts receivable					
		Less allowance for doubtful accounts					
	4	Pledges receivable					
		Less allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments - U.S. and state government obligations (attach schedule)	STMT 5		735,098.	504,686.	509,803.
	b	Investments - corporate stock (attach schedule)	STMT 6		240,310.	913,568.	936,784.
	c	Investments - corporate bonds (attach schedule)	STMT 7		206,431.	119,875.	125,900.
	11	Investments - land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)						
12	Investments - mortgage loans						
13	Investments - other (attach schedule)	STMT 8		594,734.	151,173.	154,166.	
14	Land, buildings, and equipment basis						
	Less accumulated depreciation (attach schedule)						
15	Other assets (describe)						
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,879,059.	1,799,323.	1,836,674.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
23	<b>Total liabilities</b> (add lines 17 through 22)				NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			1,776,573.	1,689,302.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds			102,486.	110,021.	
30	<b>Total net assets or fund balances</b> (see instructions)			1,879,059.	1,799,323.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)			1,879,059.	1,799,323.		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,879,059.
2	Enter amount from Part I, line 27a	2	-80,245.
3	Other increases not included in line 2 (itemize) <b>PRIOR YEAR VALUATION ADJUSTMENT</b>	3	2,377.
4	Add lines 1, 2, and 3	4	1,801,191.
5	Decreases not included in line 2 (itemize) <b>SEE STATEMENT 9</b>	5	1,868.
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	1,799,323.

**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 PUBLICLY TRADED SECURITIES</b>						
<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> 1,261,834.		1,275,693.	-13,859.			
<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			(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				
<b>a</b>			-13,859.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				2	-13,859.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

**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 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))
2011	82,650.	1,907,075.	0.043339
2010	81,425.	1,848,227.	0.044056
2009	86,480.	1,752,293.	0.049352
2008	100,734.	1,935,461.	0.052047
2007	142,212.	2,081,801.	0.068312

<b>2 Total of line 1, column (d)</b>	2	0.257106
<b>3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years</b>	3	0.051421
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>	4	1,821,731.
<b>5 Multiply line 4 by line 3</b>	5	93,675.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	6	287.
<b>7 Add lines 5 and 6</b>	7	93,962.
<b>8 Enter qualifying distributions from Part XII, line 4</b>	8	90,763.

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.

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total amount owed is 1,585, with 576 refunded, leaving 1,009.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political influence, expenditures, and reporting requirements. Marked 'Yes' for questions 1a, 1b, 1c, 2, 3, 4a, 4b, 5, 6, 7, 8b, 9, and 10.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of FIDUCIARY TRUST COMPANY INTL Telephone no. (212) 632-3000
Located at 600 FIFTH AVENUE, NEW YORK, NY ZIP+4 10020-2302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

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

**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 instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		6,000.	-0-	-0-

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

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

Total number of other employees paid over \$50,000  NONE

**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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
-----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
-----	
-----	
2	
-----	
-----	
3	
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4	
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**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
-----	
-----	
2	
-----	
-----	
All other program-related investments See instructions	
3 NONE	
-----	
-----	
Total. Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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>	1,328,501.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	520,972.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,849,473.
<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>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,849,473.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	27,742.
<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>	1,821,731.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	91,087.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	91,087.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	574.
<b>2b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>2c</b>	Add lines 2a and 2b	<b>2c</b>	574.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	90,513.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	90,513.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	90,513.

**Part XII Qualifying Distributions** (see 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	<b>1a</b>	90,763.
<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>	NONE
<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>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<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>	90,763.
<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 instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	90,763.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7 . . . . .				90,513.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	38,880.			
e From 2011 . . . . .	82,650.			
f <b>Total</b> of lines 3a through e . . . . .	121,530.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>90,763.</u>				
a Applied to 2011, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				90,513.
e Remaining amount distributed out of corpus . . . . .	250.			
5 Excess distributions carryover applied to 2012 . . . . . <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	NONE			NONE
6 <b>Enter the net total of each column as indicated below:</b>				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	121,780.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	121,780.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	38,880.			
d Excess from 2011 . . . . .	82,650.			
e Excess from 2012 . . . . .	250.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, and alternative tests (Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

**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
<p><i>a Paid during the year</i></p> <p>SEE STATEMENT 19</p>				72,300.
<b>Total</b> .....				72,300.
<i>b Approved for future payment</i>				
<b>Total</b> .....				



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here [Signature] 5/13/2013 President

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only section containing fields for Print/Type preparer's name (ANTHONY ALLOGGIO), Preparer's signature, Date (MAY 10 2013), Firm's name (FIDUCIARY TRUST COMPANY INTL), Firm's EIN (13-5069335), Firm's address (600 FIFTH AVENUE, NEW YORK, NY 10020), and Phone no.

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
UNITED TECHNOLOGIES CORP	550.	550.
TOTALS	----- 550. =====	----- 550. =====

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART I - LEGAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
HOLLYER BRADY	2,000.			2,000.
TOTALS	2,000.	NONE	NONE	2,000.

=====

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
NY FILING FEE	250.		250.
ADVERTISING FEES - 2010 & 2011	255.		255.
WIRE FEE	25.	5.	20.
ADR FEES	52.	52.	
FTCI - INVESTMENT MANAGEMENT F	15,190.	12,152.	3,038.
BESSEMER TRUST - INVESTMENT SE	1,437.	1,437.	
BESSEMER TRUST - ADMINISTRATIV	6,900.		6,900.
TOTALS	24,109.	13,646.	10,463.
	=====	=====	=====

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAX WITHHELD	453.	453.
FEDERAL EXCISE TAX	3,475.	
TOTALS	----- 3,928. =====	----- 453. =====

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FTCI ACCOUNT	504,686.	509,803.
TOTALS	----- 504,686. =====	----- 509,803. =====

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FTCI ACCOUNT	913,568.	936,784.
TOTALS	----- 913,568. =====	----- 936,784. =====

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART II - CORPORATE BONDS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FTCI ACCOUNT	119,875.	125,900.
TOTALS	----- 119,875. =====	----- 125,900. =====

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
FTCI ACCOUNT	C	151,173.	154,166.
TOTALS		----- 151,173.	----- 154,166.
		-----	-----

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
OID NON-CASH	1,279.
MARKET DISCOUNT NON-CASH	12.
MUTUAL FUND CASH OFFSET	577.
	-----
TOTAL	1,868.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

MR. FRANKLIN W. McCANN

ADDRESS:

119 BOTSFORD HILL ROAD  
BRIDGEWATER, CT 06752

OFFICER NAME:

MR. JONATHAN W. McCANN

ADDRESS:

PO BOX 1775  
SAG HARBOR, NY 11963

OFFICER NAME:

MR. DOUGLAS IRWIN

ADDRESS:

46 CHESTNUT STREET APT #1  
BOSTON, MA 02108

OFFICER NAME:

MS. ALISON McCANN

ADDRESS:

2457 MONTROSE AVENUE  
MONTROSE, CA 91020

OFFICER NAME:

MS. LAURA IMRIE

ADDRESS:

136 ST. JOHN'S ROAD  
WILTON, CT 06897

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

MS. CAROLIN RALEIGH BUTTRICK

ADDRESS:

1081 PONUS RIDGE ROAD  
NEW CANAAN, CT 06840

OFFICER NAME:

MS. HELEN HOOKE

ADDRESS:

60 EAST 42nd STREET, SUITE 1825  
NEW YORK, NY 10165

COMPENSATION ..... 6,000.

OFFICER NAME:

JAMES B. KEANEY, ESQ.

ADDRESS:

60 EAST 42nd STREET  
NEW YORK, NY 10165

TITLE:

COUNSEL

TOTAL COMPENSATION: ..... 6,000.

=====

=====

RECIPIENT NAME:  
 WOODCOCK NATURE CENTER  
 ADDRESS:  
 56 DEER RUN ROAD  
 WILTON, CT 06897  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 UNRESTRICTED  
 FOUNDATION STATUS OF RECIPIENT:  
 PUBLIC  
 AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
 TIME FOR LYME  
 ADDRESS:  
 30 MYANO LANE, SUITE 20  
 STAMFORD, CT 06902  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 UNRESTRICTED  
 FOUNDATION STATUS OF RECIPIENT:  
 PUBLIC  
 AMOUNT OF GRANT PAID ..... 2,400.

RECIPIENT NAME:  
 SOUTHAMTON ANIMAL SHELTER  
 FOUNDATION  
 ADDRESS:  
 102 OLD RIVERHEAD ROAD  
 HAMPTON BAYS, NY 11946  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 UNRESTRICTED  
 FOUNDATION STATUS OF RECIPIENT:  
 PUBLIC  
 AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:

US TOO

ADDRESS:

5003 FAITVIEW AVENUE  
DOWNERS GROVE, IL 60515

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,600.

RECIPIENT NAME:

HISTORIC NEW ENGLAND

ADDRESS:

141 CAMBRIDGE STREET  
BOSTON, MA 02114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING SUPPORT FOR SLEEPER-MCCANN HOUSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:

MONTROSE CHURCH

ADDRESS:

2409 FLORENCITA DRIVE  
MONTROSE, CA 91020

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:

BREAST CANCER ALLIANCE

ADDRESS:

48 MAPLE AVENUE  
GREENWICH, CT 06830

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:

TRINITY COLLEGE

ADDRESS:

300 SUMMIT STREET  
HARTFORD, CT 06106-3100

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,800.

RECIPIENT NAME:

WARRIORS & QUIET WATERS FOUNDATION

ADDRESS:

4432 ANNETTE PARK DRIVE  
BOZEMAN, MT 59715

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,600.

RECIPIENT NAME:

LENOX HILL NEIGHBORHOOD ASSN

ADDRESS:

331 EAST 70TH STREET  
NEW YORK, NY 10021

RELATIONSHIP:

NNOE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

HOCKADAY LOWER SCHOOL PROFESSIONAL  
DEVELOPMENT FUND

ADDRESS:

11600 WELCH ROAD  
DALLAS, TX 75229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

TADA - THEATER AND DANCE ALLIANCE

ADDRESS:

15 WEST 28TH STREET  
NEW YORK, NY 10001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,600.

=====

RECIPIENT NAME:  
 COALITION FOR THE HOMELESS  
 ADDRESS:  
 129 FULTON STREET  
 NEW YORK, NY 10038  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 UNRESTRICTED  
 FOUNDATION STATUS OF RECIPIENT:  
 PUBLIC  
 AMOUNT OF GRANT PAID ..... 2,400.

RECIPIENT NAME:  
 WOOLWORTH MEMORIAL/UNITED  
 METHODIST CHURCH  
 ADDRESS:  
 PO BOX 189  
 GREAT BEND, NY 13643  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 UNRESTRICTED  
 FOUNDATION STATUS OF RECIPIENT:  
 PUBLIC  
 AMOUNT OF GRANT PAID ..... 1,600.

RECIPIENT NAME:  
 CANCER CARE  
 ADDRESS:  
 275 SEVENTH AVENUE  
 NEW YORK, NY 10001  
 RELATIONSHIP:  
 NONE  
 PURPOSE OF GRANT:  
 UNRESTRICTED  
 FOUNDATION STATUS OF RECIPIENT:  
 PUBLIC  
 AMOUNT OF GRANT PAID ..... 2,400.

RECIPIENT NAME:

AMFAR - FOUNDATION FOR AIDS  
RESEARCH

ADDRESS:

120 WALL STREET 13TH FLOOR  
NEW YORK, NY 10005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,400.

RECIPIENT NAME:

LONG ISLAND SOUNDKEEPER FDN

ADDRESS:

PO BOX 4058  
NORWALK, CT 06855

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,400.

RECIPIENT NAME:

GOD'S LOVE WE DELIVER

ADDRESS:

166 AVENUE OF THE AMERICAS  
NEW YORK, NY 10013

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,000.

=====

RECIPIENT NAME:

LYME RESEARCH ALLIANCE

ADDRESS:

2001 WEST MAIN STREET SUITE 280  
STAMFORD, CT 06902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:

EAST END HOSPICE

ADDRESS:

481 WESTHAMPTON-RIVERHEAD ROAD  
WESTHAMPTON BEACH, NY 11978

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

NY THERAPEUTIC RIDING CENTER

ADDRESS:

336 EAST 71ST STREET  
NEW YORK, NY 10021

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,600.

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

ROBIN HOOD FOUNDATION

ADDRESS:

826 BROADWAY

NEW YORK, NY 10003

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,000.

TOTAL GRANTS PAID:

72,300.

=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041)

OMB No 1545-0092

**2012**

Name of estate or trust

WINFIELD FOUNDATION 141020900

Employer identification number

13-6158017

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					<b>1b</b> -10,432.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>3</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet . . . . .					<b>4</b> ( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶					<b>5</b> -10,432.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					4.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					<b>6b</b> -3,433.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>8</b>
<b>9</b> Capital gain distributions . . . . .					<b>9</b> 2.
<b>10</b> Gain from Form 4797, Part I . . . . .					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet . . . . .					<b>11</b> ( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶					<b>12</b> -3,427.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

JSA

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141020900

39 -

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	Net short-term gain or (loss)	<b>13</b>		-10,432.
<b>14</b>	Net long-term gain or (loss):			
a	Total for year	<b>14a</b>		-3,427.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a	<b>15</b>		-13,859.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>			
<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:		
a	The loss on line 15, column (3) or b \$3,000	<b>16</b>	( 3,000 )

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero	<b>18</b>		
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	<b>19</b>		
<b>20</b>	Add lines 18 and 19	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0-	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0-	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,400	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-)	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15)			<b>30</b>
<b>31</b>	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			<b>31</b>
<b>32</b>	Add lines 30 and 31			<b>32</b>
<b>33</b>	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			<b>33</b>
<b>34</b>	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			<b>34</b>

**SCHEDULE D-1  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2012**

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

Name of estate or trust: WINFIELD FOUNDATION 141020900  
Employer identification number: 13-6158017

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 150. ABERTIS INFRASTRUCTU	02/15/2012	05/24/2012	1,013.00	1,208.00	-195.00
20. AJINOMOTO INC ADR	02/16/2012	05/24/2012	2,647.00	2,362.00	285.00
70. AKZO NV SPONSORED ADR	02/15/2012	05/24/2012	1,086.00	1,110.00	-24.00
155. ALLIANZ AG SPONSORED	02/15/2012	05/24/2012	1,442.00	1,630.00	-188.00
140. ASSOCIATED BRIT FOODS ADR NEW	12/01/2011	05/24/2012	2,571.00	2,431.00	140.00
35. BHP BILLITON PLC SPONS	12/19/2011	05/24/2012	1,868.00	1,971.00	-103.00
175. BARCLAYS PLC ADR ***	02/14/2012	05/24/2012	2,017.00	2,110.00	-93.00
85. BARRICK GOLD CORP (CAD	02/03/2012	05/24/2012	3,319.00	4,114.00	-795.00
40. CARNIVAL CORP	11/21/2011	05/24/2012	1,280.00	1,264.00	16.00
210. CHINA CONSTRUCTION BA ADR	02/06/2012	05/24/2012	2,705.00	3,060.00	-355.00
30. CHINA PETE & CHEM CORP	02/15/2012	05/24/2012	2,708.00	3,321.00	-613.00
60. CHINA TELECOM CORP LTD ADR	12/01/2011	05/24/2012	2,780.00	3,628.00	-848.00
40. CONOCOPHILLIPS COM	02/14/2012	05/24/2012	2,070.00	2,150.00	-80.00
25. DTE ENERGY CO	11/21/2011	05/24/2012	1,402.00	1,263.00	139.00
115. DEUTSCHE POST AG SPON	12/19/2011	05/24/2012	1,897.00	1,686.00	211.00
75. ENI S P A SPONSORED AD	12/01/2011	05/24/2012	2,929.00	3,161.00	-232.00
350. EAST JAPAN RAILWAY CO	12/02/2011	05/24/2012	3,350.00	3,574.00	-224.00
65. EXELON CORP	02/03/2012	05/24/2012	2,379.00	2,703.00	-324.00
20. GDF SUEZ SPON ADR	11/21/2011	05/24/2012	410.00	509.00	-99.00
25. GENERAL DYNAMICS CORP.	02/14/2012	05/24/2012	1,571.00	1,637.00	-66.00
55. IMPERIAL TOB GROUP PLC ADR	02/06/2012	05/24/2012	4,103.00	4,044.00	59.00
110. ITOCHU CORP ADR	02/06/2012	05/24/2012	2,321.00	2,326.00	-5.00
225. KONINKLIJKE AHOLD NV	02/15/2012	05/24/2012	2,656.00	2,991.00	-335.00
30. KONINKLIJKE PHILIPS EL SPON ADR	11/21/2011	05/24/2012	535.00	552.00	-17.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No. 1545-0092

**2012**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

Name of estate or trust: WINFIELD FOUNDATION 141020900  
Employer identification number: 13-6158017

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 50. MAGNA INTL INC CL A (C	02/15/2012	05/24/2012	2,074.00	1,863.00	211.00
90. MARATHON OIL CORP	02/03/2012	05/24/2012	2,220.00	2,586.00	-366.00
55. MCGRAW HILL CO INC	02/03/2012	05/24/2012	2,447.00	2,477.00	-30.00
50. MERCK KGAA SPONSORED A	01/23/2012	05/24/2012	1,550.00	1,615.00	-65.00
325. MUENCHENER RUECKVERSI GESELLSCHA	01/24/2012	05/24/2012	4,138.00	4,028.00	110.00
225. NORDEA BANK AB SPON (	12/20/2011	05/24/2012	1,695.00	1,698.00	-3.00
20. PHILLIPS 66	02/14/2012	05/24/2012	617.00	678.00	-61.00
180. SK TELECOM LTD SPONSO	01/23/2012	05/24/2012	2,038.00	2,494.00	-456.00
105. SSE PLC - SPN ADR	02/15/2012	05/24/2012	2,205.00	2,121.00	84.00
525. SUMITOMO MITSUI FIN G SPONS ADR	01/25/2012	05/24/2012	3,078.00	3,103.00	-25.00
295. SUNCORP GROUP LTD UNS	02/15/2012	05/24/2012	2,142.00	2,565.00	-423.00
80. TARGET CORP	01/23/2012	05/24/2012	4,543.00	4,088.00	455.00
325. TELE2 AB - B - UNSP A	02/15/2012	05/24/2012	2,454.00	3,129.00	-675.00
100. TIM PARTICIPCOES SA S (ADR)	01/23/2012	05/24/2012	2,361.00	2,798.00	-437.00
60. TOKYO GAS CO LTD UNSP	02/15/2012	05/24/2012	2,770.00	2,668.00	102.00
80. TOTAL S A SPONSORED AD	02/03/2012	05/24/2012	3,498.00	4,126.00	-628.00
45. UNITEDHEALTH GROUP INC	02/14/2012	05/24/2012	2,508.00	2,098.00	410.00
160. WESTERN UNION CO	02/03/2012	05/24/2012	2,703.00	2,860.00	-157.00
155. THE WHARF HOLDINGS LT	02/15/2012	05/24/2012	1,561.00	1,505.00	56.00
70. FIRSTENERGY CORP	01/23/2012	08/23/2012	3,142.00	2,992.00	150.00
1200. COMPANHIA ENERG DE M ADR	08/23/2012	09/12/2012	15,789.00	23,054.00	-7,265.00
70. NEWMONT MNG CORP	02/14/2012	09/14/2012	3,992.00	4,365.00	-373.00
50. UNILEVER NV NY SHS NEW	11/21/2011	09/14/2012	1,789.00	1,616.00	173.00
96000. UNITED STATES TREAS 12/31/2010 2.75% 12/31/2017	09/29/2011	09/14/2012	105,705.00	104,355.00	1,350.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

WINFIELD FOUNDATION 141020900

13-6158017

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 35. CARNIVAL CORP	01/01/2001	01/20/2012	1,035.00	1,106.00	-71.00
29920.67 OW GLOBAL OPPORTU	01/01/2001	02/17/2012	215,429.00	237,795.00	-22,366.00
7323.97 OW REAL RETURN FUN	01/01/2001	02/17/2012	71,482.00	79,941.00	-8,459.00
16195.56 OW GLOBAL SM & MI	01/01/2001	02/17/2012	242,286.00	175,315.00	66,971.00
17125.31 OW LARGE CAP STRA	01/01/2001	02/17/2012	166,972.00	197,681.00	-30,709.00
20000. PFIZER INC SE NT DT 5.35% 3/15/2015	01/01/2001	02/29/2012	22,759.00	19,975.00	2,784.00
1272.2446 FEDERAL HOME LN PL# C62388 DTD 12/1/2001 6.	12/27/2001	04/16/2012	3.00	3.00	
2083.7368 FEDERAL HOME LN PL# C63580 DTD 1/1/2002 6.0	01/14/2002	04/16/2012	5.00	5.00	
893.3863 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6.50%	02/12/2002	04/26/2012	7.00	7.00	
1268.7625 FEDERAL HOME LN PL# C62388 DTD 12/1/2001 6.	12/27/2001	05/15/2012	3.00	3.00	
2079.0024 FEDERAL HOME LN PL# C63580 DTD 1/1/2002 6.0	01/14/2002	05/15/2012	5.00	5.00	
20000. JPMORGAN CHASE & CO 9/18/2009 3.7% 1/20/2015	03/22/2010	05/18/2012	20,800.00	20,211.00	589.00
175. MICROSOFT CORP	08/05/2010	05/24/2012	5,040.00	4,502.00	538.00
888.6159 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6.50%	02/12/2002	05/25/2012	5.00	5.00	
50000. FEDERAL HOME LOAN B 6/12/2007 5.375% 6/8/2012	12/18/2008	06/08/2012	50,000.00	55,377.00	-5,377.00
15000. FEDERAL HOME LOAN B 1/7/2010 1.375% 6/8/2012	05/25/2010	06/08/2012	15,000.00	15,082.00	-82.00
1265.2665 FEDERAL HOME LN PL# C62388 DTD 12/1/2001 6.	12/27/2001	06/15/2012	4.00	3.00	1.00
2074.2435 FEDERAL HOME LN PL# C63580 DTD 1/1/2002 6.0	01/14/2002	06/15/2012	5.00	5.00	
15000. EKSPORTFINANS ASA D 2.375% 5/25/2016	05/18/2011	06/18/2012	13,275.00	14,999.00	-1,724.00
739.8655 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6.50%	02/12/2002	06/25/2012	149.00	151.00	-2.00
1261.7328 FEDERAL HOME LN PL# C62388 DTD 12/1/2001 6.	12/27/2001	07/16/2012	4.00	3.00	1.00
2069.4595 FEDERAL HOME LN PL# C63580 DTD 1/1/2002 6.0	01/14/2002	07/16/2012	5.00	5.00	
50000. UNITED STATES TREAS INFLATION INDEX DTD 7/15/20	03/26/2003	07/16/2012	63,950.00	70,714.00	-6,764.00
735.3295 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6.50%	02/12/2002	07/25/2012	5.00	5.00	
1258.1932 FEDERAL HOME LN PL# C62388 DTD 12/1/2001 6.	12/27/2001	08/15/2012	4.00	3.00	1.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .



WINFIELD FOUNDATION  
 ACCOUNT # 141020900  
 BASE CURRENCY: U.S. DOLLAR  
 PORTFOLIO TYPE: INCOME

FIDUCIARY TRUST COMPANY INTERNATIONAL  
 INVESTOR SERVICES CURRENCY APPRAISAL  
 TRADE DATE BASIS  
 AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
<b>SHORT TERM</b>								
=====								
	Cash		8,714.72		8,714.72		4 0.05	0.00
<b>Total SHORT TERM</b>								
			8,714.72		8,714.72		4 0.05	0.00
=====								
<b>Total</b>			8,714.72		8,714.72		4	0.00
=====								
	Accrued Income		0.00		0.00			
=====								
<b>Grand Total</b>			8,714.72		8,714.72		4	0.00
=====								

FIDUCIARY TRUST COMPANY INTERNATIONAL  
 INVESTOR SERVICES CURRENCY APPRAISAL  
 TRADE DATE BASIS  
 AS OF DEC 31 2012

WINFIELD FOUNDATION  
 ACCOUNT # 141020900  
 BASE CURRENCY: U.S. DOLLAR  
 PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
<b>SHORT TERM</b>								
=====								
U.S. Dollar								
-----								
	Cash		100,340.84		100,340.84		50 0.05	0.00
	100,340.8400 CASH							
	Cash Equivalents							
	60,000.0000 UNITED STATES TREAS BILLS DTD 8/2/2012 1/31/2013 AAA	99.9684	59,981.04	99.9980	59,998.80		74 0.02	0.00
	85,500.0000 STIP 3: US TREASURY & AGENCY DTD 8/31/2003	1.0000	85,500.00	1.0000	85,500.00		45 0.05	0.86
	Total Cash Equivalents		145,481.04		145,498.80		119 0.04	0.86
	Total U.S. Dollar		245,821.88		245,839.64		169 0.04	0.86
	Total SHORT TERM		245,821.88		245,839.64		169 0.04	0.86

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
<b>FIXED INCOME</b>								
=====								
U.S. Dollar								
-----								
<b>Governments</b>								
300,000.0000	UNITED STATES TREASURY NOTE DTD 12/31/2010 2.75% 12/31/2017 AAA	108.4719	325,415.61	110.0470	330,141.00	8,250	0.70	22.92
<b>Agencies</b>								
30,000.0000	FEDERAL HOME LOAN BANK DTD 2/3/2010 2.75% 3/13/2015 AA+	105.1950	31,558.50	105.3510	31,605.30	825	0.31	247.50
<b>Mortgages</b>								
997.1072	FEDERAL HOME LN MTG CORP MTG PL# C62388 DTD 12/1/2001 6.00% 12/1/2031 AA+	96.8873	966.07	111.2150	1,108.93	60	6.00	4.99
546.1904	FEDERAL HOME LN MTG CORP MTG PL# C63580 DTD 1/1/2002 6.00% 2/1/2032 AA+	99.4031	542.93	111.2150	607.45	33	6.00	2.73

WINFIELD FOUNDATION  
 ACCOUNT # 141020900  
 BASE CURRENCY: U.S. DOLLAR  
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL  
 INVESTOR SERVICES CURRENCY APPRAISAL  
 TRADE DATE BASIS  
 AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
712.2412	FEDERAL NATL MTG ASSN MTG PL # 632303 DTD 3/1/2002 6.50% 3/1/2052 AA+	101.3070	721.55	118.1790	841.72	46	6.50	3.86
Total Mortgages			2,230.55		2,558.10	139	6.16	11.58
Corporates								
20,000.0000	AMERICAN EXPRESS CRD CORP NT SER C DTD 8/20/2008 7.3% 8/20/2015 A-	99.8350	19,967.00	104.3120	20,862.40	1,460	0.50	531.28
20,000.0000	NOVARTIS CAPITAL CORP SR NT DTD 2/10/2009 4.125% 2/10/2014 AA-	99.8970	19,979.40	104.0310	20,806.20	825	0.47	323.13
20,000.0000	SHELL INTERNATIONAL FIN SR NT DTD 3/23/2009 4% 3/21/2014 AA	99.9730	19,994.60	104.3310	20,866.20	800	0.44	222.22
20,000.0000	BERKSHIRE HATHAWAY INC SR NT DTD 2/11/2010 3.2% 2/11/2015 AA+	100.0920	20,018.40	105.3320	21,066.40	640	0.65	248.89
20,000.0000	PROCTER & GAMBLE CO NT DTD 2/6/2009 3.5% 2/15/2015 AA-	99.5800	19,916.00	106.2300	21,246.00	700	0.54	264.44

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar								
20,000.0000	MARYLAND ST CORP COP TAXABLE SER A DTD 1/20/2011 2.919% 9/1/2015 AA+	100.0000	20,000.00	105.2640	21,052.80	584	0.92	194.60
Total Corporates Fixed Income Funds								
600.0000	ISHARES BARCLAYS INTERMEDIATE CRT BD FD	110.5475	66,328.50	111.2900	66,774.00	2,104	3.15	171.32
400.0000	ISHARES IBOX \$ INVEST GRADE CORP BND FD	120.6675	48,267.00	120.9900	48,396.00	1,852	3.83	144.81
Total Fixed Income Funds								
			114,595.50		115,170.00	3,956	3.43	316.13
Total U.S. Dollar								
			593,675.56		605,374.40	18,179	1.20	2,382.69
Total FIXED INCOME								
			593,675.56		605,374.40	18,179	1.20	2,382.69

FIDUCIARY TRUST COMPANY INTERNATIONAL  
 INVESTOR SERVICES CURRENCY APPRAISAL  
 TRADE DATE BASIS  
 AS OF DEC 31 2012

WINFIELD FOUNDATION  
 ACCOUNT # 141020900  
 BASE CURRENCY: U.S. DOLLAR  
 PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
<b>CONVERTIBLES</b>								
=====								
U.S. Dollar								
Convertible Preferred								
100.0000	GENESEE & WYOMING INC CNV PRF 5.00%	100.0000	10,000.00	111.4100	11,141.00	500	4.49	141.67
500.0000	UNITED TECHNOLOGIES CORP 7.50% CNV PFD	53.1548	26,577.38	55.7100	27,855.00	1,875	6.73	0.00
Total Convertible Preferred								
			36,577.38		38,996.00	2,375	6.09	141.67
Total U.S. Dollar								
			36,577.38		38,996.00	2,375	6.09	141.67
Total CONVERTIBLES								
			36,577.38		38,996.00	2,375	6.09	141.67
<b>EQUITIES</b>								
=====								
U.S. Dollar								
400.0000	ACCENTURE PLC	64.1497	25,659.87	66.5000	26,600.00	648	2.44	0.00
400.0000	ACE LTD	72.7670	29,106.78	79.8000	31,920.00	784	2.46	0.00

WINFIELD FOUNDATION  
 ACCOUNT # 141020900  
 BASE CURRENCY: U.S. DOLLAR  
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL  
 INVESTOR SERVICES CURRENCY APPRAISAL  
 TRADE DATE BASIS  
 AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
500.0000	AFLAC INC	51.9356	25,967.80	53.1200	26,560.00	700	2.64	0.00
800.0000	ALTRIA GROUP INC	33.4575	26,766.00	31.4200	25,136.00	1,408	5.60	352.00
400.0000	ANADARKO PETROLEUM CORP	75.4075	30,163.00	74.3100	29,724.00	144	0.48	0.00
150.0000	BLACKROCK INC	172.0375	25,805.63	206.7100	31,006.50	900	2.90	0.00
250.0000	CELGENE CORP	70.8895	17,722.38	78.7200	19,680.00		N/A	0.00
600.0000	CENTURYLINK INC	40.9191	24,551.47	39.1200	23,472.00	1,740	7.41	0.00
800.0000	COMCAST CORP CL A	33.7015	26,961.19	37.3800	29,904.00	520	1.74	130.00
500.0000	COVIDIEN PLC	56.6005	28,300.25	57.7400	28,870.00	520	1.80	0.00
500.0000	CVS CAREMARK CORP	44.6227	22,311.37	48.3500	24,175.00	450	1.86	0.00
250.0000	DIAGEO PLC SPONSORED ADR NEW	108.5075	27,126.88	116.5800	29,145.00	694	2.38	0.00
600.0000	DIGITAL REALTY TRUST INC	63.5514	38,130.84	67.8900	40,734.00	1,752	4.30	438.00
800.0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	53.0774	42,461.91	50.0800	40,064.00	2,080	5.19	0.00
40.0000	FREEPORT-MCMORAN COPPER & GOLD INC CL B	37.7193	1,508.77	34.2000	1,368.00	50	3.65	0.00

U.S. Dollar

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income	
			Cont						
300.0000	GILEAD SCIENCES INC	55.8031	16,740.94	73.4500	22,035.00		N/A	0.00	
40.0000	GOOGLE INC	651.5503	26,062.01	709.3700	28,374.80		N/A	0.00	
120.0000	INTERNATIONAL BUSINESS MACHINES CORP	194.9430	23,393.16	191.5500	22,986.00	408	1.77	0.00	
65.0000	JOHNSON & JOHNSON CO	63.9905	4,159.38	70.1000	4,556.50	159	3.48	0.00	
600.0000	LIBERTY PROPERTY TRUST SBI	36.7873	22,072.35	35.7700	21,462.00	1,140	5.31	285.00	
85.0000	MACY'S INC	34.5627	2,937.83	39.0200	3,316.70	68	2.05	17.00	
700.0000	MATTEL INC	35.6041	24,922.90	36.6200	25,634.00	868	3.39	0.00	
150.0000	MEAD JOHNSON NUTRITION COMPANY	72.5008	10,875.12	65.8900	9,883.50	180	1.82	45.00	
400.0000	NESTLE S A SPONSORED ADR REPSTG REG SH	62.7650	25,106.00	65.1700	26,068.00	709	2.72	0.00	
800.0000	NEWMONT MINING CORP	49.2400	39,392.00	46.4400	37,152.00	1,120	3.01	0.00	
500.0000	NIKE INC CL B	48.0184	24,009.22	51.6000	25,800.00	420	1.63	0.00	
70.0000	NOBLE CORP	34.3776	2,406.43	34.8200	2,437.40	38	1.56	0.00	
800.0000	NUANCE COMMUNICATIONS INC	25.7575	20,606.00	22.3200	17,856.00		N/A	0.00	

WINFIELD FOUNDATION  
 ACCOUNT # 141020900  
 BASE CURRENCY: U.S. DOLLAR  
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL  
 INVESTOR SERVICES CURRENCY APPRAISAL  
 TRADE DATE BASIS  
 AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
800.0000	PAYCHEX INC	33.1762	26,540.95	31.1400	24,912.00	1,056	4.24	0.00
400.0000	QUALCOMM INC	60.5528	24,221.11	62.0200	24,808.00	400	1.61	0.00
700.0000	RPM INTERNATIONAL INC	26.4620	18,523.40	29.3600	20,552.00	630	3.07	0.00
525.0000	SANOFI-AVENTIS SPON ADR RED 1/2 OR UR2	39.1195	20,537.74	47.3800	24,874.50	751	3.02	0.00
700.0000	SEADRILL LTD	40.0009	28,000.60	36.8000	25,760.00	2,380	9.24	0.00
600.0000	TEVA PHARMACEUTICAL INDS LTD ADR	40.8848	24,530.90	37.3400	22,404.00	482	2.15	0.00
500.0000	TJX COS INC NEW	45.1963	22,598.15	42.4500	21,225.00	230	1.08	0.00
1,000.0000	WILLIAMS COMPANIES INC	33.2423	33,242.31	32.7400	32,740.00	1,300	3.97	0.00
60.0000	YUM BRANDS INC	54.7295	3,283.77	66.4000	3,984.00	80	2.02	0.00
1,000.0000	ISHARES S&P US PREFERRED STOCK INDEX FD	39.4208	39,420.80	39.6200	39,620.00	2,383	6.01	259.70
700.0000	WISDOMTREE EMERGING MARKETS EQ INC ETF	53.4875	37,441.25	57.1200	39,984.00	1,319	3.30	0.00
Total U.S. Dollar			913,568.46		936,783.90	28,511	3.04	1,526.70

WINFIELD FOUNDATION  
 ACCOUNT # 141020900  
 BASE CURRENCY: U.S. DOLLAR  
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL  
 INVESTOR SERVICES CURRENCY APPRAISAL  
 TRADE DATE BASIS  
 AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
<b>Total EQUITIES</b>								
			913,568.46		936,783.90	28,511	3.04	1,526.70
Total			1,789,643.28		1,826,993.94	49,233		4,051.92
<b>Accrued Income</b>								
			4,051.92		4,051.92			
<b>Grand Total</b>								
			1,793,695.20		1,831,045.86	49,233		4,051.92