Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
THE WINCHESTER FOUNDATION

A Employer identification number
23-7422941

Number and street (or P O box number if mail is not delivered to street address)
8335 ALLISON POINTE TRAIL

Room/suite
3000

B Telephone number (see instructions)
(765) 584-3501

City or town, state, and ZIP code
INDIANAPOLIS, IN 46250

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 4,395,684.

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

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

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	11.	11.		
	4	Dividends and interest from securities	91,030.	91,030.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	134,296.			
	b	Gross sales price for all assets on line 6a 918,370.				
	7	Capital gain net income (from Part IV, line 2)		134,296.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	225,337.	225,337.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	26,493.	23,844.		2,649.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 1	2,206.			2,206.
	b	Accounting fees (attach schedule) ATCH 2	9,250.			9,250.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 3	4,030.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	900.			900.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,879.	23,844.		15,005.
	25	Contributions, gifts, grants paid	229,562.			229,562.
	26	**Total expenses and disbursements.** Add lines 24 and 25	272,441.	23,844.	0	244,567.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-47,104.			
	b	**Net investment income** (if negative, enter -0-)		201,493.		
	c	**Adjusted net income** (if negative, enter -0-)				

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			Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
Part II			**Balance Sheets**	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1		Cash - non-interest-bearing			
	2		Savings and temporary cash investments	100,686.	129,637.	129,637.
	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) **	1,011,435.	938,556.	1,013,734.
		b	Investments - corporate stock (attach schedule) ATCH 6	1,237,947.	1,180,176.	1,732,579.
		c	Investments - corporate bonds (attach schedule) ATCH 7	447,817.	520,542.	540,494.
	11		Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12		Investments - mortgage loans			
	13		Investments - other (attach schedule) ATCH 8	827,457.	807,025.	964,995.
	14		Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15		Other assets (describe ▶ ATCH 9)	14,842.	14,245.	14,245.
	16		**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,640,184.	3,590,181.	4,395,684.
Liabilities	17		Accounts payable and accrued expenses	3,601.	702.	
	18		Grants payable			
	19		Deferred revenue			
	20		Loans from officers, directors, trustees, and other disqualified persons			
	21		Mortgages and other notes payable (attach schedule)			
	22		Other liabilities (describe ▶)			
	23		**Total liabilities** (add lines 17 through 22)	3,601.	702.	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24		Unrestricted	2,168,063.	2,107,500.	
	25		Temporarily restricted	468,520.	481,979.	
	26		Permanently restricted	1,000,000.	1,000,000.	
			Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27		Capital stock, trust principal, or current funds			
	28		Paid-in or capital surplus, or land, bldg , and equipment fund			
	29		Retained earnings, accumulated income, endowment, or other funds			
	30		**Total net assets or fund balances** (see instructions)	3,636,583.	3,589,479.	
	31		**Total liabilities and net assets/fund balances** (see instructions)	3,640,184.	3,590,181.	

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	3,636,583.
2	Enter amount from Part I, line 27a	2	-47,104.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,589,479.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,589,479.

**ATCH 5

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	134,296.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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	251,528.	4,339,549.	0.057962
2010	213,914.	4,161,544.	0.051403
2009	209,712.	3,758,056.	0.055803
2008	3,051,224.	4,637,776.	0.657907
2007	376,012.	7,584,848.	0.049574

2	**Total** of line 1, column (d)	2	0.872649
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.174530
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,353,181.
5	Multiply line 4 by line 3	5	759,761.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,015.
7	Add lines 5 and 6	7	761,776.
8	Enter qualifying distributions from Part XII, line 4	8	244,567.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
	Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	4,030.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	4,030.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	4,030.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,432.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,432.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	598.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 ▶ OLD NATIONAL TRUST Telephone no ▶ (765)747-7550

Located at ▶ 320 SOUTH HIGH STREET MUNCIE, IN ZIP+4 ▶ 47305

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

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

			Yes	No
16	At any time during calendar year 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		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

			Yes	No
	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			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 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		
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			
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)? **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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
ATCH 10		26,493.	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				

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes			
a	Average monthly fair market value of securities		1a	4,298,634.
b	Average of monthly cash balances		1b	120,839.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,419,473.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	4,419,473.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)		4	66,292.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,353,181.
6	**Minimum investment return.** Enter 5% of line 5		6	217,659.

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

1	Minimum investment return from Part X, line 6			1	217,659.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,030.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,030.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	213,629.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	213,629.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	213,629.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	244,567.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	244,567.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	244,567.

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					213,629.
2		Undistributed income, if any, as of the end of 2012					
	a	Enter amount for 2011 only					
	b	Total for prior years 20 10 ,20 09 ,20 08					
3		Excess distributions carryover, if any, to 2012.					
	a	From 2007					
	b	From 2008	2,506,497.				
	c	From 2009	23,395.				
	d	From 2010	8,709.				
	e	From 2011	37,980.				
	f	**Total** of lines 3a through e		2,576,581.			
4		Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 244,567.					
	a	Applied to 2011, but not more than line 2a					
	b	Applied to undistributed income of prior years (Election required - see instructions)					
	c	Treated as distributions out of corpus (Election required - see instructions)					
	d	Applied to 2012 distributable amount					213,629.
	e	Remaining amount distributed out of corpus		30,938.			
5		Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6		**Enter the net total of each column as indicated below:**					
	a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,607,519.			
	b	Prior years' undistributed income Subtract line 4b from line 2b					
	c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
	d	Subtract line 6c from line 6b Taxable amount - see instructions					
	e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions					
	f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8		Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9		**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,607,519.			
10		Analysis of line 9					
	a	Excess from 2008	2,506,497.				
	b	Excess from 2009	23,395.				
	c	Excess from 2010	8,709.				
	d	Excess from 2011	37,980.				
	e	Excess from 2012	30,938.				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the 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

ATCH 11

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

LETTER FORM

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 12				
Total ▶ **3a**				229,562.
b *Approved for future payment*				
Total ▶ **3b**				

Form **990-PF** (2012)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11.	
4 Dividends and interest from securities			14	91,030.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	134,296.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				225,337.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 225,337.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

Date: May 10, 2013

Title: CHAIRMAN

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name DOUGLAS E. BORN	Preparer's signature	Date 5-1-13	Check ☐ if self-employed	PTIN P00137263
Firm's name ▶ BKD, LLP			Firm's EIN ▶ 44-0160260	
Firm's address ▶ 201 N. ILLINOIS STREET INDIANAPOLIS, IN 46204			Phone no 317.383.4000	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					10,921.	
		SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
148,123.		143,129.					4,994.	
		SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
759,326.		640,945.					118,381.	
TOTAL GAIN(LOSS)							134,296.	

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THE WINCHESTER FOUNDATION
23-7422941
(Page 2, Part II, Line 10 and 13)

Form 990PF **Y/E 12/31/12**

Description	# of Shares	Book Value	Market Value
US Government Bonds			
Fed Home Ln Bk 5% 12/09/2016	25,000	25,757	29,222
Fed Home Ln Bk 4.25% 03/09/2018	100,000	100,961	117,019
Fed Home Ln Bk 2 625% 12/08/2017	20,000	20,908	21,768
Fed Home Ln Bk 2 125% 06/10/2016	20,000	20,245	21,119
Fed Farm Cr Bk 4 25% 04/16/2018	50,000	50,879	58,588
Fed Farm Cr Bk 4 125% 03/04/2019	50,000	50,000	58,519
Fed Farm Cr Bk 2 9% 01/05/2015	50,000	50,050	52,419
Fed Home Ln Bk 1 125% 03/10/2017	45,000	45,470	45,850
Fed Nat Mtg Assoc 875% 08/28/2014	115,000	115,395	116,206
Fed Nat Mtg Assoc 4 625% 10/15/2014	100,000	100,021	107,785
Fed Nat Mtg Assoc 5 45% 10/18/2021-2016	25,000	29,143	29,346
Fed Home Ln Mtg 2 375% 01/13/2022	50,000	49,804	52,234
US Treasury N/B 2 125% 05/31/2015	20,000	20,867	20,870
US Treasury N/B 3% 09/30/2016	65,000	65,096	71,048
US Treasury N/B 1 875% 09/30/2017	25,000	25,091	26,403
US Treasury N/B 2 25% 07/31/2018	55,000	57,623	59,249
Total		827,310	887,645
Municipals Taxable			
Daviess Cnty KY Go *taxable Bab* 4 3% 02/01/2017	25,000	25,275	28,101
Wicomico Cnty MD Go *taxable Bab* 4 5% 12/01/2019	25,000	25,369	29,127
Houston TX SD Go *taxable Bab* 4 761% 02/15/2019	30,000	30,602	35,261
Scott Cnty IA Go *taxable Bab* 4 2% 06/01/2017	30,000	30,000	33,600
Total		111,246	126,089
Total Line 10a		938,556	1,013,734
Domestic Common Stocks			
DirecTV	1,255	59,502	62,950
McDonalds	480	17,348	42,340
Select Sector SPDR Consumer Discretionary	470	8,635	22,295
TJX Co Inc	765	17,198	32,473
Target Corp	810	37,810	47,927
Church & Dwight	680	12,670	36,427
Costco Whsl Corp New	355	18,297	35,049
Select Sector SPDR Consumer Staples	710	24,083	24,779
Walmart Stores	750	42,322	51,173
Walgreen	1,220	41,873	45,152
Chevron	355	37,294	38,390
Exxon Mobil	850	12,657	73,568
Noble Energy	295	14,934	30,013
Schlumberger	440	25,071	30,491
Citigroup	784	34,776	31,015
Franklin Res Inc	195	10,006	24,512
Goldman Sachs	255	35,592	32,528
JP Morgan	1,225	48,488	53,862
Metlife	1,245	46,329	41,010
Wells Fargo	1,605	37,416	54,859
Abbot Labs	910	49,516	59,605
Allergan Inc Com	405	37,852	37,151
Humana Inc	380	29,825	26,079
Perrigo Co	215	22,252	22,366
Thermo Fisher Scientific	825	40,765	52,619
Danaher Corp	1,150	21,666	64,285
Deere and Co	525	19,805	45,371
Emerson Elec	790	34,489	41,838

Quanta Svcs	1,245	24,931	33,976
Stencycle	320	8,760	29,850
Apple	185	16,380	98,452
EMC	1,940	33,214	49,082
Intl Business Machs	335	31,272	64,169
Oracle	1,860	62,310	61,975
Qualcom	970	54,746	60,004
Visa	495	34,090	75,032
Albemarle	430	25,685	26,713
Praxair	455	25,808	49,801
Select Sector SPDR Tr Utils	670	24,509	23,398
Total		1,180,176	1,732,579

Foreign Common Stock			
none		-	-
Total Line 10b		1,180,176	1,732,579

Corporate Bonds			
Amazon Com Inc 1 2% 11/29/2017	25,000	24,973	24,863
Amem Express Centunon Bk CTF Dep 1 1% 11/18/2013	55,000	55,531	55,260
Citigroup Inc 6 125% 5/15/2018	45,000	53,802	53,928
AT & T 3 875% 8/15/2021	25,000	26,272	27,863
Deere and Co 4 375% 10/16/2019	40,000	39,883	46,313
GE Cap Corp 1 6% 11/20/2017	30,000	30,000	30,020
Gen Elec 5 25% 12/6/2017	25,000	29,173	29,479
Goldman Sachs Bk USA, New York NY CTF Dep 0 7% 02/18/2014	25,000	25,000	25,103
Memll Lynch 5 45% 7/15/2014	75,000	74,935	79,472
Walmart Stores 4 25% 4/15/2013	25,000	24,958	25,279
Goldman Sachs 5.125 1/15/2015	25,000	25,011	26,857
Goldman Sachs Group Inc 3 625% 02/07/2016	25,000	25,050	26,463
Hewlett Packard Co 2 125% 09/13/2015	25,000	24,978	24,983
McDonalds 3 625% 5/20/2021	25,000	24,878	27,963
Mississippi Pwr Co 2 35% 10/15/2016	35,000	36,098	36,648
Total Line 10c		520,542	540,494

Investments - other			
Goldman Sachs Mid Cap FD #864	6,106	191,837	239,919
Goldman Sachs Growth Fd #1132	6,146	124,836	151,877
Eagle Small Cap Growth C1 I Fd #3933	1,275	54,274	55,791
Federated Clover Small Value C1 Is Fd #659	2,532	54,365	52,769
Dnehaus Emerging Mkts #3	4,442	109,532	135,959
Thomburg Intl #209	4,753	121,645	133,500
Barclays BK Ipath Ind1 Commodity Etn	1,175	33,113	40,972
Vanguard REIT Etf	1,476	64,106	93,800
PIMCO Moderate Fd #120	845	8,636	9,197
Vanguard Inter Term Fd #150	490	5,622	5,861
Vanguard Short Term Fd #1349	1,505	15,526	15,996
Legg Mason Clearbndge Large Cap Value C1 I Fd #3	513	10,303	10,345
T Rowe Pnce Blue Chip Growth Fd #93	394	12,503	17,999
Rydex Basic Matenals Inv Fd #235	20	727	1,010
Total Line 13		807,025	964,995

THE WINCHESTER FOUNDATION
23-7422941
(Page 11, Part XV, Line 3)

Form 990PF	Y/E 12/31/12
General Fund	
American Friends Leipzig Bach Archives	2,500
Austrian Economics	10,000
Ball State University -E B & Bertha Ball Center	10,000
Bill of Rights Institute	10,000
Fund for American Studies	5,000
Foundation for Economic Education	7,500
Historic Farmland Grant	15,000
Independent Institute	5,000
Institute for Humane Studies	5,000
Intercollegiate Studies Institute	5,000
Philadelphia Society	5,000
Randolph County Art Association	20,000
Randolph County - Lead ECI	1,400
Reason Foundation Grant	2,000
Remnant Trust	23,400
Remnant Trust Grants and Scholarships	18,200
Hillsdale College	5,000
Minnetrista Cultural Center	7,500
Weaver Fellowship	5,000
We The People	7,500
	170,000
Pierre Goodrich	
Manchester College, Clorinda Tharp	9,519
Indiana University, David J Shannon	13,562
Butler University, Grace Wallace	2,356
Ball State University, Jaelyn Saulmon	8,126
Miami University, Rachael Osborn	26,000
	59,562
Grand Total of all Grants and Distributions throughout the year	$ 229,562

23-7422941
Page 3, Part IV, Line 1
Capital Gains and Losses on Investment Income

Form 990PF	12/31/2012
Statement A - General Fund	83,679
Statement B - J Goodrich	2,058
Statement C - P Goodrich	48,559
	134,296

Statement A

3EPT: AEM MOCK 140
PAGE: 1
DATE: 01/30/13

ADM: DKB GAINS/LOSSES REPORT

FEDERAL LOSS CARRYOVER
LT .00
ST .00

ACCOUNT: 630008019 WINCHESTER FOUNDATION

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
02/09/12 912828JT8	SOLD 50000 02/08/12 TO G. X. CLARKE @ 103.140625 US TREASURY N/B 2% 11/30/2013	02/08/12 03/16/10	51570.31 59079.25	1,491.60 1,491.60	.00 .00
02/24/12 38141W398	SOLD 120 SHS 02/23/12 @ 37.13 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	02/23/12 03/06/07	4455.60 4741.20-	285.60- 285.60-	.00 .00
02/24/12 38142Y401	SOLD 115 SHS 02/23/12 @ 25.25 GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	02/23/12 08/26/10	2903.75 2324.15-	579.60 579.60	.00 .00
02/24/12 780905840	SOLD 170 SHS 02/23/12 @ 12.07 ROYCE PENNSYLVANIA MUT CL I FD #260	02/23/12 06/15/07	2051.90 2186.20-	134.30- 134.30-	.00 .00
02/24/12 885215566	SOLD 1000 SHS 02/23/12 @ 27.42 THORNBURG INTL VALUE CL I FD #209	02/23/12 01/26/11	27420.00 25684.58-	1735.42 1735.42	.00 .00
02/28/12 012653101	SOLD 15 SHS 02/23/12 TO MORGAN STANLEY @ 66.543 ALBEMARLE CORP	02/23/12 04/06/11	997.38 905.51-	.00 .00	91.87 91.87
02/28/12 037833100	SOLD 5 SHS 02/23/12 TO BNY BROKERAGE @ 517.1001 APPLE INC	02/23/12 12/08/06	2585.05 442.25-	2142.80 2142.80	.00 .00
02/28/12 06738G407	SOLD 25 SHS 02/23/12 TO BNY BROKERAGE @ 38.3973 BARCLAYS BK IPATH INDL COMMODITY	02/23/12 01/26/11	958.67 788.99-	169.68 169.68	.00 .00
02/28/12 171340102	SOLD 345 SHS 02/23/12 TO INTERNATIONAL STRATEGY AND INVE @ 47.7771 CHURCH & DWIGHT INC	02/23/12 02/25/09	16465.55 8435.15-	8030.40 8030.40	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
02/28/12 172967424	SOLD 10 SHS 02/23/12 TO ABEL NOSER CORP @ 32.67 CITIGROUP INC	02/23/12 04/13/11	326.19 455.00-	.00 .00	128.81- 128.81-
02/28/12 22160K105	SOLD 10 SHS 02/23/12 TO MORGAN STANLEY @ 84.7739 COSTCO WHSL CORP NEW	02/23/12 02/14/11	846.92 749.70-	97.22 97.22	.00 .00
02/28/12 235851102	SOLD 25 SHS 02/23/12 TO ABEL NOSER CORP @ 53.52 DANAHER CORP	02/23/12 03/17/03	1336.73 398.81-	937.92 937.92	.00 .00
02/28/12 244199105	SOLD 10 SHS 02/23/12 TO ABEL NOSER CORP @ 84.16 DEERE & CO	02/23/12 08/05/09	841.08 455.66-	385.42 385.42	.00 .00
02/28/12 268648102	SOLD 30 SHS 02/23/12 TO ABEL NOSER CORP @ 27.32 EMC CORP	02/23/12 01/26/11	818.09 550.78-	267.31 267.31	.00 .00
02/28/12 291011104	SOLD 15 SHS 02/23/12 TO ABEL NOSER CORP @ 51.18 EMERSON ELEC CO	02/23/12 10/18/06	766.94 649.44-	117.50 117.50	.00 .00
02/28/12 30231G102	SOLD 15 SHS 02/23/12 TO ABEL NOSER CORP @ 87 EXXON MOBIL CORP	02/23/12 12/08/75	1304.23 40.87-	1263.36 1263.36	.00 .00
02/28/12 354613101	SOLD 5 SHS 02/23/12 TO BNY BROKERAGE @ 118.021 FRANKLIN RES INC	02/23/12 07/19/06	589.69 431.96-	157.73 157.73	.00 .00
02/28/12 38141G104	SOLD 5 SHS 02/23/12 TO MORGAN STANLEY @ 115.2209 GOLDMAN SACHS	02/23/12 09/05/07	575.69 886.20-	310.51- 310.51-	.00 .00
02/28/12 444859102	SOLD 5 SHS 02/23/12 TO MORGAN STANLEY @ 87.7918 HUMANA INC	02/23/12 09/14/11	438.55 392.43-	.00 .00	46.12 46.12

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
02/28/12 459200101	SOLD 5 SHS 02/23/12 TO MORGAN STANLEY @ 198.0376 INTL BUSINESS MACHS CORP	02/23/12 01/26/11	989.77 807.10-	182.67 182.67	.00 .00
02/28/12 46625H100	SOLD 25 SHS 02/23/12 TO ABEL NOSER CORP @ 38.36 JPMORGAN CHASE & CO	02/23/12 11/01/06	957.73 1173.51-	215.78- 215.78-	.00 .00
02/28/12 580135101	SOLD 10 SHS 02/23/12 TO ABEL NOSER CORP @ 100.59 MCDONALDS CORP	02/23/12 07/19/06	1005.38 350.46-	654.92 654.92	.00 .00
02/28/12 59156R108	SOLD 25 SHS 02/23/12 TO ABEL NOSER CORP @ 38.22 METLIFE INC	02/23/12 06/08/07	954.23 1644.33-	690.10- 690.10-	.00 .00
02/28/12 655044105	SOLD 15 SHS 02/23/12 TO ABEL NOSER CORP @ 104.1 NOBLE ENERGY INC	02/23/12 01/26/11	1560.72 1047.86-	512.86 512.86	.00 .00
02/28/12 74005P104	SOLD 15 SHS 02/23/12 TO MORGAN STANLEY @ 110.0261 PRAXAIR INC	02/23/12 09/22/06	1649.61 855.85-	793.76 793.76	.00 .00
02/28/12 74762E102	SOLD 20 SHS 02/23/12 TO ABEL NOSER CORP @ 21.37 QUANTA SVCS INC	02/23/12 01/26/11	426.39 445.96-	19.57- 19.57-	.00 .00
02/28/12 806857108	SOLD 15 SHS 02/23/12 TO MORGAN STANLEY @ 79.4386 SCHLUMBERGER LTD	02/23/12 01/26/11	1190.81 1061.86-	128.95 128.95	.00 .00
02/28/12 81369Y209	SOLD 325 SHS 02/23/12 TO INTERNATIONAL STRATEGY AND INVE @ 36.02 SELECT SECTOR SPDR HLTH CARE ETF	02/23/12 07/21/11	11690.04 11606.27-	.00 .00	83.77 83.77
02/28/12 81369Y407	SOLD 5 SHS 02/23/12 TO MORGAN STANLEY @ 42.9045 SELECT SECTOR SPDR CONSUMER	02/23/12 03/13/09	214.27 90.84-	123.43 123.43	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
02/28/12 858912108	SOLD 5 SHS 02/23/12 TO BNY BROKERAGE @ 89.0032 STERICYCLE INC	02/23/12 10/24/05	444.61 136.87-	307.74 307.74	.00 .00
02/28/12 872540109	SOLD 335 SHS 02/23/12 TO ABEL NOSER CORP @ 35.9823 TJX CO INC	02/23/12 09/23/10	12037.10 7417.37-	4619.73 4619.73	.00 .00
02/28/12 87612E106	SOLD 15 SHS 02/23/12 TO MORGAN STANLEY @ 54.6172 TARGET CORP	02/23/12 01/26/11	818.49 836.70-	18.21- 18.21-	.00 .00
02/28/12 883556102	SOLD 15 SHS 02/23/12 TO MORGAN STANLEY @ 55.973 THERMO FISHER SCIENTIFIC INC	02/23/12 01/26/11	838.83 836.42-	2.41 2.41	.00 .00
02/28/12 922908553	SOLD 25 SHS 02/23/12 TO BNY BROKERAGE @ 61.4701 VANGUARD REIT ETF	02/23/12 01/26/11	1535.47 1168.73-	366.74 366.74	.00 .00
02/28/12 92826C839	SOLD 125 SHS 02/23/12 TO ABEL NOSER CORP @ 116.13 VISA INC CL A	02/23/12 01/26/11	14509.74 8902.82-	5606.92 5606.92	.00 .00
02/28/12 931422109	SOLD 20 SHS 02/23/12 TO ABEL NOSER CORP @ 34.02 WALGREEN CO	02/23/12 01/26/11	679.39 745.17-	65.78- 65.78-	.00 .00
02/28/12 949746101	SOLD 25 SHS 02/23/12 TO ABEL NOSER CORP @ 30.6 WELLS FARGO & CO NEW	02/23/12 03/05/10	763.74 718.05-	45.69 45.69	.00 .00
04/16/12 81369Y209	SOLD 1030 SHS 04/11/12 TO INTERNATIONAL STRATEGY AND INVE @ 36.8071 SELECT SECTOR SPDR HLTH CARE ETF	04/11/12 09/14/11	37858.96 36084.41-	.00 .00	1774.55 1774.55
06/29/12 885215566	SOLD 15 SHS 06/28/12 @ 24.56 THORNBURG INTL VALUE CL I FD #209	06/28/12 03/18/10	368.40 385.20-	16.80- 16.80-	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
07/03/12 012653101	SOLD 80 SHS 06/28/12 TO MORGAN STANLEY @ 57.328 ALBEMARLE CORP	06/28/12 04/06/11	4582.14 4829.37-	247.23- 247.23-	.00 .00
07/03/12 580135101	SOLD 115 SHS 06/28/12 TO STIFEL NICOLAUS AND CO INC @ 87.8501 MCDONALDS CORP	06/28/12 07/19/06	10096.79 4030.32-	6066.47 6066.47	.00 .00
07/03/12 655044105	SOLD 190 SHS 06/28/12 TO MORGAN STANLEY @ 80.5207 NOBLE ENERGY INC	06/28/12 06/08/07	15289.09 11676.35-	3612.74 3612.74	.00 .00
07/03/12 74005P104	SOLD 45 SHS 06/28/12 TO MORGAN STANLEY @ 104.3655 PRAXAIR INC	06/28/12 08/18/06	4692.74 2531.04-	2161.70 2161.70	.00 .00
07/03/12 806857108	SOLD 75 SHS 06/28/12 TO STIFEL NICOLAUS AND CO INC @ 61.9704 SCHLUMBERGER LTD	06/28/12 09/17/09	4643.93 4527.46-	116.47 116.47	.00 .00
10/01/12 260543BR3	RECD PROCEEDS ON MATURITY OF 75,000 PAR VALUE DOW CHEM CO 6% 10/01/2012	10/01/12 06/27/07	75000.00 75,000.00	.00 .00	.00 .00
11/06/12 780905840	SOLD 5712.931 SHS 11/05/12 @ 11.86 ROYCE PENNSYLVANIA MUT CL I FD #260	11/05/12 06/28/12	67755.36 44106.85-	23635.34 23635.34	13.17 13.17
11/30/12 262028301	SOLD 165 SHS 11/29/12 @ 29.09 DRIEHAUS EMERGING MKTS GROWTH FD #3	11/29/12 01/26/11	4799.85 5291.55-	491.70- 491.70-	.00 .00
11/30/12 269858304	SOLD 45 SHS 11/29/12 @ 43.04 EAGLE SMALL CAP GROWTH CL I FD #3933	11/29/12 11/05/12	1936.80 1915.65-	.00 .00	21.15 21.15
11/30/12 314172263	SOLD 85 SHS 11/29/12 @ 21.28 FEDERATED CLOVER SMALL VALUE CL IS FD #659	11/29/12 11/05/12	1808.80 1824.95-	.00 .00	16.15- 16.15-

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
11/30/12 38141W398	SOLD 230 SHS 11/29/12 @ 38.75 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	11/29/12 03/06/07	8912.50 9087.30-	174.80- 174.80-	.00 .00
11/30/12 38142Y401	SOLD 235 SHS 11/29/12 @ 25.83 GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	11/29/12 09/14/11	6070.05 5240.50-	829.55 829.55	.00 .00
11/30/12 885215566	SOLD 180 SHS 11/29/12 @ 27.39 THORNBURG INTL VALUE CL I FD #209	11/29/12 03/18/10	4930.20 4622.40-	307.80 307.80	.00 .00
12/04/12 002824100	SOLD 35 SHS 11/29/12 TO BNY BROKERAGE @ 65.03 ABBOTT LABS	11/29/12 10/15/10	2272.49 1880.34-	392.15 392.15	.00 .00
12/04/12 012653101	SOLD 15 SHS 11/29/12 TO BNY BROKERAGE @ 60.1101 ALBEMARLE CORP	11/29/12 04/06/11	900.12 905.51-	5.39- 5.39-	.00 .00
12/04/12 018490102	SOLD 20 SHS 11/29/12 TO BNY BROKERAGE @ 92.5 ALLERGAN INC COM	11/29/12 04/11/12	1847.95 1870.14-	.00 .00	22.19- 22.19-
12/04/12 037833100	SOLD 10 SHS 11/29/12 TO BNY BROKERAGE @ 590.39 APPLE INC	11/29/12 12/08/06	5902.76 884.50-	5018.26 5018.26	.00 .00
12/04/12 06738G407	SOLD 50 SHS 11/29/12 TO BNY BROKERAGE @ 34.3701 BARCLAYS BK IPATH INDL COMMODITY	11/29/12 09/14/11	1713.46 1983.58-	270.12- 270.12-	.00 .00
12/04/12 166764100	SOLD 15 SHS 11/29/12 TO BNY BROKERAGE @ 105.78 CHEVRON CORP	11/29/12 11/14/11	1585.16 1589.09-	3.93- 3.93-	.00 .00
12/04/12 171340102	SOLD 25 SHS 11/29/12 TO BNY BROKERAGE @ 54.03 CHURCH & DWIGHT INC	11/29/12 05/19/06	1348.21 459.26-	888.95 888.95	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
12/04/12 172967CS8	SOLD 50000 11/29/12 TO VINING SPARKS @ 98.99 CITIGROUP INC FLTG RT .72185%	11/29/12 01/20/10	47217.18 48,527.27-	1,310.09- 1,310.09-	.00 .00
12/04/12 172967424	SOLD 35 SHS 11/29/12 TO BNY BROKERAGE @ 35.1501 CITIGROUP INC	11/29/12 04/13/11	1226.72 1592.50-	365.78- 365.78-	.00 .00
12/04/12 22160K105	SOLD 15 SHS 11/29/12 TO BNY BROKERAGE @ 101.77 COSTCO WHSL CORP NEW	11/29/12 09/14/11	1525.01 1238.25-	286.76 286.76	.00 .00
12/04/12 235851102	SOLD 40 SHS 11/29/12 TO BNY BROKERAGE @ 53.54 DANAHER CORP	11/29/12 09/14/11	2137.55 1834.78-	302.77 302.77	.00 .00
12/04/12 244199105	SOLD 25 SHS 11/29/12 TO BNY BROKERAGE @ 84.77 DEERE & CO	11/29/12 09/14/11	2116.70 1795.59-	321.11 321.11	.00 .00
12/04/12 25490A309	SOLD 50 SHS 11/29/12 TO BNY BROKERAGE @ 49.3 DIRECTV	11/29/12 05/18/11	2459.94 2506.85-	46.91- 46.91-	.00 .00
12/04/12 268648102	SOLD 75 SHS 11/29/12 TO BNY BROKERAGE @ 25.08 EMC CORP	11/29/12 09/14/11	1873.45 1679.99-	193.46 193.46	.00 .00
12/04/12 291011104	SOLD 30 SHS 11/29/12 TO BNY BROKERAGE @ 50.61 EMERSON ELEC CO	11/29/12 09/14/11	1515.26 1369.61-	145.65 145.65	.00 .00
12/04/12 30231G102	SOLD 35 SHS 11/29/12 TO BNY BROKERAGE @ 88.08 EXXON MOBIL CORP	11/29/12 09/14/11	3079.23 2577.21-	502.02 502.02	.00 .00
12/04/12 354613101	SOLD 5 SHS 11/29/12 TO BNY BROKERAGE @ 132.27 FRANKLIN RES INC	11/29/12 07/19/06	660.83 431.95-	228.88 228.88	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
12/04/12 38141G104	SOLD 10 SHS 11/29/12 TO BNY BROKERAGE @ 119 GOLDMAN SACHS	11/29/12 03/05/10	1188.97 1661.22-	472.25- 472.25-	.00 .00
12/04/12 444859102	SOLD 15 SHS 11/29/12 TO BNY BROKERAGE @ 65.56 HUMANA INC	11/29/12 09/14/11	981.87 1177.30-	195.43- 195.43-	.00 .00
12/04/12 459200101	SOLD 15 SHS 11/29/12 TO BNY BROKERAGE @ 191.3101 INTL BUSINESS MACHS CORP	11/29/12 09/14/11	2868.08 2166.28-	701.80 701.80	.00 .00
12/04/12 46625H100	SOLD 55 SHS 11/29/12 TO BNY BROKERAGE @ 41.15 JPMORGAN CHASE & CO	11/29/12 11/01/06	2257.69 2581.71-	324.02- 324.02-	.00 .00
12/04/12 580135101	SOLD 20 SHS 11/29/12 TO BNY BROKERAGE @ 86.32 MCDONALDS CORP	11/29/12 09/14/11	1724.36 1752.78-	28.42- 28.42-	.00 .00
12/04/12 59156R108	SOLD 50 SHS 11/29/12 TO BNY BROKERAGE @ 33.38 METLIFE INC	11/29/12 06/08/07	1663.96 3288.66-	1624.70- 1624.70-	.00 .00
12/04/12 655044105	SOLD 10 SHS 11/29/12 TO BNY BROKERAGE @ 97.52 NOBLE ENERGY INC	11/29/12 09/14/11	974.17 822.92-	151.25 151.25	.00 .00
12/04/12 68389X105	SOLD 75 SHS 11/29/12 TO BNY BROKERAGE @ 31.9 ORACLE CORP	11/29/12 04/27/11	2384.94 2629.64-	244.70- 244.70-	.00 .00
12/04/12 714290103	SOLD 5 SHS 11/29/12 TO BNY BROKERAGE @ 103.05 PERRIGO CO	11/29/12 04/11/12	514.73 517.49-	.00 .00	2.76- 2.76-
12/04/12 74005P104	SOLD 20 SHS 11/29/12 TO BNY BROKERAGE @ 106.18 PRAXAIR INC	11/29/12 09/14/11	2121.55 1987.47-	134.08 134.08	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
12/04/12 747525103	SOLD 40 SHS 11/29/12 TO BNY BROKERAGE @ 63.37 QUALCOMM INC	11/29/12 07/13/11	2530.74 2274.69-	256.05 256.05	.00 .00
12/04/12 74762E102	SOLD 50 SHS 11/29/12 TO BNY BROKERAGE @ 25.37 QUANTA SVCS INC	11/29/12 07/22/09	1263.47 1092.88-	170.59 170.59	.00 .00
12/04/12 806857108	SOLD 20 SHS 11/29/12 TO BNY BROKERAGE @ 70.47 SCHLUMBERGER LTD	11/29/12 09/14/11	1407.36 1477.17-	69.81- 69.81-	.00 .00
12/04/12 81369Y308	SOLD 30 SHS 11/29/12 TO BNY BROKERAGE @ 35.86 SELECT SECTOR SPDR CONSUMER	11/29/12 06/28/12	1072.77 1017.60-	.00 .00	55.17 55.17
12/04/12 81369Y407	SOLD 20 SHS 11/29/12 TO BNY BROKERAGE @ 47.47 SELECT SECTOR SPDR CONSUMER	11/29/12 09/14/11	947.37 747.10-	200.27 200.27	.00 .00
12/04/12 81369Y886	SOLD 25 SHS 11/29/12 TO BNY BROKERAGE @ 34.89 SELECT SECTOR SPDR TR UTILS	11/29/12 06/28/12	869.73 914.50-	.00 .00	44.77- 44.77-
12/04/12 858912108	SOLD 15 SHS 11/29/12 TO BNY BROKERAGE @ 93.42 STERICYCLE INC	11/29/12 10/24/05	1399.76 410.63-	989.13 989.13	.00 .00
12/04/12 872540109	SOLD 35 SHS 11/29/12 TO BNY BROKERAGE @ 44.14 TJX CO INC	11/29/12 09/14/11	1541.36 939.21-	602.15 602.15	.00 .00
12/04/12 87612E106	SOLD 35 SHS 11/29/12 TO BNY BROKERAGE @ 62.62 TARGET CORP	11/29/12 01/26/11	2188.15 1952.30-	235.85 235.85	.00 .00
12/04/12 883556102	SOLD 35 SHS 11/29/12 TO BNY BROKERAGE @ 63.39 THERMO FISHER SCIENTIFIC INC	11/29/12 03/06/08	2215.10 1918.75-	296.35 296.35	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
12/04/12 922908553	SOLD 55 SHS 11/29/12 TO BNY BROKERAGE @ 64.01 VANGUARD REIT ETF	11/29/12 09/14/11	3514.97 3082.79-	432.18 432.18	.00 .00
12/04/12 92826C839	SOLD 20 SHS 11/29/12 TO BNY BROKERAGE @ 148.06 VISA INC CL A	11/29/12 01/26/11	2959.13 1422.32-	1536.81 1536.81	.00 .00
12/04/12 931142103	SOLD 35 SHS 11/29/12 TO BNY BROKERAGE @ 70.76 WALMART STORES INC	11/29/12 11/18/09	2473.04 1888.91-	584.13 584.13	.00 .00
12/04/12 931422109	SOLD 45 SHS 11/29/12 TO BNY BROKERAGE @ 33.67 WALGREEN CO	11/29/12 09/14/11	1510.61 1665.14-	154.53- 154.53-	.00 .00
12/04/12 949746101	SOLD 60 SHS 11/29/12 TO BNY BROKERAGE @ 33.18 WELLS FARGO & CO NEW	11/29/12 03/05/10	1984.75 1723.33-	261.42 261.42	.00 .00
12/07/12 38142Y401	LONG TERM CAPITAL GAINS DIST AT $ 1.439 PER SHARE GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132		5086.13 .00	5086.13 5086.13	.00 .00
12/07/12 38142Y401	SHORT TERM CAPITAL GAINS DIST AT $ .209 PER SHARE GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132		740.02 .00	.00 .00	740.02 740.02
12/11/12 314172263	LONG TERM CAPITAL GAINS DIST AT $ .736 PER SHARE FEDERATED CLOVER SMALL VALUE CL IS FD #659		1090.76 .00	1090.76 1090.76	.00 .00
12/11/12 314172263	SHORT TERM CAPITAL GAINS DIST AT $ .265 PER SHARE FEDERATED CLOVER SMALL VALUE CL IS FD #659		393.61 .00	.00 .00	393.61 393.61
	GRAND TOTALS FOR ACCOUNT		549515.42 465,839.77 -	80,673.90 80,673.90	3004.75 3004.75

83,678.65

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POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
ADM: DKB	GAINS/LOSSES REPORT				
			FEDERAL LOSS CARRYOVER LT .00 ST .00		
ACCOUNT:	630008027 WINCHESTER FDN JBG SCHOLARSHIP				
01/19/12 09251G507	SOLD 11.845 SHS 01/18/12 @ 25.75 BLACKROCK BASIC VALUE INSTL FD #376	01/18/12 04/06/11	305.00 329.05-	.00 .00	24.05- 24.05-
01/19/12 38142Y401	SOLD 19.338 SHS 01/18/12 @ 23.27 GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	01/18/12 08/26/10	450.00 390.82-	59.18 59.18	.00 .00
01/19/12 44981V706	SOLD 4.777 SHS 01/18/12 @ 15.7 ING REAL ESTATE CL I FD #2190	01/18/12 07/18/11	75.00 76.00-	.00 .00	1.00- 1.00-
01/19/12 77954Q106	SOLD 7.730 SHS 01/18/12 @ 40.75 T ROWE PRICE BLUE CHIP GROWTH FD #93	01/18/12 11/14/07	315.00 309.12-	5.88 5.88	.00 .00
01/19/12 780905840	SOLD 4.833 SHS 01/18/12 @ 11.38 ROYCE PENNSYLVANIA MUT CL I FD #260	01/18/12 08/31/10	55.00 44.08-	10.92 10.92	.00 .00
01/19/12 783554843	SOLD .604 SHS 01/18/12 @ 49.65 RYDEX BASIC MATERIALS INV FD #235	01/18/12 08/31/10	30.00 23.11-	6.89 6.89	.00 .00
01/19/12 921937850	SOLD 16.463 SHS 01/18/12 @ 10.63 VANGUARD SHORT TERM BD INDEX SIGNAL SHS FD #1349	01/18/12 11/22/10	175.00 175.82-	.82- .82-	.00 .00
03/08/12 38141W398	SOLD .137 SHS 03/07/12 @ 36.4 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	03/07/12 03/02/05	5.00 4.71-	.29 .29	.00 .00
03/08/12 38142Y401	SOLD 27.519 SHS 03/07/12 @ 24.71 GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	03/07/12 08/26/10	680.00 556.16-	123.84 123.84	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
03/08/12 77954Q106	SOLD 2.884 SHS 03/07/12 @ 43.35 T ROWE PRICE BLUE CHIP GROWTH FD #93	03/07/12 02/08/11	125.00 116.06-	8.94 8.94	.00 .00
03/08/12 885215566	SOLD 38.274 SHS 03/07/12 @ 26.65 THORNBURG INTL VALUE CL I FD #209	03/07/12 02/08/11	1020.00 1085.35-	65.35- 65.35-	.00 .00
03/08/12 921937843	SOLD 60.135 SHS 03/07/12 @ 11.89 VANGUARD INTER TERM BD INDEX SIGNAL FUND #1350	03/07/12 08/31/10	715.00 668.84-	46.16 46.16	.00 .00
04/02/12 921937843	SHORT TERM CAPITAL GAINS DIST AT $ .003 PER SHARE VANGUARD INTER TERM BD INDEX SIGNAL FUND #1350		1.60 .00	.00 .00	1.60 1.60
04/03/12 921937850	LONG TERM CAPITAL GAINS DIST AT $ .003 PER SHARE VANGUARD SHORT TERM BD INDEX SIGNAL SHS FD #1349		4.17 .00	4.17 4.17	.00 .00
04/03/12 921937850	SHORT TERM CAPITAL GAINS DIST AT $ .001 PER SHARE VANGUARD SHORT TERM BD INDEX SIGNAL SHS FD #1349		1.39 .00	.00 .00	1.39 1.39
04/04/12 921937843	LONG TERM CAPITAL GAINS DIST AT $ .033 PER SHARE VANGUARD INTER TERM BD INDEX SIGNAL FUND #1350		17.58 .00	17.58 17.58	.00 .00
07/12/12 09251G507	SOLD 6.967 SHS 07/11/12 @ 25.12 BLACKROCK BASIC VALUE INSTL FD #376	07/11/12 04/06/11	175.00 193.54-	18.54- 18.54-	.00 .00
07/12/12 38141W398	SOLD 25.099 SHS 07/11/12 @ 35.46 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	07/11/12 05/25/11	890.00 864.52-	25.48 25.48	.00 .00
07/12/12 44981V706	SOLD 88.577 SHS 07/11/12 @ 17.39 ING REAL ESTATE CL I FD #2190	07/11/12 07/18/11	1540.35 1409.26-	.00 .00	131.09 131.09

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
07/12/12 693390593	SOLD 20.492 SHS 07/11/12 @ 10.98 PIMCO MODERATE DURATION INSTL FUND #120	07/11/12 11/22/10	225.00 229.10-	4.10- 4.10-	.00 .00
07/12/12 921937843	SOLD 161.157 SHS 07/11/12 @ 12.1 VANGUARD INTER TERM BD INDEX SIGNAL FUND #1350	07/11/12 04/06/11	1950.00 1765.07-	184.93 184.93	.00 .00
11/06/12 780905840	SOLD 171.261 SHS 11/05/12 @ 11.86 ROYCE PENNSYLVANIA MUT CL I FD #260	11/05/12 07/11/12	2031.16 1618.21-	408.17 408.17	4.78 4.78
11/08/12 262028301	SOLD 3.479 SHS 11/07/12 @ 28.74 DRIEHAUS EMERGING MKTS GROWTH FD #3	11/07/12 05/25/11	100.00 111.52-	11.52- 11.52-	.00 .00
11/08/12 269858304	SOLD .597 SHS 11/07/12 @ 41.88 EAGLE SMALL CAP GROWTH CL I FD #3933	11/07/12 11/05/12	25.00 25.41-	.00 .00	.41- .41-
11/08/12 314172263	SOLD 1.188 SHS 11/07/12 @ 21.05 FEDERATED CLOVER SMALL VALUE CL IS FD #659	11/07/12 11/05/12	25.00 25.51-	.00 .00	.51- .51-
11/08/12 38141W398	SOLD 8.643 SHS 11/07/12 @ 38.18 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	11/07/12 07/18/11	330.00 305.23-	24.77 24.77	.00 .00
11/08/12 38142Y401	SOLD 23.564 SHS 11/07/12 @ 25.25 GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	11/07/12 07/18/11	595.00 511.10-	83.90 83.90	.00 .00
11/08/12 77954Q106	SOLD 48.973 SHS 11/07/12 @ 44.31 T ROWE PRICE BLUE CHIP GROWTH FD #93	11/07/12 05/25/11	2170.00 1959.91-	210.09 210.09	.00 .00
11/08/12 783554843	SOLD 1.329 SHS 11/07/12 @ 48.91 RYDEX BASIC MATERIALS INV FD #235	11/07/12 09/27/11	65.00 69.37-	4.37- 4.37-	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
11/08/12 885215566	SOLD 2.986 SHS 11/07/12 @ 26.79 THORNBURG INTL VALUE CL I FD #209	11/07/12 05/25/11	80.00 83.07-	3.07- 3.07-	.00 .00
11/08/12 921937850	SOLD 45.455 SHS 11/07/12 @ 10.67 VANGUARD SHORT TERM BD INDEX SIGNAL SHS FD #1349	11/07/12 11/22/10	485.00 485.46-	.46- .46-	.00 .00
12/03/12 09251G507	SOLD 378.225 SHS 11/30/12 @ 27.23 BLACKROCK BASIC VALUE INSTL FD #376	11/30/12 11/07/12	10299.07 10186.50-	73.87 73.87	38.70 38.70
12/07/12 38142Y401	LONG TERM CAPITAL GAINS DIST AT $ 1.439 PER SHARE GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132		277.06 .00	277.06 277.06	.00 .00
12/07/12 38142Y401	SHORT TERM CAPITAL GAINS DIST AT $ .209 PER SHARE GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132		40.31 .00	.00 .00	40.31 40.31
12/11/12 314172263	LONG TERM CAPITAL GAINS DIST AT $ .736 PER SHARE FEDERATED CLOVER SMALL VALUE CL IS FD #659		33.77 .00	33.77 33.77	.00 .00
12/11/12 314172263	SHORT TERM CAPITAL GAINS DIST AT $ .265 PER SHARE FEDERATED CLOVER SMALL VALUE CL IS FD #659		12.19 .00	.00 .00	12.19 12.19
12/19/12 693390593	SHORT TERM CAPITAL GAINS DIST AT .157494 PER SHARE PIMCO MODERATE DURATION INSTL FUND #120		133.01 .00	.00 .00	133.01 133.01
12/19/12 693390593	LONG TERM CAPITAL GAINS DIST AT .095451 PER SHARE PIMCO MODERATE DURATION INSTL FUND #120		80.61 .00	80.61 80.61	.00 .00
12/24/12 921937843	LONG TERM CAPITAL GAINS DIST AT $ .190 PER SHARE VANGUARD INTER TERM BD INDEX SIGNAL FUND #1350		93.11 .00	93.11 93.11	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
12/24/12 921937843	SHORT TERM CAPITAL GAINS DIST AT $ .016 PER SHARE VANGUARD INTER TERM BD INDEX SIGNAL FUND #1350		7.84 .00	.00 .00	7.84 7.84
12/24/12 921937850	LONG TERM CAPITAL GAINS DIST AT $ .024 PER SHARE VANGUARD SHORT TERM BD INDEX SIGNAL SHS FD #1349		36.12 .00	36.12 36.12	.00 .00
12/24/12 921937850	SHORT TERM CAPITAL GAINS DIST AT $ .004 PER SHARE VANGUARD SHORT TERM BD INDEX SIGNAL SHS FD #1349		6.02 .00	.00 .00	6.02 6.02
	GRAND TOTALS FOR ACCOUNT		25680.36 23621.90-	1707.50 1707.50	350.96 350.96

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2,058.46

Statement

3EPT: AEM MOCK 140
PAGE: 1

DATE: 01/30/13

ADM: DKB GAINS/LOSSES REPORT

FEDERAL LOSS CARRYOVER
LT .00
ST .00

ACCOUNT: 630008035 WINCHESTER FDN GOODRICH SCHOLARSHIP

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
02/07/12 3136F8R56	FULL CALL @100 EFF 02/07/12 25,000 PAR VALUE FED NAT MTG ASSOC 5% 02/07/2023-2012	02/07/12 01/25/08	25000.00 24,984.18-	15.82 15.82	.00 .00
02/24/12 38141W398	SOLD 130 SHS 02/23/12 @ 37.13 GOLDMAN SACHS MID CAP VALUE INSTL FD #864	02/23/12 03/06/07	4826.90 5136.30-	309.40- 309.40-	.00 .00
02/24/12 38142Y401	SOLD 130 SHS 02/23/12 @ 25.25 GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132	02/23/12 08/26/10	3282.50 2627.30-	655.20 655.20	.00 .00
02/24/12 780905840	SOLD 195 SHS 02/23/12 @ 12.07 ROYCE PENNSYLVANIA MUT CL I FD #260	02/23/12 06/15/07	2353.65 2507.70-	154.05- 154.05-	.00 .00
02/24/12 885215566	SOLD 700 SHS 02/23/12 @ 27.42 THORNBURG INTL VALUE CL I FD #209	02/23/12 01/26/11	19194.00 18028.54-	1165.46 1165.46	.00 .00
02/28/12 012653101	SOLD 10 SHS 02/23/12 TO MORGAN STANLEY @ 66.543 ALBEMARLE CORP	02/23/12 04/06/11	664.92 603.67-	.00 .00	61.25 61.25
02/28/12 037833100	SOLD 5 SHS 02/23/12 TO BNY BROKERAGE @ 517.1001 APPLE INC	02/23/12 02/25/09	2585.05 459.50-	2125.55 2125.55	.00 .00
02/28/12 06738G407	SOLD 25 SHS 02/23/12 TO BNY BROKERAGE @ 38.3973 BARCLAYS BK IPATH INDL COMMODITY	02/23/12 01/26/11	958.67 788.99-	169.68 169.68	.00 .00
02/28/12 166764100	SOLD 5 SHS 02/23/12 TO MORGAN STANLEY @ 108.4157 CHEVRON CORP	02/23/12 11/14/11	541.67 529.70-	.00 .00	11.97 11.97

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
02/28/12 171340102	SOLD 240 SHS 02/23/12 TO INTERNATIONAL STRATEGY AND INVE @ 47.7771 CHURCH & DWIGHT INC	02/23/12 02/25/09	11454.30 6135.73-	5318.57 5318.57	.00 .00
02/28/12 172967424	SOLD 20 SHS 02/23/12 TO ABEL NOSER CORP @ 32.67 CITIGROUP INC	02/23/12 04/13/11	652.39 910.00-	.00 .00	257.61- 257.61-
02/28/12 22160K105	SOLD 5 SHS 02/23/12 TO MORGAN STANLEY @ 84.7739 COSTCO WHSL CORP NEW	02/23/12 06/08/07	423.46 280.50-	142.96 142.96	.00 .00
02/28/12 235851102	SOLD 25 SHS 02/23/12 TO ABEL NOSER CORP @ 53.52 DANAHER CORP	02/23/12 01/26/11	1336.73 758.36-	578.37 578.37	.00 .00
02/28/12 244199105	SOLD 15 SHS 02/23/12 TO ABEL NOSER CORP @ 84.16 DEERE & CO	02/23/12 08/05/09	1261.63 683.50-	578.13 578.13	.00 .00
02/28/12 268648102	SOLD 45 SHS 02/23/12 TO ABEL NOSER CORP @ 27.32 EMC CORP	02/23/12 09/17/09	1227.13 768.05-	459.08 459.08	.00 .00
02/28/12 291011104	SOLD 15 SHS 02/23/12 TO ABEL NOSER CORP @ 51.18 EMERSON ELEC CO	02/23/12 10/18/06	766.94 649.44-	117.50 117.50	.00 .00
02/28/12 30231G102	SOLD 20 SHS 02/23/12 TO ABEL NOSER CORP @ 87 EXXON MOBIL CORP	02/23/12 02/25/09	1738.97 1460.20-	278.77 278.77	.00 .00
02/28/12 38141G104	SOLD 10 SHS 02/23/12 TO MORGAN STANLEY @ 115.2209 GOLDMAN SACHS	02/23/12 09/05/07	1151.39 1772.40-	621.01- 621.01-	.00 .00
02/28/12 444859102	SOLD 5 SHS 02/23/12 TO MORGAN STANLEY @ 87.7918 HUMANA INC	02/23/12 09/14/11	438.55 392.43-	.00 .00	46.12 46.12

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
02/28/12 459200101	SOLD 10 SHS 02/23/12 TO MORGAN STANLEY @ 198.0376 INTL BUSINESS MACHS CORP	02/23/12 01/26/11	1979.54 1277.13-	702.41 702.41	.00 .00
02/28/12 46625H100	SOLD 25 SHS 02/23/12 TO ABEL NOSER CORP @ 38.36 JPMORGAN CHASE & CO	02/23/12 11/01/06	957.73 1173.51-	215.78- 215.78-	.00 .00
02/28/12 580135101	SOLD 20 SHS 02/23/12 TO ABEL NOSER CORP @ 100.59 MCDONALDS CORP	02/23/12 02/25/09	2010.76 1092.38-	918.38 918.38	.00 .00
02/28/12 59156R108	SOLD 30 SHS 02/23/12 TO ABEL NOSER CORP @ 38.22 METLIFE INC	02/23/12 06/08/07	1145.08 1973.20-	828.12- 828.12-	.00 .00
02/28/12 655044105	SOLD 10 SHS 02/23/12 TO ABEL NOSER CORP @ 104.1 NOBLE ENERGY INC	02/23/12 06/08/07	1040.48 614.54-	425.94 425.94	.00 .00
02/28/12 74005P104	SOLD 10 SHS 02/23/12 TO MORGAN STANLEY @ 110.0261 PRAXAIR INC	02/23/12 02/25/09	1099.74 597.77-	501.97 501.97	.00 .00
02/28/12 74762E102	SOLD 30 SHS 02/23/12 TO ABEL NOSER CORP @ 21.37 QUANTA SVCS INC	02/23/12 07/22/09	639.59 658.64-	19.05- 19.05-	.00 .00
02/28/12 806857108	SOLD 10 SHS 02/23/12 TO MORGAN STANLEY @ 79.4386 SCHLUMBERGER LTD	02/23/12 01/26/11	793.87 750.06-	43.81 43.81	.00 .00
02/28/12 81369Y209	SOLD 230 SHS 02/23/12 TO INTERNATIONAL STRATEGY AND INVE @ 36.02 SELECT SECTOR SPDR HLTH CARE ETF	02/23/12 07/21/11	8272.95 8213.67-	.00 .00	59.28 59.28
02/28/12 81369Y407	SOLD 10 SHS 02/23/12 TO MORGAN STANLEY @ 42.9045 SELECT SECTOR SPDR CONSUMER	02/23/12 03/13/09	428.54 181.68-	246.86 246.86	.00 .00

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
02/28/12 858912108	SOLD 5 SHS 02/23/12 TO BNY BROKERAGE @ 89.0032 STERICYCLE INC	02/23/12 10/24/05	444.61 136.88-	307.73 307.73	.00 .00
02/28/12 872540109	SOLD 220 SHS 02/23/12 TO ABEL NOSER CORP @ 35.9823 TJX CO INC	02/23/12 09/23/10	7904.96 4871.11-	3033.85 3033.85	.00 .00
02/28/12 87612E106	SOLD 20 SHS 02/23/12 TO MORGAN STANLEY @ 54.6172 TARGET CORP	02/23/12 01/26/11	1091.32 1115.60-	24.28- 24.28-	.00 .00
02/28/12 883556102	SOLD 15 SHS 02/23/12 TO MORGAN STANLEY @ 55.973 THERMO FISHER SCIENTIFIC INC	02/23/12 03/06/08	838.83 822.32-	16.51 16.51	.00 .00
02/28/12 922908553	SOLD 35 SHS 02/23/12 TO BNY BROKERAGE @ 61.4701 VANGUARD REIT ETF	02/23/12 01/26/11	2149.66 1611.54-	538.12 538.12	.00 .00
02/28/12 92826C839	SOLD 85 SHS 02/23/12 TO ABEL NOSER CORP @ 116.13 VISA INC CL A	02/23/12 01/26/11	9866.62 6054.12-	3812.50 3812.50	.00 .00
02/28/12 931422109	SOLD 25 SHS 02/23/12 TO ABEL NOSER CORP @ 34.02 WALGREEN CO	02/23/12 10/22/04	849.23 896.12-	46.89- 46.89-	.00 .00
02/28/12 949746101	SOLD 35 SHS 02/23/12 TO ABEL NOSER CORP @ 30.6 WELLS FARGO & CO NEW	02/23/12 01/26/11	1069.23 1024.25-	44.98 44.98	.00 .00
03/15/12 46625HAN0	RECD PROCEEDS ON MATURITY OF 25,000 PAR VALUE JPMORGAN CHASE & CO 6.625% 03/15/2012	03/15/12 12/20/06	25000.00 25000.00-	.00 .00	.00 .00
04/16/12 81369Y209	SOLD 655 SHS 04/11/12 TO INTERNATIONAL STRATEGY AND INVE @ 36.8071 SELECT SECTOR SPDR HLTH CARE ETF	04/11/12 09/14/11	24075.36 23049.72-	.00 .00	1025.64 1025.64

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
07/03/12 012653101	SOLD 50 SHS 06/28/12 TO MORGAN STANLEY @ 57.328 ALBEMARLE CORP	06/28/12 04/06/11	2863.84 3018.36-	154.52- 154.52-	.00 .00
07/03/12 580135101	SOLD 70 SHS 06/28/12 TO STIFEL NICOLAUS AND CO INC @ 87.8501 MCDONALDS CORP	06/28/12 02/25/09	6145.87 2551.10-	3594.77 3594.77	.00 .00
07/03/12 655044105	SOLD 120 SHS 06/28/12 TO MORGAN STANLEY @ 80.5207 NOBLE ENERGY INC	06/28/12 06/08/07	9656.27 7374.54-	2281.73 2281.73	.00 .00
07/03/12 74005P104	SOLD 30 SHS 06/28/12 TO MORGAN STANLEY @ 104.3655 PRAXAIR INC	06/28/12 02/25/09	3128.49 1757.99-	1370.50 1370.50	.00 .00
07/03/12 806857108	SOLD 50 SHS 06/28/12 TO STIFEL NICOLAUS AND CO INC @ 61.9704 SCHLUMBERGER LTD	06/28/12 09/17/09	3095.95 3118.03-	22.08- 22.08-	.00 .00
07/26/12 3133XUUJ0	SOLD 25000 07/25/12 TO G. X. CLARKE @ 100.15 FED HOME LN BK 1.625% 09/26/2012	07/25/12 03/21/12	25037.50 25,060.67-	.00 .00	23.17- 23.17-
07/26/12 3134A4UU6	SOLD 25000 07/25/12 TO G. X. CLARKE @ 109.175 FED HOME LN MTG 5% 07/15/2014	07/25/12 08/22/06	27293.75 24925.08-	2,368.67 2,368.67	.00 .00
07/26/12 912828NF3	SOLD 20000 07/25/12 TO G. X. CLARKE @ 105.125 US TREASURY N/B 2.125%	07/25/12 06/21/10	21025.00 20,870.13-	154.87 154.87	.00 .00
07/30/12 07370ST39	SOLD 25000 07/25/12 TO UBS PAINEWEBBER @ 99.65 BEAL BK, LAS VEGAS NV CTF DEP 0.35%	07/25/12 02/23/12	24912.50 25000.00-	.00 .00	87.50- 87.50-
11/06/12 780905840	SOLD 3667.674 SHS 11/05/12 @ 11.86 ROYCE PENNSYLVANIA MUT CL I FD #260	11/05/12 06/28/12	43498.61 30345.80-	13124.58 13124.58	28.23 28.23

POST DATE CUSIP	DESCRIPTION	DATE SOLD DATE ACQ	PROCEEDS CARRYING VALUE	FED LONG TERM STATE LONG TERM	FED SHORT TERM STATE SHORT TERM
12/07/12 38142Y401	LONG TERM CAPITAL GAINS DIST AT $ 1.439 PER SHARE GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132		3482.68 .00	3482.68 3482.68	.00 .00
12/07/12 38142Y401	SHORT TERM CAPITAL GAINS DIST AT $ .209 PER SHARE GOLDMAN SACHS GROWTH OPPORTUNITIES CL I FD #1132		506.72 .00	.00 .00	506.72 506.72
12/11/12 314172263	LONG TERM CAPITAL GAINS DIST AT $ .736 PER SHARE FEDERATED CLOVER SMALL VALUE CL IS FD #659		740.49 .00	740.49 740.49	.00 .00
12/11/12 314172263	SHORT TERM CAPITAL GAINS DIST AT $ .265 PER SHARE FEDERATED CLOVER SMALL VALUE CL IS FD #659		267.21 .00	.00 .00	267.21 267.21
	GRAND TOTALS FOR ACCOUNT		343171.83 294,612.43	46,921.26 46,921.26	1,638.14 1,638.14

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48,559.40

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,206.			2,206.
TOTALS	2,206.			2,206.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	9,250.			9,250.
TOTALS	9,250.			9,250.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX	4,030.
TOTALS	4,030.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE EXPENSE		900.	900.
	TOTALS	900.	900.

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

ATTACHMENT 5

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
U.S. GOVERNMENT SECURITIES & FEDERAL AGENCIES	900,012.	827,310.	887,645.
MUNICIPAL OBLIGATIONS	111,423.	111,246.	126,089.
US OBLIGATIONS TOTAL	1,011,435.	938,556.	1,013,734.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COMMON STOCK		1,237,947.	1,180,176.	1,732,579.
	TOTALS	1,237,947.	1,180,176.	1,732,579.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	447,817.	520,542.	540,494.
TOTALS	447,817.	520,542.	540,494.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MARKETABLE EQUITY SECURITIES	827,457.	807,025.	964,995.
TOTALS	827,457.	807,025.	964,995.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
INTEREST AND DIVIDENDS REC.	14,842.	14,245.	14,245.
TOTALS	14,842.	14,245.	14,245.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHRIS L TALLEY 8335 ALLISON POINTE TRAIL 3000 INDIANAPOLIS, IN 46250	CHAIRMAN .50	0	0	0
TERRI E MATCHETT 8335 ALLISON POINTE TRAIL 3000 INDIANAPOLIS, IN 46250	SECRETARY .50	0	0	0
RUTH CONNALLY 8335 ALLISON POINTE TRAIL 3000 INDIANAPOLIS, IN 46250	TRUSTEE .50	0	0	0
HELEN GARLOTTE 8335 ALLISON POINTE TRAIL 3000 INDIANAPOLIS, IN 46250	TRUSTEE .50	0	0	0
DANE STARBUCK 8335 ALLISON POINTE TRAIL 3000 INDIANAPOLIS, IN 46250	TRUSTEE .50	0	0	0

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
OLD NATIONAL TRUST 320 SOUTH HIGH STREET MUNCIE, IN 47305	TRUSTEE .50	26,493.	0	0
	GRAND TOTALS	26,493.	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MR. CHRIS TALLEY
8335 ALLISION POINTE TRAIL, STE 300
WINCHESTER, IN 47394
765-584-2523

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE VARIOUS CITIES, IN 47394	NONE PUBLIC	GENERAL	229,562.
		TOTAL CONTRIBUTIONS PAID	229,562.

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*.**

OMB No 1545-0092

2012

Name of estate or trust: THE WINCHESTER FOUNDATION

Employer identification number: 23-7422941

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)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	4,994.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	4,994.

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)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	118,381.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	10,921.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	129,302.

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

Schedule D (Form 1041) 2012

JSA
2F1210 2 000

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			4,994.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			129,302.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			134,296.

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*

Part IV Capital Loss Limitation

16 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 . . . 16 ( )

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	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)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	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)	31	
32	Add lines 30 and 31	32	
33	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)	33	
34	**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)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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*.

OMB No 1545-0092

2012

Name of estate or trust
THE WINCHESTER FOUNDATION

Employer identification number
23-7422941

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 SEE ATTACHED	VARIOUS	VARIOUS	148,123.	143,129.	4,994.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 4,994.

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

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	SEE ATTACHED	VAR	VAR	759,326.	640,945.	118,381.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 118,381.