



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

, and ending

Name of foundation WINN FAMILY FOUNDATION		A Employer identification number 45-2606351
Number and street (or P O box number if mail is not delivered to street address) P O. BOX 1501, NJ2-130-03-31	Room/suite	B Telephone number (see instructions) 609-274-6834
City or town, state, and ZIP code PENNINGTON NJ 08534-1501		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,866,040	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)	7,780,464			
	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	81,612	81,612		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-530,472			
	b Gross sales price for all assets on line 6a 7,514,187				
	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)					
12 Total. Add lines 1 through 11	7,331,604	81,612	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	18,451	11,070		7,380
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,571	941		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	210			210
	24 Total operating and administrative expenses. Add lines 13 through 23	25,232	12,011	0	7,590
	25 Contributions, gifts, grants paid	835,000			835,000
26 Total expenses and disbursements. Add lines 24 and 25	860,232	12,011	0	842,590	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	6,471,372				
b Net investment income (if negative, enter -0-)		69,601			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

2/11/13

ENVELOPE
POSTMARK DATE
MAY 15 2013

SCANNED MAY 29 2013

Form 990-PF (2012) WINN FAMILY FOUNDATION

45-2606351

Page 2

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		1	1,474	1,474
	2	Savings and temporary cash investments	1,367,132	886,486	886,486	
	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)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		6,962,499	6,978,080		
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,367,133	7,850,459	7,866,040		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	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	1,367,133	7,850,459		
	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)	1,367,133	7,850,459			
31	Total liabilities and net assets/fund balances (see instructions)	1,367,133	7,850,459			

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	1,367,133
2	Enter amount from Part I, line 27a	2	6,471,372
3	Other increases not included in line 2 (itemize) ▶ <u>See Attached Statement</u>	3	24,967
4	Add lines 1, 2, and 3	4	7,863,472
5	Decreases not included in line 2 (itemize) ▶ <u>CY LATE POSTING MUTUAL FUNDS</u>	5	13,013
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,850,459

Form 990-PF (2012)

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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	-530,472
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	755,000	1,318,984	0.572410
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000

2 Total of line 1, column (d)	2	0.572410
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	0.572410
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,041,328
5 Multiply line 4 by line 3	5	2,313,297
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	696
7 Add lines 5 and 6	7	2,313,993
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	842,590

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	1,392
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	1,392
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,392
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	507	
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	507	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	885	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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? Website address ► N/A	13	X	
14	The books are in care of ► MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ► 609-274-6834 Located at ► 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ► 08534-1501			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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	N/A
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) N/A

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 Attached Statement	00	0		
	00	0		
	00	0		
	00	0		
	00	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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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

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

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

Expenses

1 NONE	
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



0

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	2,923,668
b	Average of monthly cash balances	1b	1,179,203
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,102,871
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	4,102,871
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	61,543
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,041,328
6	Minimum investment return. Enter 5% of line 5	6	202,066

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	202,066
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,392
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,392
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	200,674
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	200,674
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	200,674

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	842,590
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	842,590
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	842,590

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				200,674
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	740,067			
f Total of lines 3a through e	740,067			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>842,590</u>				
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				200,674
e Remaining amount distributed out of corpus	641,916			
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	1,381,983			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
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	1,381,983			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	740,067			
e Excess from 2012	641,916			

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

N/A

1 a 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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))

MR. STEPHEN WINN

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

NONE

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

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

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

- c** Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	835,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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					
4 Dividends and interest from securities			14	81,612	
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	-530,472	
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)		0		-448,860	0
13 Total. Add line 12, columns (b), (d), and (e)				13	-448,860

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

[illegible]

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

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

WINN FAMILY FOUNDATION

45-2606351

Organization type (check one)

Filers of:**Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

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

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

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

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

Employer identification number

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization WINN FAMILY FOUNDATION	Employer identification number 45-2606351
--	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	REAL PAGE INC	\$ 1,418,964	3/12/2012
	REAL PAGE INC	\$ 3,778,500	8/14/2012
	REAL PAGE INC	\$ 2,573,000	8/27/2012
	\$
	\$
	\$
	\$

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Page 4

Name of organization WINN FAMILY FOUNDATION	Employer identification number 45-2606351
--	--

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ► \$ 0
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- ----- For Prov Country		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- ----- For Prov Country		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- ----- For Prov Country		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- ----- For Prov Country		----- ----- -----	

WINN FAMILY FOUNDATION

45-2606351 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

RONALD MCDONALD HOUSE CHARITIES INC

Street

400 SOUTH ZANG BLVD

City

DALLAS

State

TX

Zip Code

75208

Foreign Country**Relationship**

NONE

Foundation Status

501(c)3

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

CHILDRENS CANCER RESEARCH FUND

Street

7301 OHMS LANE STE 460

City

MINNEAPOLIS

State

MN

Zip Code

55439

Foreign Country**Relationship**

NONE

Foundation Status

501(c)3

Purpose of grant/contribution

GENERAL OPERATING

Amount

1,500

Name

NATIONAL MS SOCIETY

Street

2440 S SEPULVEDA BLVD STE 115

City

LOS ANGELES

State

CA

Zip Code

90064

Foreign Country**Relationship**

NONE

Foundation Status

501(c)3

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

TEACH FOR AMERICA

Street

315 WEST 36TH STREET 7TH FLOOR

City

NEW YORK

State

NY

Zip Code

10018

Foreign Country**Relationship**

NONE

Foundation Status

501(c)3

Purpose of grant/contribution

GENERAL OPERATING

Amount

43,500

Name

ST MARKS SCHOOL OF TEXAS

Street

10600 PRESTON ROAD

City

DALLAS

State

TX

Zip Code

75320

Foreign Country**Relationship**

NONE

Foundation Status

501(c)3

Purpose of grant/contribution

GENERAL OPERATING

Amount

750,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals														
Capital Gains/Losses														
Other sales														
Amount														
Long Term CG Distributions														
Short Term CG Distributions														
Amount														
1,370														
0														
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis		Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	
									Valuation Method	Adjustments				
1	X	SPDR S&P MIDCAP 400 ETF	78467Y107		9/11/2012		12/18/2012	113,004	110,735				0	2,269
2	X	SPDR S&P MIDCAP 400 ETF	78467Y107		3/28/2012		12/18/2012	28,531	27,599				0	932
3	X	SPDR S&P MIDCAP 400 ETF	78467Y107		3/7/2012		12/18/2012	12,680	11,929				0	751
4	X	VANGUARD SMALL CAP	922908751		9/11/2012		12/18/2012	60,642	59,791				0	851
5	X	VANGUARD SMALL CAP	922908751		3/28/2012		12/18/2012	28,764	27,610				0	1,154
6	X	VANGUARD SMALL CAP	922908751		3/7/2012		12/18/2012	12,702	11,690				0	1,012
7	X	REALPAGE INC	75606M109		4/10/2008		12/8/2012	7,256,494	7,795,305				0	-538,811

Part I, Line 16c (990-PF) - Other Professional Fees

		18,451	11,070	0	7,380
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERRILL LYNCH FEES AS AGENT	18,301	10,980		7,320
2	EMA ANNUAL FEE	150	90		60

Part I, Line 18 (990-PF) - Taxes

		6,571	941	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	941	941		
2	PY EXCISE TAX DUE	5,123			
3	ESTIMATED EXCISE PAYMENTS	507			

Part I, Line 23 (990-PF) - Other Expenses

		210	0	0	210
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	OTHER MISC FEES	210	0		210

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	1	24,841
2	COST BASIS ADJUSTMENT	2	126
3	Total	3	24,967

Line 5 - Decreases not included in Part III, Line 2

1	CY LATE POSTING MUTUAL FUNDS	1	13,013
2	Total	2	13,013

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	STEPHEN T WINN		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		PRESIDENT/TREASURER/DIRECTOR	20 00	0	0	0
2	MELINDA G WINN		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		CO-VICE PRESIDENT/DIRECTOR	10 00	0		
3	NATALIE W AMOROSO		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		CO-VICE PRESIDENT/DIRECTOR	10 00			
4	CHRISTOPHER S WINN		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		CO-VICE PRESIDENT/DIRECTOR	10 00			
5	HEATHER M WINN		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		CO-VICE PRESIDENT/DIRECTOR	10 00			
6	SABRINA KING		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		SECRETARY	5 00			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/10/2012	20
3 Second quarter estimated tax payment	6/14/2012	16
4 Third quarter estimated tax payment	9/13/2012	220
5 Fourth quarter estimated tax payment	12/17/2012	251
6 Other payments		
7 Total		507

MERRILL LYNCH TRUST COMPANY,
A DIVISION OF BANK OF AMERICA, N.A.
AGENT OF THE
WINN FAMILY FOUNDATION
TUA 2/14/2012

YOUR MERRILL LYNCH REPORT

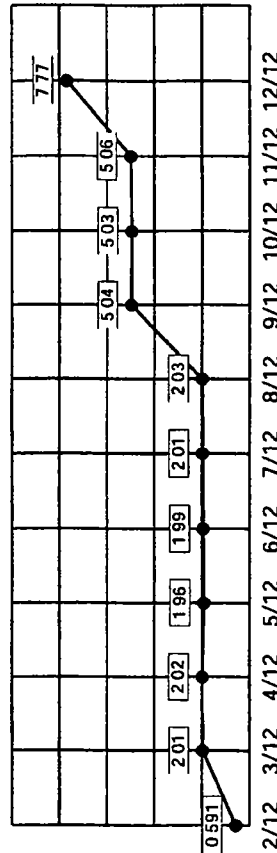
December 01, 2012 - December 31, 2012

PORTFOLIO SUMMARY

	December 31	November 30	Month Change
Net Portfolio Value	\$7,765,919.08	\$5,054,810.21	\$2,711,108.87 ▲
Your assets	\$7,765,919.08	\$5,054,810.21	\$2,711,108.87 ▲
Your liabilities			
Your Net Cash Flow (Inflows/Outflows)	\$2,689,274.61	(\$3,526.27)	
Securities You Transferred In/Out			
Subtotal Net Contributions	\$2,689,274.61	(\$3,526.27)	
Your Dividends/Interest Income	\$28,448.96	\$5,577.66	
Your Market Change	(\$6,614.70)	\$24,975.31	
Subtotal Investment Earnings	\$21,834.26	\$30,552.97	

Investment Advice and Guidance:
Call Your Private Wealth Advisor
Your Private Wealth Advisor:
TRANSIER/HEARTFIELD/GREEN
300 CRESCENT COURT SUITE 1300
DALLAS TX 75201
1-214-303-5885

Total Value (Net Portfolio Value plus Assets Not Held/Valued By MLPF&S, if any) in millions, 2012-2012



GO PAPERLESS WITH ONLINE DELIVERY. CONVENIENT. SECURE

Having account records posted online can be safer because it helps reduce the threat of mailbox theft while protecting your private information. Reducing paper is also good for the environment. Visit www.mymerrill.com to enroll today.

The Private Banking and Investment Group makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S) and other subsidiaries of Bank of America Corporation. Investment products: **Are Not FDIC Insured** **Are Not Bank Guaranteed** **May Lose Value**
MLPF&S is a registered broker-dealer, Member Securities Investor Protection Corporation (SIPC) and a wholly owned subsidiary of Bank of America Corporation.

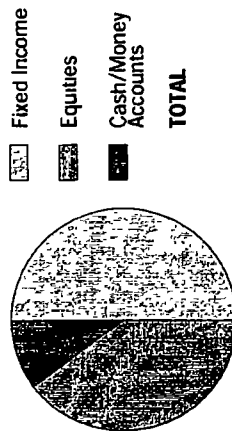


YOUR PORTFOLIO REVIEW

December 01, 2012 - December 31, 2012

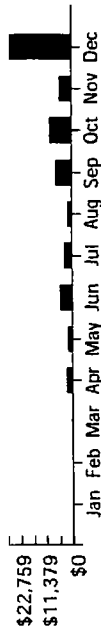
ASSET ALLOCATION *

* Estimated Accrued Interest not included; may not reflect all holdings; does not include asset categories less than 1%; includes the categorical values for the underlying portfolio of individual mutual funds, closed end funds, and ULTs.



Current Value	Allocation
3,880,322.12	49.97%
3,097,758.01	39.89%
787,838.95	10.14%
\$7,765,919.08	100%

CURRENT INCOME



	This Report	Year To Date
Tax-Exempt Interest	-	-
Taxable Interest	-	-
Tax-Exempt Dividends	-	-
Taxable Dividends	28,448.96	67,866.87
Total	\$28,448.96	\$67,866.87

Your Estimated Annual Income **\$177,663.55**

TOP FIVE PORTFOLIO HOLDINGS

Based on Estimated Market Value

	Current Value	% of Portfolio
ISHARES CORE TOTAL U.S.	2,019,434.40	26.00%
STANDARD&POORS DEP RCPT	846,342.63	10.90%
BIF MONEY FUND	786,366.00	10.13%
ISHARES BARCLYS 1-3 YEAR	543,580.38	7.00%
ISHARES RUSSELL 1000	539,834.07	6.95%

FINANCIAL MARKET INDICATORS

	This Report	Last Report	Previous Year End
S&P 500	1426.19	1416.18	1257.60
Three-Month Treasury Bills	.05%	.08%	.01%
Long-Term Treasury Bonds	2.95%	2.81%	2.89%
One-Month LIBOR	.21%	.21%	.30%
NASDAQ	3019.51	3010.24	2605.15

MERRILL LYNCH TRUST COMPANY,
A DIVISION OF BANK OF AMERICA, N.A.
AGENT OF THE
WINN FAMILY FOUNDATION
TUA 2/14/2012

Net Portfolio Value: **\$7,765,919.08**

Your Private Wealth Advisor: **Trust Officer:**
TRANSIER/HEARTFIELD/GREEN JOHN P RADWANSKI
300 CRESCENT COURT SUITE 1300 609-274-2987
DALLAS TX 75201
1-214-303-5885

TRUST MANAGEMENT ACCOUNT

Your Investment Manager - Private Investors / ETF MODERATE (R)

December 01, 2012 - December 31, 2012

ASSETS

	December 31	November 30
Cash/Money Accounts	787,838.95	515,873.95
Fixed Income	-	-
Equities	-	-
Mutual Funds	6,978,080.13	4,538,936.26
Options	-	-
Other	-	-
Subtotal (Long Portfolio)	7,765,919.08	5,054,810.21
TOTAL ASSETS	\$7,765,919.08	\$5,054,810.21

LIABILITIES

Debit Balance	-	-
Short Market Value	-	-
NET PORTFOLIO VALUE	\$7,765,919.08	\$5,054,810.21

CASH FLOW

	This Statement	Year to Date
Opening Cash/Money Accounts	\$515,873.95	
CREDITS		
Funds Received	2,693,031.06	7,699,307.06
Electronic Transfers	-	-
Other Credits	-	-
Subtotal	2,693,031.06	7,699,307.06
DEBITS		
Electronic Transfers	-	-
Other Debits	(251.00)	(5,630.00)
ML Trust Fees	(3,505.45)	(18,531.56)
Non ML Trust Fees	-	-
Bill Payment	-	-
Subtotal	(\$3,756.45)	(\$24,161.56)
Net Cash Flow	\$2,689,274.61	\$7,675,145.50
Dividends/Interest Income	28,448.96	67,866.87
Security Purchases/Debits	(2,702,081.23)	(7,211,496.08)
Security Sales/Credits	256,322.66	256,322.66
Closing Cash/Money Accounts	\$787,838.95	
Securities You Transferred In/Out	-	-

The Private Banking and Investment Group makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S) and other subsidiaries of Bank of America Corporation Investment products: ☐ Are Not FDIC Insured ☐ Are Not Bank Guaranteed ☐ May Lose Value
MLPF&S is a registered broker-dealer, Member Securities Investor Protection Corporation (SIPC) and a wholly owned subsidiary of Bank of America Corporation.

WINN FAMILY FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CASH/MONEY ACCOUNTS	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1,019.10	1,019.10		1,019.10		
BIF MONEY FUND	734,366.00	734,366.00	1 0000	734,366.00	294	.04
TOTAL		735,385.10		735,385.10	294	.04

MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
ISHARES CORE S&P MID-CAP ETF SYMBOL: IJH Initial Purchase: 12/18/12 Equity 100%	2,297	235,258.74	101.7000	233,604.90	(1,653.84)	235,258	(1,653)	3,333	1.42
ISHARES CORE S&P SMALL CAP ETF SYMBOL: IJR Initial Purchase: 12/18/12 Equity 100%	2,012	157,177.44	78.1000	157,137.20	(40.24)	157,177	(40)	2,600	1.65
ISHARES RUSSELL 1000 GROWTH INDEX FUND SYMBOL: IWG Initial Purchase: 03/07/12 Equity 100%	8,243	546,795.06	65.4900	539,834.07	(6,960.99)	546,795	(6,960)	8,928	1.65
ISHARES RUSSELL 1000 VALUE INDEX FUND SYMBOL: IWD Initial Purchase: 03/07/12 Equity 100%	3,177	229,772.78	72.8200	231,349.14	1,576.36	229,772	1,576	5,322	2.30
ISHARES MSCI EAFE INDEX FUND	5,517	301,759.27	56.8600	313,696.62	11,937.35	301,759	11,937	9,699	3.09

+

003

0749

4 of 16

WINN FAMILY FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
SYMBOL: EFA Equity 100%	Initial Purchase: 03/07/12							
ISHARES BARCLYS 1-3 YEAR TREAS INDEX FUND	6,439	543,582.09	84.4200	543,580.38	(1.71)	543,582	(1)	2,010 .36
SYMBOL: SHY Fixed Income 100%	Initial Purchase: 03/07/12							
ISHARES CORE TOTAL U.S. BOND MARKET ETF	18,180	2,017,509.73	111.0800	2,019,434.40	1,924.67	2,017,509	1,924	51,395 2.54
SYMBOL: AGG Fixed Income 100%	Initial Purchase: 03/07/12							
ISHARES TRUST DOW JONES SELECT DIVID INDEX FD	6,684	385,531.12	57.2400	382,592.16	(2,938.96)	385,531	(2,938)	14,177 3.70
SYMBOL: DVY Equity 100%	Initial Purchase: 03/07/12							
ISHARES BARCLAYS TIPS BO PROTECTED SECS FD	3,186	386,378.39	121.4100	386,812.26	433.87	386,378	433	8,580 2.21
SYMBOL: TIP Fixed Income 100%	Initial Purchase: 09/11/12							
ISHARES IBOX\$ HIGH YEL CORPORATE BOND FUND	4,148	383,871.71	93.3500	387,215.80	3,344.09	383,871	3,344	25,552 6.59
SYMBOL: HYG Fixed Income 100%	Initial Purchase: 03/07/12							
ISHARES DOW JONES INTRNL	6,991	230,134.92	33.6700	235,386.97	5,252.05	230,134	5,252	11,382 4.83

+

003

0749

5 of 16

WINN FAMILY FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Yield%
SELECT DIVIDEND INDX FD									
SYMBOL: IDV Initial Purchase: 09/11/12 Equity 100%									
ISHARES JP MORGAN EM BON SYMBOL: EMB Initial Purchase: 09/11/12 Fixed Income 100%	1,271	154,180.23	122.7900	156,066.09	1,885.86	154,180	1,885	6,512	4.17
STANDARD&POORS DEP RCPT SYMBOL: SPY Initial Purchase: 03/07/12 Equity 100%	5,943	850,902.60	142.4100	846,342.63	(4,559.97)	850,902	(4,559)	18,441	2.17
VANGUARD MSCI EMERGING MRKTS ETF SYMBOL: VWO Initial Purchase: 03/07/12 Equity 100%	3,544	151,432.45	44.5300	157,814.32	6,381.87	151,432	6,381	3,456	2.18
VANGUARD SHORT TERM BOND SYMBOL: BSV Initial Purchase: 03/07/12 Fixed Income 100%	4,781	388,212.76	80.9900	387,213.19	(999.57)	388,212	(999)	5,962	1.53
Subtotal (Fixed Income)				3,880,322.12					
Subtotal (Equities)				3,097,758.01					

+

003

0749

6 of 16

WINN FAMILY FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	(continued) Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income Yield%
TOTAL		6,962,499.29		6,978,080.13	15,580.84		15,582	177,349 2.54
TOTAL PRINCIPAL INVESTMENTS		7,697,884.39		7,713,465.23	15,580.84			177,643 2.30

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

Cumulative Investment Return: Estimated Market Value minus Total Client Investment.

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

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

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

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	453.85	453.85		453.85		
BIF MONEY FUND	52,000.00	52,000.00	1.0000	52,000.00	21	.04
TOTAL		52,453.85		52,453.85	21	.04
TOTAL INCOME INVESTMENTS		52,453.85		52,453.85	20	.04

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	7,750,338.24	7,765,919.08	15,580.84		177,664	2.29

+

003

0749

7 of 16



WINN FAMILY FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

December 01, 2012 - December 31, 2012

DIVIDENDS/INTEREST INCOME TRANSACTIONS		Quantity		Description		Income Cash	Principal Cash	Income Year To Date
Date	Transaction Type							
12/07	Dividend			ISHARES BARCLYS 1-3 YEAR TREAS INDEX FUND DIVIDEND		84.00		
12/07	Dividend			HOLDING 4179.0000 PAY DATE 12/07/2012 ISHARES CORE TOTAL U.S. BOND MARKET ETF DIVIDEND		2,605.79		
12/07	* Lg Tm Cap Gain			HOLDING 11721.0000 PAY DATE 12/07/2012 * ISHARES CORE TOTAL U.S. BOND MARKET ETF LONG TERM CAPITAL GAIN HOLDING 11721.0000 PAY DATE 12/07/2012 ISHARES CORE TOTAL U.S. BOND MARKET ETF SHORT TERM CAPITAL GAIN HOLDING 11721.0000 PAY DATE 12/07/2012 ISHARES BARCLAYS TIPS BO PROTECTED SECS FD DIVIDEND			466.31	
12/07	Sh Tm Cap Gain			HOLDING 2081.0000 PAY DATE 12/07/2012 ISHARES IBOX\$ HIGH YEL CORPORATE BOND FUND DIVIDEND			4,739.46	
12/07	Dividend			HOLDING 2720.0000 PAY DATE 12/07/2012 VANGUARD SHORT TERM BOND		1,009.86		
12/07	Dividend					1,330.09		
12/07	Dividend					288.94		

+

003

0749

8 of 16

Online at: www.mymerrill.com

STEPHEN WINN
FAO WINN FAMILY FOUNDATION INC
4000 INTERNATIONAL PKWY
CARROLLTON TX 75007-1951

24-Hour Assistance: (800) MERRILL
Access Code: 47-589-02233

** Duplicate Copy **

Net Portfolio Value: \$100,121.17

Your Private Wealth Advisor:
TRANSIER/HEARTFIELD/GREEN
300 CRESCENT COURT SUITE 1300
DALLAS TX 75201
1-214-303-5885

EMA® ACCOUNT

December 01, 2012 - December 31, 2012

ASSETS

	December 31	November 30
Cash/Money Accounts	100,121.17	870,125.64
Fixed Income	-	-
Equities	-	1,979,000.00
Mutual Funds	-	-
Options	-	-
Other	-	-
Subtotal (Long Portfolio)	100,121.17	2,849,125.64
TOTAL ASSETS	\$100,121.17	\$2,849,125.64

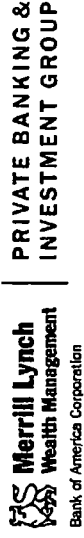
LIABILITIES

Debit Balance	-	-
Short Market Value	-	-
TOTAL LIABILITIES	-	-
NET PORTFOLIO VALUE	\$100,121.17	\$2,849,125.64

CASH FLOW

	This Statement	Year to Date
Opening Cash/Money Accounts	\$870,125.64	
CREDITS		
Funds Received	-	10,000.00
Electronic Transfers	-	-
Other Credits	-	-
Subtotal	-	10,000.00
DEBITS		
Electronic Transfers	-	(750,000.00)
Margin Interest Charged	-	-
Other Debits	(2,761,531.06)	(7,784,667.06)
Visa Purchases (debits)	-	-
ATM/Cash Advances	-	-
Checks Written/Bill Payment	-	-
Subtotal	(2,761,531.06)	(8,534,667.06)
Net Cash Flow	(\$2,761,531.06)	(\$8,524,667.06)
Dividends/Interest Income	121.20	1,161.65
Security Purchases/Debits	-	-
Security Sales/Credits	1,991,405.39	7,256,493.60
Closing Cash/Money Accounts	\$100,121.17	
Securities You Transferred In/Out	-	7,770,464.24

The Private Banking and Investment Group makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S) and other subsidiaries of Bank of America Corporation. Investment products: ☐ Are Not FDIC Insured ☐ Are Not Bank Guaranteed ☐ May Lose Value
MLPF&S is a registered broker-dealer, Member Securities Investor Protection Corporation (SIPC) and a wholly owned subsidiary of Bank of America Corporation.



PRIVATE BANKING &
INVESTMENT GROUP

WINN FAMILY FOUNDATION INC

24-Hour Assistance: (800) MERRILL
Access Code: 47-589-02233

December 01, 2012 - December 31, 2012

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	5,000	5,662	.00	0.34	0
TOTAL ML Bank Deposit Program	5,000			0.34	0

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
Bank of America, N.A.	865,125	948,914	.15	120.86	100,120
TOTAL Preferred Deposit	865,125			120.86	100,120

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1.17	1.17		1.17		
PREFERRED DEPOSIT	100,120.00	100,120.00	1.0000	100,120.00	150	.15
TOTAL		100,121.17		100,121.17	150	.15

LONG PORTFOLIO

	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	100,121.17	100,121.17			150	.15

YOUR EMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS				Income	Income Year To Date
Date	Transaction Type	Quantity	Description		
12/17	Bank Interest		BANK DEPOSIT INT 12/17	.34	
12/31	Bank Interest		BANK DEPOSIT INTEREST	.86	

+

001

0749

2 of 7