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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation <b>WINN FAMILY FOUNDATION</b>	A Employer identification number <b>45-2606351</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P. O. BOX 1501, NJ2-130-03-31</b>	Room/suite
City or town, state, and ZIP code <b>PENNINGTON NJ 08534-1501</b>	
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	
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	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>7,866,040</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

**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)
1 Contributions, gifts, grants, etc., received (attach schedule)	<b>7,780,464</b>			
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	<b>81,612</b>	<b>81,612</b>		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	<b>-530,472</b>			
b Gross sales price for all assets on line 6a <b>7,514,187</b>				
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	<b>7,331,604</b>	<b>81,612</b>	<b>0</b>	

Revenue	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
Operating and Administrative Expenses	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)	<b>18,451</b>	<b>11,070</b>	<b>7,380</b>
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	<b>6,571</b>	<b>941</b>	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	<b>210</b>		<b>210</b>
	24 Total operating and administrative expenses.	<b>25,232</b>	<b>12,011</b>	<b>0</b>
	Add lines 13 through 23			<b>7,590</b>
	25 Contributions, gifts, grants paid	<b>835,000</b>		<b>835,000</b>
	26 Total expenses and disbursements Add lines 24 and 25	<b>860,232</b>	<b>12,011</b>	<b>0</b>
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	<b>6,471,372</b>		
	b Net investment income (if negative, enter -0-)		<b>69,601</b>	
	c Adjusted net income (if negative, enter -0-)			<b>0</b>

For Paperwork Reduction Act Notice, see instructions.

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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		<b>Beginning of year</b>	<b>End of year</b>	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	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 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,367,133	7,850,459	7,866,040	
<b>Liabilities</b>	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 ► )	0	0	
<b>Total liabilities</b> (add lines 17 through 22)				
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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 <b>Total net assets or fund balances</b> (see instructions)	1,367,133	7,850,459	
	31 <b>Total liabilities and net assets/fund balances</b> (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) ► See Attached Statement	3	24,967
4 Add lines 1, 2, and 3	4	7,863,472
5 Decreases not included in line 2 (itemize) ► CY LATE POSTING MUTUAL FUNDS	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

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a See Attached Statement</b>				
<b>b See Attached Statement</b>				
<b>c See Attached Statement</b>				
<b>d See Attached Statement</b>				
<b>e See Attached Statement</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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.

2	0.572410
3	0.572410
4	4,041,328
5	2,313,297
6	696
7	2,313,993
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 ►  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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

1	1,392
2	0
3	1,392
4	
5	1,392

7 Total credits and payments Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

Refunded ► 11 0

**Part VII-A Statements Regarding Activities**

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?

	Yes	No
1a		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*

1b	X
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c Did the foundation file Form 1120-POL for this year?

1c	X
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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
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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
---	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

4a	X
----	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T*

4b	N/A
----	-----

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?

5	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*

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

TX

6	X
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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*

7	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*

8b	X
----	---

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

9	X
---	---

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 ► 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. 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 ► □	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

**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

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**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		

## 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

the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	
<b>1</b> <b>NONE</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
<b>1</b>	<b>NONE</b>	
<b>2</b>		
<b>3</b>	<b>NONE</b>	
All other program-related investments See instructions		
<b>Total</b>	<b>Add lines 1 through 3</b>	►
		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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 4,041,328
6	<b>Minimum investment return.</b> 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	<b>Distributable amount as adjusted</b> 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	<b>Qualifying distributions.</b> 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	<b>Adjusted qualifying distributions.</b> 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			0	
a Enter amount for 2011 only				
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	740,067		
f Total of lines 3a through e	740,067	740,067		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 842,590				
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	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:	1,381,983	1,381,983	0	0
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	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	740,067		
e Excess from 2012	641,916	641,916		



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>			► 3a	835,000
<b>b Approved for future payment</b> NONE				
<b>Total</b>			► 3b	0

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	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>	a				
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>		0		-448,860	0
<b>13 Total Add line 12, columns (b), (d), and (e)</b>		13		-448,860	

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

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.)

the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See Instructions )



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

Department of the Treasury  
 Internal Revenue Service

**Schedule of Contributors**

OMB No 1545-0047

**2012**

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

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 foundation

Check 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)

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR STEPHEN WINN 4000 INTERNATIONAL PARKWAY CARROLTON TX 75007 Foreign State or Province _____ Foreign Country _____	\$ 7,780.464	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

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

<b>Name of organization</b> WINN FAMILY FOUNDATION		<b>Employer identification number</b> 45-2606351	
<b>Part III</b> <i>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</i> Use duplicate copies of Part III if additional space is needed			
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
-----	-----	-----	-----
-----	-----	-----	-----
-----	-----	-----	-----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
-----		-----	
-----		-----	
For Prov Country		-----	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
-----	-----	-----	-----
-----	-----	-----	-----
-----	-----	-----	-----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
-----		-----	
-----		-----	
For Prov Country		-----	
<b>(a) No. from Part I</b>	<b>(b) Purpose of gift</b>	<b>(c) Use of gift</b>	<b>(d) Description of how gift is held</b>
-----	-----	-----	-----
-----	-----	-----	-----
-----	-----	-----	-----
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
-----		-----	
-----		-----	
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

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	Valuation Method	Capital Gains/Losses		Cost, Other Basis and Expenses	Net Gain or Loss		
											Long Term CGG Distributions	Short Term CGG Distributions	Total	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
1	X SPDR S&P MIDCAP 400 ETF	784677107			9/1/2012	12/18/2012	12/18/2012	113,004	110,735	Expense of Sale and Cost of Improvements	0	0	7,514,187	8,044,659	0	
2	X SPDR S&P MIDCAP 400 ETF	784677107			3/2/2012	12/18/2012	12/18/2012	28,531	27,599	Depreciation	0	0	0	0	0	2,932
3	X SPDR S&P MIDCAP 400 ETF	784677107			3/1/2012	12/18/2012	12/18/2012	12,680	11,929		0	0	0	0	0	751
4	X VANGUARD SMALL CAP	922900751			9/1/2012	12/18/2012	12/18/2012	60,642	59,791		0	0	0	0	0	851
5	X VANGUARD SMALL CAP	922900751			3/2/2012	12/18/2012	12/18/2012	28,764	27,610		0	0	0	0	0	1,154
6	X VANGUARD SMALL CAP	922900751			3/1/2012	12/18/2012	12/18/2012	12,702	11,690		0	0	0	0	0	1,012
7	X REALPAGE INC	75606M109			4/1/2008	12/6/2012	12/6/2012	7,256,494	7,795,305		0	0	0	0	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 Chantable Purposes
1	OTHER MISC FEES	210	0	0	210

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

---

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

<u>1</u> EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	<u>1</u>	24,841
<u>2</u> COST BASIS ADJUSTMENT	<u>2</u>	126
<u>3</u> Total . . . . .	<u>3</u>	24,967

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

<u>1</u> CY LATE POSTING MUTUAL FUNDS	<u>1</u>	13,013
<u>2</u> Total . . . . .	<u>2</u>	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	0	0
3	NATALIE W AMOROSO		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		CO-VICE PRESIDENT/ DIRECTOR	10.00	0	0	0
4	CHRISTOPHER S WINN		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		CO-VICE PRESIDENT/ DIRECTOR	10.00	0	0	0
5	HEATHER M WINN		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		CO-VICE PRESIDENT/ DIRECTOR	10.00	0	0	0
6	SABRINA KING		4000 INTERNATIONAL PARKWAY	CARROLTON	TX	75007		CO-VICE PRESIDENT/ DIRECTOR/ SECRETARY	5.00	0	0	0

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	20
3 Second quarter estimated tax payment	3	16
4 Third quarter estimated tax payment	4	220
5 Fourth quarter estimated tax payment	5	251
6 Other payments	6	
7 Total	7	507

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



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

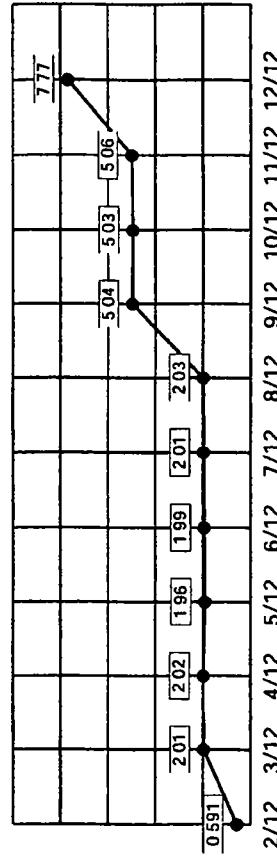
	December 31	November 30	Month Change
<b>Net Portfolio Value</b>	<b>\$7,765,919.08</b>	<b>\$5,054,810.21</b>	<b>\$2,711,108.87</b> ▲
Your assets	\$7,765,919.08	\$5,054,810.21	\$2,711,108.87
Your liabilities			
Your Net Cash Flow (Inflows/Outflows)	\$2,689,274.61		(\$3,526.27)
Securities You Transferred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

Investment Advice and Guidance:  
Call Your Private Wealth Advisor

Your Private Wealth Advisor:

TRANSFER/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



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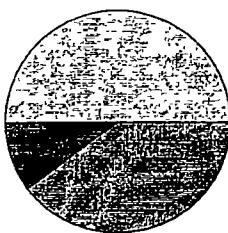
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## ASSET ALLOCATION\*

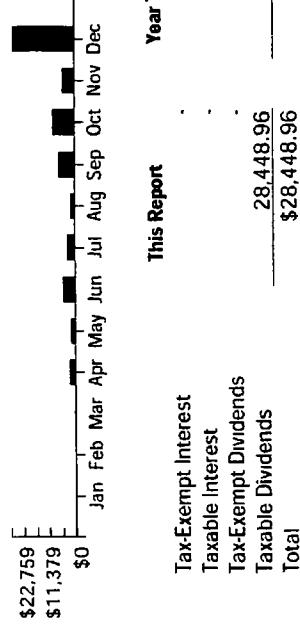
\* Estimated Accrued Interest not included; may not reflect all holdings; does not include asset categories less than 1%, includes the categorical values for the underlying portfolio of individual mutual funds, closed end funds, and UITs.



## CURRENT INCOME

December 01, 2012 : December 31, 2012

Year to Date  
67,86  
\$67,86  
\$177,66



FINANCIAL MARKET INDICATORS

TOP FIVE PORTFOLIO HOLDINGS

		Current Value	% of Portfolio	S&P 500	This Report	Last Report	Previous Year End
<b>ISHARES CORE TOTAL U.S. STANDARD&amp;POORS DEP RCPT</b>		2,019,434.40	26.00%	1426.19	1416.18	1257.60	.01%
<b>BI F MONEY FUND</b>		846,342.63	10.90%	Three-Month Treasury Bills	.05%	.08%	2.89%
<b>ISHARES BARCLYS 1-3 YEAR</b>		786,366.00	10.13%	Long-Term Treasury Bonds	2.95%	2.81%	.30%
<b>ISHARES RUSSELL 1000</b>		543,580.38	7.00%	One-Month LIBOR	.21%	.21%	
		539,834.07	6.95%	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

## TRUST MANAGEMENT ACCOUNT

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

ASSETS		December 31	November 30	CASH FLOW		This Statement	Year to Date
Cash/Money Accounts		787,838.95	515,873.95	Opening Cash/Money Accounts		\$515,873.95	
Fixed Income		-	-	<b>CREDITS</b>			
Equities		-	-	Funds Received		2,693,031.06	7,699,307.06
Mutual Funds	6,978,080.13	4,538,936.26	-	Electronic Transfers		-	
Options	-	-	-	Other Credits		-	
Other	-	-	-	<i>Subtotal</i>		2,693,031.06	7,699,307.06
<i>Subtotal (Long Portfolio)</i>	<b>7,765,919.08</b>	<b>5,054,810.21</b>		<b>DEBITS</b>			
<b>TOTAL ASSETS</b>	<b>\$7,765,919.08</b>	<b>\$5,054,810.21</b>		Electronic Transfers		(251.00)	(5,630.00)
				Other Debits		(3,505.45)	(18,531.56)
				MI. Trust Fees			
				Non MI. Trust Fees			
				Bill Payment			
				<i>Subtotal</i>		<b>(\$3,756.45)</b>	<b>(\$24,161.56)</b>
				<b>Net Cash Flow</b>		<b>\$2,689,274.61</b>	<b>\$7,675,145.50</b>
				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
				<b>Closing Cash/Money Accounts</b>		<b>\$787,838.95</b>	
				Securities You Transferred In/Out			

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**MLPF&S is a registered broker-dealer, Member Securities Investors 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

<b>CASH/MONEY ACCOUNTS</b>		<i>Quantity</i>	<i>Total Cost Basis</i>	<i>Estimated Market Price</i>	<i>Estimated Market Value</i>	<i>Annual Income</i>	<i>Estimated Annual Yield%</i>
<b>Description</b>							
<b>CASH</b>		1,019.10	1,019.10		<b>1,019.10</b>		
<b>BIF MONEY FUND</b>		734,366.00	734,366.00	1 0000	<b>734,366.00</b>	<b>294</b>	<b>.04</b>
<b>TOTAL</b>			735,385.10		<b>735,385.10</b>	<b>294</b>	<b>.04</b>
<hr/>							
<b>MUTUAL FUNDS/CLOSED END FUNDS/UIT</b>		<i>Quantity</i>	<i>Total Cost Basis</i>	<i>Estimated Market Price</i>	<i>Estimated Market Value</i>	<i>Unrealized Gain/(Loss)</i>	<i>Total Client Investment</i>
<b>Description</b>							
<b>ISHARES CORE S&amp;P MID-CAP ETF</b>		2,297	235,258.74	101.7000	<b>233,604.90</b>	(1,653.84)	<b>235,258</b>
<b>SYMBOL: IJH</b>	<i>Initial Purchase: 12/18/12</i>						
<b>Equity 100%</b>							
<b>ISHARES CORE S&amp;P SMALL CAP ETF</b>		2,012	157,177.44	78.1000	<b>157,137.20</b>	(40.24)	<b>157,177</b>
<b>SYMBOL: IJR</b>	<i>Initial Purchase: 12/18/12</i>						
<b>Equity 100%</b>							
<b>ISHARES RUSSELL 1000 GROWTH INDEX FUND</b>		8,243	546,795.06	65.4900	<b>539,834.07</b>	(6,960.99)	<b>546,795</b>
<b>SYMBOL: IWF</b>	<i>Initial Purchase: 03/07/12</i>						
<b>Equity 100%</b>							
<b>ISHARES RUSSELL 1000 VALUE INDEX FUND</b>		3,177	229,772.78	72.8200	<b>231,349.14</b>	1,576.36	<b>229,772</b>
<b>SYMBOL: IMD</b>	<i>Initial Purchase: 03/07/12</i>						
<b>Equity 100%</b>							
<b>ISHARES MSCI EAFFE INDEX FUND</b>		5,517	301,759.27	56.8600	<b>313,696.62</b>	11,937.35	<b>301,759</b>
<b>+</b>							
<b>003</b>							

WINN FAMILY FOUNDATION

# YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT		(continued)		Total Cost Basis		Estimated Market Price		Estimated Market Value		Unrealized Gain/(Loss)		Total Client Investment		Cumulative Investment Return (\$)		Estimated Annual Income		Current Yield %	
<b>Description</b>																			
SYMBOL: EFA	Initial Purchase. 03/07/12	Quantity																	
Equity 100%																			
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	Initial Purchase: 03/07/12																		
Fixed Income 100%																			
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	Initial Purchase: 03/07/12																		
Fixed Income 100%																			
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	Initial Purchase. 03/07/12																		
Equity 100%																			
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	Initial Purchase: 09/11/12																		
Fixed Income 100%																			
ISHARES IBOXX\$ HIGH YIEL 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	Initial Purchase. 03/07/12																		
Fixed Income 100%																			
ISHARES DOW JONES INTNDI		6,001		220,124,02		22,6700		225,206.07		5,252.05		230,134		5,252		11,382		4.83	

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## WINN FAMILY FOUNDATION

**YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS**

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/JIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return (\$)	Estimated Annual Current Income	Estimated Annual Yield%
<b>SELECT DIVIDEND INDEX FD</b>									
SYMBOL: IDV	Initial Purchase: 09/11/12								
Equity 100%									
ISHARES JP MORGAN EM BON	1,271	154,180.23	122,7900	<b>156,066.09</b>	1,885.86	154,180	<b>1,885</b>	<b>6.512</b>	<b>4.17</b>
SYMBOL: EMB	Initial Purchase: 09/11/12								
Fixed Income 100%									
STANDARD&POORS DEP RCPT	5,943	850,902.60	142.4100	<b>846,342.63</b>	(4,559.97)	850,902	<b>(4,559)</b>	<b>18,441</b>	<b>2.17</b>
SYMBOL: SPY	Initial Purchase: 03/07/12								
Equity 100%									
VANGUARD MSCI EMERGING	3,544	151,432.45	44.5300	<b>157,814.32</b>	6,381.87	151,432	<b>6,381</b>	<b>3,456</b>	<b>2.18</b>
MRKTS ETF									
SYMBOL: WFO	Initial Purchase: 03/07/12								
Equity 100%									
VANGUARD SHORT TERM BOND	4,781	388,212.76	80.9900	<b>387,213.19</b>	(999.57)	388,212	<b>(999)</b>	<b>5,962</b>	<b>1.53</b>
SYMBOL: BSV	Initial Purchase: 03/07/12								
Fixed Income 100%									
Subtotal (Fixed Income)							<b>3,880,322.12</b>		
Subtotal (Equities)							<b>3,097,758.01</b>		



## WINN FAMILY FOUNDATION

## YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

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 Income	Current Yield%
<b>TOTAL</b>	6,962,499.29		<b>6,978,080.13</b>	15,580.84		<b>15,582</b>	<b>177,349</b>	2.54	
<b>TOTAL PRINCIPAL INVESTMENTS</b>	7,697,884.39		<b>7,713,465.23</b>	15,580.84		<b>177,643</b>	<b>2.30</b>		

**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.<sup>1</sup>

## 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	Estimated Annual Yield%		
CASH	453.85	453.85		<b>453.85</b>				
BIF MONEY FUND	52,000.00	52,000.00	1.0000	<b>52,000.00</b>	<b>21</b>	.04		
<b>TOTAL</b>		52,453.85		<b>52,453.85</b>	<b>21</b>	.04		
<b>TOTAL INCOME INVESTMENTS</b>		52,453.85		<b>52,453.85</b>	<b>20</b>	.04		
<b>LONG PORTFOLIO</b>			Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Interest	Estimated Annual Income	Current Yield%
<b>TOTAL PRINCIPAL/INCOME INVESTMENTS</b>		7,750,338.24		<b>7,765,919.08</b>	15,580.84		<b>177,664</b>	2.29

WINN FAMILY FOUNDATION

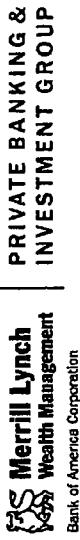
## YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

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

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

\* \* Duplicate Copy \* \*



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

**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

ASSETS		December 31	November 30	CASH FLOW	This Statement	Year to Date
Cash/Money Accounts						\$870,125.64
Fixed Income						
Equities						
Mutual Funds						
Options						
Other						
<b>Subtotal (Long Portfolio)</b>	<b>100,121.17</b>		<b>2,849,125.64</b>	<b>DEBITS</b>		
<b>TOTAL ASSETS</b>	<b>\$100,121.17</b>		<b>\$2,849,125.64</b>	Electronic Transfers		
LIABILITIES				Margin Interest Charged		
Debit Balance				Other Debits		
Short Market Value				Visa Purchases (debits)		
<b>TOTAL LIABILITIES</b>				ATM/Cash Advances		
<b>NET PORTFOLIO VALUE</b>	<b>\$100,121.17</b>		<b>\$2,849,125.64</b>	Checks Written/Bill Payment		
				<b>Subtotal</b>	<b>(2,761,531.06)</b>	<b>(6,534,667.06)</b>
				Net Cash Flow	<b>(\$2,761,531.06)</b>	<b>(\$8,524,667.06)</b>
				Dividends/Interest Income	<b>12120</b>	<b>1,161.65</b>
				Security Purchases/Debits		
				Security Sales/Credits	<b>1,991,405.39</b>	<b>7,256,493.60</b>
				<b>Closing Cash/Money Accounts</b>	<b>\$100,121.17</b>	
				Securities You Transferred In/Out		<b>7,770,464.24</b>

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## WINN FAMILY FOUNDATION INC

## 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
<b>TOTAL</b> ML Bank Deposit Program	<b>5,000</b>			<b>0.34</b>	<b>0</b>

## 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	1.17	1.17	1.17
PREFERRED DEPOSIT	100,120.00	100,120.00	1,0000	100,120.00	100,120.00	150
<b>TOTAL</b>		100,121.17		100,121.17	100,121.17	150
LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Interest	Estimated Annual Income	Current Yield%
<b>TOTAL</b>		100,121.17		100,121.17	150	.15

## YOUR EMA TRANSACTIONS

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

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December 01, 2012 - December 31, 2012