



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





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

AMENDED FOR PAGE 9 PART XIII LINE 4C ONLY

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

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

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

1100 NORTH MARKET STREET

Room/suite

City or town, state, and ZIP code

WILMINGTON, DE 19890-0900

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☒ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 5,128,765. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

A Employer identification number

51-6508170

B Telephone number

(302) 651-8571

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**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))

(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,356.	1,356.		STATEMENT 1
	4 Dividends and interest from securities	104,766.	54,351.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<2,690.>			
	b Gross sales price for all assets on line 6a	440,000.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	3,500.	0.		STATEMENT 3	
12 Total. Add lines 1 through 11	106,932.	55,707.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,267.	1,267.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes	2,155.	595.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	2,526.	1,324.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,948.	3,186.		0.
	25 Contributions, gifts, grants paid	222,500.			222,500.
26 Total expenses and disbursements. Add lines 24 and 25	228,448.	3,186.		222,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<121,516.>				
b Net investment income (if negative, enter -0-)		52,521.			
c Adjusted net income (if negative, enter -0-)			N/A		

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2012)

THE WINKY FOUNDATION

Form 990-PF (2012)

C/O WILMINGTON TRUST CO 009226-000

51-6508170

Page 2

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	794,611.	663,868.	663,868.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	1,821,462.	1,837,865.	1,813,090.
	b Investments - corporate stock STMT 10	436,067.	274,138.	198,295.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,282,181.	2,443,742.	2,453,512.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	5,334,321.	5,219,613.	5,128,765.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,334,321.	5,219,613.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	5,334,321.	5,219,613.	
31 Total liabilities and net assets/fund balances	5,334,321.	5,219,613.		

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	5,334,321.
2 Enter amount from Part I, line 27a	2	<121,516.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	7,126.
4 Add lines 1, 2, and 3	4	5,219,931.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	318.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,219,613.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 440,000.		442,690.	<2,690.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<2,690.>

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	<2,690.>
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	224,850.	4,828,085.	.046571
2010	312,000.	4,724,549.	.066038
2009	310,651.	4,370,302.	.071082
2008	306,648.	4,059,017.	.075547
2007	309,481.	4,067,342.	.076089

2 Total of line 1, column (d)	2	.335327
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	.067065
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,179,330.
5 Multiply line 4 by line 3	5	347,352.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	525.
7 Add lines 5 and 6	7	347,877.
8 Enter qualifying distributions from Part XII, line 4	8	222,500.

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.

THE WINKY FOUNDATION

Form 990-PF (2012)

C/O WILMINGTON TRUST CO 009226-000

51-6508170

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	1,050.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,050.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,050.
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	6a	1,825.	
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	1,825.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	775.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 775. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE		
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

N/A

Form 990-PF (2012)

THE WINKY FOUNDATION

Form 990-PF (2012)

C/O WILMINGTON TRUST CO 009226-000

51-6508170

Page 5

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 ► NO SITE	13	X	
14	The books are in care of ► WILMINGTON TRUST COMPANY Telephone no. ► (302) 651-1772 Located at ► 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 ► 19890-0900			
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	N/A	
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 checked="" type="checkbox"/> Yes <input 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	X
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 ►		
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. ►		
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

Form 990-PF (2012)

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)? ☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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?

N/A

7b

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.

(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
WILMINGTON TRUST COMPANY	TRUSTEE			
1100 N. MARKET STREET				
WILMINGTON, DE 19890	1.00	1,267.	0.	0.
GERRISH H MILLIKEN III	ADVISOR			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.
STEPHEN G MILLIKEN	ADVISOR			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2012)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,475,466.
b	Average of monthly cash balances	1b	782,737.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,258,203.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,258,203.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78,873.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,179,330.
6	Minimum investment return. Enter 5% of line 5	6	258,967.

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	258,967.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,050.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,050.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	257,917.
4	Recoveries of amounts treated as qualifying distributions	4	3,500.
5	Add lines 3 and 4	5	261,417.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	261,417.

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	222,500.
b	Program-related investments - total from Part IX-B	1b	0.
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	222,500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	222,500.

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.

Form 990-PF (2012)

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

AMENDED		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				261,417.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0.	
b	Total for prior years:		0.		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009	31,693.			
d	From 2010	69,803.			
e	From 2011				
f	Total of lines 3a through e	101,496.			
4	Qualifying distributions for 2012 from Part XII, line 4: ► \$ 222,500.				
a	Applied to 2011, but not more than line 2a			0.	
b	Applied to undistributed income of prior years (Election required - see instructions)		0.		
c	Treated as distributions out of corpus (Election required - see instructions) **	62,579.			
d	Applied to 2012 distributable amount				159,921.
e	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	101,496.			101,496.
6	Enter the net total of each column as indicated below:				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	62,579.			
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		0.		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	62,579.			
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012	62,579.			

** SEE STATEMENT 6

Form 990-PF (2012)

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)				
a Paid during the year				
317 MAIN STREET COMMUNITY MUSIC CENTER 317 MAIN STREET YARMOUTH, ME 04096		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
9 TO 5: THE NATIONAL ASSOC OF WORKING WOMEN 207 EAST BUFFALO ST # 211 MILWAUKEE, WI 53202		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AFRICA ACTION 1634 I STREET N. W. # 1000 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AMAZON WATCH 221 PINE STREET SUITE 400 SAN FRANCISCO, CA 94104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AMERICAN CIVIL LIBERTIES UNION 132 WEST 43RD STREET NEW YORK, NY 10109-0592		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total	SEE CONTINUATION SHEET(S)			222,500.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA, PA 19102		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BOULEVARD DENVER, CO 80221		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMERICAN INDIAN COMMUNITY HOUSE 11 BROADWAY, 2ND FLOOR NEW YORK, NY 10004		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMERICAN NEAR EAST REFUGEE AID 1111 14TH STREET NW, # 400 WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMERICAN RIVERS 1101 14TH STREET NW, SUITE 1400 WASHINGTON, DC 20005-5637		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
AMNESTY INTERNATIONAL P O BOX 96756 WASHINGTON, DC 20090-6756		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
ANIMAL LEGAL DEFENSE FUND P O BOX 96041 WASHINGTON, DC 20077		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
ARTSPACE 230 SOUTH 500 WEST SALT LAKE CITY, UT 84101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
BEYOND PESTICIDES 701 E STREET S.E. WASHINGTON, DC 20003-2841		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
BEYOND TOXICS P O BOX 1106 EUGENE, OR 97440		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				217,500.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
BLACK MESA INDIGENOUS SUPPORT MEDIA ISLAND INT'L. PO BOX 7204 816 ADAMS STREET FLAGSTAFF, AZ 86002		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
BREAD AND ROSES COMMUNITY FUND 1315 WALNUT STREET # 1300 PHILADELPHIA, PA 19107		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
BREAD AND ROSES 1320 8TH AVENUE S. E. OLYMPIA, WA 98501		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
BREAST CANCER FUND 1388 SUTTER STREET SAN FRANCISCO, CA 94109		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
BROTHER'S BROTHER FOUNDATION 1200 GALVESTON AVENUE PITTSBURG, PA 15233		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
BROTHERHOOD/SISTER SOL PROGRAM 512 WEST 143RD STREET NEW YORK, NY 10031		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
CALL ME MISTER CLEMSON UNIVERSITY 102 TILLMAN HALL CLEMSON, SC 29634		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CARE TO HELP PROJECT P O BOX 20277 SEATTLE, WA 98102		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CASCADIA WILDLANDS P O BOX 10455 EUGENE, OR 97440		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY, 7TH FLOOR NEW YORK, NY 10012		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CENTER FOR HEALTH, ENVIRONMENT AND JUSTICE P O BOX 6806 FALLS CHURCH, VA 22040		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CENTER FOR VICTIMS OF TORTURE 717 EAST RIVER ROAD MINNEAPOLIS, MN 55455-9916		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CHIAPAS MEDIA PROJECT AMERICAS MEDIA INITIATIVE 4834 N SPRNGFLD CHICAGO, IL 60625		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CHICAGO COALITION FOR THE HOMELESS 1325 SOUTH WABASH ROAD, # 205 CHICAGO, IL 60605		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CHILDREN NOW 1212 BROADWAY 5TH FLOOR OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CHILDREN'S DEFENSE FUND 25 EAST STREET, N. W. WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
CISPES EDUCATION FUND 1525 NEWTON STREET, N. W. WASHINGTON, DC 20010		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CITY HARVEST 575 8TH AVENUE 3RD FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
COALITION FOR THE HOMELESS 129 FULTON STREET NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
COALITION ON HOMELESSNESS 468 TURK STREET SAN FRANCISCO, CA 94102-3330		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
COLLEGE OF THE ATLANTIC 105 EDEN STREET BAR HARBOR, ME 04609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
CONSERVATION LAW FOUNDATION 47 PORTLAND STREET, SUITE 4 PORTLAND, ME 04103		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CONSERVATION NW 35 WEST MAIN # 220 SPOKANE, WA 99201		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
CULTURAL SURVIVAL 215 PROSPECT STREET CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
DAVIS-PUTTER SCHOLARSHIP FUND P O BOX 7307 NEW YORK, NY 10116-7307		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
DINE CITIZENS AGAINST RUINING OUR ENVIRONMENT HC63 BOX 263 WINSLOW, AZ 86047		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
DISARM EDUCATION FUND 113 UNIVERSITY PLACE, 8TH FLOOR NEW YORK, NY 10003		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE 2ND FLOOR NEW YORK, NY 10001-5004		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
DOGWOOD INITIATIVE, HONOR THE EARTH TIDES FOUNDATION 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129-1755		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
DOROTHY DAY HOUSE P O BOX 12701 BERKELEY, CA 94712		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
DOWNEAST SALMON FEDERATION P O BOX 201 187 MAIN STREET COLUMBIA FALLS, ME 04623		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
EARTHWORKS 1612 K STREET, N. W. SUITE 808 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
EAST TIMOR AND INDONESIA ACTION NETWORK AJ MUSTE MEMORIAL INSTITUTE/ETAN 339 LAFAYETTE STREET BROOKLYN, NY 11201		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS IN CA 344 40TH STREET OAKLAND, CA 94609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
EQUAL JUSTICE INITIATIVE OF ALABAMA 122 COMMERCE STREET MONTGOMERY, AL 36104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
EQUALITY NOW 250 WEST 57TH STREET, #1527 NEW YORK, NY 10107		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
EUGENE PEACEWORKS 454 WILLAMETTE EUGENE, OR 97401		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
EVICTON INTERVENTION SERVICES 12333 2ND AVENUE NEW YORK, NY 10065		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
FARM WORKER PESTICIDE PROJECT P O BOX 800 GRANGER, WA 98932		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
FARMWORKER JUSTICE 1126 16TH STREET NW # 270 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FEDERATION OF SOUTHERN COOPERATIVES LAND ASSISTANCE FUND 2769 CHURCH STREET EAST POINT, GA 30344		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
FIRST NATIONS DEVELOPMENT INSTITUTE 351 COFFMAN STREET SUITE 200 LONGMONT, CO 80501		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
FOUNDATION FOR NATIONAL PROGRESS 222 SUTTER STREET SUITE 600 SAN FRANCISCO, CA 94108		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
FRIENDS OF THE EARTH 1100 15TH STREET N.W., 11TH FLOOR WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
FUND FOR SOUTHERN COMMUNITIES 315 WEST PONCE DE LEON AVENUE, # 1061 DECATUR, GA 30030		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
GLOBAL EXCHANGE 2017 MISSION STREET # 303 SAN FRANCISCO, CA 94110-9864		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
GLOBAL FUND FOR WOMEN 222 SUTTER STREET SUITE 500 SAN FRANCISCO, CA 94108		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
GLOBALGIVING FOUNDATION 1816 12TH STREET N.W., 3RD FLOOR WASHINGTON, DC 20009		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET 4TH FLOOR BOSTON, MA 02130-4520		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
GRAY PANTHERS 1319 F STREET NW SUITE 302 WASHINGTON, DC 20004-1106		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GREEN AMERICA 1612 K STREET N W # 600 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
GREENPEACE FUND 702 H STREET WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
GUANACASTE DRY FOREST CONSERVATION FUND 415 SOUTH UNIVERSITY AVENUE PHILADELPHIA, PA 19104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
H.O.M.E. P O BOX 10 ORLAND, ME 04472		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
HONOR THE EARTH TIDES FOUNDATION 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129-1755		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
HUMANE FARMING ASSOCIATION P O BOX 3577 SAN RAFAEL, CA 94912-8902		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
HUNTERS POINT FAMILY GIRLS 2000, 1800 OAKDALE AVENUE SAN FRANCISCO, CA 94124		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
INDIAN LAW RESOURCE CENTER 602 NORTH EWING STREET HELENA, MT 59601		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
INDIGENOUS WOMEN'S NETWORK 13621 FM 2769 AUSTIN, TX 78726		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
INSTITUTE FOR FOOD & DEVELOPMENT POLICY 398 60TH STREET OAKLAND, CA 94618		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
INTERNATIONAL CAMPAIGN FOR TIBET 1825 JEFFERSON PLACE N.W. WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL MEDIA PROJECT /ADOPT A STATION 1714 FRANKLIN STREET #101-251 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL RIVERS NETWORK 2150 ALLSTON WAY SUITE 300 BERKELEY, CA 94704		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
INTERRELIGIOUS FOUNDATION FOR COMMUNITY ORGANIZATION 418 WEST 145TH STREET NEW YORK, NY 10031		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
LAKOTA FUND P O BOX 340 KYLE, SD 57752		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L STREET # 800 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
LINK MEDIA P O BOX 2008 SAN FRANCISCO, CA 94126-2008		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
LONG ISLAND BREAST CANCER ACTION COALITION 86 EAST ROCKAWAY ROAD HEWLETT, NY 11557		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
M.U.D. MISSOULA URBAN DEMONSTRATION PROJECT 629 PHILLIPS STREET MISSOULA, MT 59802		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MADRE 121 WEST 27TH STREET # 301 NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MAINE INITIATIVES P O BOX 2248 AUGUSTA, ME 04338		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
MAINE WOMENS FUND P O BOX 5135 PORTLAND, ME 04101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
MAINSTREAM MEDIA PROJECT ARTS OF PEACE 854 9TH STREET SUITE B ARCATA, CA 95521		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MAKE THE ROAD NEW YORK 101 GROVE STREET BUSHWICK, BROOKLYN, NY 11237		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MARINE ENVIRONMENTAL RESEARCH INSTITUTE M.E.R.I. P O BOX 1652 BLUE HILL, ME 04614		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MICHELE MEANS SCHOLARSHIP OGLALA LAKOTA COLLEGE KYLE, SD 57752		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MONTANA ENVIRONMENTAL INFORMATION CENTER HELENA, MT 59601		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
MONTANA HUMAN RIGHTS NETWORK P O BOX 1509 HELENA, MT 59624		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MONTANA WILDERNESS ASSOC. 30 SOUTH EWING HELENA, MT 59601		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MY SISTER'S PLACE P O BOX 29596 WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
NAACP LEGAL DEFENSE & EDUCATION FUND 99 HUDSON STREET # 1600 NEW YORK, NY 10013-2815		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
NATIONAL COALITION FOR THE HOMELESS 2201 P STREET, N. W. WASHINGTON, DC 20037		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
NATIVE AMERICAN COMMUNITY BOARD P O BOX 8251 LAKE ANDES, SD 57356-0572		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
NATIVE AMERICAN RIGHTS FUND 1506 BROADWAY BOULDER, CO 80302-6296		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
NATURAL RESOURCE CENTER OF MAINE NATURAL RESOURCES COUNCIL, 3 WADE STREET AUGUSTA, ME 04330		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
NAVAJO HEALTH FOUNDATION P O BOX 457 GANADO, AZ 86505		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
NEW YORK HARBOR SCHOOL NEW YORK HARBOR FOUNDATION 400 IRVING AVENUE 4TH FLOOR BROOKLYN, NY 11237		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
NICARAGUA NETWORK EDUCATION FUND ALLIANCE FOR GLOBAL JUSTICE 1247 E STREET WASHINGTON, DC 20003		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
NORTHWEST CENTER FOR ALTERNATIVES TO PESTICIDES P O BOX 1393 EUGENE, OR 97440		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
NORTHWEST IMMIGRANT RIGHTS PROJECT 615 2ND AVENUE, SUITE 400 SEATTLE, WA 98104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
OGLALA LAKOTA COLLEGE P O BOX 537, 537 PIYA WICONI ROAD KYLE, SD 57752-9900		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
OKANOGAN COMMUNITY ACTION COUNCIL P O BOX 1067 OKANOGAN, WA 98840		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
OXFAM AMERICA 226 CAUSEWAY STREET 5TH FLOOR BOSTON, MA 02114-2206		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
PACIFIC RIVERS COUNCIL P O BOX 10798 EUGENE, OR 97440		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PASTORS FOR PEACE INTER-RELIGIOUS FOUNDATION FOR COMMUNITY ORGANIZATION 418 WEST 145 ST NEW YORK, NY 10012		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PEACE & JUSTICE CENTER 60 LAKE STREET # 1 C BURLINGTON, VT 05401		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PEACE ACTION EDUCATION FUND 8630 FENTON STREET SUITE 524 SILVER SPRING, MD 20910		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PEACE BRIGADES INTERNATIONAL/USA 1326 9TH STREET N. W. WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PEOPLES RIGHTS FUND INT'L ACTION CENTER 55 WEST 17TH STREET SUITE 500 NEW YORK, NY 10011		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PESTICIDE ACTION NETWORK 49 POWELL STREET # 500 SAN FRANCISCO, CA 94102-9564		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PLANNED PARENTHOOD OF CENTRAL WASHINGTON 1117 TIETON DRIVE YAKIMA, WA 98902		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PLOUGHSHARES FUND 1808 WEDEMEYER ST SUITE 2000 THE PRESIDIO SAN FRANCISCO, CA 94129		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PRETTY BIRD WOMAN HOUSE P O BOX 596 MCLAUGHLIN, SD 57642		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PROJECT SOUTH; INSTITUTE FOR THE ELIMINATION OF POVERTY AND GENOCIDE 9 GLAMON AVENUE ATLANTA, GA 30315		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PROMETHEUS RADIO PROJECT P O BOX 42158 PHILADELPHIA, PA 19101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
PUBLIC EMPLOYEES FOR ENVIRONMENTAL RESPONSIBILITY 2000 P STREET N. W. SUITE 240 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
QUEST FOR PEACE, HAITI REBORN, JUSTICE MATTERS QUIXOTE CENTER 7307 BALTIMORE AVENUE # 214 HYATTSVILLE, MD 20781		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
RACHEL CORRIE FOUNDATION FOR PEACE & JUSTICE 203 EAST FOURTH AVENUE # 307 OLYMPIA, WA 98501		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
RAINFOREST ACTION NETWORK 221 PINE STREET SAN FRANCISCO, CA 94104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
REDWOOD JUSTICE FUND (TWO \$1000 CONTRIBUTIONS BOTH ON 11/14/12) P O BOX 14720 SANTA ROSA, CA 95402		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
REMOTE AREA MEDICAL FOUNDATION 1834 BEECH STREET KNOXVILLE, TN 37920		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
RESIST 259 ELM STREET # 201 SOMERVILLE, MA 02144		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	9,000.
RIGHTS ACTION P O BOX 50887 WASHINGTON, DC 20091-0887		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
ROSENBERG FUND FOR CHILDREN 116 PLEASANT STREET # 248 EASTHAMPTON, MA 01027		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
RUSSELL MEANS SCHOLARSHIP LITTLE BIGHORN COLLEGE, 1 FOREST LANE CROW AGENCY, MT 59022		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SALVATION ARMY P O BOX 4634 SPOKANE, WA 99220		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SAN CARLOS FOUNDATION 1065 CRESTON ROAD BERKELEY, CA 94708		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SAVE AMERICA'S FORESTS FUND 4 LIBRARY COURT, S. E. WASHINGTON, DC 20003		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SAVE OUR WILD SALMON COALITION 200 FIRST AVENUE WEST, # 201 SEATTLE, WA 98119		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SCHOOLS FOR CHIAPAS NETWORK FOR GOOD SCHOOLS FOR CHIAPAS 7920 NORFOLK AVENUE SUITE 520 SAN DIEGO, CA 92101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SECOND HARVEST FOODBANK OF INLAND NORTHWEST 1234 EAST FRONT AVNUE SPOKANE, WA 99202		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SEVA FOUNDATION 1786 FIFTH AVENUE BERKELEY, CA 94710		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SEVENTH GENERATION FUND P O BOX 4569 ARCATA, CA 95518		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
SIGHTLINE INSTITUTE 1402 3RD AVENUE, # 500 SEATTLE, WA 98101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SILENT SPRING INSTITUTE 29 CRAFTS STREET NEWTON, MA 02458		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SOCIAL JUSTICE FUND NORTHWEST 603 STEWART STREET # 1007 SEATTLE, WA 98101-1264		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
SOUTH WEST ORGANIZING PROJECT 211 10TH STREET S.W. ALBUQUERQUE, NM 87102		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET, N.W. ATLANTA, GA 30303-2122		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
SPECIAL OLYMPICS, WASHINGTON 2150 NORTH 107TH STREET # 220 SEATTLE, WA 98133		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
STRIVE EAST HARLEM EMPLOYMENT SERVICES, 240 EAST 123RD STREET, 3RD FLOOR NEW YORK, NY 10035		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
STROUD WATER RESEARCH CENTER 970 SPENCER ROAD AVONDALE, PA 19311		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
TIBETAN REFUGEE CHILDREN'S PROJECT BUDDHIST PEACE FELLOWSHIP/T.R.C.P. P.O. BOX 3470 SAN RAFAEL, CA 94703		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE CAMBRIDGE, MA 02238-9105		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
UNITED FOR A FAIR ECONOMY 29 WINTER STREET BOSTON, MA 02108		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
UNITED HOUMA NATION HURRICANE RELIEF 20986 HIGHWAY ONE GOLDEN MEADOW, LA 70357		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
UNITED TO END GENOCIDE 1025 CNNECTICUT AVE., N.W.SUITE 3 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
US LABOR EDUCATION IN THE AMERICAS PROJECT P O BOX 268-290 CHICAGO, IL 60626		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
USA FOR UNHCR 1775 K STREET, N.W. SUITE 290 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
VETERANS FOR PEACE 216 SOUTH MERAMEC AVENUE ST. LOUIS, MO 63105		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
VOICES ON THE BORDER 3321 12TH STREET, N .E. WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
WAR RESISTERS LEAGUE A J MUSTE MEMORIAL INSTITUTE/WRL NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
WASHINGTON OFFICE ON LATIN AMERICA 1666 CONNECTICUT AVENUE NW, SUITE 400 WASHINGTON, DC 20009		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
WASHINGTON PEACE CENTER 1525 NEWTON STREET N W WASHINGTON, DC 20010		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
WASHINGTON TOXICS COALITION 4649 SUNNYSIDE AVENUE # 540E SEATTLE, WA 98103		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
WBAI PACIFICA RADIO DEMOCRACY NOW PRODUCTIONS 207 W 25TH ST NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLND STREET EUGENE, OR 97401		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
WESTERN SHOSHONE DEFENSE PROJECT SEVENTH GENERATION FUND, P O BOX 4569 CRESCENT VALLEY, NV 89821		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
WHITE EARTH LAND RECOVERY PROJECT 607 MAIN AVENUE P O BOX 97 CALLAWAY, MN 56521		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
WILDERNESS WATCH P O BOX 9175 MISSOULA, MT 59807		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
WILDWEST INSTITUTE P O BOX 7998 MISSOULA, MT 59807		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
WITNESS FOR PEACE 3628 12TH STREET N.E. 1ST FLOOR WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
WOMEN IN NEED, INC. 115 WEST 31ST STREET NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	2,000.
WOMEN'S BREAST CANCER RESOURCE CENTER 5741 TELEGRAPH AVENUE OAKLAND, CA 94609		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
WOMEN'S INTERNATIONAL LEAGUE FOR PEACE & FREEDOM JANE ADDAMS PEACE ASSOCIATION 777 UNITED NATIONS PLAZA BOSTON, MA 02114		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
WOMENS COMMUNITY CANCER PROJECT 46 PLEASANT STREET CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
WOMENS ENVIRONMENT & DEVELOPMENT ORGANIZATION 355 LEXINGTON AVENUE NEW YORK, NY 10017-6603		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	1,000.
Total from continuation sheets				

Part XVII

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

► TRUST OFFICER

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ACCRUED MARKET DISCOUNT INTEREST	266.
R.S.T.I.F. CORPORATE INTEREST	181.
R.S.T.I.F. U.S. GOVERNMENT INTEREST	909.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,356.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	8,058.	0.	8,058.
L.T.I.F. FUND CORPORATE INTEREST	111.	0.	111.
MUNICIPAL BOND INTEREST L.T.I.F.	50,415.	0.	50,415.
US TREASURY INTEREST L T I F	4,240.	0.	4,240.
US TREASURY NOTES INTEREST	41,942.	0.	41,942.
TOTAL TO FM 990-PF, PART I, LN 4	104,766.	0.	104,766.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RECOVERY OF PRIOR YEAR DISTRIB. (CANCELLATION OF UNCASHED CHECKS LIST ATTCH)	3,500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,500.	0.	

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD FROM DIVIDENDS	595.	595.		0.
ESTIMATED 990PF TAXES	1,560.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,155.	595.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
L. T. I. F. FEES: COLUMN B AMOUNT IS PORTION ALLOCATED TO TAXABLE INCOME	2,526.	1,324.		0.
TO FORM 990-PF, PG 1, LN 23	2,526.	1,324.		0.

FOOTNOTES

STATEMENT

6

FORM 990PF PART XIII DISTRIBUTION FROM CORPUS ELECTION

ELECTION PURSUANT TO INTERNAL REVENUE CODE REGULATION
53-4942(A)-3(D)(2)

THE WINKY FOUNDATION HEREBY ELECTS TO TREAT THE
CURRENT YEAR'S QUALIFYING DISTRIBUTIONS IN EXCESS
OF THE IMMEDIATELY PRECEDING YEAR'S UNDISTRIBUTED
INCOME AS MADE OUT OF CORPUS TO SATISFY THE REQUIREMENTS
IMPOSED BY INTERNAL REVENUE CODE SECTION 170(B)(1)(F)
PURSUANT TO REG. 53.4942(A)-3(C)(2)(IV).

THE FOLLOWING UNUSED PRIOR TAX YEARS' DISTRIBUTIONS
THAT WERE TREATED AS CORPUS DISTRIBUTIONS IN SUCH
YEARS ARE IDENTIFIED

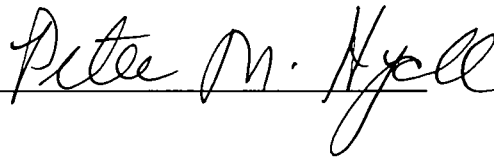
YEAR 2010

62,579.

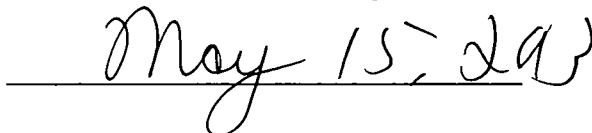
TOTAL

62,579.

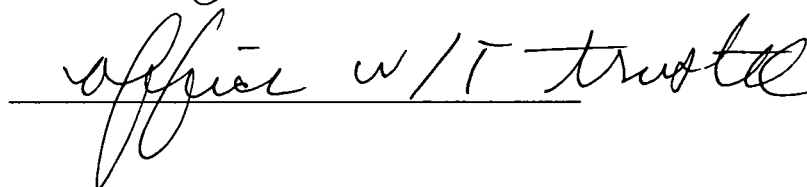
SIGNED



DATE



TITLE



PAGE 8 PART XI DISTRIBUTABLE AMOUNT
LINE 4 RECOVERIES OF AMOUNTS TREATED AS
QUALIFYING DISTRIBUTIONS

THE FOLLOWING GRANTS PAID WERE REVERSED IN THE CURRENT
YEAR DUE TO UNCASHED GRANT CHECKS

12/21/2011 TIDES FOUNDATION HONOR THE EARTH	1,000.
12/21/2011 A J MUSTE CHECK 462582	1,000.
12/21/2011 INTERNATIONAL MEDIA ADOPT A STATION	500.
12/21/2011 URBAN ASSEMBLY CHECK 462847	1,000.

TOTAL REVERSALS / RECOVERIES OF GRANTS

3,500.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
L. T. I. F. BASIS DIFF., TX ATTRIB VS CASH RECVD, SEE W/P ATTACHED	2,497.
INTEREST PAYMENTS RECEIVED JANUARY 2012, TAXABLE ON 2011	4,629.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,126.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
INTEREST PAYMENTS RECEIVED JANUARY 2013, TAXABLE ON 2012	89.
ACCRUED INTEREST U S TRS 4.250% BND PURCH 9/2/2011 EFFCTV 2/15/2012	229.
TOTAL TO FORM 990-PF, PART III, LINE 5	318.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES	X		1,837,865.	1,813,090.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,837,865.	1,813,090.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,837,865.	1,813,090.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS, OTHER THAN VANGUARD	274,138.	198,295.
TOTAL TO FORM 990-PF, PART II, LINE 10B	274,138.	198,295.

Attachment to Form 990PF: Return of Private Foundation

Part III, Page 2 Line 3 or 5 Other changes in net assets or fund balances

p m/h
4/18/2013

Foundation Name: Winky Foundation
EIN: 51-6508170

Capital Adjustments (year ending 12/31/2012)**Common Fund Distribution**

Income Summary (cash received code 986)	\$	54,777.72	
Fund Sheet (Income reported)*		(51,913.28)	
TOTAL		<u>2,864.44</u>	2,864.44

Common Fund

Ending Balance 12/31/2012	\$	2,281,814.00	
Less: Fund Purchases			
Add: Cost Basis of C T Fund Units sold			
Less: Beginning Balance 01/01/2012		<u>(2,282,181.00)</u>	
Total		(367.00)	\$ (367.00)

Net Capital Adjustment	\$	<u>2,497.44</u>
------------------------	----	-----------------

*Details of tax attributes received from common trust funds

Dividends	\$	-
Municipal Interest	\$	50,414.55
Corp Interest	\$	110.87
US Inter	\$	4,240.41
expenses	\$	(2,526.57)
short gain / (loss)	\$	(133.12)
long gain / (loss)	\$	(192.86)
Total	\$	<u>51,913.28</u>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RESTRICTED LONG TERM INVESTMENT FUND	COST	2,281,814.	2,278,680.
VANGUARD FUNDS	COST	161,928.	174,832.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,443,742.	2,453,512.

Exclusion Codes

General Exceptions

- 01 - Income from an activity that is not regularly carried on (section 512(a)(1))
- 02 - Income from an activity in which labor is a material income-producing factor and substantially all (at least 85%) of the work is performed with unpaid labor (section 513(a)(1))
- 03 - Section 501(c)(3) organization - Income from an activity carried on primarily for the convenience of the organization's members, students, patients, visitors, officers, or employees (hospital parking lot or museum cafeteria, for example) (section 513(a)(2))
- 04 - Section 501(c)(4) local association of employees organized before May 27, 1969 - Income from the sale of work-related clothes or equipment and items normally sold through vending machines; food dispensing facilities; or snack bars for the convenience of association members at their usual places of employment (section 513(a)(2))
- 05 - Income from the sale of merchandise, substantially all of which (at least 85%) was donated to the organization (section 513(a)(3))

Specific Exceptions

- 06 - Section 501(c)(3), (4), or (5) organization conducting an agricultural or educational fair or exposition - Qualified public entertainment activity income (section 513(d)(2))
- 07 - Section 501(c)(3), (4), (5), or (6) organization - Qualified convention and trade show activity income (section 513(d)(3))
- 08 - Income from hospital services described in section 513(e)
- 09 - Income from noncommercial bingo games that do not violate state or local law (section 513(f))
- 10 - Income from games of chance conducted by an organization in North Dakota (section 311 of the Deficit Reduction Act of 1984, as amended)
- 11 - Section 501(c)(12) organization - Qualified pole rental income (section 513(g)) and/or member income (described in section 501(c)(12)(H))
- 12 - Income from the distribution of low-cost articles in connection with the solicitation of charitable contributions (section 513(h))
- 13 - Income from the exchange or rental of membership or donor list with an organization eligible to receive charitable contributions by a section 501(c)(3) organization; by a war veterans' organization; or an auxiliary unit or society of, or trust or foundation for, a war veterans' post or organization (section 513(h))

Modifications and Exclusions

- 14 - Dividends, interest, payments with respect to securities loans, annuities, income from notional principal contracts, other substantially similar income from ordinary and routine investments, and loan commitment fees, excluded by section 512(b)(1)
- 15 - Royalty income excluded by section 512(b)(2)
- 16 - Real property rental income that does not depend on the income or profits derived by the person leasing the property and is excluded by section 512(b)(3)

- 17 - Rent from personal property leased with real property and incidental (10% or less) in relation to the combined income from the real and personal property (section 512(b)(3))
- 18 - Gain or loss from the sale of investments and other non-inventory property and from certain property acquired from financial institutions that are in conservatorship or receivership (sections 512(b)(5) and (16)(A))
- 19 - Gain or loss from the lapse or termination of options to buy or sell securities or real property, and on options and from the forfeiture of good-faith deposits for the purchase, sale, or lease of investment real estate (section 512(b)(5))
- 20 - Income from research for the United States; its agencies or instrumentalities; or any state or political subdivision (section 512(b)(7))
- 21 - Income from research conducted by a college, university, or hospital (section 512(b)(8))
- 22 - Income from research conducted by an organization whose primary activity is conducting fundamental research, the results of which are freely available to the general public (section 512(b)(9))
- 23 - Income from services provided under license issued by a federal regulatory agency and conducted by a religious order or school operated by a religious order, but only if the trade or business has been carried on by the organization since before May 27, 1959 (section 512(b)(15))

Foreign Organizations

- 24 - Foreign organizations only - Income from a trade or business NOT conducted in the United States and NOT derived from United States sources (patrons) (section 512(a)(2))

Social Clubs and VEBAs

- 25 - Section 501(c)(7), (9), or (17) organization - Non-exempt function income set aside for a charitable, etc., purpose specified in section 170(c)(4) (section 512(a)(3)(B)(i))
- 26 - Section 501(c)(7), (9), or (17) organization - Proceeds from the sale of exempt function property that was or will be timely reinvested in similar property (section 512(a)(3)(D))
- 27 - Section 501(c)(9) or (17) organization - Nonfunction income set aside for the payment of life, sick, accident, or other benefits (section 512(a)(3)(B)(ii))

Veterans' Organizations

- 28 - Section 501(c)(19) organization - Payments for life, sick, accident, or health insurance for members or their dependents that are set aside for the payment of such insurance benefits or for a charitable, etc., purpose specified in section 170(c)(4) (section 512(a)(4))
- 29 - Section 501(c)(19) organization - Income from an insurance set-aside (see code 28 above) that is set aside for payment of insurance benefits or for a charitable, etc., purpose specified in section 170(c)(4) (Regs. section 1.512(a)-4(b)(2))

Debt-Financed Income

- 30 - Income exempt from debt-financed (section 514) provisions because at least 85% of the use of the property is for the organization's exempt purposes. (*Note: This code is only for income from the 15% or less non-exempt purpose use.*) (section 514(b)(1)(A))
- 31 - Gross income from mortgaged property used in research activities described in section 512(b)(7), (8), or (9) (section 514(b)(1)(C))
- 32 - Gross income from mortgaged property used in any activity described in section 513(a)(1), (2), or (3) (section 514(b)(1)(D))
- 33 - Income from mortgaged property (neighborhood land) acquired for exempt purpose use within 10 years (section 514(b)(3))
- 34 - Income from mortgaged property acquired by bequest or devise (applies to income received within 10 years from the date of acquisition) (section 514(c)(2)(B))
- 35 - Income from mortgaged property acquired by gift where the mortgage was placed on the property more than 5 years previously and the property was held by the donor for more than 5 years (applies to income received within 10 years from the date of gift (section 514(c)(2)(B)))
- 36 - Income from property received in return for the obligation to pay an annuity described in section 514(c)(5)
- 37 - Income from mortgaged property that provides housing to low and moderate income persons, to the extent the mortgage is insured by the Federal Housing Administration (section 514(c)(6)). (*Note: In many cases, this would be exempt function income reportable in column (e). It would not be so in the case of a section 501(c)(5) or (6) organization, for example, that acquired the housing as an investment or as a charitable activity.*)
- 38 - Income from mortgaged real property owned by: a school described in section 170(b)(1)(A)(ii); a section 509(a)(3) affiliated support organization of such a school; a section 501(c)(25) organization; or by a partnership in which any of the above organizations owns an interest if the requirements of section 514(c)(9)(B)(vi) are met (section 514(c)(9))

Special Rules

- 39 - Section 501(c)(5) organization - Farm income used to finance the operation and maintenance of a retirement home, hospital, or similar facility operated by the organization for its members on property adjacent to the farm land (section 1951(b)(8)(B) of Public Law 94-455)
- 40 - Annual dues, not exceeding \$148 (subject to inflation), paid to a section 501(c)(5) agricultural or horticultural organization (section 512(d))

Trade or Business

- 41 - Gross income from an unrelated activity that is regularly carried on but, in light of continuous losses sustained over a number of tax periods, cannot be regarded as being conducted with the motive to make a profit (not a trade or business)

Other

- 42 - Receipt of qualified sponsorship payments described in section 513(i)
- 43 - Exclusion of any gain or loss from the qualified sale, exchange, or other disposition of any qualifying brownfield property (section 512(b)(19))

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 US TREASURY NOTES DTD 1/15/2009		P	04/28/09	01/17/12
b US TREASURY NOTES DTD 4/15/2009		P	04/28/09	04/16/12
c US TREASURY NOTES 1.50%		P	01/21/10	07/15/12
d U S TREASURY NOTES 4.00%		P	11/15/07	11/15/12
e L. T. I. F. PASS THRU S/T		P	VARIOUS	12/31/12
f L. T. I. F. PASS THRU L/T		P	VARIOUS	12/31/12
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 110,000.		110,000.	0.
b 110,000.		110,194.	<194.>
c 110,000.		110,881.	<881.>
d 110,000.		111,289.	<1,289.>
e		133.	<133.>
f		193.	<193.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			<194.>
c			<881.>
d			<1,289.>
e			<133.>
f			<193.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<2,690.>
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). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

Balance Sheet Supporting Detail for 990PF Part II page Two

Account: 009226-000 THE WINKY FOUNDATION

As of Date 12/31/2012

Description	CUSIP	Quantity	Market Value	% MV	Price	Federal Tax Cost
BARCLAYS BANK PLC						
IPATH DOW JONES-AIG COMMODITY INDEX						
TOTAL RETURN	06738C778	1,397 0000	57,765 95	1 13	41 350000	80,895 20
ISHARES MSCI EAFE INDEX ETF	464287465	1,261 0000	71,700 46	1 40	56 860000	80,891 87
ISHARES S&P SMALLCAP 600 BARRA						
GROWTH INDEX ETF	464287887	314 0000	26,388 56	0 52	84 040000	15,339 69
ISHARES S&P SMALLCAP 600 BARRA						
VALUE INDEX ETF	464287879	295 0000	23,868 45	0 47	80 910000	15,428 30
POWERSHARES WILDERHILL CLEAN ENERGY						
PORTFOLIO ETF	73935X500	4,552 0000	18,572 16	0 36	4 080000	81,583 74
RESTRICTED LONG TERM INVESTMENT FUND						
	997611108	215,988 6471	2,278,680 23	44.53	10 550000	2,281,814 32
RESTRICTED SHORT TERM INVESTMENT FND	821400009	652,628 6500	652,628 65	12 75	1 000000	652,628 65
UNITED STATES TREASURY NOTES						
DTD 11/30/2011 0 875% 11/30/2016	912828RU6	110,000 0000	111,555 40	2 18	1 014140	111,779 28
UNITED STATES TREASURY NOTES						
DTD 01/15/2011 1 000% 01/15/2014	912828PQ7	110,000 0000	110,919 60	2 17	1 008360	109,897 24
UNITED STATES TREASURY NOTES						
DTD 11/30/2010 1 375% 11/30/2015	912828PJ3	110,000 0000	113,231 80	2 21	1 029380	113,278 88
UNITED STATES TREASURY NOTES						
DTD 07/31/2011 1 500% 07/31/2016	912828QX1	110,000 0000	114,056 80	2 23	1 036880	114,499 20
UNITED STATES TREASURY NOTES						
DTD 03/31/2009 1 750% 03/31/2014	912828KJ8	110,000 0000	112,092 20	2 19	1 019020	111,796 46
UNITED STATES TREASURY NOTES						
DTD 06/30/2010 1 875% 06/30/2015	912828NL0	110,000 0000	114,262 50	2 23	1 038750	114,417 56
UNITED STATES TREASURY NOTES						
DTD 01/31/2011 2 000% 01/31/2016	912828PS3	110,000 0000	115,439 50	2 26	1 049450	116,295 29
UNITED STATES TREASURY NOTES						
DTD 04/30/2011 2 000% 04/30/2016	912828QF0	110,000 0000	115,732.10	2 26	1 052110	115,925 76
UNITED STATES TREASURY NOTES						
DTD 10/31/2009 2 375% 10/31/2014	912828LS7	110,000 0000	114,237 20	2 23	1 038520	116,419 90
UNITED STATES TREASURY NOTES						
DTD 03/31/2008 2 500% 03/31/2013	912828HV5	110,000 0000	110,644 60	2 16	1 005860	113,038 26
UNITED STATES TREASURY NOTES						
DTD 03/31/2010 2 500% 03/31/2015	912828MW7	110,000 0000	115,465 90	2 26	1 049690	117,042 95
UNITED STATES TREASURY NOTES						
DTD 06/30/2009 2 625% 06/30/2014	912828KY5	110,000 0000	113,927 00	2 23	1 035700	116,015 99
UNITED STATES TREASURY NOTES						
DTD 10/31/2008 2 750% 10/31/2013	912828JQ4	110,000 0000	112,333 10	2 20	1 021210	115,912 87
UNITED STATES TREASURY NOTES						
DTD 01/31/2008 2 875% 01/31/2013	912828HQ6	106,000 0000	106,232.14	2 08	1 002190	109,925 67
UNITED STATES TREASURY NOTES						
DTD 06/30/2008 3 375% 06/30/2013	912828JD3	110,000 0000	111,762.20	2 18	1 016020	115,740 99
UNITED STATES TREASURY NOTES						
DTD 08/15/2005 4 250% 08/15/2015	912828EE6	110,000 0000	121,198 00	2 37	1 101800	125,877 32
VANGUARD EMERGING MARKETS						
STOCK INDEX FUND						
CLASS INVESTOR	922042304	3,190 9500	89,378 52	1 75	28 010000	81,700 00
VANGUARD FTSE EMERGING MARKETS ETF	922042858	1,919 0000	85,453 07	1 67	44 530000	80,228 11
TOTAL □Principal Portfolio - USD		2,637,546.2471	5,117,526.09	100 00		5,208,373.50
RESTRICTED SHORT TERM INVESTMENT FND	821400009	11,239 5300	11,239 53	100 00	1 000000	11,239 53
TOTAL □Income Portfolio - USD		11,239.5300	11,239.53	100.00		11,239.53
TOTAL □009226-000		2,648,785 7771	\$5,128,766	100 00		\$5,219,613