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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
WINLEY FOUNDATION

A Employer identification number
52-1230146

Number and street (or P O box number if mail is not delivered to street address)
100 NORTH VILLAGE AVE STE 35

Room/suite

B Telephone number (see instructions)
(845) 489-3373

City or town, state, and ZIP code
ROCKVILLE CENTRE, NY 115703712

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 18,786,807

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	141,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	633,734	633,734		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	235,101			
	b	Gross sales price for all assets on line 6a 7,646,792				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	488			
	12	**Total.** Add lines 1 through 11	1,010,323	633,734		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,004	17,502		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,000	6,000		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion	62			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	70,609	70,609		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	111,675	94,111		0
	25	Contributions, gifts, grants paid	1,400,000			1,400,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,511,675	94,111		1,400,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-501,352			
	b	**Net investment income** (if negative, enter -0-)		539,623		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	4,791	12,697	12,697
Assets	2	Savings and temporary cash investments	479,184	197,879	197,879
Assets	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
Assets	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
Assets	5	Grants receivable			
Assets	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
Assets	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
Assets	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges			
Assets	10a	Investments—U S and state government obligations (attach schedule)	8,151,715	6,611,080	6,800,118
Assets	b	Investments—corporate stock (attach schedule)	6,257,939	6,442,229	8,758,760
Assets	c	Investments—corporate bonds (attach schedule)	1,745,684	2,874,138	3,017,353
Assets	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
Assets	12	Investments—mortgage loans			
Assets	13	Investments—other (attach schedule)			
Assets	14	Land, buildings, and equipment basis ▶ 460 Less accumulated depreciation (attach schedule) ▶ 379	143	81	
Assets	15	Other assets (describe ▶)			
Assets	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,639,456	16,138,104	18,786,807
Liabilities	17	Accounts payable and accrued expenses			
Liabilities	18	Grants payable			
Liabilities	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			
Liabilities	21	Mortgages and other notes payable (attach schedule)			
Liabilities	22	Other liabilities (describe ▶)			
Liabilities	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
Net Assets or Fund Balances	24	Unrestricted			
Net Assets or Fund Balances	25	Temporarily restricted			
Net Assets or Fund Balances	26	Permanently restricted			
Net Assets or Fund Balances		**Foundations that do not follow SFAS 117, check here** ▶ ☑ **and complete lines 27 through 31.**			
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds			
Net Assets or Fund Balances	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds	16,639,456	16,138,104	
Net Assets or Fund Balances	30	**Total net assets or fund balances** (see page 17 of the instructions)	16,639,456	16,138,104	
Net Assets or Fund Balances	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,639,456	16,138,104	

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	16,639,456
2	Enter amount from Part I, line 27a	2	-501,352
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,138,104
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,138,104

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				

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
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	

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 page 18 of 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	1,354,704	18,880,737	0 071751
2010	1,355,431	18,770,806	0 072210
2009	1,030,000	17,874,106	0 057625
2008	1,343,536	20,650,033	0 065062
2007	1,401,077	23,325,101	0 060067

2	**Total** of line 1, column (d).	2	0 326715
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 065343
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	18,989,369
5	Multiply line 4 by line 3.	5	1,240,822
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,396
7	Add lines 5 and 6.	7	1,246,218
8	Enter qualifying distributions from Part XII, line 4.	8	1,400,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	5,396
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	5,396
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,396
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,135		
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	6,135
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	739
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 739	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

14 The books are in care of ▶EDWARD J WALSH JR Telephone no ▶(516) 442-5412

Located at ▶100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE NY ZIP+4 ▶115703712

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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 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		
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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (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
EDWARD J WALSH JR 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	SECRETARY 3 00	0	0	0
HEIDI PRESCOTT 700 PROFESSIONAL DRIVE STE A GAITHERSBURG, VA 20041	VICE PRESIDE 3 00	0	0	0
CATHY LISS 900 PENNSYLVANIA AVENUE SE WASHINGTON, DC 20003	PRESIDENT 3 00	0	0	0
ANNA M BARONE 4012 BRIDGEVIEW LANE CHARLESTON, SC 29403	TREASURER 20 00	35,004	0	0

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

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

Total number of other employees paid over $50,000. ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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

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

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	18,591,248
b	Average of monthly cash balances		1b	687,218
c	Fair market value of all other assets (see instructions)		1c	81
d	**Total** (add lines 1a, b, and c)		1d	19,278,547
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	19,278,547
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	289,178
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	18,989,369
6	**Minimum investment return.** Enter 5% of line 5		6	949,468

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	949,468
2a	Tax on investment income for 2012 from Part VI, line 5	2a 5,396		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	5,396
3	Distributable amount before adjustments Subtract line 2c from line 1		3	944,072
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	944,072
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	944,072

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	1,400,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,400,000
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	5,396
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,394,604

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				944,072
2 Undistributed income, if any, as of the end of 2012				
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. 274,668				
b From 2008. 323,962				
c From 2009. 146,381				
d From 2010. 426,029				
e From 2011. 421,259				
f **Total** of lines 3a through e.	1,592,299			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 1,400,000				
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.				944,072
e Remaining amount distributed out of corpus	455,928			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,048,227			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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) . . .	274,668			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,773,559			
10 Analysis of line 9				
a Excess from 2008. . . . 323,962				
b Excess from 2009. . . . 146,381				
c Excess from 2010. . . . 426,029				
d Excess from 2011. . . . 421,259				
e Excess from 2012. . . . 455,928				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

ANNA M BARONE
WINLEY FOUNDATION
2303 SALT POINT TURNPIKE
CLINTON CORNERS, NY 12514
(845) 266-3065

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

TYPEWRITTEN REQUEST TO INCLUDE NAME OF APPLICANT, ADDRESS, TELEPHONE , CONTACT PERSON, REASON FOR REQUEST, CHARITABLE PURPOSE OF ORGANIZATION

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,400,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	633,734	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	235,101	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a AOL TIMEWARNER SEC LITIGATION			14	151	
b QWEST VICTIMS REMISSION FUND			14	201	
c COLBURN FAIR FUND			14	55	
d SEC V BANK BOA CORP FAIR FD			14	81	
e					
12 Subtotal Add columns (b), (d), and (e)				869,323	

13 Total. Add line 12, columns (b), (d), and (e) 13 869,323

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2013-04-21	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
ANTHONY J MORABITO CPA	ANTHONY J MORABITO CPA	2013-04-22		

Firm's name ▶	MORABITO & COMPANY	Firm's EIN ▶
Firm's address ▶	2 DOVER COURT ROCHESTER, NY 14624	Phone no (585) 429-7759

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HUMANE SOCIETY US 2100 L STREET NW WASHINGTON,DC 20037			FOR BENEFIT OF ANIMALS	350,000
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE SE WASHINGTON,DC 20003			FOR BENEFIT OF ANIMALS	350,000
INTERNATIONAL PRIMATE PRO PO BOX 766 SUMMERVILLE,SC 29484			FOR BENEFIT OF ANIMALS	300,000
HEART PO BOX 738 MAMARONECK,NY 10543			FOR BENEFIT OF ANIMALS	40,000
FRIENDS OF WASHOE 400 E UNIVERSITY WAY ELLENSBURG,WA 989267573			FOR BENEFIT OF ANIMALS	45,000
GLOBAL FED ANIMAL SANCTUARIES PO BOX 32294 WASHINGTON,DC 20007			FOR BENEFIT OF ANIMALS	60,000
SPECIES SURVIAL NETWORK 2100 L STREET NW WASHINGTON,DC 20037			FOR BENEFIT OF ANIMALS	50,000
BORN FREE USA PO BOX 32160 WASHINGTON,DC 20007			FOR BENEFIT OF ANIMALS	75,000
COMPASSION OVER KILLING PO BOX 9773 WASHINGTON,DC 20016			FOR BENEFIT OF ANIMALS	30,000
CHIMP HAVEN INC 13600 CHIMPANZEE PLACE KEITHVILLE,LA 71047			FOR BENEFIT OF ANIMALS	30,000
EQUINE RESCUE PO BOX 392 WALDEN,NY 12586			FOR BENEFIT OF ANIMALS	40,000
NATIONAL MILL DOG RESCUE PO BOX 88468 COLORADO SPRINGS,CO 80908			FOR BENEFIT OF ANIMALS	10,000
FARM SANCTUARY PO BOX 150 WATKINS GLEN,NY 14891			FOR BENEFIT OF ANIMALS	20,000
Total . . . . ▶ **3a**				1,400,000

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
WINLEY FOUNDATION	52-1230146

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)

Name of organization
WINLEY FOUNDATION

Employer identification number
52-1230146

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	TRUST UW AMORY WINTHROP C/O EDWARD J WALSH JR TRUSTEE 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	$ 140,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
WINLEY FOUNDATION	52-1230146

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
		$	

(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
		$	

(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
		$	

Name of organization
WINLEY FOUNDATION

Employer identification number
52-1230146

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that 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) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2012

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
WINLEY FOUNDATION	INDIRECT DEPRECIATION	52-1230146

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	54

Part III **MACRS Depreciation (Do not** include listed property.**)** (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	8
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	62
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? **Yes** **No** | **24b** If "Yes," is the evidence written? **Yes** **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1	28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1		29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					

43 Amortization of costs that began before your 2012 tax year	43	
44 Total. Add amounts in column (f) See the instructions for where to report	44	

TY 2012 Accounting Fees Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	6,000	6,000		

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TY 2012 Compensation Explanation

Name: WINLEY FOUNDATION

EIN: 52-1230146

Person Name	Explanation
EDWARD J WALSH JR	
HEIDI PRESCOTT	
CATHY LISS	
ANNA M BARONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
2 TRESTLE TABLES	2000-01-01	75	75	S/L	7 0000				
3 METAL FILE CABINETS & DESK CHAIR	2000-01-01	100	100	S/L	7 0000				
PRINTER	2007-03-28	135	127	200DB	5 0000	8			
COPIER - BROTHER	2011-10-10	150	15	200DB	5 0000	54			

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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
INTEL CORP-801	1994-10	PURCHASE	2012-01		20,207	18,485			1,722	
INTEL CORP-1733	1997-05	PURCHASE	2012-01		43,718	32,412			11,306	
INTEL CORP-266	1998-02	PURCHASE	2012-01		6,710	6,243			467	
INTEL CORP-1700	2007-02	PURCHASE	2012-01		42,886	35,547			7,339	
INTEL CORP-300	2007-02	PURCHASE	2012-10		6,484	6,273			211	
INTEL CORP-1000	2007-03	PURCHASE	2012-10		21,613	19,090			2,523	
INTEL CORP-1130	2007-08	PURCHASE	2012-10		24,422	27,198			-2,776	
BALL CORP-3000	2010-06	PURCHASE	2012-10		129,259	77,024			52,235	
COCA COLA CO-1600	2009-03	PURCHASE	2012-01		108,057	62,935			45,122	
COCA COLA CO-750	2010-11	PURCHASE	2012-01		50,652	46,836			3,816	
COCA COLA CO-2500	2010-11	PURCHASE	2012-11		91,212	78,061			13,151	
TJX COMPANIES-825	2010-04	PURCHASE	2012-01		53,960	38,186			15,774	
TJX COMPANIES-1200	2010-05	PURCHASE	2012-01		78,487	52,413			26,074	
ORACLE CORP-500	2004-07	PURCHASE	2012-03		14,828	5,488			9,340	
ORACLE CORP-1575	2007-02	PURCHASE	2012-03		46,708	26,539			20,169	
T ROWE PRICE GR-1450	2011-07	PURCHASE	2012-08		89,042	87,653			1,389	
INTL GAME TECHN-5000	2011-05	PURCHASE	2012-02		74,270	90,099			-15,829	
WELLS FARGO CO-1600	2008-07	PURCHASE	2012-01		46,864	40,421			6,443	
WELLS FARGO CO-1400	2008-07	PURCHASE	2012-06		45,790	35,368			10,422	
WELLS FARGO CO-800	2009-07	PURCHASE	2012-06		26,166	20,075			6,091	
WELLS FARGO CO-2000	2009-08	PURCHASE	2012-06		65,414	52,921			12,493	
WELLS FARGO CO-1700	2009-08	PURCHASE	2012-07		57,323	44,983			12,340	
WELLS FARGO CO-1000	2009-08	PURCHASE	2012-07		33,720	27,572			6,148	
WELLS FARGO CO-500	2009-08	PURCHASE	2012-10		16,873	13,786			3,087	
WELLS FARGO CO-500	2010-03	PURCHASE	2012-10		16,873	14,239			2,634	
WELLS FARGO CO-1600	2010-06	PURCHASE	2012-10		53,993	41,786			12,207	
CONSOL ENERGY-1650	2011-03	PURCHASE	2012-01		55,855	88,049			-32,194	
CONSOL ENERGY-1270	2011-10	PURCHASE	2012-01		42,991	44,718			-1,727	
ENERGIZER HOLD-392	2011-09	PURCHASE	2012-08		26,085	28,240			-2,155	
ENERGIZER HOLD-808	2011-09	PURCHASE	2012-08		53,323	58,210			-4,887	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
JPMORGAN CHASE-1500	2009-01	PURCHASE	2012-05		54,260	33,974			20,286	
JPMORGAN CHASE-1700	2009-02	PURCHASE	2012-05		61,494	34,752			26,742	
JPMORGAN CHASE-1600	2011-02	PURCHASE	2012-05		57,877	73,450			-15,573	
BLACKROCK INC-260	2011-08	PURCHASE	2012-03		53,396	42,011			11,385	
BLACKROCK INC-100	2011-08	PURCHASE	2012-03		20,537	15,835			4,702	
BLACKROCK INC-205	2011-08	PURCHASE	2012-03		42,101	33,194			8,907	
T 4 11/15/12-20000	2011-12	PURCHASE	2012-01		20,623	20,699			-76	
T 4 11/15/12-160000	2011-12	PURCHASE	2012-02		164,622	165,596			-974	
T 4 11/15/12-210000	2011-12	PURCHASE	2012-03		215,497	217,345			-1,848	
T 4 11/15/12-315000	2011-12	PURCHASE	2012-08		317,531	326,017			-8,486	
T 4 11/15/12-125000	2011-12	PURCHASE	2012-09		125,773	129,372			-3,599	
T 4 11/15/12-100000	2012-01	PURCHASE	2012-09		100,618	103,116			-2,498	
T 4 11/15/12-50000	2012-01	PURCHASE	2012-09		50,273	51,558			-1,285	
T 4 11/15/12-265000	2012-02	PURCHASE	2012-09		266,446	272,564			-6,118	
T 4 11/15/12-360000	2012-02	PURCHASE	2012-11		360,251	370,275			-10,024	
T 4 02/15/2014-130000	2012-03	PURCHASE	2012-11		136,205	138,901			-2,696	
T 4 02/15/2014-90000	2012-03	PURCHASE	2012-11		94,189	96,162			-1,973	
T 4 02/15/2014-135000	2012-04	PURCHASE	2012-11		141,283	144,022			-2,739	
T 4 02/15/2014-50000	2012-05	PURCHASE	2012-11		52,327	53,328			-1,001	
T 4 5 04/30/12-475000	2012-01	PURCHASE	2012-04		475,000	481,084			-6,084	
FN 5 256543-4038	2007-09	PURCHASE	2012-01		4,038	3,983			55	
FN 5 256543-637	2007-09	PURCHASE	2012-02		637	629			8	
FN 5 256543-1681	2007-09	PURCHASE	2012-03		1,682	1,659			23	
FN 5 256543-1688	2007-09	PURCHASE	2012-04		1,688	1,665			23	
FN 5 256543-4111	2007-09	PURCHASE	2012-05		4,111	4,056			55	
FN 5 256543-6907	2007-09	PURCHASE	2012-06		6,907	6,814			93	
FN 5 256543-3267	2007-09	PURCHASE	2012-07		3,267	3,223			44	
FN 5 256543-812	2007-09	PURCHASE	2012-08		812	801			11	
FN 5 256543-1556	2007-09	PURCHASE	2012-09		1,556	1,535			21	
FN 5 256543-1258	2007-09	PURCHASE	2012-10		1,258	1,241			17	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FN 5 256543-1491	2007-09	PURCHASE	2012-11		1,491	1,470			21	
FN 5 256543-787	2007-09	PURCHASE	2012-12		787	777			10	
FN 5 5 836178-797	2007-09	PURCHASE	2012-01		797	787			10	
FN 5 5 836178-12827	2007-09	PURCHASE	2012-02		12,827	12,675			152	
FN 5 5 836178-12426	2007-09	PURCHASE	2012-03		12,426	12,279			147	
FN 5 5 836178-12523	2007-09	PURCHASE	2012-04		12,523	12,374			149	
FN 5 5 836178-755	2007-09	PURCHASE	2012-05		755	746			9	
FN 5 5 836178-4269	2007-09	PURCHASE	2012-06		4,269	4,219			50	
FN 5 5 836178-13313	2007-09	PURCHASE	2012-07		13,313	13,155			158	
FN 5 5 836178-4160	2007-09	PURCHASE	2012-08		4,160	4,111			49	
FN 5 5 836178-12234	2007-09	PURCHASE	2012-09		12,234	12,089			145	
FN 5 5 836178-4359	2007-09	PURCHASE	2012-10		4,359	4,307			52	
FN 5 5 836178-8350	2007-09	PURCHASE	2012-11		8,350	8,251			99	
FN 5 5 836178-11591	2007-09	PURCHASE	2012-12		11,591	11,453			138	
FN 6 943010-4115	2007-09	PURCHASE	2012-01		4,115	4,149			-34	
FN 6 943010-1297	2007-09	PURCHASE	2012-02		1,297	1,308			-11	
FN 6 943010-1271	2007-09	PURCHASE	2012-03		1,271	1,281			-10	
FN 6 943010-336	2007-09	PURCHASE	2012-04		336	338			-2	
FN 6 943010-170	2007-09	PURCHASE	2012-05		170	171			-1	
FN 6 943010-121	2007-09	PURCHASE	2012-06		121	122			-1	
FN 6 943010-1621	2007-09	PURCHASE	2012-07		1,621	1,634			-13	
FN 6 943010-1376	2007-09	PURCHASE	2012-08		1,376	1,387			-11	
FN 6 943010-1531	2007-09	PURCHASE	2012-09		1,531	1,544			-13	
FN 6 943010-2734	2007-09	PURCHASE	2012-10		2,734	2,756			-22	
FN 6 943010-114	2007-09	PURCHASE	2012-11		114	115			-1	
FN 6 943010-2503	2007-09	PURCHASE	2012-12		2,503	2,524			-21	
FN 4 888700-279426	2007-09	PURCHASE	2012-01		295,849	264,805			31,044	
FN 4 888700-11996	2007-09	PURCHASE	2012-01		11,996	11,368			628	
FG 4 5 G13085-178982	2008-06	PURCHASE	2012-01		190,083	174,511			15,572	
FG 4 5 G13085-7651	2008-06	PURCHASE	2012-01		7,651	7,460			191	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FN 5 5 555409-6063	2009-01	PURCHASE	2012-01		6,063	6,294			-231	
FN 5 5 555409-2785	2009-01	PURCHASE	2012-02		2,785	2,891			-106	
FN 5 5 555409-2755	2009-01	PURCHASE	2012-03		2,755	2,860			-105	
FN 5 5 555409-5928	2009-01	PURCHASE	2012-04		5,928	6,154			-226	
FN 5 5 555409-1143	2009-01	PURCHASE	2012-05		1,143	1,187			-44	
FN 5 5 555409-3305	2009-01	PURCHASE	2012-06		3,305	3,431			-126	
FN 5 5 555409-4261	2009-01	PURCHASE	2012-07		4,261	4,424			-163	
FN 5 5 555409-3667	2009-01	PURCHASE	2012-08		3,667	3,807			-140	
FN 5 5 555409-5150	2009-01	PURCHASE	2012-09		5,150	5,346			-196	
FN 5 5 555409-2877	2009-01	PURCHASE	2012-10		2,877	2,987			-110	
FN 5 5 555409-5668	2009-01	PURCHASE	2012-11		5,668	5,885			-217	
FN 5 5 555409-4306	2009-01	PURCHASE	2012-12		4,306	4,471			-165	
FG 5 J02774-7875	2009-05	PURCHASE	2012-01		7,875	8,221			-346	
FG 5 J02774-6584	2009-05	PURCHASE	2012-02		6,584	6,873			-289	
FG 5 J02774-8207	2009-05	PURCHASE	2012-03		8,207	8,568			-361	
FG 5 J02774-7753	2009-05	PURCHASE	2012-04		7,753	8,093			-340	
FG 5 J02774-7757	2009-05	PURCHASE	2012-05		7,758	8,098			-340	
FG 5 J02774-7332	2009-05	PURCHASE	2012-06		7,332	7,655			-323	
FG 5 J02774-10372	2009-05	PURCHASE	2012-07		10,372	10,828			-456	
FG 5 J02774-10504	2009-05	PURCHASE	2012-08		10,504	10,965			-461	
FG 5 J02774-6032	2009-05	PURCHASE	2012-09		6,032	6,297			-265	
FG 5 J02774-6013	2009-05	PURCHASE	2012-10		6,013	6,277			-264	
FG 5 J02774-9207	2009-05	PURCHASE	2012-11		9,207	9,611			-404	
FG 5 J02774-5406	2009-05	PURCHASE	2012-12		5,406	5,644			-238	
FN 5 725429-9666	2009-05	PURCHASE	2012-01		9,666	10,103			-437	
FN 5 725429-9796	2009-05	PURCHASE	2012-02		9,796	10,238			-442	
FN 5 725429-10933	2009-05	PURCHASE	2012-03		10,933	11,427			-494	
FN 5 725429-11186	2009-05	PURCHASE	2012-04		11,186	11,692			-506	
FN 5 725429-7832	2009-05	PURCHASE	2012-05		7,832	8,186			-354	
FN 5 725429-9684	2009-05	PURCHASE	2012-06		9,684	10,121			-437	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FN 5 725429-9818	2009-05	PURCHASE	2012-07		9,818	10,262			-444	
FN 5 725429-13127	2009-05	PURCHASE	2012-08		13,127	13,720			-593	
FN 5 725429-8130	2009-05	PURCHASE	2012-09		8,130	8,497			-367	
FN 5 725429-8781	2009-05	PURCHASE	2012-10		8,781	9,178			-397	
FN 5 725429-11314	2009-05	PURCHASE	2012-11		11,314	11,826			-512	
FN 5 725429-7244	2009-05	PURCHASE	2012-12		7,244	7,571			-327	
FN 6 911568-9227	2010-04	PURCHASE	2012-01		9,227	9,898			-671	
FN 6 911568-5413	2010-04	PURCHASE	2012-02		5,413	5,807			-394	
FN 6 911568-5614	2010-04	PURCHASE	2012-03		5,614	6,022			-408	
FN 6 911568-5874	2010-04	PURCHASE	2012-04		5,874	6,301			-427	
FN 6 911568-7703	2010-04	PURCHASE	2012-05		7,703	8,263			-560	
FN 6 911568-11166	2010-04	PURCHASE	2012-06		11,166	11,979			-813	
FN 6 911568-5652	2010-04	PURCHASE	2012-07		5,652	6,063			-411	
FN 6 911568-3878	2010-04	PURCHASE	2012-08		3,878	4,160			-282	
FN 6 911568-92858	2010-04	PURCHASE	2012-09		102,607	99,611			2,996	
FN 6 911568-7654	2010-04	PURCHASE	2012-09		7,654	8,210			-556	
FN 6 911568-3591	2010-04	PURCHASE	2012-10		3,591	3,852			-261	
FG 4 5 G13844-10880	2010-06	PURCHASE	2012-01		10,880	11,484			-604	
FG 4 5 G13844-8595	2010-06	PURCHASE	2012-02		8,595	9,072			-477	
FG 4 5 G13844-9162	2010-06	PURCHASE	2012-03		9,162	9,670			-508	
FG 4 5 G13844-8777	2010-06	PURCHASE	2012-04		8,777	9,264			-487	
FG 4 5 G13844-6581	2010-06	PURCHASE	2012-05		6,581	6,946			-365	
FG 4 5 G13844-5657	2010-06	PURCHASE	2012-06		5,657	5,971			-314	
FG 4 5 G13844-8916	2010-06	PURCHASE	2012-07		8,916	9,411			-495	
FG 4 5 G13844-8778	2010-06	PURCHASE	2012-08		8,778	9,265			-487	
FG 4 5 G13844-10663	2010-06	PURCHASE	2012-09		10,663	11,255			-592	
FG 4 5 G13844-11022	2010-06	PURCHASE	2012-10		11,022	11,634			-612	
FG 4 5 G13844-11734	2010-06	PURCHASE	2012-11		11,734	12,386			-652	
FG 4 5 G13844-9097	2010-06	PURCHASE	2012-12		9,097	9,602			-505	
FG 5 G13298-9426	2010-07	PURCHASE	2012-01		9,426	10,067			-641	

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FG 5 G13298-10103	2010-07	PURCHASE	2012-02		10,103	10,790			-687	
FG 5 G13298-13201	2010-07	PURCHASE	2012-03		13,201	14,099			-898	
FG 5 G13298-14060	2010-07	PURCHASE	2012-04		14,060	15,016			-956	
FG 5 G13298-9599	2010-07	PURCHASE	2012-05		9,599	10,252			-653	
FG 5 G13298-8466	2010-07	PURCHASE	2012-06		8,466	9,042			-576	
FG 5 G13298-11443	2010-07	PURCHASE	2012-07		11,443	12,221			-778	
FG 5 G13298-8979	2010-07	PURCHASE	2012-08		8,979	9,590			-611	
FG 5 G13298-7275	2010-07	PURCHASE	2012-09		7,275	7,769			-494	
FG 5 G13298-7090	2010-07	PURCHASE	2012-10		7,090	7,572			-482	
FG 5 G13298-8535	2010-07	PURCHASE	2012-11		8,535	9,115			-580	
FG 5 G13298-10112	2010-07	PURCHASE	2012-12		10,112	10,800			-688	
FG 6 G08232-7251	2010-10	PURCHASE	2012-01		7,251	7,833			-582	
FG 6 G08232-5730	2010-10	PURCHASE	2012-02		5,730	6,191			-461	
FG 6 G08232-8200	2010-10	PURCHASE	2012-03		8,200	8,859			-659	
FG 6 G08232-6378	2010-10	PURCHASE	2012-04		6,378	6,890			-512	
FG 6 G08232-6080	2010-10	PURCHASE	2012-05		6,080	6,568			-488	
FG 6 G08232-6471	2010-10	PURCHASE	2012-06		6,471	6,991			-520	
FG 6 G08232-6321	2010-10	PURCHASE	2012-07		6,321	6,828			-507	
FG 6 G08232-7159	2010-10	PURCHASE	2012-08		7,159	7,734			-575	
FG 6 G08232-8553	2010-10	PURCHASE	2012-09		8,553	9,240			-687	
FG 6 G08232-6251	2010-10	PURCHASE	2012-10		6,251	6,754			-503	
FG 6 G08232-8059	2010-10	PURCHASE	2012-11		8,059	8,706			-647	
FG 6 G08232-7141	2010-10	PURCHASE	2012-12		7,141	7,715			-574	
FN 5 5 839035-8577	2010-11	PURCHASE	2012-01		8,577	9,268			-691	
FN 5 5 839035-2282	2010-11	PURCHASE	2012-02		2,282	2,466			-184	
FN 5 5 839035-7937	2010-11	PURCHASE	2012-03		7,937	8,577			-640	
FN 5 5 839035-509	2010-11	PURCHASE	2012-04		509	550			-41	
FN 5 5 839035-2699	2010-11	PURCHASE	2012-05		2,699	2,917			-218	
FN 5 5 839035-5670	2010-11	PURCHASE	2012-06		5,670	6,127			-457	
FN 5 5 839035-5239	2010-11	PURCHASE	2012-07		5,239	5,661			-422	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FN 5 5 839035-5299	2010-11	PURCHASE	2012-08		5,299	5,726			-427	
FN 5 5 839035-5162	2010-11	PURCHASE	2012-09		5,162	5,579			-417	
FN 5 5 839035-8484	2010-11	PURCHASE	2012-10		8,484	9,168			-684	
FN 5 5 839035-14635	2010-11	PURCHASE	2012-11		14,635	15,815			-1,180	
FN 5 5 839035-8870	2010-11	PURCHASE	2012-12		8,870	9,585			-715	
FN 4 0 AE0276-9160	2010-12	PURCHASE	2012-01		9,160	9,504			-344	
FN 4 0 AE0276-289863	2010-12	PURCHASE	2012-02		307,602	300,733			6,869	
FN 4 0 AE0276-5202	2010-12	PURCHASE	2012-02		5,202	5,397			-195	
T 2 625 11/20-35000	2011-08	PURCHASE	2012-02		37,543	36,396			1,147	
T 2 625 11/20-159700	2011-09	PURCHASE	2012-02		171,303	169,522			1,781	
T 2 625 11/20-300	2011-12	PURCHASE	2012-02		322	317			5	
T 2 625 11/20-139700	2011-12	PURCHASE	2012-02		149,802	147,535			2,267	
T 2 625 11/20-15300	2011-12	PURCHASE	2012-02		16,408	16,502			-94	
T 2 625 11/20-50000	2011-12	PURCHASE	2012-02		53,717	53,930			-213	
T 2 625 11/20-144700	2011-12	PURCHASE	2012-02		155,790	156,072			-282	
T 2 625 11/20-55000	2012-01	PURCHASE	2012-02		59,215	58,741			474	
FN AB2128-2968	2011-01	PURCHASE	2012-01		2,968	2,972			-4	
FN AB2128-2558	2011-01	PURCHASE	2012-02		2,558	2,561			-3	
FN AB2128-6515	2011-01	PURCHASE	2012-03		6,515	6,523			-8	
FN AB2128-6345	2011-01	PURCHASE	2012-04		6,345	6,353			-8	
FN AB2128-7072	2011-01	PURCHASE	2012-05		7,072	7,081			-9	
FN AB2128-5691	2011-01	PURCHASE	2012-06		5,691	5,698			-7	
FN AB2128-4988	2011-01	PURCHASE	2012-07		4,988	4,994			-6	
FN AB2128-8212	2011-01	PURCHASE	2012-08		8,212	8,222			-10	
FN AB2128-7564	2011-01	PURCHASE	2012-09		7,564	7,573			-9	
FN AB2128-8268	2011-01	PURCHASE	2012-10		8,268	8,278			-10	
FN AB2128-6392	2011-01	PURCHASE	2012-11		6,392	6,400			-8	
FN AB2128-8190	2011-01	PURCHASE	2012-12		8,190	8,200			-10	
FN AH3373-7839	2011-03	PURCHASE	2012-01		7,839	8,243			-404	
FN AH3373-2233	2011-03	PURCHASE	2012-02		2,233	2,348			-115	

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FN AH3373-5359	2011-03	PURCHASE	2012-03		5,359	5,635			-276	
FN AH3373-8881	2011-03	PURCHASE	2012-04		8,881	9,339			-458	
FN AH3373-8073	2011-03	PURCHASE	2012-05		8,073	8,490			-417	
FN AH3373-2721	2011-03	PURCHASE	2012-06		2,721	2,861			-140	
FN AH3373-434	2011-03	PURCHASE	2012-07		434	456			-22	
FN AH3373-4032	2011-03	PURCHASE	2012-08		4,032	4,240			-208	
FN AH3373-6022	2011-03	PURCHASE	2012-09		6,022	6,333			-311	
FN AH3373-3844	2011-03	PURCHASE	2012-10		3,844	4,042			-198	
FN AH3373-7550	2011-03	PURCHASE	2012-11		7,550	7,940			-390	
FN AH3373-12282	2011-03	PURCHASE	2012-12		12,282	12,916			-634	
FN AI2495-4919	2011-05	PURCHASE	2012-01		4,919	5,105			-186	
FN AI2495-320907	2011-05	PURCHASE	2012-02		341,200	333,055			8,145	
FN AI2495-6491	2011-05	PURCHASE	2012-02		6,491	6,737			-246	
FG 6 G03941-9126	2011-07	PURCHASE	2012-01		9,126	10,022			-896	
FG 6 G03941-8047	2011-07	PURCHASE	2012-02		8,047	8,837			-790	
FG 6 G03941-5318	2011-07	PURCHASE	2012-03		5,318	5,840			-522	
FG 6 G03941-10416	2011-07	PURCHASE	2012-04		10,416	11,438			-1,022	
FG 6 G03941-12560	2011-07	PURCHASE	2012-05		12,560	13,793			-1,233	
FG 6 G03941-8608	2011-07	PURCHASE	2012-06		8,608	9,453			-845	
FG 6 G03941-6470	2011-07	PURCHASE	2012-07		6,470	7,105			-635	
FG 6 G03941-11688	2011-07	PURCHASE	2012-08		11,688	12,836			-1,148	
FG 6 G03941-9034	2011-07	PURCHASE	2012-09		9,034	9,921			-887	
FG 6 G03941-9020	2011-07	PURCHASE	2012-10		9,020	9,906			-886	
FG 6 G03941-9695	2011-07	PURCHASE	2012-11		9,695	10,647			-952	
FG 6 G03941-10216	2011-07	PURCHASE	2012-12		10,216	11,219			-1,003	
FG 5 A91541-5592	2011-08	PURCHASE	2012-01		5,592	6,068			-476	
FG 5 A91541-5942	2011-08	PURCHASE	2012-02		5,942	6,447			-505	
FG 5 A91541-7596	2011-08	PURCHASE	2012-03		7,596	8,242			-646	
FG 5 A91541-5689	2011-08	PURCHASE	2012-04		5,689	6,173			-484	
FG 5 A91541-5436	2011-08	PURCHASE	2012-05		5,436	5,898			-462	

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FG 5 A91541-5058	2011-08	PURCHASE	2012-06		5,058	5,488			-430	
FG 5 A91541-3939	2011-08	PURCHASE	2012-07		3,939	4,274			-335	
FG 5 A91541-5679	2011-08	PURCHASE	2012-08		5,679	6,162			-483	
FG 5 A91541-6416	2011-08	PURCHASE	2012-09		6,416	6,962			-546	
FG 5 A91541-4349	2011-08	PURCHASE	2012-10		4,349	4,719			-370	
FG 5 A91541-5838	2011-08	PURCHASE	2012-11		5,838	6,335			-497	
FG 5 A91541-5237	2011-08	PURCHASE	2012-12		5,237	5,683			-446	
FN VAR AC8887-9925	2011-08	PURCHASE	2012-01		9,925	10,429			-504	
FN VAR AC8887-575	2011-08	PURCHASE	2012-02		575	605			-30	
FN VAR AC8887-9237	2011-08	PURCHASE	2012-03		9,237	9,706			-469	
FN VAR AC8887-1565	2011-08	PURCHASE	2012-04		1,565	1,645			-80	
FN VAR AC8887-3460	2011-08	PURCHASE	2012-05		3,460	3,636			-176	
FN VAR AC8887-2061	2011-08	PURCHASE	2012-06		2,061	2,166			-105	
FN VAR AC8887-104	2011-08	PURCHASE	2012-07		104	109			-5	
FN VAR AC8887-9884	2011-08	PURCHASE	2012-08		9,884	10,387			-503	
FN VAR AC8887-5982	2011-08	PURCHASE	2012-09		5,982	6,286			-304	
FN VAR AC8887-60	2011-08	PURCHASE	2012-10		60	63			-3	
FN VAR AC8887-1986	2011-08	PURCHASE	2012-11		1,986	2,087			-101	
FN VAR AC8887-318	2011-08	PURCHASE	2012-12		318	334			-16	
ILS 4 961 3/16-200000	2012-03	PURCHASE	2012-08		216,933	215,357			1,576	
FN 888782-2058	2012-08	PURCHASE	2012-10		2,058	2,206			-148	
FN 888782-2680	2012-08	PURCHASE	2012-11		2,680	2,872			-192	
FN 888782-7839	2012-08	PURCHASE	2012-12		7,839	8,401			-562	
FN ARM AL2363-4566	2012-09	PURCHASE	2012-10		4,566	4,887			-321	
FN ARM AL2363-4579	2012-09	PURCHASE	2012-11		4,579	4,901			-322	
FN ARM AL2363-6661	2012-09	PURCHASE	2012-12		6,661	7,130			-469	

TY 2012 Investments Corporate Bonds Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LAZARD HIGH YIELD	1,126,973	1,143,980
MORGAN STANLEY 6.625		
BOTTLING GROUP LLC 5.125		
GOLDMAN SACHS GROUP INC 7.50		
BOTTLING GROUP LLC	121,033	141,691
CITIGROUP INC	217,065	235,690
GOLDMAN SACHS GROUP INC	293,623	314,564
JP MORGAN CHASE & CO	207,389	225,769
MORGAN STANLEY	296,418	324,108
MORGAN STANLEY GROUP INC	165,813	173,764
PETROHAWK ENERGY CORP	225,765	227,739
WELLS FARGO & CO	164,945	172,536
WELLS FARGO & CO	55,114	57,512

TY 2012 Investments Corporate Stock Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LAZARD INTL EQUITY PORTFOLIO I	1,473,385	1,840,382
INTL GAME TECHNOLOGY		
COMCAST CORP - SPECIAL CL A		
AUTOZONE INC		
LOWES COMPANIES INC		
ROSS STORES INC		
TJX COMPANIES INC NEW		
CVS CAREMARK CORP		
SYSCO CORP		
WAL-MART STORES INC		
COCA COLA CO		
GENERAL MILLS INC		
ENERGIZER HOLDINGS INC		
CONSOL ENERGY INC		
WELLS FARGO & CO NEW		
AMERICAN EXPRESS CO		
BLACKROCK INC		
JPMORGAN CHASE & CO		
T ROWE PRICE GROUP INC		
BOEING CO		
DOVER CORP		
HONEYWELL INTERNATIONAL INC		
UNITED TECHNOLOGIES CORP		
UNION PACIFIC CORP		
INTEL CORP		
GOOGLE INC CL A		
INTL BUSINESS MACHINES CORP		
MASTERCARD INC		
MICROSOFT CORP		
ORACLE CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC		
CISCO SYSTEMS INC		
EMC CORP		
QUALCOMM INC		
BALL CORP		
FREEPORT MCMORAN COPPER & GOLD INC		
MOSAIC CO		
NEWMONT MINING CORP		
AT&T INC		
AMERICAN EXPRESS CO	204,269	258,660
AMERIPRISE FINANCIAL INC	130,143	159,706
APPLE INC	135,055	359,795
AT&T INC	75,787	101,130
AUTOZONE INC	42,434	54,937
BOEING CO	164,332	195,936
CAPITAL ONE FINANCIAL CORP	92,220	95,585
CATERPILLAR INC	87,324	94,059
CISCO SYSTEMS INC	271,011	259,380
CITIGROUP INC	362,922	458,896
COMCAST CORP - SPECIAL CL A	150,555	327,145
CVS CAREMARK CORP	154,818	193,400
DOVER CORP	51,882	85,423
EMC CORP	80,579	189,750
FREEPORT MCMORAN COPPER & GO	51,409	53,523
GENERAL MILLS INC	78,025	88,902
GOOGLE INC CL A	110,607	230,545
HONEYWELL INTERNATIONAL INC	135,994	266,574
INTEL CORP	96,314	83,964
INTL BUSINESS MACHINES CORP	114,647	268,170
LOWES COMPANIES INC	83,255	120,768

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MACY'S INC	128,685	140,472
MASTERCARD INC	76,742	221,076
MCKESSON CORP	84,248	84,355
MICROSOFT CORP	91,397	90,882
MOSAIC CO	81,292	93,440
NEWMONT MINING CORP	87,673	74,304
ORACLE CORP	216,219	285,219
PARKER HANNIFIN CORP	130,979	123,337
PNC FINANCIAL SERVICES GROUP	135,654	125,366
QUALCOMM INC	150,090	187,611
REPUBLIC SERVICES INC CL A	92,749	95,323
ROSS STORES INC	88,886	119,130
SYSCO CORP	86,828	85,482
TEXAS INSTRUMENTS INC	85,063	80,444
TJX COMPANIES INC NEW	65,955	108,248
UNION PACIFIC CORP	129,807	182,294
UNITED TECHNOLOGIES CORP	141,068	336,241
VIACOM INC CL B	126,419	139,761
WAL-MART STORES INC	295,508	399,145

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TY 2012 Land, Etc. Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	460	379	81	

TY 2012 Other Expenses Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT MANAGEMENT FEES	66,486	66,486		
FILING FEES	750	750		
OFFICE EXPENSE	1,122	1,122		
INSURANCE	2,251	2,251		

TY 2012 Other Income Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AOL TIMEWARNER SEC LITIGATION	151		
QWEST VICTIMS REMISSION FUND	201		
COLBURN FAIR FUND	55		
SEC V BANK BOA CORP FAIR FD	81		