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990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation **W.R. WINSLOW RESIDUARY TRUST**
C/O WELLS FARGO BANK, NA (EIN:94-3080771)

A Employer identification number
52-6144289

Number and street (or P O box number if mail is not delivered to street address)
1M&T FID TAX SVC-MAC D4000-041 (#7013001078)

Room/suite

B Telephone number (see instructions)
(703) 760-6924

City or town, state, and ZIP code
1 WEST 4TH ST

4TH FLR

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 ☐

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____16) **\$ 17,976,149.** (Part I, column (d) must be on cash basis.)

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))

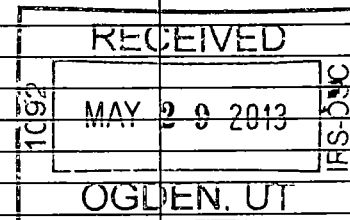
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B				
2 Check <input type="checkbox"/>	116.	116.		ATCH 1
3 Interest on savings and temporary cash investments	515,639.	515,639.		ATCH 2
4 Dividends and interest from securities	131,997.	131,997.		
5a Gross rents				
b Net rental income or (loss) 111,743.				
6a Net gain or (loss) from sale of assets not on line 10	199,552.			
b Gross sales price for all assets on line 6a 1,383,703.				
7 Capital gain net income (from Part IV, line 2)		199,552.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	847,304.	847,304.	0	
13 Compensation of officers, directors, trustees, etc.	147,052.	88,231.		58,821.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 3	13,650.			13,650.
b Accounting fees (attach schedule) ATCH 4	10,912.	6,547.		4,365.
c Other professional fees (attach schedule)				
17 Interest ATCH 5	3.	3.		
18 Taxes (attach schedule) (see instructions) ATCH 6	25,888.	6,762.		
19 Depreciation (attach schedule) and depletion	449.	449.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	19,805.	19,805.		
24 Total operating and administrative expenses. Add lines 13 through 23	217,759.	121,797.		76,836.
25 Contributions, gifts, grants paid	699,999.			699,999.
26 Total expenses and disbursements. Add lines 24 and 25	917,758.	121,797.	0	776,835.
27 Subtract line 26 from line 12	-70,454.			
a Excess of revenue over expenses and disbursements		725,507.		
b Net Investment Income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	



Part II Balance Sheets

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

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	474,081.	259,145.	259,145.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule),			
	b Investments - corporate stock (attach schedule) ATCH 8	3,229,908.	3,274,619.	4,247,993.
	c Investments - corporate bonds (attach schedule) ATCH 9	632.	594.	600.
	11 Investments - land, buildings, and equipment basis	126,863.		ATCH 10
Liabilities	Less accumulated depreciation (attach schedule) ▶	7,714.	119,149.	1,500,000.
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 11	11,903,771.	11,903,770.	11,813,023.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 12)	55,129.	155,388.	155,388.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	15,783,119.	15,712,665.	17,976,149.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 13)	5,542.	5,542.	
	23 Total liabilities (add lines 17 through 22)	5,542.	5,542.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
Net Assets or Fund Balances	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	16,739,192.	16,739,192.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-961,615.	-1,032,069.	
	30 Total net assets or fund balances (see instructions)	15,777,577.	15,707,123.	
	31 Total liabilities and net assets/fund balances (see instructions)	15,783,119.	15,712,665.	

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	15,777,577.
2 Enter amount from Part I, line 27a	2	-70,454.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	15,707,123.
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	15,707,123.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F M V as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) 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	199,552.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	776,943.	17,642,464.	0.044038
2010	712,967.	16,597,675.	0.042956
2009	682,088.	14,210,093.	0.048000
2008	1,004,727.	17,597,568.	0.057095
2007			

2 Total of line 1, column (d)	2	0.192089
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	0.048022
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,705,585.
5 Multiply line 4 by line 3	5	850,258.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,255.
7 Add lines 5 and 6	7	857,513.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	776,835.

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)		
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	1	14,510.
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	14,510.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,510.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,000.
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	24,000.
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	9,490.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 9,490. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
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"/> DC,		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of WELLS FARGO BANK, NA Telephone no 703-760-6924			
	Located at 1 WEST 4TH ST., 4TH FLOOR WINSTON-SALEM, NC ZIP+4 27101			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 			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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here 		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<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	
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	
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

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

5b

X

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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		147,052.	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 ☐

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

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

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

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	N/A	
2		
3		
4		

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

Part IX-B Summary of Program-Related Investments (See instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

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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	15,733,139.
b	Average of monthly cash balances	1b	586,687.
c	Fair market value of all other assets (see instructions)	1c	1,655,387.
d	Total (add lines 1a, b, and c)	1d	17,975,213.
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	17,975,213.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	269,628.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,705,585.
6	Minimum investment return. Enter 5% of line 5	6	885,279.

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	885,279.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,510.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,510.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	870,769.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	870,769.
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	870,769.

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	776,835.
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	776,835.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	776,835.

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				870,769.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			71,932.	
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 776,835.				
a Applied to 2011, but not more than line 2a			71,932.	
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				704,903.
e Remaining amount distributed out of corpus				
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				
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				165,866.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
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				

Form **990-PF** (2012)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year ATCH 15				
Total			▶ 3a	699,999.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	116.	
4 Dividends and interest from securities			14	515,639.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property			16	111,743.	
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	199,552.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				827,050.	
13 Total. Add line 12, columns (b), (d), and (e)					827,050.

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					139,740.	
257,511.		ST LOSS ON SALE OF PUBLICLY TRADED SECUR PROPERTY TYPE: SECURITIES 261,748.				P	VARIOUS -4,237.	VARIOUS
978,765.		LT GAIN ON SALE OF PUBLICLY TRADED SECUR PROPERTY TYPE: SECURITIES 922,403.				P	VARIOUS 56,362.	VARIOUS
7,687.		LITIGATION SETTLEMENTS PROPERTY TYPE: SECURITIES				P	VARIOUS 7,687.	VARIOUS
TOTAL GAIN(LOSS)							<u>199,552.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WELLS FARGO A/C # 1078	116.	116.
TOTAL	<u>116.</u>	<u>116.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO A/C #1078	515,639.	515,639.
TOTAL	<u>515,639.</u>	<u>515,639.</u>

RENT AND ROYALTY INCOME

Taxpayer's Name W.R. WINSLOW RESIDUARY TRUST		Identifying Number 52-6144289	
DESCRIPTION OF PROPERTY 5608 CONNECTICUT AVE, NW, WASHINGTON, DC			
<input type="checkbox"/>	Yes	<input type="checkbox"/>	No Did you actively participate in the operation of the activity during the tax year?
TYPE OF PROPERTY:			
REAL RENTAL INCOME			
OTHER INCOME:			
GROSS RENTS		131,997.	
TOTAL GROSS INCOME			131,997.
OTHER EXPENSES:			
SEE ATTACHMENT			
DEPRECIATION (SHOWN BELOW)		449.	
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			20,254.
TOTAL RENT OR ROYALTY INCOME (LOSS)			111,743.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			111,743.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

GROSS RENTS

131,997.

131,997.

OTHER DEDUCTIONS

INSURANCE

627.

REPAIRS

656.

TAXES

18,522.

19,805.

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
5608 CONNECTICUT AVE	131,997.	449.	19,805.	111,743.
TOTALS	<u>131,997.</u>	<u>449.</u>	<u>19,805.</u>	<u>111,743.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
JONATHAN ACKERMAN LLC	13,650.			13,650.
TOTALS	<u>13,650.</u>			<u>13,650.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RUSSELL EVANS & THOMPSON	10,912.	6,547.		4,365.
TOTALS	<u>10,912.</u>	<u>6,547.</u>		<u>4,365.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WELLS FARGO - WORKING CAP.	3.	3.
TOTALS	<u>3.</u>	<u>3.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	6,762.	6,762.
FEDERAL EXCISE TAX	19,126.	
TOTALS	25,888.	6,762.

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
RENT AND ROYALTY EXPENSES	19,805.
TOTALS	<u>19,805.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED ANALYSIS OF A/C 1078 FOR DETAIL	3,274,619.	4,247,993.
TOTALS	<u>3,274,619.</u>	<u>4,247,993.</u>

W.R. Winslow Residuary Trust
 EIN: 52-6144289
 Form 990-PF, Part II, Line 10(b)
 Acct. #XXX-X1078
 December 31, 2012

ASSET DESCRIPTION

Equities

CONSUMER DISCRETIONARY

COMCAST CORP CLASS A
 SYMBOL: CMCSA CUSIP: 20030N101

HOME DEPOT INC

SYMBOL: HD CUSIP: 437076102

MCDONALDS CORP

SYMBOL: MCD CUSIP: 580135101

TARGET CORP

SYMBOL: TGT CUSIP: 87612E106

WALT DISNEY CO

SYMBOL: DIS CUSIP: 254687106

Total Consumer Discretionary

CONSUMER STAPLES

COCA COLA CO

SYMBOL: KO CUSIP: 191216100

CVS/CAREMARK CORPORATION

SYMBOL: CVS CUSIP: 126650100

KRAFT FOODS GROUP INC

SYMBOL: KRFT CUSIP: 50076Q106

MONDELIZ INTERNATIONAL INC

SYMBOL: MDLZ CUSIP: 609207105

PROCTER & GAMBLE CO

SYMBOL: PG CUSIP: 742718109

Total Consumer Staples

QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
3,340,000	\$37.360	\$124,782.40	\$82,937.54	\$41,844.86	1.74%	\$542.75
1,820,000	61.850	112,567.00	46,100.60	66,466.40	1.88	0.00
1,000,000	88.210	88,210.00	66,357.04	21,852.96	3.49	0.00
1,275,000	59.170	75,441.75	69,710.89	5,730.86	2.43	0.00
2,710,000	49.790	134,930.90	135,866.93	- 936.03	1.51	0.00
		\$535,932.05	\$400,973.00	\$134,959.05	2.10%	\$542.75
2,410,000	\$36.250	\$87,362.50	\$76,565.34	\$10,797.16	2.81%	\$0.00
560,000	48.350	27,076.00	25,916.74	1,159.26	1.86	0.00
720,000	45.470	32,738.40	20,501.49	12,236.91	4.40	360.00
2,160,000	25.453	54,978.91	37,923.96	17,054.95	2.04	280.80
1,207,000	67.890	81,943.23	51,087.92	30,855.31	3.31	0.00
		\$284,099.04	\$211,995.45	\$72,103.59	2.90%	\$640.80

W.R. Winslow Residuary Trust
 EIN: 52-6144289
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 Acct. #XXX-X1078
 December 31, 2012

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities (continued)							
ENERGY							
APACHE CORP SYMBOL: APA CUSIP: 037411105	1,085,000	\$78.500	\$85,172.50	\$96,575.74	-\$11,403.24	0.87%	\$0.00
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	715,000	108.140	77,320.10	55,139.51	22,180.59	3.33	0.00
CONOCOPHILLIPS SYMBOL: COP CUSIP: 20825C104	1,000,000	57.990	57,990.00	4,667.64	53,322.36	4.55	0.00
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	1,070,000	86.550	92,608.50	43,555.69	49,052.81	2.63	0.00
Total Energy			\$313,091.10	\$199,938.58	\$113,152.52	2.68%	\$0.00
FINANCIALS							
AFFILIATED MANAGERS GROUP, INC COM SYMBOL: AMG CUSIP: 008252108	760,000	\$130.150	\$98,914.00	\$88,625.50	\$10,288.50	0.00%	\$0.00
BERKSHIRE HATHAWAY INC SYMBOL: BRK.B CUSIP: 084670702	1,650,000	89.700	148,005.00	139,465.43	8,539.57	0.00	0.00
CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105	1,920,000	57.930	111,225.60	89,146.79	22,078.81	0.34	0.00
CME GROUP INCE SYMBOL: CME CUSIP: 12572Q105	1,815,000	50.670	91,966.05	98,754.52	-6,788.47	3.55	0.00
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	1,440,000	43.969	63,315.50	61,646.11	1,669.39	2.73	0.00
US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304	3,215,000	31.940	102,687.10	103,426.23	-739.13	2.44	626.93
Total Financials			\$616,113.25	\$581,064.58	\$35,048.67	1.28%	\$626.93

W.R. Winslow Residuary Trust
 EIN: 52-6144289
 Form 990-PF, Part II, Line 10(b)
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 December 31, 2012

ASSET DESCRIPTION

Equities *(continued)*

HEALTH CARE

AMGEN INC SYMBOL: AMGN CUSIP: 031162100	680.000	\$86.200	\$58,616.00	\$40,547.08	\$18,068.92	2.18%	\$0.00
BRISTOL MYERS SQUIBB CO SYMBOL: BMY CUSIP: 110722108	2,760.000	32.590	89,948.40	67,135.09	22,813.31	4.30	0.00
CARDINAL HEALTH INC COM SYMBOL: CAH CUSIP: 14749Y108	1,740.000	41.180	71,653.20	60,629.61	11,023.59	2.67	478.50
GILEAD SCIENCES INC SYMBOL: GILD CUSIP: 375558103	1,844.000	73.450	135,441.80	75,243.68	60,198.12	0.00	0.00
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	1,345.000	70.100	94,284.50	32,972.67	61,311.83	3.48	0.00
MCKESSON CORP SYMBOL: MCK CUSIP: 58155Q103	933.000	96.960	90,463.68	58,551.44	31,912.24	0.82	186.60
UNITEDHEALTH GROUP INC SYMBOL: UNH CUSIP: 91324P102	1,641.000	54.240	89,007.84	61,324.17	27,683.67	1.57	0.00
Total Health Care			\$629,415.42	\$396,403.74	\$233,011.68	1.98%	\$665.10

INDUSTRIALS

GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	4,160.000	\$20.990	\$87,318.40	\$65,561.18	\$21,757.22	3.62%	\$790.40
HONEYWELL INTERNATIONAL INC SYMBOL: HON CUSIP: 438516106	1,445.000	63.470	91,714.15	79,416.46	12,297.69	2.58	0.00
UNION PACIFIC CORP SYMBOL: UNP CUSIP: 907818108	1,290.000	125.720	162,178.80	153,337.02	8,841.78	2.19	890.10
UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109	1,105.000	82.010	90,621.05	31,326.75	59,294.30	2.61	0.00
3M CO COM	1,040.000	92.850	96,564.00	93,079.90	3,484.10	2.54	0.00
SYMBOL: MMM CUSIP: 88579Y101							
Total Industrials			\$528,396.40	\$422,721.31	\$105,675.09	2.63%	\$1,680.50

W.R. Winslow Residuary Trust
 EIN: 52-6144289
 Form 990-PF, Part II, Line 10(b)
 Acct. #XXX-X1078
 December 31, 2012

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities (continued)							
INFORMATION TECHNOLOGY							
APPLE INC	297 000	\$532.173	\$158,055.38	\$83,139.56	\$74,915.82	1.99%	\$0.00
SYMBOL: AAPL CUSIP: 037833100							
CISCO SYSTEMS INC	2,760 000	19.649	54,232.34	67,288.80	- 13,056.46	2.85	0.00
SYMBOL: CSCO CUSIP: 17275R102							
GOOGLE INC	70 000	707.380	49,516.60	48,113.10	1,403.50	0.00	0.00
CL A							
SYMBOL: GOOG CUSIP: 38259P508							
INTEL CORP	3,190 000	20.620	65,777.80	81,044.98	- 15,267.18	4.36	0.00
COMM							
SYMBOL: INTC CUSIP: 458140100							
INTERNATIONAL BUSINESS MACHS CORP	510 000	191.550	97,690.50	54,665.62	43,024.88	1.77	0.00
COM							
SYMBOL: IBM CUSIP: 459200101							
MICROSOFT CORP	2,560 000	26.710	68,376.83	1,570.91	66,805.92	3.44	0.00
SYMBOL: MSFT CUSIP: 594918104							
ORACLE CORPORATION	2,615 000	33.320	87,131.80	75,259.18	11,872.62	0.72	0.00
SYMBOL: ORCL CUSIP: 68389X105							
Total Information Technology			\$580,781.25	\$411,082.15	\$169,699.10	2.11%	\$0.00
MATERIALS							
ECOLAB INC	1,345 000	\$71.900	\$96,705.50	\$75,789.40	\$20,916.10	1.28%	\$0.00
SYMBOL: ECL CUSIP: 278865100							
MEADWESTVACO CORP	2,527 000	31.870	80,535.49	59,685.75	20,849.74	3.14	0.00
SYMBOL: MWV CUSIP: 583334107							
Total Materials			\$177,240.99	\$135,475.15	\$41,765.84	2.12%	\$0.00
TELECOMMUNICATION SERVICES							
CENTURYLINK, INC	2,060 000	\$39.120	\$80,587.20	\$69,818.50	\$10,768.70	7.41%	\$0.00
SYMBOL: CTL CUSIP: 156700106							
Total Telecommunication Services			\$80,587.20	\$69,818.50	\$10,768.70	7.41%	\$0.00

W.R. Winslow Residuary Trust
 EIN: 52-6144289
 Form 990-PF, Part II, Line 10(b)
 Acct. #XXX-X1078
 December 31, 2012

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/12	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCRUED INCOME
Equities <i>(continued)</i>							
UTILITIES							
PUBLIC SVC ENTERPRISE GROUP INC SYMBOL: PEG CUSIP: 744573106	2,148.000	\$30.600	\$65,728.80	\$73,048.11	- \$7,319.31	4.64%	\$0.00
Total Utilities			\$65,728.80	\$73,048.11	- \$7,319.31	4.64%	\$0.00
INTERNATIONAL EQUITIES							
ACE LIMITED CUSIP: H0023R105	1,354.000	\$79.800	\$108,049.20	\$73,492.01	\$34,557.19	2.46%	\$663.46
ANHEUSER-BUSCH INBEV SPN CUSIP: 03524A108	1,290.000	87.410	112,758.90	77,029.12	35,729.78	1.48	0.00
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205	900.000	116.580	104,922.00	102,744.00	2,178.00	2.38	0.00
SCHLUMBERGER LTD CUSIP: 806857108	1,600.000	69.299	110,877.76	118,833.60	- 7,955.84	1.59	440.00
Total Equities			\$4,247,993.36	\$3,274,619.30	\$973,374.06		

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
200,000 GNMA POOL #332494 7.5% 01/15/2023	594.	600.
TOTALS	<u>594.</u>	<u>600.</u>

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 10

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS
ORIGINAL COST	L	109,342.			109,342.		
CAPITAL IMPROV.	M39	5,841.			5,841.	2,444.	150.
CAPITAL IMPROV.	M39	11,680.			11,680.	4,821.	299.
TOTALS		<u>126,863.</u>			<u>126,863.</u>	<u>7,265.</u>	<u>7,714.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
29,664.437 SH AM CENT SM CAP FD INST CLASS #336	228,416.	269,650.
21,050 SH ISHARES TR RUSSELL MIDCAP VALUE IDX FD	970,021.	1,057,552.
1600 SH ISHARES BARCLAYS TIPS	161,158.	194,256.
97,189.615 SH PIMCO HI YLD FD	964,877.	936,908.
95,515.983 SH PIMCO TOTAL RTN	1,024,999.	1,073,599.
11237. SH VNGUARD ST BD IDX	871,016.	910,084.
14,799.212 SH ROYCE PRMR FD W	263,130.	284,145.
37,555.74 SH SSGA EMRG MKTS FD CLASS S #1510	1,025,006.	779,657.
20,627.022 SH WESTPORT FDS SELECT CAP FD INST CL #13	352,782.	403,052.
6373.624 SH ARTIO INTL EQUITY FUND II #1529	100,002.	68,963.
110,648.678 SH DELAWARE POOLED TR INTL EQUITY PORTFOLIO #31	1,981,543.	1,411,877.
64,842.644 SH ING INTL REAL ESTATE FD CL I #2664	627,807.	590,068.
62,541.132 SH ING REAL ESTATE FUNDN CLASS-I #2190	883,732.	1,086,965.
71,579.515 SH PIMCO CMDTY REAL RETURN STRAT FD CL I #45	498,727.	475,288.
16,705 SH ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD	924,127.	1,049,074.
2,772.387 OPPENHEIMER DEV. MKT-Y # 788	100,000.	96,701.
6.068 SHS VANGUARD ST BOND IND	60.	65.
40,626.039 SHS PIMCO EMRG MKTS	343,437.	507,825.
57,209.821 SHS PIMCO FOR BD FD	582,930.	617,294.
TOTALS	<u>11,903,770.</u>	<u>11,813,023.</u>

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM BROKER, DIV INT	155,385.	155,385.
DUE FROM BROKER-UNSET. TRANS	3.	3.
TOTALS	<u>155,388.</u>	<u>155,388.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
SECURITY DEPOSIT	5,542.
TOTALS	<u>5,542.</u>

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
WELLS FARGO BANK, NA 1 WEST 4TH STREET, 4TH FLOOR WINSTON-SALEM, NC 27101	TRUSTEE 40.00	147,052.
THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED.		0
GRAND TOTALS		147,052.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
GEORGETOWN UNIVERSITY SCHOOL OF MEDICINE 3300 WHITEHAVEN STREET, NW STE 4000 WASHINGTON, DC 20007	NONE 509(A) (1)		MEDICAL SCHOLARSHIPS	35,875.
JOHNS HOPKINS UNIVERSITY SCHOOL OF MEDICINE 1101 E. 33RD STREET, SUITE C-020 BALTIMORE, MD 21218	NONE 509(A) (1)		MEDICAL SCHOLARSHIPS	35,875.
UNIVERSITY OF MARYLAND 655 W BALTIMORE STREET, SUITE 14-002 BALTIMORE, MD 21201	NONE 509(A) (1)		MEDICAL SCHOLARSHIPS COLLEGE PARK, MD 20742	35,875.
NORTH CAROLINA STATE UNIVERSITY NC AGRICULTURAL FOUNDATION, INC CAMPUS BOX 7645 RALEIGH, NC 27695	NONE 509(A) (1)		AG & VET SCHOLARSHIPS	47,833.
VIRGINIA TECH FOUNDATION, INC 902 PRICES FORK ROAD BLACKSBURG, VA 24061	NONE 509(A) (1)		AG & VET SCHOLARSHIPS	47,833.
UNIVERSITY OF MARYLAND FOUNDATION INC. 655 W. BALTIMORE ST, STE 14-002 BALTIMORE, MD 21201	NONE 509(A) (1)		AG & VET SCHOLARSHIPS	47,833.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDREN'S NATIONAL MEDICAL CENTER 111 MICHIGAN AVE NW WASHINGTON, DC 20010	NONE 509(A) (1)		GENERAL PURPOSES	95,667.
LITTLE SISTERS OF THE POOR 4200 HAREWOOD RD NE WASHINGTON, DC 20017-1554	NONE 509(A) (1)		CARE OF SICK & POOR PEOPLE IN WASH , DC.	47,833.
LITTLE SISTERS OF THE POOR 601 MAIDEN CHOICE LN BALTIMORE, MD 21228-3630	NONE 509(A) (1)		CARE ELDERLY INDIGENT IN BALTIMORE	47,833.
SALVATION ARMY TRUST 2626 PENNSYLVANIA AVE., NW WASHINGTON, DC 20037	NONE 509(A) (1)		GENERAL PURPOSES	31,889.
METHODIST HOME OF THE DISTRICT OF COLUMBIA 4901 CONNECTICUT AVE NW WASHINGTON, DC 20008	NONE 509(A) (1)		CARE ELDERLY INDIGENT	31,889
FLORENCE CRITTENTON HOME, INC OF WASHINGTON, D.C. 815 SILVER SPRING AVENUE SILVER SPRING, MD 20910	NONE 509(A) (1)		CARE ELDERLY INDIGENT	31,889.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEORGE WASHINGTON UNIVERSITY 2100 M STREET, NW SUITE 310 WASHINGTON, DC 20037	NONE 509(A) (1)	MEDICAL SCHOLARSHIPS	35,875.
CAROLINA ADVENTIST RETIREMENT SYSTEMS INC 95 HOLCOMBE COVE ROAD CHANDLER, NC 28715	NONE 509(A) (1)	FOR W. R. WINSLOW MEMORIAL HOME, INC.	126,000
TOTAL CONTRIBUTIONS PAID			699,999.