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

Department of the Treasury
Internal Revenue Service

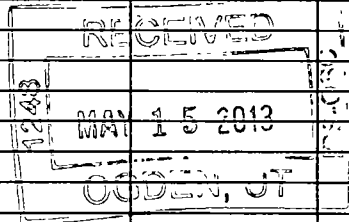
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

For calendar year 2012 or tax year beginning January 1 , **2012, and ending** December 31 , **20** 12

Name of foundation Windfall Foundation		A Employer identification number 85-0405670
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 1867	Room/suite	B Telephone number (see instructions) 505-983-5518
City or town, state, and ZIP code Santa Fe, New Mexico 87504		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 275,383	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5,139	5,139	5,139	stat.#1
	4 Dividends and interest from securities	8,575	8,575	8,575	stat.#1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	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	13,714	13,714	13,714		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) stat.#2	210	0	0	210
	24 Total operating and administrative expenses. Add lines 13 through 23	210	0	0	210
	25 Contributions, gifts, grants paid	12,108			12,108
26 Total expenses and disbursements. Add lines 24 and 25	12,318	0	0	12,318	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,396				
b Net investment income (if negative, enter -0-)		13,714			
c Adjusted net income (if negative, enter -0-)			13,714		



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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	14,893	15,342	15,342
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) <i>stmt: #3</i>	156,618	160,520	160,520
	c	Investments—corporate bonds (attach schedule) <i>stmt: #3</i>	57,457	99,521	99,521
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) <i>stmt: #3</i>	34,494			
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	263,462	275,383	275,383	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted	263,462	275,383	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	263,462	275,383		
31	Total liabilities and net assets/fund balances (see instructions)	263,462	275,383		

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	263,462
2	Enter amount from Part I, line 27a	2	1,396
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	264,858
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	264,858

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
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
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 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	15,868	256,561	.062
2010	894	267,439	.003
2009	6,855	249,885	.027
2008	4,028	172,464	.023
2007	-36	104,047	0
2	Total of line 1, column (d)		2 .115
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 .023
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4 262,117
5	Multiply line 4 by line 3		5 6,029
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 137
7	Add lines 5 and 6		7 6,166
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 12,318

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	137	14
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3	137	14
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	137	14
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		0
b	Exempt foreign organizations—tax withheld at source	6b		0
c	Tax paid with application for extension of time to file (Form 8868)	6c		0
d	Backup withholding erroneously withheld	6d		0
7	Total credits and payments. Add lines 6a through 6d	7		0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	137	14
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		/
1a		/
b		/
1b		/
<i>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.</i>		
c		/
1c		/
d		
e		
2		/
3		/
3		/
4a		/
4a		/
4b		/
5		/
5		/
6		/
6		/
7		/
7		/
8a		
8b		/
9		/
9		/
10		/
10		/

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		—
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		—
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	—	
14	The books are in care of ▶ <u>SHELBY MILLER</u> Telephone no. ▶ <u>505-983-5518</u> Located at ▶ <u>111 BARRANCA P.D., SANTA FE, N.M.</u> ZIP+4 ▶ <u>87501</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No —

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here . . . ▶ <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . .	1c	—
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 type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . .	2b	—
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . <input type="checkbox"/> Yes <input 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.) . . . <u>N/A</u>	3b	—
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	—
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	—

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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here ~~NA~~

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? Yes No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NA				
NA				
NA				
NA				

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
NA				
NA				
NA				
NA				
NA				

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		

Total number of others receiving over \$50,000 for professional services **0**

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	NONE	
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		
2	NONE	
3	All other program-related investments See instructions	

Total. Add lines 1 through 3 **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	254,972
b	Average of monthly cash balances	1b	11,137
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	266,109
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	0
3	Subtract line 2 from line 1d	3	266,109
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,992
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	262,117
6	Minimum investment return. Enter 5% of line 5	6	13,106

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	13,106
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,106
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	13,106
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,106

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	12,318
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,318
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	137
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,181

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				13,106
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			12,828	
b Total for prior years: 20,973 20 - ,20 06		35,249		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	-5,192			
b From 2008	-4,518			
c From 2009	-5,456			
d From 2010	-12,322			
e From 2011	3,189			
f Total of lines 3a through e	-24,299			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 12,318				
a Applied to 2011, but not more than line 2a			12,828	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				13,106
e Remaining amount distributed out of corpus	-788			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	-25,087			
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				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	-25,087			
10 Analysis of line 9:				
a Excess from 2008	-4,518			
b Excess from 2009	-5,456			
c Excess from 2010	-12,322			
d Excess from 2011	3,189			
e Excess from 2012	-788			

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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(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:	N/A				
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).)

SHELBY MILLER + KARIN WILKSTROM-MILLER (JOINTLY)

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: N/A
- 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:

SHELBY MILLER, PRESIDENT, THE WINDFALL FOUNDATION, P.O. BOX 1867, SANTA FE, NM 87504

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

1-3 PAGE OVERVIEW DESCRIBING PROJECT; AMT. OF REQUEST; TAX-EXEMPT STATUS

- 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				
R Community Bikes 226 Hudson Ave. Rochester, NY		501c3	General operating funds	1,750.00
Rochester Roots 121 N. Fitzhugh St. Rochester, NY		501c3	General operating funds	1,750.00
San Francisco Arts Education Project 135 Van Ness Ave San Francisco, CA		501c3	General operating funds	1,750.00
Byrne Urban Scholars 720 S. Colorado Blvd. Denver, CO		501c3	General operating funds	1,750.00
Urbiculture Communtiy Farms P.O. Box 40579 Denver, CO		501c3	General operating funds	1,750.00
KSFR Radio P.O. Box 31366 Santa Fe, NM		501c3	General operating funds	1,000.00
Rochester Roots 121 N. Fitzhugh St. Rochester, NY		501c3	General operating funds	608.00
San Francisco Children's Art Center Fort Mason Center, Bldg. C San Francisco, CA		501c3	General operating funds	1,750.00
Total				12,108.00
b Approved for future payment				
Total				

Form 990 PF: Statements

Statements 1:

Attached Morgan Stanley Corporate Tax Statement

Statement 2: Other expenses

NM PRC filing fee	\$10.
NM Atty. General	\$200.

Statement 3:

Attached Morgan Stanley Corporate Tax Statement

Statement 4: List of substantial contributors

Shelby Miller & Karin Wikstrom-Miller (jointly)
P.O. Box 1867
Santa Fe, NM 87504

STMT# 1

Morgan Stanley

Corporate Tax Statement Tax Year 2012

THE WINDFALL FOUNDATION
PO BOX 1867
SANTA FE NM 87504-1867

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number 26-4310632

Taxpayer ID Number 85-0405670
Account Number 217 034095 130

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

IRS BOX	2012 FORM 1099-DIV - DIVIDENDS AND DISTRIBUTIONS OMB NO. 1545-0110	
1a.	TOTAL ORDINARY DIVIDENDS	\$5,660.34
1b	QUALIFIED DIVIDENDS	\$0.00
2a	TOTAL CAPITAL GAIN DISTRIBUTIONS	\$0.00
2b	UNRECAP. SEC. 1250 GAIN	\$0.00
2d	COLLECTIBLES (28%) GAIN	\$0.00
3	NON-DIVIDEND DISTRIBUTIONS	\$2,915.11
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
5.	INVESTMENT EXPENSES	\$0.00
6	FOREIGN TAX PAID	\$0.00
8.	CASH LIQUIDATION DISTRIBUTIONS	\$0.00
9	NON-CASH LIQUIDATION DISTRIBUTIONS	\$0.00
10	EXEMPT-INTEREST DIVIDENDS	\$0.00
11	SPECIFIED PRIVATE ACTIVITY BOND INTEREST DIVIDENDS	\$0.00

IRS BOX	2012 FORM 1099-OID - ORIGINAL ISSUE DISCOUNT OMB NO. 1545-0117	
1.	ORIGINAL ISSUE DISCOUNT FOR 2012	\$0.00*
2.	OTHER PERIODIC INTEREST	\$0.00
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
6	OID ON U.S. TREASURY OBLIGATIONS	\$0.00*
7	INVESTMENT EXPENSES	\$0.00

*This may not be the correct figure to report on your income tax return
See instructions on the back

IRS BOX	2012 FORM 1099-INT - INTEREST INCOME OMB NO. 1545-0112	
1	INTEREST INCOME	\$5,138.57
2	EARLY WITHDRAWAL PENALTY	\$0.00
3	INTEREST ON U.S. SAVINGS BONDS AND TREASURY OBLIGATIONS	\$0.00
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
5	INVESTMENT EXPENSES	\$0.00
6	FOREIGN TAX PAID	\$0.00
8	TAX-EXEMPT INTEREST	\$0.00
9	SPECIFIED PRIVATE ACTIVITY BOND INTEREST	\$0.00
10	TAX-EXEMPT BOND CUSIP NO	\$0.00

IRS BOX	2012 FORM 1099-MISC - MISCELLANEOUS INCOME OMB NO. 1545-0115	
1	RENTS	\$0.00
2	ROYALTIES	\$0.00
3	OTHER INCOME	\$0.00
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
8	SUBSTITUTE PAYMENTS IN LIEU OF DIVIDENDS OR INTEREST	\$0.00

IRS BOX	2012 FORM 1099-B - PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715	
2	SALES PRICE OF STOCKS, BONDS, ETC NONCOVERED SECURITIES	\$34,000.00
	COVERED SECURITIES	\$0.00
3	COST AND OTHER BASIS	\$0.00
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
5	WASH SALE LOSS DISALLOWED	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS



1099-DIV DIVIDENDS & DISTRIBUTIONS

Total Ordinary Dividends

DESCRIPTION	CUSIP	PAY DATE	ORDINARY DIVIDENDS	QUALIFIED DIVIDENDS	FEDERAL INCOME TAX WITHHELD	NOTES
BLACKROCK ENHANCED GVT FD INC	09255K108	01/09/12	\$474.52	\$0.00	\$0.00	OP
BLACKROCK ENHANCED GVT FD INC	09255K108	02/29/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	03/30/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	04/30/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	05/31/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	06/29/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	07/31/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	08/31/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	09/28/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	10/31/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	11/30/12	\$474.52	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	12/18/12	\$440.62	\$0.00	\$0.00	
Total Ordinary Dividends 1099-DIV box 1a			\$5,660.34			

Total Qualified Dividends 1099-DIV box 1b

\$0.00

Non-Dividend Distributions

DESCRIPTION	CUSIP	PAY DATE	AMOUNT	FEDERAL INCOME TAX WITHHELD	NOTES
BLACKROCK ENHANCED GVT FD INC	09255K108	01/09/12	\$244.38	\$0.00	OP
BLACKROCK ENHANCED GVT FD INC	09255K108	02/29/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	03/30/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	04/30/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	05/31/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	06/29/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	07/31/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	08/31/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	09/28/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	10/31/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	11/30/12	\$244.38	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	12/18/12	\$226.93	\$0.00	
Total Non-Dividend Distributions 1099-DIV box 3			\$2,915.11		

Total Federal Income Tax Withheld 1099-DIV box 4

\$0.00

Morgan Stanley

Tax Year 2012

THE WINDFALL FOUNDATION Account Number. 217 034095 130

OP This dividend was declared in 2011 and paid to you in January 2012 if the fund company elected to partially defer this payment for tax reporting purposes, then a portion of this payment was reported on your 2011 Form 1099-DIV and this amount represents the remaining portion of that payment that is taxable in 2012 If the 2011 declared dividend was fully deferred by the fund company, this amount represents the entire payment that is reportable in 2012

1099-INT INTEREST INCOME

Interest Income

DESCRIPTION	CUSIP	PAY DATE	AMOUNT	FEDERAL INCOME TAX WITHHELD	NOTES
CREDIT SUISSE 5400 20JA14	22546QAD9	07/16/12	\$891 00	\$0 00	
GE CAP RET BK CD 5050 13NV13	36159UJFQ4	03/13/12	\$549 00	\$0 00	IA
GE CAPITAL TR I 6375 67NV15	36830GAA2	05/15/12	\$1,848 75	\$0 00	
GE CAPITAL TR I 6375 67NV15	36830GAA2	11/15/12	\$1,848 75	\$0 00	
MORGAN STANLEY BANK N A	061870903	01/30/12	\$0 13	\$0 00	
MORGAN STANLEY BANK N A	061870903	02/28/12	\$0 09	\$0 00	
MORGAN STANLEY BANK N A	061870903	03/29/12	\$0 06	\$0 00	
MORGAN STANLEY BANK N A	061870903	04/27/12	\$0 05	\$0 00	
MORGAN STANLEY BANK N A	061870903	05/30/12	\$0 07	\$0 00	
MORGAN STANLEY BANK N A	061870903	06/28/12	\$0 07	\$0 00	
MORGAN STANLEY BANK N A	061870903	07/30/12	\$0 09	\$0 00	
MORGAN STANLEY BANK N A	061870903	08/30/12	\$0 09	\$0 00	
MORGAN STANLEY BANK N A	061870903	09/27/12	\$0 09	\$0 00	
MORGAN STANLEY BANK N A	061870903	10/30/12	\$0 11	\$0 00	
MORGAN STANLEY BANK N A	061870903	11/29/12	\$0 10	\$0 00	
MORGAN STANLEY BANK N A	061870903	12/28/12	\$0 12	\$0 00	
Total Interest Income 1099-INT box 1			\$5,138.57		
Total Federal Income Tax Withheld 1099-INT box 4				\$0.00	

IA This transaction represents accrued interest from a bond sold between interest payment dates

SUPPLEMENTAL TAX INFORMATION

DESCRIPTION	CUSIP	MUNICIPAL OID	ACCRUED INTEREST PAID	MUNI ACCRUED INTEREST PAID
CREDIT SUISSE 5400 20JA14	22546QAD9	\$0.00	\$306.90	\$0.00
Total		\$0.00	\$306.90	\$0.00



MUTUAL FUND AND UIT STATE & FEDERAL TAX INFORMATION - INCOME SOURCE BREAKDOWN

DESCRIPTION		BLACKROCK	BLACKROCK
SYMBOL	EGF	SYMBOL	EGF
CUSIP		CUSIP	
Alabama	0.00%	New Jersey	0.00%
Alaska	0.00%	New Mexico	0.00%
Arizona	0.00%	New York	0.00%
Arkansas	0.00%	North Carolina	0.00%
California	0.00%	North Dakota	0.00%
Colorado	0.00%	Ohio	0.00%
Connecticut	0.00%	Oklahoma	0.00%
Delaware	0.00%	Oregon	0.00%
District of Columbia	0.00%	Pennsylvania	0.00%
Florida	0.00%	Rhode Island	0.00%
Georgia	0.00%	South Carolina	0.00%
Hawaii	0.00%	South Dakota	0.00%
Idaho	0.00%	Tennessee	0.00%
Illinois	0.00%	Texas	0.00%
Indiana	0.00%	Utah	0.00%
Iowa	0.00%	Vermont	0.00%
Kansas	0.00%	Virginia	0.00%
Kentucky	0.00%	Washington	0.00%
Louisiana	0.00%	West Virginia	0.00%
Maine	0.00%	Wisconsin	0.00%
Maryland	0.00%	Wyoming	0.00%
Massachusetts	0.00%	U.S. Territories	
Michigan	0.00%	American Samoa	0.00%
Minnesota	0.00%	Guam	0.00%
Mississippi	0.00%	Northern Mariana Islands	0.00%
Missouri	0.00%	Puerto Rico	0.00%
Montana	0.00%	U.S. Virgin Islands	0.00%
Nebraska	0.00%	US Federal Source Income	16.35%
Nevada	0.00%		
New Hampshire	0.00%		

Sheet # 3

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Active Assets Account THE WINDFALL FOUNDATION
217-034095-130 PO BOX 1867

Account Summary

BALANCE SHEET

	Last Period (as of 11/30/12)	This Period (as of 12/31/12)
TOTAL VALUE (incl. accr int)	\$272,998.43	\$275,383.38
ASSETS	\$272,998.43	\$275,383.38
Cash, Deposits, Money Market Funds	14,674.14	15,341.81
Stocks	159,185.00	160,520.10
Corporate Fixed Income [^]	99,139.29	99,521.47

LIABILITIES (Outstanding Balance)

There are no liabilities for this account.

[^] Includes Estimated Accrued Interest

CASH FLOW

	This Period (12/1/12-12/31/12)	This Year (1/1/12-12/31/12)
OPENING CASH, DEPOSITS, MMFs	\$14,674.14	\$14,893.01
INVESTMENT RELATED ACTIVITY	\$667.67	\$12,915.46
Purchases	-	(34,798.56)
Sales and Redemptions	-	34,549.00
Income	667.67	13,165.02
CASH RELATED ACTIVITY	-	-
DEBIT CARD/CHECK ACTIVITY	-	\$(12,466.66)
Debit Card	-	-
ATM/Cash Advances	-	-
Checks Written	-	(12,466.66)
Automated Payments	-	-
CLOSING CASH, DEPOSITS, MMFs	\$15,341.81	\$15,341.81

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Active Assets Account
217-034095-130
THE WINDFALL FOUNDATION
PO BOX 1867

Holdings

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate. Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures. New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %				
MORGAN STANLEY BANK N.A. #	\$15,341.81	\$2.00	—	0.010				
	Percentage of Assets %	Market Value	Estimated Annual Income	Annual Percentage Yield %				
	5.6%	\$15,341.81	\$2.00	0.010				
			\$0.00					
CASH, DEPOSITS AND MONEY MARKET FUNDS								
# Bank Deposits are at either: (1) Morgan Stanley Bank, N.A., and Morgan Stanley Private Bank, National Association, or (2) Citibank, N.A., each a national bank, FDIC member and an affiliate of Morgan Stanley Smith Barney LLC.								
STOCKS								
COMMON STOCKS								
Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK ENHANCED GVT FD INC (EGF)	9/3/08	4,186,000	\$16.228	\$67,929.68	\$65,427.18	\$(2,502.50) LT R		
	9/3/08	499,000	16.238	8,102.66	7,799.37	(303.29) LT R		
	11/7/08	5,585,000	15.831	88,415.49	87,293.55	(1,121.94) LT R		
Total		10,270,000		164,447.83	160,520.10	(3,927.73) LT	8,010.60	4.99

Share Price: \$15.630; Next Dividend Payable 01/09/13

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Active Assets Account
217-034095-130

THE WINDFALL FOUNDATION
PO BOX 1867

Holdings

STOCKS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
	58.3%	\$164,447.83	\$160,520.10	\$(3,927.73) LT	\$8,010.60	4.99%
					\$0.00	

CORPORATE FIXED INCOME CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj.	Unit Cost	Orig. Total Cost Adj.	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
CREDIT SUISSE	3/13/12	33,000,000	\$104,520	\$104,133	\$34,491,66	\$34,364,01	\$37,104.87	\$2,740,86 ST	\$1,782,00	4.80
CUSIP 22546QAD9									\$826,65	
Unit Price: \$112.439; Coupon Rate 5.400%; Matures 01/14/2020; Int Semi-Annually Jan/Jul 14; Yield to Maturity 3.397%; Moody BAA2 S&P BBB+; Issued 01/14/10										
GE CAPITAL TRI 6.375% FIXED TO 11/15/17 FLOATS THEREAFTER	2/2/10	33,000,000	91,516	91,516	30,200,25	30,200,25	34,773,75	4,573,50 LT		
CUSIP 36830GAA2	2/9/10	15,000,000	90,285	90,285	13,542,75	13,542,75	15,806,25	2,263,50 LT		
	12/10/10	10,000,000	101,060	101,060	10,106,00	10,106,00	10,537,50	431,91 LT		
Total		58,000,000	53,849,00	53,848,59	53,848,59	53,848,59	61,117,50	7,268,91 LT	3,697,50	6.04
Unit Price: \$105.375; Coupon Rate 6.375%; Matures 11/15/2067; Int. Semi-Annually May/Nov 15; Callable \$100.00 on 11/15/17; Yield to Call 5.113%; Floater; Moody A2 S&P AA-; Issued 11/15/09										

CORPORATE FIXED INCOME

Face Value	Percentage of Assets %	Orig. Total Cost Adj.	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
91,000,000		\$88,340.66	\$88,212.60	\$98,222.37	\$7,268.91 LT	\$5,479.50	5.58%
	36.1%			\$99,521.47	\$2,740.86 ST	\$1,299.10	

TOTAL CORPORATE FIXED INCOME (incl. accr. int.)

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
100.0%	\$252,660.43	\$274,084.28	\$3,341.18 LT	\$13,492.10	4.90%
		\$275,383.38	\$2,740.86 ST	\$1,299.10	

TOTAL VALUE (includes accrued interest)

R - The cost basis for this tax lot was adjusted due to a reclassification of income. Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.