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Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
WINFIELD FOUNDATION 141020900

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
C/O FIDUCIARY TRUST CO INTL - 600 FIFTH AV

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10020

A Employer identification number
13-6158017

B Telephone number (see instructions)
212-632-3000

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

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

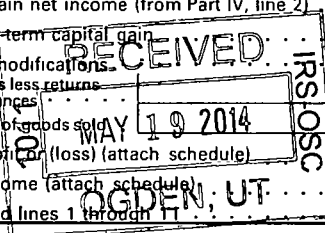
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 2,069,077**

J Accounting method: Cash Accrual
 Other (specify) _____
(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)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	43,888	41,685		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,282			
	b Gross sales price for all assets on line 6a	708,028			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	8,580	-3,915		STMT 4	
12 Total. Add lines 1 through 11	50,186	37,770			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	6,000	1,200		4,800
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,000	NONE	NONE	2,000
	b Accounting fees (attach schedule)	1,750	1,400	NONE	350
	c Other professional fees (attach schedule)	17,943	14,048		3,895
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	637	639		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	28,330	17,287	NONE	11,045
	25 Contributions, gifts, grants paid	69,100			69,100
26 Total expenses and disbursements. Add lines 24 and 25	97,430	17,287	NONE	80,145	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-47,244				
b Net investment income (if negative, enter -0-)		20,483			
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 23 2014



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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	964.	110,446.	110,446.
	2	Savings and temporary cash investments	109,057.	54,000.	54,000.
	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)	504,686.	32,658.	32,138.
	b	Investments - corporate stock (attach schedule) STMT 10	913,568.	1,227,080.	1,535,476.
	c	Investments - corporate bonds (attach schedule) STMT 11	119,875.	328,365.	337,017.
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 12	151,173.			
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 l)	1,799,323.	1,752,549.	2,069,077.	
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,689,302.	1,588,103.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	110,021.	164,446.		
30	Total net assets or fund balances (see instructions)	1,799,323.	1,752,549.		
31	Total liabilities and net assets/fund balances (see instructions)	1,799,323.	1,752,549.		

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)	1,799,323.
2	Enter amount from Part I, line 27a	-47,244.
3	Other increases not included in line 2 (itemize) RETURN OF CAPITAL ADJUSTMENT	885.
4	Add lines 1, 2, and 3	1,752,964.
5	Decreases not included in line 2 (itemize) MUTUAL FUND CASH OFFSET	415.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,752,549.

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 PUBLICLY TRADED SECURITIES				
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 708,028.		710,310.	-2,282.	
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))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any		
a			-2,282.	
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	-2,282.
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))
2012	90,763.	1,821,731.	0.049822
2011	82,650.	1,907,075.	0.043339
2010	81,425.	1,848,227.	0.044056
2009	86,480.	1,752,293.	0.049352
2008	100,734.	1,935,461.	0.052047
2 Total of line 1, column (d)			0.238616
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			0.047723
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			1,909,461.
5 Multiply line 4 by line 3			91,125.
6 Enter 1% of net investment income (1% of Part I, line 27b)			205.
7 Add lines 5 and 6			91,330.
8 Enter qualifying distributions from Part XII, line 4			80,145.

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total amount owed is 166, with 166 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political campaigns, tax on political expenditures, and reporting requirements. Includes 'Yes' and 'No' columns.

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 FIDUCIARY TRUST COMPANY INTL Telephone no (212) 632-3000
Located at 600 FIFTH AVENUE, NEW YORK, NY ZIP+4 10020-2302
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X 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
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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X 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 X
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? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013? 4b X

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

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

(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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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
SEE STATEMENT 13		6,000.		

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 NONE

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,711,197.
b	Average of monthly cash balances	1b	227,342.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,938,539.
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	NONE
3	Subtract line 2 from line 1d	3	1,938,539.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,078.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,909,461.
6	Minimum investment return. Enter 5% of line 5	6	95,473.

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	95,473.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	410.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	410.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	95,063.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	95,063.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	95,063.

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	80,145.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4.	4	80,145.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,145.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				95,063.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 11 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	38,880.			
d From 2011	82,650.			
e From 2012	250.			
f Total of lines 3a through e	121,780.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 80,145.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				80,145.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	14,918.			14,918.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	106,862.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	106,862.			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	23,962.			
c Excess from 2011	82,650.			
d Excess from 2012	250.			
e Excess from 2013				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 address of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 <i>Paid during the year</i> SEE STATEMENT 21				69,100.
Total ▶ 3a				69,100.
b <i>Approved for future payment</i>				
Total ▶ 3b				

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust WINFIELD FOUNDATION 141020900	Employer identification number 13-6158017
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Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	216,055.	222,606.		-6,551.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	69,338.	66,558.		2,780.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6	()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶			7	-3,771.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	47,721.	35,242.		12,479.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	374,289.	385,904.		-11,615.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			12	
13 Capital gain distributions			13	625.
14 Gain from Form 4797, Part I			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15	()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶			16	1,489.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2013

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		-3,771.
18	Net long-term gain or (loss):			
a	Total for year	18a		1,489.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a	19		-2,282.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000	20	(2,282)
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Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15%	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20%	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

WINFIELD FOUNDATION 141020900

13-6158017

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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- (D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- (E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- (F)** Long-term transactions **not** reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
60	YUM BRANDS INC	12/01/2011	02/22/2013	3,932 00	3,284 00			648.00
70	CENTURYTEL INC	02/14/2012	03/27/2013	2,460 00	2,628 00			-168 00
70	NOBLE CORP	01/23/2012	05/10/2013	2,792 00	2,406 00			386 00
90	TEVA PHARMACEUTICAL IN	01/23/2012	08/29/2013	3,445 00	3,765 00			-320 00
100	TJX COS INC NEW	09/14/2012	11/29/2013	6,320 00	4,636 00			1,684 00
700	RPM INC OHIO	07/30/2012	12/27/2013	28,772 00	18,523 00			10,249 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				47,721	35,242			12,479

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Social security number or taxpayer identification number

WINFIELD FOUNDATION 141020900

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Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	994 023 FEDERAL HOME LN MT PL# C62388 DTD 12/1/200	12/27/2001	01/15/2013	3 00	3 00			
	544 9457 FEDERAL HOME LN M PL# C63580 DTD 1/1/2002		01/15/2013	1 00	1 00			
	707 5472 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	01/25/2013	5 00	5 00			
	990 3748 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	02/15/2013	4 00	4 00			
	543 6949 FEDERAL HOME LN M PL# C63580 DTD 1/1/2002	01/14/2002	02/15/2013	1.00	1 00			
	702 8263 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	02/25/2013	5.00	5 00			
	987 26 FEDERAL HOME LN MTG PL# C62388 DTD 12/1/200	12/27/2001	03/15/2013	3 00	3 00			
	542 437 FEDERAL HOME LN MT PL# C63580 DTD 1/1/2002	01/14/2002	03/15/2013	1 00	1 00			
	699 9945 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	03/25/2013	3 00	3 00			
	300000 UNITED STATES TREA DTD 12/31/2010 2 75% 12	09/29/2011	04/12/2013	329,590 00	325,416 00			4,174 00
	984 1228 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	04/15/2013	3.00	3 00			
	541 1732 FEDERAL HOME LN M PL# C63580 DTD 1/1/2002		04/15/2013	1.00	1.00			
	694 2719 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	04/25/2013	6 00	6 00			
	980 9745 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	05/15/2013	3 00	3 00			
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

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WINFIELD FOUNDATION 141020900

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- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
539	9024 FEDERAL HOME LN M PL# C63580 DTD 1/1/2002	01/14/2002	05/15/2013	1 00	1 00			
689	4819 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	05/27/2013	5 00	5 00			
977	8027 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	06/17/2013	3 00	3 00			
538	6251 FEDERAL HOME LN M PL# C63580 DTD 1/1/2002	01/14/2002	06/17/2013	1 00	1 00			
684	665 FEDERAL NATL MTG A 632303 DTD 3/1/2002 6 5	02/12/2002	06/25/2013	5 00	5 00			
800	NEWMONT MNG CORP	12/04/2003	07/03/2013	23,554 00	39,392.00			-15,838 00
974	6139 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	07/15/2013	3 00	3 00			
50052	FEDERAL HOME LN MTG PL# C63580 DTD 1/1/2002	01/14/2002	07/15/2013	539 00	535 00			4 00
681	7292 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	07/25/2013	3 00	3 00			
840	0576 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	08/15/2013	135 00	130 00			5 00
20000	AMERICAN EXPRESS CR SER C DTD 8/20/2008 7 3	08/15/2008	08/20/2013	20,000 00	19,967 00			33 00
676	8697 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	08/26/2013	5 00	5 00			
836	5981 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	09/16/2013	3 00	3 00			
673	8889 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	09/25/2013	3 00	3 00			
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

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WINFIELD FOUNDATION 141020900

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(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	833 6735 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	10/15/2013	3 00	3 00			
	535 3735 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	10/25/2013	139 00	140 00			-1 00
	704 8177 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	11/15/2013	129 00	125 00			4 00
	530 2865 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	11/25/2013	5 00	5 00			
	585 6985 FEDERAL HOME LN M PL# C62388 DTD 12/1/200	12/27/2001	12/16/2013	119 00	115 00			4 00
	525 6486 FEDERAL NATL MTG # 632303 DTD 3/1/2002 6	02/12/2002	12/26/2013	5 00	5 00			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				374,289	385,904.			-11,615

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2012

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: INCOME

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
=====								
	U.S. Dollar							
	Cash		8,714.72		8,714.72		0.05	0.00
	8,714.7200 CASH							
Total SHORT TERM								
			8,714.72		8,714.72		0.05	0.00
Total								
			8,714.72		8,714.72			0.00
Accrued Income								
			0.00		0.00			
Grand Total								
			8,714.72		8,714.72			0.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2012

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
=====								
U.S. Dollar								

	Cash		100,340.84		100,340.84		0.05	0.00
	Cash Equivalents							
	60,000.0000 UNITED STATES TREAS BILLS DTD 8/2/2012 1/31/2013 AAA	99.9684	59,981.04	99.9980	59,998.80		0.02	0.00
	85,500.0000 STIP 3: US TREASURY & AGENCY DTD 8/31/2003	1.0000	85,500.00	1.0000	85,500.00		0.05	0.86
Total Cash Equivalents			145,481.04		145,498.80		0.04	0.86
Total U.S. Dollar			245,821.88		245,839.64		0.04	0.86
Total SHORT TERM			245,821.88		245,839.64		0.04	0.86

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2012

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
=====								
U.S. Dollar								

Governments								
300,000.0000	UNITED STATES TREASURY NOTE DTD 12/31/2010 2.75% 12/31/2017 AAA	108.4719	325,415.61	110.0470	330,141.00	8,250	0.70	22.92
Agencies								
30,000.0000	FEDERAL HOME LOAN BANK DTD 2/3/2010 2.75% 3/13/2015 AA+	105.1950	31,558.50	105.3510	31,605.30	825	0.31	247.50
Mortgages								
997.1072	FEDERAL HOME LN MTG CORP MTG PL# C62388 DTD 12/1/2001 6.00% 12/1/2031 AA+	96.8873	966.07	111.2150	1,108.93	60	6.00	4.99
546.1904	FEDERAL HOME LN MTG CORP MTG PL# C63580 DTD 1/1/2002 6.00% 2/1/2032 AA+	99.4031	542.93	111.2150	607.45	33	6.00	2.73

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
	712.2412 FEDERAL NATL MTG ASSN MTG PL # 632303 DTD 3/1/2002 6.50% 3/1/2032 AA+	101.3070	721.55	118.1790	841.72	46	6.50	3.86
			2,230.55		2,558.10	139	6.16	11.58
	20,000.0000 AMERICAN EXPRESS CRD CORP NT SER C DTD 8/20/2008 7.3% 8/20/2015 N/R	99.8350	19,967.00	104.3120	20,862.40	1,460	0.50	531.28
	20,000.0000 NOVARTIS CAPITAL CORP SR NT DTD 2/10/2009 4.125% 2/10/2014 N/R	99.8970	19,979.40	104.0310	20,806.20	825	0.47	323.13
	20,000.0000 SHELL INTERNATIONAL FIN SR NT DTD 3/23/2009 4% 3/21/2014 N/R	99.9730	19,994.60	104.3310	20,866.20	800	0.44	222.22
	20,000.0000 BERKSHIRE HATHAWAY INC SR NT DTD 2/11/2010 3.2% 2/11/2015 AA	100.0920	20,018.40	105.3320	21,066.40	640	0.65	248.89
	20,000.0000 PROCTER & GAMBLE CO NT DTD 2/6/2009 3.5% 2/15/2015 AA-	99.5800	19,916.00	106.2300	21,246.00	700	0.54	264.44

U.S. Dollar

Total Mortgages
 Corporates

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2012

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
CONVERTIBLES								
=====								
U.S. Dollar								
Convertible Preferred								
100.0000	100.0000 GENESEE & WYOMING INC CNV PRF 5.00%	100.0000	10,000.00	111.4100	11,141.00	500	4.49	141.67
500.0000	500.0000 UNITED TECHNOLOGIES CORP 7.50% CNV PFD	53.1548	26,577.38	55.7100	27,855.00	1,875	6.73	0.00
Total Convertible Preferred			36,577.38		38,996.00	2,375	6.09	141.67
Total U.S. Dollar			36,577.38		38,996.00	2,375	6.09	141.67
Total CONVERTIBLES			36,577.38		38,996.00	2,375	6.09	141.67
EQUITIES								
=====								
U.S. Dollar								
400.0000	400.0000 ACCENTURE PLC	64.1497	25,659.87	66.5000	26,600.00	648	2.44	0.00
400.0000	400.0000 ACE LTD	72.7670	29,106.78	79.8000	31,920.00	784	2.46	0.00

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
500.0000	AFLAC INC	51.9356	25,967.80	53.1200	26,560.00	700	2.64	0.00
800.0000	ALTRIA GROUP INC	33.4575	26,766.00	31.4200	25,136.00	1,408	5.60	352.00
400.0000	ANADARKO PETROLEUM CORP	75.4075	30,163.00	74.3100	29,724.00	144	0.48	0.00
150.0000	BLACKROCK INC	172.0375	25,805.63	206.7100	31,006.50	900	2.90	0.00
250.0000	CELGENE CORP	70.8895	17,722.38	78.7200	19,680.00		N/A	0.00
600.0000	CENTURYLINK INC	40.9191	24,551.47	39.1200	23,472.00	1,740	7.41	0.00
800.0000	COMCAST CORP CL A	33.7015	26,961.19	37.3800	29,904.00	520	1.74	130.00
500.0000	COVIDIEN PLC	56.6005	28,300.25	57.7400	28,870.00	520	1.80	0.00
500.0000	CVS CAREMARK CORP	44.6227	22,311.37	48.3500	24,175.00	450	1.86	0.00
250.0000	DIAGEO PLC SPONSORED ADR NEW	108.5075	27,126.88	116.5800	29,145.00	694	2.38	0.00
600.0000	DIGITAL REALTY TRUST INC	63.5514	38,130.84	67.8900	40,734.00	1,752	4.30	438.00
800.0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	53.0774	42,461.91	50.0800	40,064.00	2,080	5.19	0.00
40.0000	FREEMONT-NCMORAN COPPER & GOLD INC CL B	37.7193	1,508.77	34.2000	1,368.00	50	3.65	0.00

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
300.0000	GILEAD SCIENCES INC	55.8031	16,740.94	73.4500	22,035.00		N/A	0.00
40.0000	GOOGLE INC SER A	651.5503	26,062.01	709.3700	28,374.80		N/A	0.00
120.0000	INTERNATIONAL BUSINESS MACHINES CORP	194.9430	23,393.16	191.5500	22,986.00	408	1.77	0.00
65.0000	JOHNSON & JOHNSON CO	63.9905	4,159.38	70.1000	4,556.50	159	3.48	0.00
600.0000	LIBERTY PROPERTY TRUST SBI	36.7873	22,072.35	35.7700	21,462.00	1,140	5.31	285.00
85.0000	MACY'S INC	34.5627	2,937.83	39.0200	3,316.70	68	2.05	17.00
700.0000	MATTEL INC	35.6041	24,922.90	36.6200	25,634.00	868	3.39	0.00
150.0000	MEAD JOHNSON NUTRITION COMPANY	72.5008	10,875.12	65.8900	9,883.50	180	1.82	45.00
400.0000	NESTLE S A SPONSORED ADR REPSTG REG SH	62.7650	25,106.00	65.1700	26,068.00	709	2.72	0.00
800.0000	NEWMONT MINING CORP	49.2400	39,392.00	46.4400	37,152.00	1,120	3.01	0.00
500.0000	NIKE INC CL B	48.0184	24,009.22	51.6000	25,800.00	420	1.63	0.00
70.0000	NOBLE CORP	34.3776	2,406.43	34.8200	2,437.40	38	1.56	0.00
800.0000	NUANCE COMMUNICATIONS INC	25.7575	20,606.00	22.3200	17,856.00		N/A	0.00

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
800.0000	PAYCHEX INC	33.1762	26,540.95	31.1400	24,912.00	1,056	4.24	0.00
400.0000	QUALCOMM INC	60.5528	24,221.11	62.0200	24,808.00	400	1.61	0.00
700.0000	RPM INTERNATIONAL INC	26.4620	18,523.40	29.3600	20,552.00	630	3.07	0.00
525.0000	SANOFI-AVENTIS SPON ADR RED 1/2 OR UR2	39.1195	20,537.74	47.3800	24,874.50	751	3.02	0.00
700.0000	SEADRILL LTD	40.0009	28,000.60	36.8000	25,760.00	2,380	9.24	0.00
600.0000	TEVA PHARMACEUTICAL INDS LTD ADR	40.8848	24,530.90	37.3400	22,404.00	482	2.15	0.00
500.0000	TJX COS INC NEW	45.1963	22,598.15	42.4500	21,225.00	230	1.08	0.00
1,000.0000	WILLIAMS COMPANIES INC	33.2423	33,242.31	32.7400	32,740.00	1,300	3.97	0.00
60.0000	YUM BRANDS INC	54.7295	3,283.77	66.4000	3,984.00	80	2.02	0.00
1,000.0000	ISHARES US PREFERRED STOCK ETF	39.4208	39,420.80	39.6200	39,620.00	2,383	6.01	259.70
700.0000	WISDOMTREE EMERGING MARKETS EQ INC ETF	53.4875	37,441.25	57.1200	39,984.00	1,319	3.30	0.00
Total U.S. Dollar			913,568.46		936,783.90	28,511	3.04	1,526.70

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2012

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total EQUITIES								
		913,568.46	936,783.90	28,511	3.04	1,526.70		
Total		1,789,643.28	1,826,993.94	49,233		4,051.92		
Accrued Income		4,051.92	4,051.92					
Grand Total		1,793,695.20	1,831,045.86	49,233		4,051.92		

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2013

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: INCOME

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
=====								
U.S. Dollar								

	Cash		3,225.80		3,225.80		2 0.05	0.00
	3,225.8000 CASH							
	135.0200 TAX RECLAIM RECEIVABLES		135.02		135.02		0 0.05	0.00
	Total Cash		3,360.82		3,360.82		2 0.05	0.00
	Total U.S. Dollar		3,360.82		3,360.82		2 0.05	0.00
	Total SHORT TERM		3,360.82		3,360.82		2 0.05	0.00
=====								
Total			3,360.82		3,360.82		2	0.00
=====								
Accrued Income			0.00		0.00			
=====								
Grand Total			3,360.82		3,360.82		2	0.00
=====								

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2013

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
=====								
U.S. Dollar								

	Cash							
100,131.0700	CASH		100,131.07		100,131.07	50	0.05	0.00
-30,057.4400	TRADE RELATED PAYABLES		-30,057.44		-30,057.44	-15	0.05	0.00
28,771.5300	TRADE RELATED RECEIVABLES		28,771.53		28,771.53	14	0.05	0.00

	Total Cash		98,845.16		98,845.16	49	0.05	0.00
	Cash Equivalents							
54,000.0000	STIP 3: US TREASURY & AGENCY DTD 8/31/2003	1.0000	54,000.00	1.0000	54,000.00	5	0.01	0.43

	Total U.S. Dollar		152,845.16		152,845.16	55	0.04	0.43

	Total SHORT TERM		152,845.16		152,845.16	55	0.04	0.43

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
=====								
U.S. Dollar								
Agencies								
30,000.0000	FEDERAL HOME LOAN BANK DTD 2/3/2010 2.75% 3/13/2015 AA+	105.1950	31,558.50	103.0180	30,905.40	825	0.23	247.50
585.6985	FEDERAL HOME LN MTG CORP MTG PL# C62388 DTD 12/1/2001 6.00% 12/1/2031 AA+	96.8877	567.47	110.5250	647.34	35	6.00	2.93
525.6486	FEDERAL NATL MTG ASSN MTG PL # 632303 DTD 3/1/2002 6.50% 3/1/2032 AA+	101.3072	532.52	111.3760	585.45	34	6.50	2.85
Total Mortgages								
			1,099.99	1,232.79		69	6.24	5.78
Corporates								
20,000.0000	NOVARTIS CAPITAL CORP SR NT DTD 2/10/2009 4.125% 2/10/2014 N/R	99.8970	19,979.40	100.3930	20,078.60	825	0.48	323.13
20,000.0000	SHELL INTERNATIONAL FIN SR NT DTD 3/23/2009 4% 3/21/2014 N/R	99.9730	19,994.60	100.7770	20,155.40	800	0.49	222.22

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2013

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
20,000.0000	BERKSHIRE HATHAWAY INC SR NT DTD 2/11/2010 3.2% 2/11/2015 AA	100.0920	20,018.40	103.0980	20,619.60	640	0.40	248.89
20,000.0000	PROCTER & GAMBLE CO NT DTD 2/6/2009 3.5% 2/15/2015 AA-	99.5800	19,916.00	103.3380	20,667.60	700	0.51	264.44
20,000.0000	MARYLAND ST COPS COP TAXABLE SER A DTD 1/20/2011 2.919% 9/1/2015 AA+	100.0000	20,000.00	103.7340	20,746.80	584	0.66	194.60
Total Corporates Fixed Income Funds			99,908.40		102,268.00	3,549	0.51	1,253.28
550.0000	ISHARES IBOXX \$ INVEST GRADE CORP BD ETF\$4.325	118.1966	65,008.13	114.2100	62,815.50	2,407	3.83	191.23
800.0000	ISHARES INTERMEDIATE CREDIT BOND ETF \$3.209	109.5750	87,660.00	107.8800	86,304.00	2,350	2.72	185.67
Total Fixed Income Funds			152,668.13		149,119.50	4,756	3.19	376.90
Total U.S. Dollar			285,235.02		283,525.69	9,200	1.91	1,883.46

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total FIXED INCOME								
			285,235.02		283,525.69	9,200	1.91	1,883.46
CONVERTIBLES								
=====								
U.S. Dollar								
Convertible Preferred								
200.0000	GENESEE & WYOMING INC CNV PRF 5.00%	112.2056	22,441.12	128.5350	25,707.00	1,000	3.89	250.00
200.0000	STANLEY BLACK & DECKER INC EXP 11/17/201	101.0070	20,201.40	103.2000	20,640.00	257	1.25	0.00
600.0000	UNITED TECHNOLOGIES CORP 7.50% CNV PFD	55.2430	33,145.78	65.4700	39,282.00	2,250	5.73	0.00
Total Convertible Preferred			75,788.30		85,629.00	3,507	4.10	250.00
Total U.S. Dollar			75,788.30		85,629.00	3,507	4.10	250.00
Total CONVERTIBLES			75,788.30		85,629.00	3,507	4.10	250.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2013

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
800.0000	ABBVIE INC	34.4450	27,556.00	52.8100	42,248.00	1,280	3.03	0.00
400.0000	ACCENTURE PLC	64.1497	25,659.87	82.2200	32,888.00	744	2.26	0.00
400.0000	ACE LTD	72.7670	29,106.78	103.5300	41,412.00	1,008	2.43	0.00
500.0000	AFLAC INC	51.9356	25,967.80	66.8000	33,400.00	740	2.22	0.00
800.0000	ALTRIA GROUP INC	33.4575	26,766.00	38.3900	30,712.00	1,536	5.00	384.00
700.0000	AMEREN CORP	34.5973	24,218.11	36.1600	25,312.00	1,120	4.42	0.00
400.0000	AMERICAN TOWER REIT INC	77.6909	31,076.36	79.8200	31,928.00	464	1.45	0.00
500.0000	ANADARKO PETROLEUM CORP	79.2375	39,618.75	79.3200	39,660.00	360	0.91	0.00
60.0000	APPLE INC	455.3077	27,318.46	561.1100	33,666.60	732	2.17	0.00
800.0000	AT&T INC	35.2244	28,179.50	35.1600	28,128.00	1,472	5.23	0.00
150.0000	BLACKROCK INC	172.0375	25,805.63	316.4700	47,470.50	1,008	2.12	0.00
1,200.0000	BLACKSTONE GROUP LP (USD)	18.7149	22,457.88	31.5000	37,800.00	1,416	3.75	0.00

EQUITIES
 =====

U.S. Dollar

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
250.0000	CELGENE CORP	70.8895	17,722.38	168.9600	42,240.00		N/A	0.00
900.0000	COMCAST CORP CL A	34.8310	31,347.94	51.9650	46,768.50	702	1.50	175.50
600.0000	COVIDIEN PLC	53.3514	32,010.82	68.1000	40,860.00	768	1.88	0.00
500.0000	CVS CAREMARK CORP	44.6227	22,311.37	71.5700	35,785.00	550	1.54	0.00
375.0000	CYTEC INDUSTRIES INC	77.8288	29,185.80	93.1600	34,935.00	188	0.54	0.00
250.0000	DIAGEO PLC SPONSORED ADR NEW	108.5075	27,126.88	132.4200	33,105.00	750	2.26	0.00
800.0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	53.0774	42,461.91	66.3000	53,040.00	2,208	4.16	0.00
840.0000	FREEMONT-MCMORAN COPPER & GOLD INC CL B	37.5788	31,566.21	37.7400	31,701.60	1,050	3.31	0.00
1,500.0000	GENERAL ELECTRIC CO	22.8151	34,222.58	28.0300	42,045.00	1,320	3.14	330.00
600.0000	GILEAD SCIENCES INC	27.9016	16,740.94	75.1500	45,090.00		N/A	0.00
40.0000	GOOGLE INC SER A	651.5503	26,062.01	1120.7100	44,828.40		N/A	0.00
150.0000	INTERNATIONAL BUSINESS MACHINES CORP	194.3271	29,149.06	187.5700	28,135.50	570	2.03	0.00
65.0000	JOHNSON & JOHNSON CO	63.9905	4,159.38	91.5900	5,953.35	172	2.88	0.00

U.S. Dollar

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U.S. Dollar								
1,500.0000	KKR FINANCIAL HOLDINGS LLC	11.0075	16,511.25	12.1900	18,285.00	1,320	7.22	0.00
500.0000	KRAFT FOODS GROUP INC	55.1800	27,590.00	53.9200	26,960.00	1,050	3.89	262.50
600.0000	LIBERTY PROPERTY TRUST SBI	36.6923	22,015.35	33.8700	20,322.00	1,140	5.61	285.00
85.0000	MACY'S INC	34.5627	2,937.83	53.4000	4,539.00	85	1.87	21.25
700.0000	MATTEL INC	35.6041	24,922.90	47.5800	33,306.00	1,008	3.03	0.00
300.0000	MEAD JOHNSON NUTRITION COMPANY	73.6542	22,096.25	83.7600	25,128.00	408	1.62	102.00
600.0000	MICROCHIP TECHNOLOGY INC	37.1088	22,265.28	44.7500	26,850.00	851	3.17	0.00
800.0000	MYLAN INC	35.4445	28,355.60	43.4000	34,720.00		N/A	0.00
400.0000	NESTLE S A SPONSORED ADR REPSTG REG SH	62.7650	25,106.00	73.5900	29,436.00	726	2.47	0.00
500.0000	NIKE INC CL B	48.0184	24,009.22	78.6400	39,320.00	480	1.22	120.00
800.0000	PAYCHEX INC	33.1762	26,540.95	45.5300	36,424.00	1,120	3.07	0.00
400.0000	PEPSICO INC	82.8506	33,140.25	82.9400	33,176.00	908	2.74	227.00
1,000.0000	PVR PARTNERS LP	23.8922	23,892.17	26.8300	26,830.00	2,200	8.20	0.00

Cont

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
			Cont					
	400.0000 QUALCOMM INC	60.5528	24,221.11	74.2500	29,700.00	560	1.89	0.00
	1,200.0000 REGAL ENTERTAINMENT GROUP	18.5967	22,316.04	19.4500	23,340.00	1,008	4.32	0.00
	525.0000 SANOFI-AVENTIS SPON ADR RED 1/2 OR UR2	39.1195	20,537.74	53.6300	28,155.75	659	2.34	0.00
	700.0000 SEADRILL LTD	40.0009	28,000.60	41.0800	28,756.00	2,660	9.25	0.00
	500.0000 TJX COS INC NEW	46.8243	23,412.15	63.7300	31,865.00	290	0.91	0.00
	750.0000 TRIMBLE NAVIGATION LTD	29.8093	22,356.98	34.7000	26,025.00		N/A	0.00
	500.0000 WP CAREY INC	64.3845	32,192.25	61.3500	30,675.00	1,740	5.67	55.00
	1,000.0000 ISHARES US PREFERRED STOCK ETF	39.4208	39,420.80	36.8300	36,830.00	2,432	6.60	614.08
	700.0000 WISDOMTREE EMERGING MARKETS EQ INC ETF	53.4875	37,441.25	51.0300	35,721.00	1,464	4.10	0.00
	Total U.S. Dollar		1,227,080.39		1,535,476.20	42,266	2.75	2,576.33
	Total EQUITIES		1,227,080.39		1,535,476.20	42,266	2.75	2,576.33

WINFIELD FOUNDATION
 ACCOUNT # 141020900
 BASE CURRENCY: U.S. DOLLAR
 PORTFOLIO TYPE: PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
 INVESTOR SERVICES CURRENCY APPRAISAL
 TRADE DATE BASIS
 AS OF DEC 31 2013

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total			1,740,948.87		2,057,476.05	55,027		4,710.22
Accrued Income			4,710.22					
Grand Total			1,745,659.09		2,062,186.27	55,027		4,710.22

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	710.	710.
AT&T INC	495.	495.
ABBVIE INC	1,280.	1,280.
ALTRIA GROUP INC	1,440.	1,440.
AMEREN CORP	560.	560.
AMERICAN EXPRESS CRD CORP NT SER C DTD 8	1,460.	1,460.
AMERICAN TOWER REIT INC	346.	346.
ANADARKO PETE CORP.	234.	234.
APPLE COMPUTER INC NPV	336.	336.
BERKSHIRE HATHAWAY INC SR NT DTD 2/11/20	640.	640.
BLACKROCK INC	1,008.	1,008.
CVS CORP	450.	450.
CENTURYTEL INC	324.	324.
COMCAST CORP NEW CL A	618.	618.
CYTEC INDS INC	47.	47.
DIAGEO PLC SPONSORED ADR NEW	750.	750.
DIGITAL REALTY TRUST INC	1,031.	1,031.
FEDERAL HOME LN MTG CORP MTG PL# C62388	56.	56.
FEDERAL HOME LN MTG CORP MTG PL# C63580	19.	19.
FEDERAL HOME LOAN BANK DTD 2/3/2010 2.75	825.	825.
FEDERAL NATL MTG ASSN MTG PL # 632303 DT	43.	43.
FRANKLIN HIGH YIELD TAX FREE INCOME FUND	555.	555.
FREEMPORT-MCMORAN COPPER & GOLD	90.	90.
GENERAL ELEC CO	722.	722.
GENESEEE & WYOMING INC CNV PRF 5.00%	83.	83.
INTERNATIONAL BUSINESS MACH CORP	530.	530.
ISHARES IBOX \$ INVEST GRADE CORP BD ETF	1,970.	1,970.
ISHARES INTERMEDIATE CREDIT BOND ETF \$3.	1,951.	1,951.
ISHARES US PREFERRED STOCK ETF	2,432.	2,432.
JOHNSON & JOHNSON	168.	168.
KRAFT FOODS GROUP INC	513.	513.
LIBERTY PPTY TR SH BEN INT	859.	859.

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STATEMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACE LTD	604.	604.
NOBLE CORP	18.	18.
STIP 3: US TREASURY & AGENCY	12.	12.
TOTAL	43,888.	41,685.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND	1,009.	
UNITED TECHNOLOGIES	1,562.	1,562.
PVR PARTNERS	1,650.	-2,924.
ENTERPRISE PRODUCTS	2,160.	-4,467.
BLACKSTONE GROUP	1,554.	1,161.
KKR FINANCIAL	645.	753.
TOTALS	8,580.	-3,915.

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HOLLYER BRADY LLP	2,000.			2,000.
TOTALS	2,000.	NONE	NONE	2,000.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,750.	1,400.		350.
TOTALS	1,750.	1,400.	NONE	350.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FEE	9.	9.	
NEW YORK STATE FILING FEE	250.		250.
ADVERTISING FEE	135.		135.
FTCI INVESTMENT MANAGEMENT FEE	17,549.	14,039.	3,510.
TOTALS	17,943.	14,048.	3,895.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD	637.	637.
BLACKSTONE GR - FOREIGN TAX WI		1.
KKR FINANCIAL - FOREIGN TAX WI		1.
TOTALS	637.	639.

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FTCI ACCOUNT	32,658.	32,138.
TOTALS	32,658.	32,138.

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
FTCI ACCOUNT	1,227,080.	1,535,476.
	-----	-----
TOTALS	1,227,080.	1,535,476.
	=====	=====

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FTCI ACCOUNT	328,365.	337,017.
TOTALS	328,365.	337,017.

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV
C OR F

DESCRIPTION

FTCI ACCOUNT

C

TOTALS

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

OFFICER NAME:
MR. FRANKLIN W. McCANN
ADDRESS:
119 BOTSFORD HILL ROAD
BRIDGEWATER, CT 06752
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MR. JONATHAN W. McCANN
ADDRESS:
PO BOX 1775
SAG HARBOR, NY 11963
TITLE:
VICE PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MR. DOUGLAS IRWIN
ADDRESS:
46 CHESTNUT STREET APT #1
BOSTON, MA 02108
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MS. ALISON McCANN
ADDRESS:
2457 MONTROSE AVENUE
MONTROSE, CA 91020
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
MS. LAURA IMRIE
ADDRESS:
136 ST. JOHN'S ROAD
WILTON, CT 06897
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MS. CAROLIN RALEIGH BUTTRICK
ADDRESS:
1081 PONUS RIDGE ROAD
NEW CANAAN, CT 06840
TITLE:
BOARD MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MS. HELEN HOOKE
ADDRESS:
60 EAST 42nd STREET, SUITE 1825
NEW YORK, NY 10165
TITLE:
SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION 6,000.

OFFICER NAME:
JAMES B. KEANEY, ESQ.
ADDRESS:
60 EAST 42nd STREET
NEW YORK, NY 10165
TITLE:
COUNSEL
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 6,000.
=====

=====

RECIPIENT NAME:

WOODCOCK NATURE CENTER

ADDRESS:

56 DEER RUN ROAD
WILTON, CT 06897

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:

SOUTHAMTON ANIMAL SHELTER
FOUNDATION

ADDRESS:

102 OLD RIVERHEAD ROAD
HAMPTON BAYS, NY 11946

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

US TOO INC

ADDRESS:

5003 FAITVIEW AVENUE
DOWNERS GROVE, IL 60515

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

=====

RECIPIENT NAME:

HISTORIC NEW ENGLAND

ADDRESS:

141 CAMBRIDGE STREET
BOSTON, MA 02114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HARRISON GRAY OTIS HOUSE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

MONTROSE CHURCH

ADDRESS:

2409 FLORENCITA DRIVE
MONTROSE, CA 91020

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

BREAST CANCER ALLIANCE

ADDRESS:

48 MAPLE AVENUE
GREENWICH, CT 06830

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
WARRIORS & QUIET WATERS FOUNDATION
ADDRESS:
4432 ANNETTE PARK DRIVE
BOZEMAN, MT 59715
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,600.

RECIPIENT NAME:
LENOX HILL NEIGHBORHOOD ASSN
ADDRESS:
331 EAST 70TH STREET
NEW YORK, NY 10021
RELATIONSHIP:
NNOE
PURPOSE OF GRANT:
SUMMER CAMP PREOGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
TADA - THEATER AND DANCE ALLIANCE
ADDRESS:
15 WEST 28TH STREET
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,600.

=====

RECIPIENT NAME:
COALITION FOR THE HOMELESS
ADDRESS:
129 FULTON STREET
NEW YORK, NY 10038
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,400.

RECIPIENT NAME:
WOOLWORTH MEMORIAL/UNITED
METHODIST CHURCH
ADDRESS:
PO BOX 189
GREAT BEND, NY 13643
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,600.

RECIPIENT NAME:
CANCER CARE
ADDRESS:
275 SEVENTH AVENUE
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,400.

=====

RECIPIENT NAME:

AMFAR - FOUNDATION FOR AIDS
RESEARCH

ADDRESS:

120 WALL STREET 13TH FLOOR
NEW YORK, NY 10005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,400.

RECIPIENT NAME:

LONG ISLAND SOUNDKEEPER FUND

ADDRESS:

PO BOX 4058
NORWALK, CT 06855

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

GOD'S LOVE WE DELIVER

ADDRESS:

166 AVENUE OF THE AMERICAS
NEW YORK, NY 10013

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:
LYME RESEARCH ALLIANCE
ADDRESS:
2001 WEST MAIN STREET SUITE 280
STAMFORD, CT 06902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
EAST END HOSPICE
ADDRESS:
481 WESTHAMPTON-RIVERHEAD ROAD
WESTHAMPTON BEACH, NY 11978
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
NY THERAPEUTIC RIDING CENTER
ADDRESS:
336 EAST 71ST STREET
NEW YORK, NY 10021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,600.

=====

RECIPIENT NAME:

COASTAL CONSERVATION LEAGUE

ADDRESS:

328 EAST BAY STREET
CHARLESTON, SC 29402

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

NEXT GENERATION CHOICES FND

ADDRESS:

1247 WASHINGTON ROAD
RYE, NH 03870

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

LESS CANCER CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

TOTAL GRANTS PAID:

69,100.

=====

WINFIELD FOUNDATION 141020900

13-6158017

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

=====

DESCRIPTION		AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
-----		-----	-----
FED EXCISE TAX REF	0		
UNITED TECHNOLOG	14	1,009.	
PVR PARTNERS	14	1,562.	
ENTERPRISE PROD	14	1,650.	
BLACKSTONE GROUP	14	2,160.	
KKR FINANCIAL	14	1,554.	
	14	645.	