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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation
THE WINKY FOUNDATION
C/O WILMINGTON TRUST CO 009226-000

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
1100 NORTH MARKET STREET

City or town, state or province, country, and ZIP or foreign postal code
WILMINGTON, DE 19890-0900

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,777,306.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
51-6508170

B Telephone number
(302) 651-8571

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	515,000.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	687.	687.		STATEMENT 1
4	Dividends and interest from securities	109,361.	74,522.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<53,944.>			
b	Gross sales price for all assets on line 6a	1,871,759.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	8,500.	0.		STATEMENT 3
12	Total. Add lines 1 through 11	579,604.	75,209.		
13	Compensation of officers, directors, trustees, etc.	1,468.	1,468.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	1,500.	750.		750.
b	Accounting fees STMT 5	200.	200.		0.
c	Other professional fees				
17	Interest	14.	14.		0.
18	Taxes STMT 6	1,529.	1,224.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	4,716.	3,771.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	9,427.	7,427.		750.
25	Contributions, gifts, grants paid	91,000.			91,000.
26	Total expenses and disbursements. Add lines 24 and 25	100,427.	7,427.		91,750.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	479,177.			
b	Net investment income (If negative, enter -0-)		67,782.		
c	Adjusted net income (If negative, enter -0-)			N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

Part II Balance Sheets		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	663,868.	448,227.	448,227.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	1,837,865.	1,822,375.	1,786,258.
	b Investments - corporate stock STMT 10	274,138.	274,139.	235,099.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,443,742.	3,153,259.	3,307,722.
	14 Land, buildings, and equipment, basis			
	Less: accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	5,219,613.	5,698,000.	5,777,306.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	5,219,613.	5,698,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	5,219,613.	5,698,000.		
31 Total liabilities and net assets/fund balances	5,219,613.	5,698,000.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,219,613.
2	Enter amount from Part I, line 27a	2	479,177.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	14,179.
4	Add lines 1, 2, and 3	4	5,712,969.
5	Decreases not included in line 2 (itemize) SYLVAN II & III COST BASIS ADJ	5	14,969.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,698,000.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,871,759.		1,925,703.	<53,944.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<53,944.>

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	<53,944.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	222,500.	5,179,330.	.042959
2011	224,850.	4,828,085.	.046571
2010	312,000.	4,724,549.	.066038
2009	310,651.	4,370,302.	.071082
2008	306,648.	4,059,017.	.075547

2 Total of line 1, column (d)	2	.302197
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	.060439
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,146,592.
5 Multiply line 4 by line 3	5	311,055.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	678.
7 Add lines 5 and 6	7	311,733.
8 Enter qualifying distributions from Part XII, line 4	8	91,750.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	1,356.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	1,356.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	1,356.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	1,080.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments:	6c	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6d	
b	Exempt foreign organizations - tax withheld at source	7	1,080.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	276.
7	Total credits and payments. Add lines 6a through 6d	10	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NO SITE	13	X	
14	The books are in care of WILMINGTON TRUST COMPANY Telephone no. (302) 651-1772 Located at 1100 NORTH MARKET STREET, WILMINGTON, DE ZIP+4 19890-0900			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 16 Yes No X			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b X		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years 2a Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 2c		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3a Yes <input checked="" type="checkbox"/> 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 N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X		

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILMINGTON TRUST COMPANY	TRUSTEE			
1100 N. MARKET STREET				
WILMINGTON, DE 19890	1.00	1,468.	0.	0.
GERRISH H MILLIKEN III	ADVISOR			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.
STEPHEN G MILLIKEN	ADVISOR			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 4,610,275.
b	Average of monthly cash balances	1b 614,691.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 5,224,966.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 5,224,966.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 78,374.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,146,592.
6	Minimum investment return. Enter 5% of line 5	6 257,330.

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	1 257,330.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,356.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 1,356.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 255,974.
4	Recoveries of amounts treated as qualifying distributions	4 8,500.
5	Add lines 3 and 4	5 264,474.
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	7 264,474.

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 91,750.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 91,750.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 91,750.

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				264,474.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	62,579.			
f Total of lines 3a through e	62,579.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	91,750.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				91,750.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	62,579.			62,579.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				110,145.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

GERRISH H MILLIKEN III

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:

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:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
1 IN 9: THE LONG ISLAND BREAST CANCER ACTION COALITION 86 EAST ROCKAWAY ROAD HEWLETT, NY 11557		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
9 TO 5: THE NATIONAL ASSOC OF WORKING WOMEN 207 EAST BUFFALO ST # 211 MILWAUKEE, WI 53202		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AFRICA ACTION 1634 I STREET N. W. # 1000 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AJ MUSTE MEMORIAL INSTITUTE 339 LAFAYETTE STREET NEW YORK, NY 10012		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
AMAZON WATCH 2201 BROADWAY, SUITE 508 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total	SEE CONTINUATION SHEET(S)			▶ 3a 91,000.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	687.		
4 Dividends and interest from securities			14	109,361.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	<53,944.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a <u>RECOVERY PRIOR YEAR</u>						
b <u>GRANTS UNCASHED CHECKS</u>			01	8,500.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		64,604.		0.
13 Total. Add line 12, columns (b), (d), and (e)						64,604.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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


Signature of officer or trustee

Date 5/14/14

TRUST OFFICER
Title

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

☐ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

Firm's name Firm's EIN

Firm's address ▶

Phone no.

Part XV Supplementary Information

3 . Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD STREET NEW YORK, NY 10004		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
ARTS OF PEACE INC 854 9TH STREET, SUITE B ARCATA, CA 95521		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
ARTSPACE 230 SOUTH 500 WEST, SUITE 230 SALT LAKE CITY, UT 84101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
BREAD AND ROSES 1320 8TH AVENUE S. E. OLYMPIA, WA 98501		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CASCADIA WILDLANDS P O BOX 10455 EUGENE, OR 97440		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CHILDREN NOW 1404 FRANKLIN OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
COMMON GROUND RELIEF 1800 DESLONDE STREET NEW ORLEANS, LA 70117		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	4,000.
DAVIS-PUTTER SCHOLARSHIP FUND P O BOX 7307 NEW YORK, NY 10116-7307		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
DEMOCRACY NOW PRODUCTIONS INC 120 WALL STREET, 10TH FLOOR NEW YORK, NY 10005		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
DISARM EDUCATION FUND 113 UNIVERSITY PLACE, 8TH FLOOR NEW YORK, NY 10003		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				84,000.

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Part XV Supplementary Information

3 . Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EAST HARLEM EMPLOYMENT SERVICES INC 240 EAST 123RD STREET, 3RD FLOOR NEW YORK, NY 10035		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
EQUALITY NOW 250 WEST 57TH STREET, #1527 NEW YORK, NY 10107		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
EUGENE PEACEWORKS 454 WILLAMETTE EUGENE, OR 97401		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
FARMWORKER JUSTICE 1126 16TH STREET NW # 270 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
FEDERATION OF SOUTHERN COOPERATIVES LAND ASSISTANCE FUND 2769 CHURCH STREET EAST POINT, GA 30344		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
FELLOWSHIP OF RECONCILIATION INC PO BOX 607, TIMES SQUARE STATION NEW YORK, NY 10108		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
FOUNDATION FOR NATIONAL PROGRESS 222 SUTTER STREET SUITE 600 SAN FRANCISCO, CA 94108		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET 4TH FLOOR BOSTON, MA 02130-4520		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
GRAY PANTHERS 1319 F STREET NW SUITE 302 WASHINGTON, DC 20004-1106		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
GREEN AMERICA 1612 K STREET N W # 600 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HONDURAN MEDICAL INSTITUTE INC 3959 BROADWAY, N501 NEW YORK, NY 10032		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
HUMANE FARMING ASSOCIATION P O BOX 3577 SAN RAFAEL, CA 94912-8902		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INSTITUTE FOR FOOD & DEVELOPMENT POLICY 398 60TH STREET OAKLAND, CA 94618		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL CAMPAIGN FOR TIBET 1825 JEFFERSON PLACE N.W. WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL MEDIA PROJECT /ADOPT A STATION 1714 FRANKLIN STREET #100-251 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
KENNEBAC REBORN 131 CONY STREET AUGUSTA, ME 04330		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
LAKOTA FUND P O BOX 340 KYLE, SD 57752		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MAINE INITIATIVES P.O. BOX 2248 AUGUSTA, ME 04338		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
MAINE WOMEN'S FUND INC PO BOX 5135 PORTLAND, ME 04101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
MONTANA HUMAN RIGHTS NETWORK P O BOX 1509 HELENA, MT 59624		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

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Part XV Supplementary Information

3 . Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MONTANA WILDERNESS ASSOC. 30 SOUTH EWING HELENA, MT 59601		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MY SISTER'S PLACE P O BOX 29596 WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
NATIONAL COALITION FOR THE HOMELESS 2201 P STREET, N. W. WASHINGTON, DC 20037		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
NATIVE AMERICAN COMMUNITY BOARD P O BOX 8251 LAKE ANDES, SD 57356-0572		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
NORTHWEST IMMIGRANTS RIGHTS PROJECT 615 2ND AVENUE SUITE 400 SEATTLE, WA 98104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
PACIFIC RIVERS COUNCIL P O BOX 10798 EUGENE, OR 97440		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PEACE ACTION EDUCATION FUND 8630 FENTON STREET SUITE 524 SILVER SPRING, MD 20910		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PEACE BRIGADES INTERNATIONAL/USA 1326 9TH STREET N. W. WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PLANNED PARENTHOOD OF GREATER WASHINGTON AND NORTH IDAHO 1117 TIETON DRIVE YAKIMA, WA 98902		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PLOUGHSHARES FUND 1808 WEDEMEYER ST SUITE 2000 THE PRESIDIO SAN FRANCISCO, CA 94129		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

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Part XV Supplementary Information

3 . Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RESIST INC 259 ELM STREET # 201 SOMERVILLE, MA 02144		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	9,000.
ROSENBERG FUND FOR CHILDREN 116 PLEASANT STREET # 348 EASTHAMPTON, MA 01027		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SALVATION ARMY 222 E INDIANA AVENUE SPOKANE, WA 99207		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SAN CARLOS FOUNDATION 1065 CRESTON ROAD BERKELEY, CA 94708		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SECOND HARVEST FOODBANK OF INLAND NORTHWEST 1234 EAST FRONT AVNUE SPOKANE, WA 99202		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SEVENTH GENERATION FUND P O BOX 4569 ARCATA, CA 95518		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
SILENT SPRING INSTITUTE 29 CRAFTS STREET NEWTON, MA 02458		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SOUTHERN MUTUAL HELP ASSOCIATION RURAL RECOVERY FUND 3602 OLD JEANERETTE ROAD NEW IBERIA, LA 70563		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SOUTHERN PARTNERS FUND INC 1776 PEACHTREE STREET, NW SUITE 200 SOUTH ATLANTA, GA 30309		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
UNITED FOR A FAIR ECONOMY 29 WINTER STREET BOSTON, MA 02108		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

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Part XV Supplementary Information

3 . Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
US LABOR EDUCATION IN THE AMERICAS PROJECT P O BOX 268-290 CHICAGO, IL 60626		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
VOICES ON THE BORDER 4000 ALBEMARLE ST NW, SUITE 200A WASHINGTON, DC 20016-1859		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
WASHINGTON PEACE CENTER 1525 NEWTON STREET N W WASHINGTON, DC 20010		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
WILDERNESS WATCH P O BOX 9175 MISSOULA, MT 59807		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
WILDWEST INSTITUTE P.O. BOX 7998 MISSOULA, MT 59807		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
WOMENS COMMUNITY CANCER PROJECT 46 PLEASANT STREET CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

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Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

Employer identification number

51-6508170

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

Employer identification number

51-6508170

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GERRISH H. MILLIKEN III (11/04/2013) 1441 LAREE AVENUE CLARKDALE, AZ 86324	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	PHOEBE MILLIKEN (12/3/2013) PO BOX 277 NORTHEAST HARBOR, ME 04662	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

C/O WILMINGTON TRUST CO 009226-000

51-6508170

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

[illegible]

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Name of organization

Employer identification number

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

51-6508170

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
R.S.T.I.F. CORPORATE INTEREST	60.	60.	
R.S.T.I.F. U.S. GOVERNMENT INTEREST	627.	627.	
TOTAL TO PART I, LINE 3	687.	687.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
C.T.F. FUND					
CORPORATE INTEREST	70.	0.	70.	70.	
DIVIDENDS	36,741.	0.	36,741.	36,741.	
FOREIGN DIVIDENDS	2,176.	0.	2,176.	2,176.	
MUNICIPAL BOND					
INTEREST L.T.I.F.	34,839.	0.	34,839.	0.	
US TREASURY NOTES					
INTEREST	35,535.	0.	35,535.	35,535.	
TO PART I, LINE 4	109,361.	0.	109,361.	74,522.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RECOVERY PRIOR YEAR GRANTS UNCASHED CHECKS	8,500.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,500.	0.	

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FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,500.	750.		750.
TO FM 990-PF, PG 1, LN 16A	1,500.	750.		750.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE FEES	200.	200.		0.
TO FORM 990-PF, PG 1, LN 16B	200.	200.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD FROM DIVIDENDS	1,224.	1,224.		0.
ESTIMATED 990PF TAXES	305.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,529.	1,224.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
L. T. I. F. FEES: COLUMN B AMOUNT IS PORTION ALLOCATED TO TAXABLE INCOME	2,251.	1,306.		0.
SYLVAN II & III	2,465.	2,465.		0.
TO FORM 990-PF, PG 1, LN 23	4,716.	3,771.		0.

Attachment to Form 990PF: Return of Private Foundation

Part III, Page 2, Line 3 or 5. Other changes in Net Assets or Fund Balances

Foundation Name:	The Winky Foundation
EIN:	51-6508170
Wilmington Trust Account	009226-000
Capital Adjustments (Year Ending 12/31/2013)	

Common Fund Distribution

Income Summary (cash received code 986)	\$54,671.50 +	
Fund Sheet (Income Reported)* (see below)	(\$36,448.27) -	
TOTAL	<u>\$18,223.23</u>	<u>\$18,223.23</u>

Ending Balance 12 / 31 /2013	\$2,991,330.40 +	
Less: Fund Purchases (code 946)	(\$2,174,000.00) -	
Add: Cost Basis of C T Fund Units Sold	\$1,460,389.34 +	
Less: Beginning Balance 01/01/2013	(\$2,281,814.32) -	
Total	<u>(\$4,094.58)</u>	<u>(\$4,094.58)</u>

Net Fund Balance Adjustment, total of the above	<u><u>\$14,128.65</u></u>
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*Details of tax attributes received from common trust funds

Dividends	\$0.00	
Municipal Interest	\$34,839.53	
Other Interest	\$0.00	
Corporate Interest	\$51.42	
US Interest	\$2,176.08	
Expenses	(\$2,250.66)	
Short Term Gain/(Loss)	(\$302.32)	
Long-Term Gain/(Loss)	\$1,934.22	
Total	<u>\$36,448.27</u>	carry to above*

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

DESCRIPTION	AMOUNT
COMMON TRUST FUND, TX ATTRIB VS CASH RECVD, SEE W/P ATTACHED	14,129.
INTEREST PAYMENTS RECEIVED JANUARY 2013, TAXABLE ON 2012	50.
TOTAL TO FORM 990-PF, PART III, LINE 3	14,179.

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

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES	X		1,822,375.	1,786,258.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,822,375.	1,786,258.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,822,375.	1,786,258.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS, OTHER THAN VANGUARD	274,139.	235,099.
TOTAL TO FORM 990-PF, PART II, LINE 10B	274,139.	235,099.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COMMON TRUST FUNDS	COST	2,991,331.	3,146,256.
VANGUARD FUNDS	COST	161,928.	161,466.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,153,259.	3,307,722.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a U.S. TREASURY NOTES-2.875%		P	07/15/09	01/31/13
b U.S. TREASURY NOTES-2.500%		P	10/15/09	03/31/13
c U.S. TREASURY NOTES-3.375%		P	04/20/10	06/30/13
d RESTRICTED L.T.I.F.		P	08/31/09	08/01/13
e U.S. TREASURY NOTES-2.750%		P	07/15/10	10/31/13
f RESTRICTED L.T.I.F.		P	08/31/09	11/01/13
g RESTRICTED L.T.I.F.-S.T.-LOSS PASSTHROUGH		P	01/02/13	12/31/13
h RESTRICTED L.T.I.F.-L.T.-GAIN PASSTHROUGH		P	01/02/10	12/31/13
i SYLVAN II & III		P	VARIOUS	12/31/13
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 106,000.		109,926.	<3,926.>
b 110,000.		113,038.	<3,038.>
c 110,000.		115,741.	<5,741.>
d 1,118,825.		1,140,102.	<21,277.>
e 110,000.		115,913.	<5,913.>
f 315,000.		320,287.	<5,287.>
g		302.	<302.>
h 1,934.			1,934.
i		10,394.	<10,394.>
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<3,926.>
b			<3,038.>
c			<5,741.>
d			<21,277.>
e			<5,913.>
f			<5,287.>
g			<302.>
h			1,934.
i			<10,394.>
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<53,944.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Supporting Detail for 990PF Part II Page Two Balance Sheet

Account: 009226-000 THE WINKY FOUNDATION

As of Date 12/31/2013

Description	CUSIP	Quantity	Market Value	% MV	Price	Federal Tax Cost	Unrealized Gain/Loss
BARCLAYS BANK PLC							
IPATH DOW JONES-AIG COMMODITY INDEX							
TOTAL RETURN							
ISHARES MSCI EAFE ETF	08738C778	1,397,000	51,339.75	0.89	36.750000	80,895.20	(29,555.45)
ISHARES S&P SMALL-CAP 600 GROWTH ETF	484287465	1,281,000	84,606.79	1.47	67.095000	80,891.87	3,714.92
ISHARES S&P SMALL-CAP 600 VALUE ETF	464287887	314,000	37,243.54	0.65	118.610000	15,339.69	21,903.85
POWERSHARES WILDERHILL CLEAN ENERGY	464287879	295,000	32,821.70	0.57	111.260000	15,428.30	17,393.40
RESTRICTED LONG TERM INVESTMENT	73935X500	4,552,000	29,087.28	0.50	6.390000	81,563.74	(52,486.46)
RESTRICTED SHORT TERM INVESTMENT	997611108	77,809,6359	806,885.92	14.00	10.370000	823,056.88	(16,170.96)
SYLVAN PARTNERS LLC - SERIES II	821400009	436,064,810	436,064.81	7.56	1.000000	436,064.81	0.00
SYLVAN PARTNERS LLC - SERIES III	99Y792HU3	18,7725	1,529,782.85	26.54	81.490 630000	1,431,979.36	97,803.49
UNITED STATES TREASURY NOTES	99Y792HV1	9,9718	809,586.81	14.04	81.187 630000	736,294.16	73,292.65
UNITED STATES TREASURY NOTES	912828TB6	110,000,0000	108,839.50	1.89	0.889450	108,638.28	201.24
UNITED STATES TREASURY BONDS	912828TW0	110,000,0000	108,006.80	1.87	0.981880	108,737.09	(730.29)
UNITED STATES TREASURY NOTES	912828SC5	110,000,0000	110,103.40	1.91	1.000940	110,988.65	(885.25)
UNITED STATES TREASURY NOTES	912828RU6	110,000,0000	110,352.00	1.91	1.003200	111,779.28	(1,427.28)
UNITED STATES TREASURY NOTES	912828PQ7	110,000,0000	110,034.10	1.91	1.000310	109,897.24	136.86
UNITED STATES TREASURY NOTES	912828SM3	110,000,0000	110,240.80	1.91	1.002190	110,765.21	(524.31)
UNITED STATES TREASURY NOTES	912828PJ3	110,000,0000	112,127.40	1.94	1.018340	113,278.88	(1,151.48)
UNITED STATES TREASURY NOTES	912828QX1	110,000,0000	112,509.10	1.95	1.022810	114,499.20	(1,990.10)
UNITED STATES TREASURY NOTES	912828KJ8	110,000,0000	110,442.20	1.92	1.004020	111,796.48	(1,354.26)
UNITED STATES TREASURY NOTES	912828NL0	110,000,0000	112,664.20	1.95	1.024220	114,417.56	(1,753.36)
UNITED STATES TREASURY NOTES	912828PS3	110,000,0000	113,609.10	1.97	1.032810	116,295.29	(2,686.19)
UNITED STATES TREASURY NOTES	912828QF0	110,000,0000	113,798.30	1.97	1.034530	115,925.76	(2,127.46)
UNITED STATES TREASURY NOTES	912828LS7	110,000,0000	112,015.20	1.94	1.018320	116,419.90	(4,404.70)
UNITED STATES TREASURY NOTES	912828MW7	110,000,0000	113,124.00	1.96	1.028400	117,042.95	(3,918.95)
UNITED STATES TREASURY NOTES	912828KY5	110,000,0000	111,366.20	1.93	1.012420	116,015.99	(4,649.79)
UNITED STATES TREASURY NOTES	912828EE6	110,000,0000	117,025.70	2.03	1.063870	125,877.32	(8,851.62)
VANGUARD EMERGING MARKETS STOCK INDEX FUND							
VANGUARD FTSE EMERGING MARKETS ETF	922042304	3,190,9500	82,517.97	1.43	25.860000	81,700.00	817.97
TOTAL Principal Portfolio -	922042858	1,919,0000	78,947.66	1.37	41.140000	80,228.11	(1,280.45)
RESTRICTED SHORT TERM INVESTMENT	USD	2,286,832.1402	5,765,143.18	100.00		5,685,837.16	79,306.02
TOTAL Income Portfolio -	USD	12,162.6600	12,162.66	100.00	1.000000	12,162.66	0.00
TOTAL 009226-000			\$5,777,306	100.00		\$5,698,000	79,306.02