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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
WINLEY FOUNDATION

A Employer identification number
52-1230146

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

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

City or town, state or province, country, and ZIP or foreign postal code
ROCKVILLE CENTRE, NY 115703712

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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)*▶$ 19,951,653

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

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

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

	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	530,763	478,421		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	613,471			
	b	Gross sales price for all assets on line 6a 6,493,442				
	7	Capital gain net income (from Part IV, line 2) . . .		613,471		
	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)	71	71		
	12	**Total.** Add lines 1 through 11	1,144,305	1,091,963		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,004	33,393		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,000	5,724		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,861			
	19	Depreciation (attach schedule) and depletion . . .	32			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	71,001	67,735		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	116,898	106,852		0
	25	Contributions, gifts, grants paid	1,371,000			1,371,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,487,898	106,852		1,371,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-343,593			
	b	**Net investment income** (if negative, enter -0-)		985,111		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1		Cash—non-interest-bearing	12,697	2,113	2,113
	2		Savings and temporary cash investments	197,879	127,684	127,684
	3		Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4		Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5		Grants receivable			
	6		Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7		Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8		Inventories for sale or use			
	9		Prepaid expenses and deferred charges			
	10a		Investments—U S and state government obligations (attach schedule)	6,611,080	8,087,868	8,095,283
		b	Investments—corporate stock (attach schedule)	6,442,229	5,845,429	9,922,344
		c	Investments—corporate bonds (attach schedule)	2,874,138	1,731,368	1,804,229
	11		Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12		Investments—mortgage loans			
	13		Investments—other (attach schedule)			
	14		Land, buildings, and equipment basis ▶ 460 Less accumulated depreciation (attach schedule) ▶ 411	81	49	
	15		Other assets (describe ▶)			
	16		**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,138,104	15,794,511	19,951,653
Liabilities	17		Accounts payable and accrued expenses			
	18		Grants payable			
	19		Deferred revenue			
	20		Loans from officers, directors, trustees, and other disqualified persons			
	21		Mortgages and other notes payable (attach schedule)			
	22		Other liabilities (describe ▶)			
	23		**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here** ▶ ☐ **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 ▶ ☑ **and complete lines 27 through 31.**			
	27		Capital stock, trust principal, or current funds			
	28		Paid-in or capital surplus, or land, bldg , and equipment fund			
	29		Retained earnings, accumulated income, endowment, or other funds	16,138,104	15,794,511	
	30		**Total net assets or fund balances** (see page 17 of the instructions)	16,138,104	15,794,511	
	31		**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,138,104	15,794,511	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,138,104
2	Enter amount from Part I, line 27a	2	-343,593
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,794,511
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,794,511

Part IV Capital Gains and Losses for Tax on Investment Income

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	613,471
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	-42,622

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,394,604	18,989,369	0 073441
2011	1,354,704	18,880,737	0 071751
2010	1,355,431	18,770,806	0 072210
2009	1,030,000	17,874,106	0 057625
2008	1,343,536	20,650,033	0 065062

2	**Total** of line 1, column (d).	2	0 340089
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 068018
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	19,548,094
5	Multiply line 4 by line 3.	5	1,329,622
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,851
7	Add lines 5 and 6.	7	1,339,473
8	Enter qualifying distributions from Part XII, line 4.	8	1,371,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	9,851
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	9,851
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	9,851
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 5,600		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	5,600
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	53
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	4,304
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶NONE

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . . . . ▶ | 15 |

			Yes	No
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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	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 ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CATHY LISS 900 PENNSYLVANIA AVENUE SE WASHINGTON, DC 20003	VICE PRESIDE 3 00	0	0	0
EDWARD J WALSH JR 100 NORTH VILLAGE AVE STE 35 ROCKVILLE CENTRE, NY 115703712	SECRETARY 3 00	0	0	0
HEIDI PRESCOTT 700 PROFESSIONAL DRIVE STE A GAITHERSBURG, VA 20041	PRESIDENT 3 00	0	0	0
ANNA M BARONE 2028 GAMMON STREET CHARLESTON, SC 29414	TREASURER 20 00	35,004	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	19,334,350
b	Average of monthly cash balances	1b	511,382
c	Fair market value of all other assets (see instructions)	1c	49
d	**Total** (add lines 1a, b, and c)	1d	19,845,781
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	19,845,781
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	297,687
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,548,094
6	**Minimum investment return.** Enter 5% of line 5	6	977,405

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	977,405
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,851		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,851
3	Distributable amount before adjustments Subtract line 2c from line 1			3	967,554
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	967,554
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	967,554

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,371,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,371,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	9,851
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,361,149

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					967,554
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.	323,962				
b From 2009.	146,381				
c From 2010.	426,029				
d From 2011.	421,259				
e From 2012.	455,928				
f **Total** of lines 3a through e.		1,773,559			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,371,000					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2013 distributable amount.					967,554
e Remaining amount distributed out of corpus		403,446			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,177,005			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		323,962			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		1,853,043			
10 Analysis of line 9					
a Excess from 2009. . . .	146,381				
b Excess from 2010. . . .	426,029				
c Excess from 2011. . . .	421,259				
d Excess from 2012. . . .	455,928				
e Excess from 2013. . . .	403,446				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

ANNA M BARONE
WINLEY FOUNDATION
2517 ROUTE 44 STE 11-199
SALT POINT, NY 12578
(845) 489-3373
WINLEYFOUNDATION@AOL COM

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

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

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,371,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	530,763	
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	613,471	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a QWEST SEC LITIGATION			14	16	
b DELL INC LITIGATION ACCOUNT			14	33	
c LEHMAN BROS EQUITY LITIGATION			14	22	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,144,305	

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,144,305

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-04-26 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ANTHONY J MORABITO CPA		2014-04-26		P00393052
Firm's name ▶ MORABITO & COMPANY			Firm's EIN ▶	
Firm's address ▶ 2 DOVER COURT ROCHESTER, NY 14624			Phone no (585)429-7759	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FG 5 J02774-8980	P	2009-05-06	2013-01-14
FHLMC POOL J02774-6771 8753	P	2009-05-06	2013-02-01
50402 9396-FNMA POOL 256543	P	2007-09-11	2013-02-13
1184 536-LAZARD US CORP INCOME PORT	P	2005-09-30	2013-02-27
FNMA POOL 725429-8322 78751	P	2009-05-15	2013-03-01
FNMA POOL 839035-15138 5408	P	2010-11-10	2013-04-01
FN 5 5 836178-4456	P	2007-09-11	2013-04-11
20000-US TREASURY NOTE	P	2012-06-29	2013-05-01
FHLMC POOL G13844-11573 3515	P	2010-06-23	2013-05-01
FHLMC POOL A91541-5435 6644	P	2011-08-11	2013-06-01
FNMA POOL AH3373-5169 422	P	2011-03-02	2013-07-01
FNMA POOL AH3373-8452 5897	P	2011-03-02	2013-08-01
FHLMC POOL G13844-10967 1737	P	2010-06-23	2013-09-01
FNMA POOL 836178-3701 2941	P	2007-09-11	2013-10-01
200-AMERIPRISE FINANCIAL INC	P	2012-06-21	2013-10-18
FNMA POOL 555409-2163 84602	P	2009-01-08	2013-11-01
1092 498-LAZARD US CORP INCOME PORT	P	2006-05-31	2013-11-07
FNMA POOL 943010-1239 13685	P	2007-09-11	2013-12-01
FG 4 5 G13844-15532	P	2010-06-23	2013-01-15
FNMA POOL 839035-7891 387	P	2010-11-10	2013-02-01
555 713-LAZARD US CORP INCOME PORT I	P	2004-07-30	2013-02-27
1163 74-LAZARD US CORP INCOME PORT I	P	2005-10-31	2013-02-27
FNMA POOL AH3373-4844 13035	P	2011-03-02	2013-03-01
FNMA POOL 943010-96 27825	P	2007-09-11	2013-04-01
FN 888782-6108	P	2012-08-27	2013-04-11
135000-US TREASURY NOTE	P	2012-07-26	2013-05-01
FNMA POOL AC8887-11165 7299	P	2011-08-25	2013-05-01
FHLMC POOL G13844-8341 0896	P	2010-06-23	2013-06-01
FNMA POOL AB2128-7167 37755	P	2011-01-05	2013-07-01
FHLMC POOL G13844-4103 6093	P	2010-06-23	2013-08-01

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(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)
FNMA POOL AC8887-6181 8601	P	2011-08-25	2013-09-01
FNMA POOL AL2363-7337 73575	P	2012-09-19	2013-10-01
300-CVS CAREMARK CORP	P	2011-09-15	2013-10-18
FHLMC POOL J02774-6282 1559	P	2009-05-06	2013-11-01
1072 098-LAZARD US CORP INCOME PORT	P	2006-06-30	2013-11-07
FHLMC POOL A91541-2232 2264	P	2011-08-11	2013-12-01
FG 5 A91541-4851	P	2011-08-11	2013-01-15
FNMA POOL 943010-5444 79795	P	2007-09-11	2013-02-01
2221 758-LAZARD US CORP INCOME PORT	P	2004-08-31	2013-02-27
1328 52-LAZARD US CORP INCOME PORT I	P	2005-11-30	2013-02-27
FNMA POOL AB2128-7286 8155	P	2011-01-05	2013-03-01
FHLMC POOL G03941-8896 794	P	2011-07-19	2013-04-01
FN AB2128-11877	P	2011-01-05	2013-04-11
90000-US TREASURY NOTE	P	2012-08-27	2013-05-01
FNMA POOL 836178-4694 69945	P	2007-09-11	2013-05-01
1600-NEWMONT MINING CORP	P	2011-03-31	2013-06-21
FHLMC POOL G13844-6515 2933	P	2010-06-23	2013-07-01
FNMA POOL AC8887-74 2183	P	2011-08-25	2013-08-01
FNMA POOL 836178-16230 40461	P	2007-09-11	2013-09-01
FNMA POOL 888782-2291 16225	P	2012-08-27	2013-10-01
800-CISCO SYSTEMS INC	P	2006-08-03	2013-10-18
FNMA POOL 943010-87 93475	P	2007-09-11	2013-11-01
1081 445-LAZARD US CORP INCOME PORT	P	2006-07-31	2013-11-07
FNMA POOL AI2499-1401 36425	P	2013-05-01	2013-12-01
FG 5 G13298-10517	P	2010-07-20	2013-01-15
FHLMC POOL G03941-8858 1486	P	2011-07-19	2013-02-01
1880 6-LAZARD US CORP INCOME PORT IN	P	2004-09-30	2013-02-27
1162 973-LAZARD US CORP INCOME PORT	P	2005-12-30	2013-02-27
FHLMC POOL G13844-8171 8186	P	2010-06-23	2013-03-01
FHLMC POOL FG G08232-6752 6703	P	2010-10-07	2013-04-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FN AH3373-1429	P	2011-03-02	2013-04-11
FHLMC POOL G13298-9874 6404	P	2010-07-20	2013-05-01
FNMA POOL AL2363-5522 77225	P	2012-09-19	2013-05-01
425-ORACLE CORP	P	2007-02-26	2013-06-21
FNMA POOL AC8887-29696 7402	P	2011-08-25	2013-07-01
FNMA POOL 836178-682 17415	P	2007-09-11	2013-08-01
FNMA POOL AL2363-1481 52225	P	2012-09-19	2013-09-01
241066 5649-FNMA POOL AL2363	P	2012-09-19	2013-10-08
650-COMCAST CORP SPECIAL CL A	P	2008-02-01	2013-10-18
FHLMC POOL A91541-2894 5094	P	2011-08-11	2013-11-01
1139 883-LAZARD US CORP INCOME PORT	P	2006-08-31	2013-11-07
FNMA POOL 725429-5520 91637	P	2009-05-15	2013-12-01
FG 6 G03941-9132	P	2011-07-19	2013-01-15
FNMA POOL 256543-1891 641	P	2007-09-11	2013-02-01
1986 856-LAZARD US CORP INCOME PORT	P	2004-10-29	2013-02-27
348 895-LAZARD US CORP INCOME PORT I	P	2006-01-31	2013-02-27
FNMA POOL AC8887-101 9917	P	2011-08-25	2013-03-01
FHLMC POOL A91541-5234 918	P	2011-08-11	2013-04-01
FN 5 725429-8216	P	2009-05-15	2013-04-11
FNMA POOL 555409-5696 37836	P	2009-01-08	2013-05-01
340-INTERNATIONAL BUSINESS MACHINE C	P	1998-02-26	2013-05-03
3500-ORACLE CORP	P	2008-11-10	2013-06-21
FNMA POOL 836178-7826 65114	P	2007-09-11	2013-07-01
FNMA POOL AL2363-4126 5158	P	2012-09-19	2013-08-01
55000-US TREASURY NOTE	P	2012-12-31	2013-09-10
FNMA POOL 555409-3646 79988	P	2009-01-08	2013-10-10
500-GENERAL MILLS INC	P	2010-08-24	2013-10-18
FNMA POOL AI2499-3744 77675	P	2013-05-01	2013-11-01
735 49664-LAZARD US CORP INCOME PORT	P	2006-09-29	2013-11-07
FNMA POOL AH3373-2604 68745	P	2011-03-02	2013-12-01

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FG 6 G08232-8437	P	2010-10-07	2013-01-15
FHLMC POOL A91541-4545 4688	P	2011-08-11	2013-02-01
2139 096-LAZARD US CORP INCOME PORT	P	2004-11-30	2013-02-27
FNMA POOL 888782-2910 07275	P	2012-08-27	2013-03-01
FNMA POOL 836178-7843 42258	P	2007-09-11	2013-03-01
FNMA POOL 725429-9108 0512	P	2009-05-15	2013-04-01
FN 5 5 555409-3163	P	2009-01-08	2013-04-11
FHLMC POOL J02774-4429 5661	P	2009-05-06	2013-05-01
30-INTERNATIONAL BUSINESS MACHINE CO	P	1998-02-26	2013-05-03
2000-ORACLE CORP	P	2011-07-22	2013-06-21
FNMA POOL AL2363-7196 4201	P	2012-09-19	2013-07-01
FNMA POOL AB2128-7432 52745	P	2011-01-05	2013-08-01
FHLMC POOL G13298-3801 0882	P	2010-07-20	2013-10-01
FNMA POOL 943010-1432 7696	P	2007-09-11	2013-10-10
50-GOOGLE INC CL A COMMON STOCK	P	2008-10-08	2013-10-18
FNMA POOL 725429-4136 70961	P	2009-05-15	2013-11-01
152566 0347-FHLMC POOL J02774	P	2009-05-06	2013-11-07
FHLMC POOL G13844-4133 3866	P	2010-06-23	2013-12-01
650-AMERICAN EXPRESS COMPANY	P	2011-03-15	2013-02-01
FHLMC POOL FG G08232-6473 1567	P	2010-10-07	2013-02-01
1899 832-LAZARD US CORP INCOME PORT	P	2004-12-31	2013-02-27
FNMA POOL AL2363-1869 3694	P	2012-09-19	2013-03-01
205000-US TREASURY NOTE	P	2012-05-01	2013-03-06
FNMA POOL AH3373-14375 3133	P	2011-03-02	2013-04-01
FN 5 5 839035-12235	P	2010-11-10	2013-04-11
FNMA POOL 839035-3050 2806	P	2010-11-10	2013-05-01
1075-PNC FINANCIAL SERVICES GROUP	P	2012-03-15	2013-05-03
2635-ORACLE CORP	P	2012-10-05	2013-06-21
263045 73105-FNMA POOL AB2128	P	2011-01-05	2013-07-30
FHLMC POOL G13298-4717 8998	P	2010-07-20	2013-09-01

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FNMA POOL 555409-3431 64482	P	2009-01-08	2013-10-01
FNMA POOL AI2499-1310 5235	P	2013-05-01	2013-10-10
450-HONEYWELL INTERNATIONAL INC	P	2009-06-11	2013-10-18
FNMA POOL AH3373-4618 97645	P	2011-03-02	2013-11-01
925-BOEING CO	P	2011-08-09	2013-11-18
FNMA POOL 836178-608 39233	P	2007-09-11	2013-12-01
500-BOEING	P	2011-08-09	2013-02-01
FNMA POOL 725429-11289 27703	P	2009-05-15	2013-02-01
1834 605-LAZARD US CORP INCOME PORT	P	2005-01-31	2013-02-27
FHLMC POOL G13298-7226 0124	P	2010-07-20	2013-03-01
725-PARKER HANNIFIN CORP	P	2012-02-21	2013-03-18
FNMA POOL AB2128-7456 2741	P	2011-01-05	2013-04-01
FN 6 943010-181	P	2007-09-11	2013-04-11
FNMA POOL 943010-1475 3932	P	2007-09-11	2013-05-01
1300-WAL-MART STORES INC	P	2007-05-08	2013-05-03
FHLMC POOL G13298-9255 75	P	2010-07-20	2013-07-01
FHLMC POOL G13298-7192 1628	P	2010-07-20	2013-08-01
FNMA POOL 555409-5985 8581	P	2009-01-08	2013-09-01
FHLMC POOL J02774-5933 3362	P	2009-05-06	2013-10-01
FNMA POOL 888782-4277 90805	P	2012-08-27	2013-10-10
75-MASTERCARD INC	P	2009-06-11	2013-10-18
FHLMC POOL G13844-10380 2122	P	2010-06-23	2013-11-01
525-BOEING CO	P	2011-09-01	2013-11-18
750-COMCAST CORPORATION NEW SPL	P	2008-02-06	2013-02-01
FNMA POOL AH3373-5671 32985	P	2011-03-02	2013-02-01
1511 582-LAZARD US CORP INCOME PORT	P	2005-02-28	2013-02-27
FNMA POOL 555409-4073 4618	P	2009-01-08	2013-03-01
1565-FREEPORT-MCMORAN COPPER & GOLD	P	2011-10-05	2013-03-25
FHLMC POOL G13844-14134 571	P	2010-06-23	2013-04-01
FN ARM AL2363-2773	P	2012-09-19	2013-04-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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FHLMC POOL G03941-9471 0288	P	2011-07-19	2013-05-01
695-WAL-MART STORES INC	P	2008-01-25	2013-05-03
FNMA POOL 555409-4045 7059	P	2009-01-08	2013-07-01
FNMA POOL 555409-4256 86766	P	2009-01-08	2013-08-01
FHLMC POOL J02774-3811 1849	P	2009-05-06	2013-09-01
FNMA POOL 943010-1441 4657	P	2007-09-11	2013-10-01
FNMA POOL 725429-5718 41106	P	2009-05-15	2013-10-10
300-ROSS STORES INC	P	2011-07-07	2013-10-18
FNMA POOL 836178-4019 37781	P	2007-09-11	2013-11-01
1700-GENERAL MILLS INC	P	2010-08-24	2013-11-22
500-HONEYWELL INTL INC	P	2008-12-19	2013-02-01
FNMA POOL AB2128-9280 6032	P	2011-01-05	2013-02-01
1340 202-LAZARD US CORP INCOME PORT	P	2005-03-31	2013-02-27
FHLMC POOL J02774-6219 0228	P	2009-05-06	2013-03-01
1450-UNION PACIFIC CORP	P	2011-10-17	2013-03-25
FNMA POOL 836178-4779 89169	P	2007-09-11	2013-04-01
FN VAR AC8887-10209	P	2011-08-25	2013-04-11
FHLMC POOL A91541-3976 0084	P	2011-08-11	2013-05-01
1075-PNC FINANCIAL SERVICES GROUP	P	2012-03-15	2013-05-06
FHLMC POOL J02774-6433 6889	P	2009-05-06	2013-07-01
FHLMC POOL J02774-3846 8477	P	2009-05-06	2013-08-01
FNMA POOL 943010-2718 43325	P	2007-09-11	2013-09-01
FHLMC POOL A91541-3213 4738	P	2011-08-11	2013-10-01
FNMA POOL AH3373-4753 7965	P	2011-03-02	2013-10-10
600-UNITED TECHNOLOGIES CORP	P	1998-02-26	2013-10-18
FNMA POOL 888782-3234 01455	P	2012-08-27	2013-11-01
40000-US TREASURY NOTE	P	2012-12-31	2013-11-25
150-IBM	P	2008-12-19	2013-02-01
FHLMC POOL G13844-10487 4978	P	2010-06-23	2013-02-01
1371 025-LAZARD US CORP INCOME PORT	P	2005-04-29	2013-02-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FNMA POOL 839035-2288 5431	P	2010-11-10	2013-03-01
150000-US TREASURY NOTE	P	2012-05-01	2013-03-25
FNMA POOL 888782-4690 31615	P	2012-08-27	2013-04-01
45000-US TREASURY NOTE	P	2012-05-01	2013-04-16
FHLMC POOL FG G08232-8294 1711	P	2010-10-07	2013-05-01
128330 8203-FHLMC POOL FG G08232	P	2010-10-07	2013-05-10
FNMA POOL 943010-1283 50705	P	2007-09-11	2013-07-01
FNMA POOL 943010-2978 2236	P	2007-09-11	2013-08-01
FHLMC POOL A91541-4584 4074	P	2011-08-11	2013-09-01
FNMA POOL AI2499-1207 36275	P	2013-05-01	2013-10-01
FNMA POOL AB2128-6704 8725	P	2011-01-05	2013-10-10
200-UNITED TECHNOLOGIES CORP	P	2003-08-20	2013-10-18
FNMA POOL AC8887-133 644	P	2011-08-25	2013-11-01
285000-US TREASURY NOTE	P	2013-01-29	2013-11-25
500-UNITED TECH CORP	P	2008-12-19	2013-02-01
FNMA POOL 836178-19985 3402	P	2007-09-11	2013-02-01
1492 08-LAZARD US CORP INCOME PORT I	P	2005-05-31	2013-02-27
FNMA POOL 943010-3994 1011	P	2007-09-11	2013-03-01
725-PARKER HANNIFIN CORP	P	2012-02-21	2013-03-27
FNMA POOL AL2363-2846 54365	P	2012-09-19	2013-04-01
100000-US TREASURY NOTE	P	2012-06-08	2013-04-16
FNMA POOL 888782-4879 1275	P	2012-08-27	2013-05-01
133514 3325-FHLMC POOL G03941	P	2011-07-19	2013-05-10
FHLMC POOL A91541-5167 6162	P	2011-08-11	2013-07-01
FHLMC POOL A91541-4345 376	P	2011-08-11	2013-08-01
FNMA POOL AI2499-3138 916	P	2013-05-01	2013-09-01
FNMA POOL 725429-5310 69745	P	2009-05-15	2013-10-01
FNMA POOL AC8887-237 4993	P	2011-08-25	2013-10-10
800-CITIGROUP INC	P	2012-01-20	2013-10-18
687 58636-LAZARD US CORP INCOME PORT	P	2006-01-31	2013-11-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
50000-US TREASURY NOTE	P	2013-02-13	2013-11-25
450-WAL-MART STORES INC	P	2008-12-19	2013-02-01
FNMA POOL 888782-4115 89295	P	2012-08-27	2013-02-01
1156 921-LAZARD US CORP INCOME PORT	P	2005-06-30	2013-02-27
FHLMC POOL G03941-9698 6208	P	2011-07-19	2013-03-01
FHLMC POOL G13298-5231 5348	P	2010-07-20	2013-04-01
FNMA POOL AC8887-9317 2	P	2011-08-25	2013-04-01
10000-US TREASURY NOTE	P	2012-06-08	2013-04-17
FNMA POOL 725429-9877 25351	P	2009-05-15	2013-05-01
160036 3182-FNMA POOL 839035	P	2010-11-10	2013-05-13
FNMA POOL AI2499-4784 582	P	2013-05-01	2013-07-01
FNMA POOL AI2499-2125 96175	P	2013-05-01	2013-08-01
FNMA POOL 888782-2230 32095	P	2012-08-27	2013-09-01
FNMA POOL AH3373-368 45655	P	2011-03-02	2013-10-01
FNMA POOL 836178-11809 38836	P	2007-09-11	2013-10-10
129736 1747-FNMA POOL AC8887	P	2011-08-25	2013-10-29
1029 223-LAZARD US CORP INCOME PORT	P	2006-02-28	2013-11-07
120000-US TREASURY NOTE	P	2013-02-27	2013-11-25
FHLMC POOL G13298-4603 537	P	2010-07-20	2013-02-01
FNMA POOL AL2363-4377 5064	P	2012-09-19	2013-02-01
1200 366-LAZARD US CORP INCOME PORT	P	2005-07-29	2013-02-27
FHLMC POOL A91541-5511 5922	P	2011-08-11	2013-03-01
FNMA POOL 555409-5027 84078	P	2009-01-08	2013-04-01
KY ASSET & LIABILITY FD REV-43373 5	P	2011-08-24	2013-04-01
85000-US TREASURY NOTE	P	2012-06-29	2013-04-17
FNMA POOL AH3373-8588 1142	P	2011-03-02	2013-05-01
FHLMC POOL G13298-7402 0114	P	2010-07-20	2013-06-01
FNMA POOL 888782-5323 45905	P	2012-08-27	2013-07-01
FNMA POOL 888782-3514 59615	P	2012-08-27	2013-08-01
FNMA POOL 725429-8088 88559	P	2009-05-15	2013-09-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
FHLMC POOL G13844-3966 6113	P	2010-06-23	2013-10-01
FNMA POOL AL2363-6279 9744	P	2012-09-19	2013-10-10
237784 49695-FNMA POOL 888782	P	2012-08-27	2013-10-30
1104 272-LAZARD US CORP INCOME PORT	P	2006-03-31	2013-11-07
FHLMC POOL G13298-5498 7024	P	2010-07-20	2013-12-01
FNMA POOL 555409-4506 72992	P	2009-01-08	2013-02-01
FNMA POOL AC8887-9905 18	P	2011-08-25	2013-02-01
1059 67-LAZARD US CORP INCOME PORT I	P	2005-08-31	2013-02-27
FHLMC POOL FG G08232-6089 5476	P	2010-10-07	2013-03-01
FHLMC POOL J02774-5602 6417	P	2009-05-06	2013-04-01
FN 5 256543-539	P	2007-09-11	2013-04-11
200000-PETROHAWK ENERGY CORP	P	2012-09-12	2013-04-25
FNMA POOL AB2128-6642 2151	P	2011-01-05	2013-05-01
FHLMC POOL J02774-8428 2858	P	2009-05-06	2013-06-01
FNMA POOL 725429-7451 40382	P	2009-05-15	2013-07-01
FNMA POOL 725429-8867 86252	P	2009-05-15	2013-08-01
FNMA POOL AH3373-1791 87625	P	2011-03-02	2013-09-01
FNMA POOL AC8887-8433 7652	P	2011-08-25	2013-10-01
200-VIACOM INC CL B	P	2012-01-12	2013-10-18
FHLMC POOL G13298-5618 6638	P	2010-07-20	2013-11-01
1039 538-LAZARD US CORP INCOME PORT	P	2006-04-28	2013-11-07
FNMA POOL 555409-4235 10664	P	2009-01-08	2013-12-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,980		9,375	-395
6,772		7,070	-298
54,388		49,735	4,653
5,958		6,302	-344
8,323		8,699	-376
15,139		16,359	-1,220
4,456		4,403	53
20,190		21,193	-1,003
11,573		12,216	-643
5,436		5,898	-462
5,169		5,436	-267
8,453		8,889	-436
10,967		11,576	-609
3,701		3,657	44
19,818		10,207	9,611
2,164		2,246	-82
5,472		5,725	-253
1,239		1,249	-10
15,532		16,394	-862
7,891		8,528	-637
2,795		2,940	-145
5,854		6,098	-244
4,844		5,094	-250
96		97	-1
6,108		6,547	-439
138,808		142,941	-4,133
11,166		11,733	-567
8,341		8,804	-463
7,167		7,176	-9
4,104		4,331	-227

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,182		6,496	-314
7,338		7,854	-516
18,312		11,075	7,237
6,281		6,558	-277
5,369		5,553	-184
2,232		2,422	-190
4,851		5,264	-413
5,445		5,489	-44
11,175		11,864	-689
6,682		7,001	-319
7,287		7,296	-9
8,897		9,770	-873
11,877		11,892	-15
93,380		94,936	-1,556
4,695		4,639	56
47,846		87,673	-39,827
6,515		6,877	-362
74		78	-4
16,230		16,038	192
2,291		2,456	-165
18,440		14,041	4,399
88		89	-1
5,416		5,613	-197
1,401		1,535	-134
10,517		11,232	-715
8,858		9,728	-870
9,459		10,099	-640
5,850		6,129	-279
8,172		8,625	-453
6,753		7,295	-542

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,429		1,503	-74
9,875		10,546	-671
5,523		5,911	-388
12,859		7,161	5,698
29,697		31,206	-1,509
682		674	8
1,482		1,586	-104
253,798		258,029	-4,231
29,635		11,883	17,752
2,895		3,141	-246
5,709		5,950	-241
5,521		5,770	-249
9,132		10,029	-897
1,892		1,866	26
9,994		10,769	-775
1,755		1,846	-91
102		107	-5
5,235		5,680	-445
8,216		8,587	-371
5,696		5,914	-218
69,542		17,935	51,607
105,896		61,250	44,646
7,827		7,734	93
4,127		4,417	-290
56,267		56,979	-712
3,647		3,786	-139
24,587		17,733	6,854
3,745		4,101	-356
3,684		3,861	-177
2,605		2,739	-134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,437		9,115	-678
4,545		4,932	-387
10,760		11,615	-855
2,910		3,119	-209
7,843		7,750	93
9,108		9,520	-412
3,163		3,284	-121
4,430		4,624	-194
6,136		1,583	4,553
60,512		64,933	-4,421
7,196		7,703	-507
7,433		7,441	-8
3,801		4,060	-259
1,433		1,444	-11
50,117		17,016	33,101
4,137		4,324	-187
162,149		159,278	2,871
4,133		4,363	-230
38,427		28,401	10,026
6,473		6,993	-520
9,556		10,392	-836
1,869		2,001	-132
212,326		218,660	-6,334
14,375		15,117	-742
12,235		13,222	-987
3,050		3,296	-246
73,294		67,827	5,467
79,725		82,874	-3,149
275,978		263,363	12,615
4,718		5,039	-321

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,432		3,563	-131
1,311		1,435	-124
37,754		16,296	21,458
4,619		4,857	-238
127,844		55,712	72,132
608		601	7
36,959		30,114	6,845
11,289		11,799	-510
9,228		9,980	-752
7,226		7,717	-491
69,592		65,489	4,103
7,456		7,465	-9
181		182	-1
1,475		1,487	-12
102,912		62,795	40,117
9,256		9,885	-629
7,192		7,681	-489
5,986		6,214	-228
5,933		6,194	-261
4,278		4,585	-307
53,279		12,790	40,489
10,380		10,956	-576
72,560		35,077	37,483
27,765		13,712	14,053
5,671		5,964	-293
7,603		8,253	-650
4,073		4,229	-156
51,003		51,409	-406
14,135		14,919	-784
2,773		2,968	-195

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,471		10,401	-930
55,018		33,780	21,238
4,046		4,200	-154
4,257		4,419	-162
3,811		3,979	-168
1,441		1,453	-12
5,718		5,977	-259
22,192		12,121	10,071
4,019		3,972	47
85,179		60,292	24,887
34,144		16,870	17,274
9,281		9,292	-11
6,741		7,090	-349
6,219		6,492	-273
199,353		129,807	69,546
4,780		4,723	57
10,209		10,728	-519
3,976		4,314	-338
73,390		67,827	5,563
6,434		6,716	-282
3,847		4,016	-169
2,718		2,741	-23
3,213		3,487	-274
4,754		4,999	-245
64,313		13,491	50,822
3,234		3,466	-232
40,390		41,428	-1,038
30,526		7,913	22,613
10,488		11,069	-581
6,896		7,184	-288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,289		2,473	-184
155,103		159,999	-4,896
4,690		5,027	-337
46,381		48,000	-1,619
8,294		8,961	-667
139,660		138,658	1,002
1,284		1,294	-10
2,978		3,003	-25
4,584		4,974	-390
1,207		1,322	-115
6,705		6,713	-8
21,438		7,756	13,682
134		140	-6
292,830		294,700	-1,870
44,224		11,242	32,982
19,985		19,748	237
7,505		7,878	-373
3,994		4,027	-33
64,868		65,489	-621
2,847		3,047	-200
103,235		106,251	-3,016
4,879		5,229	-350
145,301		146,637	-1,336
5,168		5,607	-439
4,345		4,715	-370
3,139		3,437	-298
5,311		5,551	-240
238		250	-12
40,885		23,363	17,522
3,444		3,637	-193

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,488		51,668	-1,180
31,517		21,737	9,780
4,116		4,411	-295
5,819		6,166	-347
9,699		10,651	-952
5,232		5,587	-355
9,317		9,791	-474
10,779		10,624	155
9,877		10,323	-446
175,365		172,954	2,411
4,785		5,239	-454
2,126		2,328	-202
2,230		2,390	-160
368		387	-19
11,809		11,669	140
137,581		136,331	1,250
5,160		5,460	-300
121,171		124,023	-2,852
4,604		4,917	-313
4,378		4,686	-308
6,038		6,434	-396
5,512		5,980	-468
5,028		5,220	-192
43,373		44,146	-773
87,215		90,084	-2,869
8,588		9,031	-443
7,402		7,905	-503
5,323		5,706	-383
3,515		3,767	-252
8,089		8,454	-365

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,967		4,187	-220
6,280		6,722	-442
252,052		254,850	-2,798
5,536		5,847	-311
5,499		5,873	-374
4,507		4,679	-172
9,905		10,409	-504
5,330		5,690	-360
6,090		6,579	-489
5,603		5,849	-246
539		532	7
225,302		225,780	-478
6,642		6,650	-8
8,428		8,799	-371
7,451		7,788	-337
8,868		9,268	-400
1,792		1,884	-92
8,434		8,863	-429
16,732		9,541	7,191
5,619		6,001	-382
5,211		5,494	-283
4,235		4,397	-162

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-395
			-298
			4,653
			-344
			-376
			-1,220
			53
			-1,003
			-643
			-462
			-267
			-436
			-609
			44
			9,611
			-82
			-253
			-10
			-862
			-637
			-145
			-244
			-250
			-1
			-439
			-4,133
			-567
			-463
			-9
			-227

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-314
			-516
			7,237
			-277
			-184
			-190
			-413
			-44
			-689
			-319
			-9
			-873
			-15
			-1,556
			56
			-39,827
			-362
			-4
			192
			-165
			4,399
			-1
			-197
			-134
			-715
			-870
			-640
			-279
			-453
			-542

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-74
			-671
			-388
			5,698
			-1,509
			8
			-104
			-4,231
			17,752
			-246
			-241
			-249
			-897
			26
			-775
			-91
			-5
			-445
			-371
			-218
			51,607
			44,646
			93
			-290
			-712
			-139
			6,854
			-356
			-177
			-134

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-678
			-387
			-855
			-209
			93
			-412
			-121
			-194
			4,553
			-4,421
			-507
			-8
			-259
			-11
			33,101
			-187
			2,871
			-230
			10,026
			-520
			-836
			-132
			-6,334
			-742
			-987
			-246
			5,467
			-3,149
			12,615
			-321

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-131
			-124
			21,458
			-238
			72,132
			7
			6,845
			-510
			-752
			-491
			4,103
			-9
			-1
			-12
			40,117
			-629
			-489
			-228
			-261
			-307
			40,489
			-576
			37,483
			14,053
			-293
			-650
			-156
			-406
			-784
			-195

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-930
			21,238
			-154
			-162
			-168
			-12
			-259
			10,071
			47
			24,887
			17,274
			-11
			-349
			-273
			69,546
			57
			-519
			-338
			5,563
			-282
			-169
			-23
			-274
			-245
			50,822
			-232
			-1,038
			22,613
			-581
			-288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-184
			-4,896
			-337
			-1,619
			-667
			1,002
			-10
			-25
			-390
			-115
			-8
			13,682
			-6
			-1,870
			32,982
			237
			-373
			-33
			-621
			-200
			-3,016
			-350
			-1,336
			-439
			-370
			-298
			-240
			-12
			17,522
			-193

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,180
			9,780
			-295
			-347
			-952
			-355
			-474
			155
			-446
			2,411
			-454
			-202
			-160
			-19
			140
			1,250
			-300
			-2,852
			-313
			-308
			-396
			-468
			-192
			-773
			-2,869
			-443
			-503
			-383
			-252
			-365

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-220
			-442
			-2,798
			-311
			-374
			-172
			-504
			-360
			-489
			-246
			7
			-478
			-8
			-371
			-337
			-400
			-92
			-429
			7,191
			-382
			-283
			-162

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HUMANE SOCIETY US 2100 L STREET NW WASHINGTON, DC 20037			FOR BENEFIT OF ANIMALS	435,000
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE SE WASHINGTON, DC 20003			FOR BENEFIT OF ANIMALS	435,000
INTERNATIONAL PRIMATE PRO PO BOX 766 SUMMERVILLE, SC 29484			FOR BENEFIT OF ANIMALS	335,000
HEART PO BOX 738 MAMARONECK, NY 10543			FOR BENEFIT OF ANIMALS	60,000
CHIMP HAVEN INC 13600 CHIMPANZEE PLACE KEITHVILLE, LA 71047			FOR BENEFIT OF ANIMALS	56,000
EQUINE RESCUE PO BOX 392 WALDEN, NY 12586			FOR BENEFIT OF ANIMALS	50,000
Total . . . . ▶ **3a**				1,371,000

Form **4562**
Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No 1545-0172
2013
Attachment Sequence No **179**

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

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

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

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

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	32

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

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

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	32
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

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

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

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . . . **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

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

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

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

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

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

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					

43 Amortization of costs that began before your 2013 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2013 Accounting Fees Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	6,000	5,724		

TY 2013 Compensation Explanation

Name: WINLEY FOUNDATION

EIN: 52-1230146

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

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

TY 2013 Depreciation Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
2 TRESTLE TABLES	2000-01-01	75	75	S/L	7 0000				
3 METAL FILE CABINETS & DESK CHAIR	2000-01-01	100	100	S/L	7 0000				
PRINTER	2007-03-28	135	135	200DB	5 0000				
COPIER - BROTHER	2011-10-10	150	69	200DB	5 0000	32			

TY 2013 Investments Corporate Bonds Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LAZARD HIGH YIELD		
BOTTLING GROUP LLC		
CITIGROUP INC		
GOLDMAN SACHS GROUP INC		
JP MORGAN CHASE & CO		
MORGAN STANLEY		
MORGAN STANLEY GROUP INC		
PETROHAWK ENERGY CORP		
WELLS FARGO & CO		
WELLS FARGO & CO		
MORGAN STANLEY	296,418	321,776
MORGAN STANLEY GROUP INC	165,814	175,003
CITIGROUP INC	217,065	227,528
GOLDMAN SACHS GROUP INC	293,623	304,492
BOTTLING GROUP LLC SR NT	121,033	135,500
VERIZON COMMUNICATIONS INC	209,968	205,693
JPMORGAN CHASE & CO	207,389	214,992
WELLS FARGO & CO	220,058	219,245

TY 2013 Investments Corporate Stock Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LAZARD INTL EQUITY PORTFOLIO I		
AMERICAN EXPRESS CO		
AMERIPRISE FINANCIAL INC		
APPLE INC		
AT&T INC		
AUTOZONE INC		
BOEING CO		
CAPITAL ONE FINANCIAL CORP		
CATERPILLAR INC		
CISCO SYSTEMS INC		
CITIGROUP INC		
COMCAST CORP - SPECIAL CL A		
CVS CAREMARK CORP		
DOVER CORP		
EMC CORP		
FREEPORT MCMORAN COPPER & GO		
GENERAL MILLS INC		
GOOGLE INC CL A		
HONEYWELL INTERNATIONAL INC		
INTEL CORP		
INTL BUSINESS MACHINES CORP		
LOWES COMPANIES INC		
MACY'S INC		
MASTERCARD INC		
MCKESSON CORP		
MICROSOFT CORP		
MOSAIC CO		
NEWMONT MINING CORP		
ORACLE CORP		
PARKER HANNIFIN CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PNC FINANCIAL SERVICES GROUP		
QUALCOMM INC		
REPUBLIC SERVICES INC CL A		
ROSS STORES INC		
SYSCO CORP		
TEXAS INSTRUMENTS INC		
TJX COMPANIES INC NEW		
UNION PACIFIC CORP		
UNITED TECHNOLOGIES CORP		
VIACOM INC CL B		
WAL-MART STORES INC		
AMERICAN EXPRESS CO	175,868	349,311
CVS CAREMARK CORP	143,743	264,809
CATERPILLAR INC	87,324	95,351
COMCAST CORP SPECIAL CL A	124,960	384,076
DOVER CORP	51,882	125,502
INTEL CORP	96,314	105,657
JOY GLOBAL INC	86,496	74,575
MCKESSON CORP	84,248	140,418
MORGAN STANLEY	135,011	190,512
QUALCOMM INC	228,121	315,563
SYSCO CORP	86,828	97,470
TEXAS INSTRUMENTS INC	85,063	114,166
WAL-MART STORES INC	177,195	267,939
MICROSOFT CORP	91,397	127,262
INTERCONTINENTALEXCHANGE GROUP	88,860	128,204
VIACOM INC CL B	116,878	213,983
AT&T INC	75,787	105,480
AMERIPRISE FINANCIAL INC	119,936	270,368
CAPITAL ONE FINANCIAL CORP	92,220	126,407

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONSOL ENERGY INC	89,640	98,904
GOOGLE INC CL A COMMON STOCK	93,590	308,195
MACY'S INC	128,685	192,240
MASTERCARD INC	63,952	313,298
REPUBLIC SERVICES INC CL A	92,749	107,900
ROSS STORES INC	76,765	142,367
TJX COMPANIES INC	65,955	162,512
BANK OF AMERICA CORP	88,088	111,326
CITIGROUP INC	339,560	562,788
MOSAIC CO	81,292	77,996
LAZARD INTL EQUITY PORTFOLIO INSTL S	1,474,503	2,223,893
EMC CORP	80,579	188,625
INTERNATIONAL BUSINESS MACHINE CORP	87,217	165,062
APPLE INC	210,030	462,916
AUTOZONE INC	42,434	74,081
BOEING CO	43,429	88,719
CISCO SYSTEMS INC	256,970	278,380
HONEYWELL INTERNATIONAL INC	102,829	296,953
LOWE'S COS INC	83,255	168,470
PEABODY ENERGY CORP	87,197	82,026
UNITED TECHNOLOGIES CORP	108,579	318,640

TY 2013 Investments Government Obligations Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

US Government Securities - End of Year Book Value:	6,552,113
US Government Securities - End of Year Fair Market Value:	6,587,152
State & Local Government Securities - End of Year Book Value:	1,535,755
State & Local Government Securities - End of Year Fair Market Value:	1,508,131

TY 2013 Land, Etc. Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE EQUIPMENT	460	411	49	

TY 2013 Other Expenses Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT MANAGEMENT FEES	66,237	63,190		
FILING FEES	750	716		
OFFICE EXPENSE	924	881		
POSTAGE & DELIVERY	629	600		
INSURANCE	2,251	2,148		
TELEPHONE	210	200		

TY 2013 Other Income Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
QWEST SEC LITIGATION	16	16	
DELL INC LITIGATION ACCOUNT	33	33	
LEHMAN BROS EQUITY LITIGATION	22	22	

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TY 2013 Taxes Schedule

Name: WINLEY FOUNDATION

EIN: 52-1230146

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES ON NET INVESTMENT I	4,861			