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

2013

Department of the Treasury
Internal Revenue Service

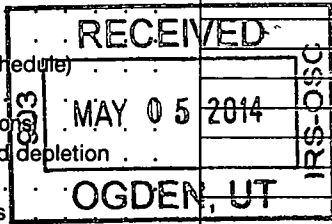
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Open to Public Inspection

For calendar year 2013 or tax year beginning January 1, 2013, and ending December 31, 20 13

Name of foundation Windfall Foundation		A Employer identification number 85-0405670
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 1867		B Telephone number (see instructions) 505-983-5518
City or town, state or province, country, and ZIP or foreign postal code Santa Fe, New Mexico 87504-1867		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 259,282	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7,908	7,908	7,908	Sch. B #1
	4 Dividends and interest from securities	4,403	4,403	4,403	Sch. B #1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,408			Sch. B #1
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		7,408		Sch. B #1
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	12,311	19,719	12,311		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) <i>Sch. B #2</i>	150	0	0	150	
24 Total operating and administrative expenses. Add lines 13 through 23	150	0	0	150	
25 Contributions, gifts, grants paid	19,500			19,500	
26 Total expenses and disbursements. Add lines 24 and 25	19,650	0	0	19,650	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-7,339				
b Net investment income (if negative, enter -0-)		19,719			
c Adjusted net income (if negative, enter -0-)			12,311		



EXPIRES MAY 5 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	15,342	17,656	17,656
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) <i>struct # 3</i>	160,520	143,267	143,267
	c	Investments—corporate bonds (attach schedule) <i>struct # 3</i>	99,521	98,359	98,359
	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 ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	275,383	259,282	259,282	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted	275,383	259,282	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	275,383	268,044	
	31	Total liabilities and net assets/fund balances (see instructions)	275,383	268,044	

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	275,383
2	Enter amount from Part I, line 27a	2	-7,339
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	268,044
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	268,044

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	COMMON STOCK	P	2-2-2010	7-25-2013
b	" "	P	2-9-2010	7-25-2013
c	" "	P	12-10-2010	7-25-2013
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 34,283	0	30,200	4,653
b 15,842	0	13,543	2,299
c 10,561	0	10,106	456
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a 0	0	0	4,653
b 0	0	0	2,299
c 0	0	0	456
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	7,408
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	12,181	262,117	.047
2011	15,868	256,561	.062
2010	894	267,439	.003
2009	6,855	249,885	.027
2008	4,028	172,464	.023

2	Total of line 1, column (d)	2	.162
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	.032
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	262,483
5	Multiply line 4 by line 3	5	8,399
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	197
7	Add lines 5 and 6	7	8,596
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	19,650

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	197	19
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3	197	19
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	197	19
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		0
b	Exempt foreign organizations—tax withheld at source	6b		0
c	Tax paid with application for extension of time to file (Form 8868)	6c		0
d	Backup withholding erroneously withheld	6d		0
7	Total credits and payments. Add lines 6a through 6d	7		0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	197	19
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		<input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		<input checked="" type="checkbox"/>
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		<input checked="" type="checkbox"/>
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)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> Start #4		<input checked="" type="checkbox"/>

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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13		<input checked="" type="checkbox"/>
14	The books are in care of ▶ <u>SHELBY MILLER</u> Telephone no. ▶ <u>505-983-5518</u> Located at ▶ <u>111 BARBARA RD, SANTA FE, NM</u> ZIP+4 ▶ <u>87501</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 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 <input checked="" type="checkbox"/>

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

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

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

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here Yes No

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). *N/A*

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<i>N/A</i>				

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
<i>N/A</i>				

Total number of other employees paid over \$50,000 Yes No

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1		
2	NONE	
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1		
2	NONE	
3	All other program-related investments. See instructions	

Total. Add lines 1 through 3 ▶ 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	249,115
b	Average of monthly cash balances	1b	17,365
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	266,480
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	266,480
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,997
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	262,483
6	Minimum investment return. Enter 5% of line 5	6	13,124

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	13,124
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,124
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	13,124
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,124

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	19,650
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	19,650
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	197
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,453

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				13,124
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			13,106	
b Total for prior years: 20,100 20 = 2007		30,057		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				-4,518
b From 2009				-5,456
c From 2010				-12,322
d From 2011				3,189
e From 2012				-788
f Total of lines 3a through e	-19,895			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 19,650				
a Applied to 2012, but not more than line 2a			13,106	
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				13,124
e Remaining amount distributed out of corpus	6,526			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	-13,369			
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				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	-13,369			
10 Analysis of line 9:				
a Excess from 2009				-5,456
b Excess from 2010				-12,322
c Excess from 2011				3,189
d Excess from 2012				-788
e Excess from 2013				6,526

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				
Southwest Research & Info. Center 105 Stanford Dr., SE, Albuquerque, NM Creative Santa Fe 314 Read St., Santa Fe, NM 87501		501 C 3	Nuclear Watch Project	3,000.00
Cornerstone Community Partnerships 227 Otero St., Santa Fe NM 87501		501 C 3	Meow Wolf Chimera Project	1,000.00
Southwest Research & Info. Center 105 Stanford Dr., SE, Albuquerque, NM		501 C 3	Youth Ed. & Training Prog	500.00
San Francisco Arts Education Project 135 Van Ness, Ave, San Francisco, CA		501 C 3	Nuclear Watch Project	3,000.00
Play-Well Outreach 224 A Greenfield Ave, San Anselmo, CA		501 C 3	General Operating Funds	2,000.00
Colorado Mountain Bike Assoc. P.O. Box 280415, Lakewood, CO		501 C 3	General Operating Funds	2,000.00
Bike Depot 2825 Fairfax St., Denver, CO		501 C 3	General Operating Funds	500.00
Arts Street 1079 Osage St., Denver, CO		501 C 3	General Operating Funds	1,000.00
Denver Urban Scholars 720 Colorado 2, Denver, CO		501 C 3	General Operating Funds	1,000.00
George Eastman House 900 East Ave., Rochester, NY		501 C 3	General Operating Funds	1,500.00
The Little Theater 240 East Ave. #240, Rochester, NY		501 C 3	General Operating Funds	1,000.00
Rochester Roots 121 N. Fitzhugh St., Rochester, NY		501 C 3	General Operating Funds	2,000.00
Total			3a	19,500.00
b Approved for future payment				
Total			3b	

Form 990 PF: Statements

Statements 1:

Attached Morgan Stanley Corporate Tax Statement

Statement 2: Other expenses

Morgan Stanley Bank Fees \$150.00

Statement 3:

Attached Morgan Stanley 2013 Year-End Statement

Statement 4: List of substantial contributors

Shelby Miller & Karin Wikstrom-Miller (jointly)

P.O. Box 1867

Santa Fe, NM 87504

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632
Taxpayer ID Number 85-0405670
Account Number 217 034095 130

Customer Service: 866-324-6088

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

IRS BOX	2013 FORM 1099-DIV - DIVIDENDS AND DISTRIBUTIONS OMB NO. 1545-0110	
1a.	TOTAL ORDINARY DIVIDENDS	\$3,899.28
1b.	QUALIFIED DIVIDENDS	\$0.00
2a.	TOTAL CAPITAL GAIN DISTRIBUTIONS	\$0.00
2b.	UNRECAP. SEC. 1250 GAIN	\$0.00
2d.	COLLECTIBLES (28%) GAIN	\$0.00
3	NON-DIVIDEND DISTRIBUTIONS	\$4,008.62
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
5.	INVESTMENT EXPENSES	\$0.00
6	FOREIGN TAX PAID	\$0.00
8.	CASH LIQUIDATION DISTRIBUTIONS	\$0.00
9.	NON-CASH LIQUIDATION DISTRIBUTIONS	\$0.00
10.	EXEMPT-INTEREST DIVIDENDS	\$0.00
11	SPECIFIED PRIVATE ACTIVITY BOND INTEREST DIVIDENDS	\$0.00
IRS BOX	2013 FORM 1099-OID - ORIGINAL ISSUE DISCOUNT OMB NO. 1545-0117	
1	ORIGINAL ISSUE DISCOUNT FOR 2013	\$0.00*
2.	OTHER PERIODIC INTEREST	\$0.00
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
8	OID ON U.S. TREASURY OBLIGATIONS	\$0.00*
9.	INVESTMENT EXPENSES	\$0.00

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

IRS BOX	2013 FORM 1099-INT - INTEREST INCOME OMB NO. 1545-0112	
1.	INTEREST INCOME	\$4,402.77
2	EARLY WITHDRAWAL PENALTY	\$0.00
3	INTEREST ON U.S. SAVINGS BONDS AND TREASURY OBLIGATIONS	\$0.00
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
5.	INVESTMENT EXPENSES	\$0.00
6	FOREIGN TAX PAID	\$0.00
8	TAX-EXEMPT INTEREST	\$0.00
9.	SPECIFIED PRIVATE ACTIVITY BOND INTEREST	\$0.00
10	TAX-EXEMPT BOND CUSIP NO	\$0.00
IRS BOX	2013 FORM 1099-MISC - MISCELLANEOUS INCOME OMB NO. 1545-0115	
1	RENTS	\$0.00
2	ROYALTIES	\$0.00
3.	OTHER INCOME	\$0.00
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
8	SUBSTITUTE PAYMENTS IN LIEU OF DIVIDENDS OR INTEREST	\$0.00
IRS BOX	2013 FORM 1099-B - PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715	
2a	SALES PRICE OF STOCKS, BONDS, ETC NONCOVERED SECURITIES	\$61,256.50
	COVERED SECURITIES	\$0.00
3	COST AND OTHER BASIS	\$0.00
4.	FEDERAL INCOME TAX WITHHELD	\$0.00
5.	WASH SALE LOSS DISALLOWED	\$0.00



1099-DIV DIVIDENDS & DISTRIBUTIONS

Total Ordinary Dividends

DESCRIPTION	CUSIP	PAY DATE	ORDINARY DIVIDENDS	QUALIFIED DIVIDENDS	FEDERAL INCOME TAX WITHHELD	NOTES
BLACKROCK ENHANCED GVT FD INC	09255K108	01/09/13	\$329.16	\$0.00	\$0.00	OP
BLACKROCK ENHANCED GVT FD INC	09255K108	02/28/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	03/28/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	04/30/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	05/31/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	06/28/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	07/31/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	08/30/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	09/30/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	10/31/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	11/29/13	\$329.16	\$0.00	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	12/19/13	\$278.52	\$0.00	\$0.00	
Total Ordinary Dividends 1099-DIV box 1a			\$3,899.28			

Total Qualified Dividends 1099-DIV box 1b

\$0.00

Non-Dividend Distributions

DESCRIPTION	CUSIP	PAY DATE	AMOUNT	FEDERAL INCOME TAX WITHHELD	NOTES
BLACKROCK ENHANCED GVT FD INC	09255K108	01/09/13	\$338.39	\$0.00	OP
BLACKROCK ENHANCED GVT FD INC	09255K108	02/28/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	03/28/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	04/30/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	05/31/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	06/28/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	07/31/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	08/30/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	09/30/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	10/31/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	11/29/13	\$338.39	\$0.00	
BLACKROCK ENHANCED GVT FD INC	09255K108	12/19/13	\$286.33	\$0.00	
Total Non-Dividend Distributions 1099-DIV box 3			\$4,008.62		

Total Federal Income Tax Withheld 1099-DIV box 4

\$0.00

OP This dividend was declared in 2012 and paid to you in January 2013. If the fund company elected to partially defer this payment for tax reporting purposes, then a portion of this payment was reported on your 2012 Form 1099-DIV and this amount represents the remaining portion of that payment that is taxable in 2013. If the 2012 declared dividend was fully deferred by the fund company, this amount represents the entire payment that is reportable in 2013.

1099-INT INTEREST INCOME

Interest Income

DESCRIPTION	CUSIP	PAY DATE	AMOUNT	FEDERAL INCOME TAX WITHHELD	COUNTRY	NOTES
CREDIT SUISSE 5400 20JA14	22546QAD9	01/14/13	\$891.00	\$0.00	SWITZERLAND	
CREDIT SUISSE 5400 20JA14	22546QAD9	07/15/13	\$891.00	\$0.00	SWITZERLAND	
GE CAPITAL TR I 6375 *67NV15	36830GAA2	05/15/13	\$1,848.75	\$0.00		
GE CAPITAL TR I 6375 *67NV15	36830GAA2	07/25/13	\$770.31	\$0.00		IA
MORGAN STANLEY BANK N A	061870903	01/30/13	\$0.13	\$0.00		
MORGAN STANLEY BANK N A	061870903	02/27/13	\$0.11	\$0.00		
MORGAN STANLEY BANK N A	061870903	03/27/13	\$0.11	\$0.00		
MORGAN STANLEY BANK N A	061870903	04/29/13	\$0.12	\$0.00		
MORGAN STANLEY BANK N A	061870903	05/30/13	\$0.13	\$0.00		
MORGAN STANLEY BANK N A	061870903	06/27/13	\$0.13	\$0.00		
MORGAN STANLEY BANK N A	061870903	07/30/13	\$0.16	\$0.00		
MORGAN STANLEY BANK N A	061870903	08/29/13	\$0.15	\$0.00		
MORGAN STANLEY BANK N A	061870903	09/27/13	\$0.16	\$0.00		
MORGAN STANLEY BANK N A	061870903	10/30/13	\$0.18	\$0.00		
MORGAN STANLEY BANK N A	061870903	11/27/13	\$0.15	\$0.00		
MORGAN STANLEY BANK N A	061870903	12/30/13	\$0.18	\$0.00		
Total Interest Income 1099-INT box 1			\$4,402.77			
Total Federal Income Tax Withheld 1099-INT box 4				\$0.00		

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

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number 85-0405670
Account Number 217 034095 130

Customer Service: 866-324-6088

OMB NO. 1545-0715

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GE CAPITAL TR I 6375 *67NV15								
		CUSIP: 36830GAA2 Symbol (Box 1d):						
	33,000.000	02/02/10	07/25/13	\$34,852.84	\$30,200.25	\$0.00	\$4,652.59	\$0.00
	15,000.000	02/09/10	07/25/13	\$15,842.20	\$13,542.75	\$0.00	\$2,299.45	\$0.00
	10,000.000	12/10/10	07/25/13	\$10,561.46	\$10,105.44	\$0.00	\$456.02	\$0.00
Security Subtotal	58,000.000			\$61,256.50	\$53,848.44	\$0.00	\$7,408.06	\$0.00
Total Long Term Noncovered Securities				\$61,256.50	\$53,848.44	\$0.00	\$7,408.06	\$0.00
Form 1099-B Total Reportable Amounts								
Total Sales Price (Box 2a)	\$61,256.50							
Total Cost or Other Basis (Box 3)	\$0.00							
Total Wash Sale Loss Disallowed (Box 5)	\$0.00							
Total Fed Tax Withheld (Box 4)	\$0.00							

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS



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

DESCRIPTION	BLACKROCK	DESCRIPTION	BLACKROCK
SYMBOL	EGF	SYMBOL	EGF
CUSIP	09255K108	CUSIP	09255K108
Alabama	0.00%	New Jersey	0.00%
Alaska	0.00%	New Mexico	0.00%
Arizona	0.00%	New York	0.00%
Arkansas	0.00%	North Carolina	0.00%
California	0.00%	North Dakota	0.00%
Colorado	0.00%	Ohio	0.00%
Connecticut	0.00%	Oklahoma	0.00%
Delaware	0.00%	Oregon	0.00%
District of Columbia	0.00%	Pennsylvania	0.00%
Florida	0.00%	Rhode Island	0.00%
Georgia	0.00%	South Carolina	0.00%
Hawaii	0.00%	South Dakota	0.00%
Idaho	0.00%	Tennessee	0.00%
Illinois	0.00%	Texas	0.00%
Indiana	0.00%	Utah	0.00%
Iowa	0.00%	Vermont	0.00%
Kansas	0.00%	Virginia	0.00%
Kentucky	0.00%	Washington	0.00%
Louisiana	0.00%	West Virginia	0.00%
Maine	0.00%	Wisconsin	0.00%
Maryland	0.00%	Wyoming	0.00%
Massachusetts	0.00%	U.S. Territories	
Michigan	0.00%	American Samoa	0.00%
Minnesota	0.00%	Guam	0.00%
Mississippi	0.00%	Northern Mariana Islands	0.00%
Missouri	0.00%	Puerto Rico	0.00%
Montana	0.00%	U-S Virgin Islands	0.00%
Nebraska	0.00%		
Nevada	0.00%		
New Hampshire	0.00%	US Federal Source Income	33.39%

Sheet #3

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2013



#BWNJGWM

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

Your Branch

150 WASHINGTON AVE SUITE 301
SANTA FE, NM 87501
Telephone: 505-982-2611
Alt. Phone: 800-545-2092
Fax: 505-988-7777

Client Service Center

800-869-3326
24 Hours a Day, 7 Days a Week

Access your accounts online

www.morganstanley.com/online

TOTAL VALUE LAST PERIOD (as of 11/30/13)	\$ 265,404.52
NET CREDITS/DEBITS/TRANSFERS	(4,000.00)
CHANGE IN VALUE	(2,123.31)
TOTAL VALUE OF YOUR ACCOUNT (as of 12/31/13) <small>(Total Values include accrued interest)</small>	\$ 259,281.21

Your Financial Advisor

Elise Davis
First Vice President
Elise.Davis@morganstanley.com
505 988-7701

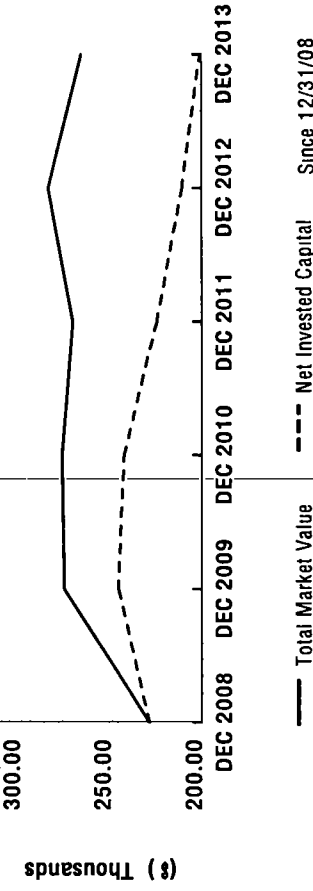
Account Summary | Active Assets Account | THE WINDFALL FOUNDATION | PO BOX 1867 | 217-034095-130

CHANGE IN VALUE OF YOUR ACCOUNTS (includes accrued interest)

	This Period (12/1/13-12/31/13)	This Year (1/1/13-12/31/13)
TOTAL BEGINNING VALUE	\$ 265,404.52	\$ 275,383.38
Credits	—	—
Debits	(4,000.00)	(8,787.14)
Security Transfers	—	—
Net Credits/Debits/Transfers	\$ (4,000.00)	\$ (8,787.14)
Change in Value	(2,123.31)	(7,315.03)
TOTAL ENDING VALUE	\$ 259,281.21	\$ 259,281.21

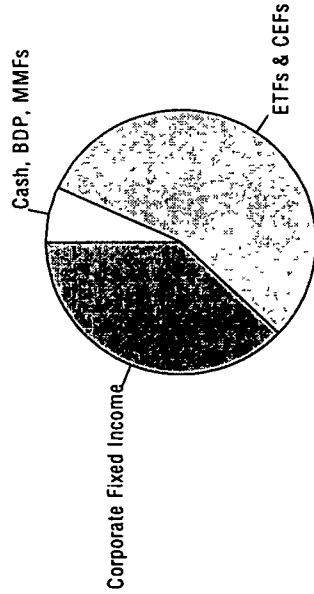
CHANGE IN VALUE OVER TIME

The display of market value (total account value) and net invested capital (total amount invested minus total withdrawal), demonstrates the impact of deposits and withdrawals.



This graph does not reflect corrections to Net Invested Capital or Market Value made subsequent to the dates depicted. It may also exclude transactions in Annuities or where we are not the custodian, which could delay the reporting of Market Value or affect the Net Invested Capital

ALLOCATION OF HOLDINGS



This allocation represents holdings on a trade date basis, and projected settled Cash/BDP and MMF balances. These classifications are not intended to serve as a suitability analysis * FDIC rules apply and Bank Deposits are eligible for FDIC insurance but are not covered by SIPC. Cash and securities (including MMFs) are eligible for SIPC coverage. See Expanded Disclosures ^ Includes Estimated Accrued Interest

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

BALANCE SHEET (^ includes accrued interest)

	Last Period (as of 11/30/13)	This Period (as of 12/31/13)
Cash, BDP, MMFs	\$ 21,090.98	\$ 17,656.01
ETFs & CEFS	146,142.10	143,266.50
Corporate Fixed Income ^	98,171.44	98,358.70
Total Assets	\$ 265,404.52	\$ 259,281.21
Total Liabilities (outstanding balance)	—	—
TOTAL VALUE	\$ 265,404.52	\$ 259,281.21

CASH FLOW

	This Period (12/1/13-12/31/13)	This Year (1/1/13-12/31/13)
OPENING CASH, BDP, MMFs	\$ 21,090.98	\$ 15,341.81
Purchases	—	(62,465.83)
Sales and Redemptions	—	62,026.81
Income	565.03	11,540.36
Total Investment Related Activity	\$ 565.03	\$ 11,101.34
Other Debits	—	(150.00)
Total Cash Related Activity	—	\$ (150.00)
Debit Card	—	—
ATM/Cash Advances	—	—
Checks Written	(4,000.00)	(8,637.14)
Automated Payments	—	—
Total Card/Check Activity	\$ (4,000.00)	\$ (8,637.14)
CLOSING CASH, BDP, MMFs	\$ 17,656.01	\$ 17,656.01

PERSONAL ACCOUNTS RETIREMENT ACCOUNTS EDUCATION ACCOUNTS TRUST ACCOUNTS BUSINESS ACCOUNTS

Account Summary

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

INCOME SUMMARY

	This Period (12/1/13-12/31/13)	This Year (1/1/13-12/31/13)
Qualified Dividends	—	—
Other Dividends	564.85	7,907.90
Long Term Capital Gains Distributions	—	—
Interest	0.18	3,632.46
Other Income	—	—
Total Taxable Income	\$565.03	\$11,540.36
Dividends	—	—
Interest	—	—
Other Income	—	—
Total Tax-Exempt Income	—	—
TOTAL INCOME	\$565.03	\$11,540.36

Taxable and tax exempt income classifications are based on the characteristics of the underlying securities and not the taxable status of the account.

ADDITIONAL ACCOUNT INFORMATION

Category	This Period (12/1/13-12/31/13)	This Year (1/1/13-12/31/13)
Accrued Interest Paid	—	\$ 10.33

GAIN/(LOSS) SUMMARY

	Realized This Period (12/1/13-12/31/13)	Realized This Year (1/1/13-12/31/13)	Unrealized Inception to Date (as of 12/31/13)
Short-Term (Loss)	—	—	\$ (3,166.48)
Long-Term Gain	—	7,408.06	2,477.63
Long-Term (Loss)	—	—	(18,266.22)
Total Long-Term	—	\$7,408.06	\$ (15,788.59)
TOTAL GAIN/(LOSS)	—	\$7,408.06	\$ (18,955.07)

Gain/(Loss) Summary information is provided for informational purposes only and should not be used for tax preparation. This information may change due to basis adjustments. Refer to the Gain/(Loss) information in the Expanded Disclosures for additional information.

Category	This Period (12/1/13-12/31/13)	This Year (1/1/13-12/31/13)
Accrued Interest Received	—	770.31

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

Investment Objectives: Aggressive Income, Income, Capital Appreciation, Speculation

† See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change

Brokerage Account

HOLDINGS

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

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	\$ 17,656.01	\$ 2.00	—	0.010

Percentage of Assets %
6.8%

Market Value
\$ 17,656.01

Estimated Annual Income
Accrued Interest
\$ 2.00
\$ 0.00

* Bank Deposits are held at either: (1) Morgan Stanley Bank, N.A., and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC, or (2) Citibank, N.A., each a national bank and FDIC member.

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK ENHANCED GVT FD INC (EGF)	9/3/08	499,000	\$ 15.954	\$ 7,961.06	\$ 6,961.05	\$(1,000.01) LT R		
	9/3/08	4,186,000	15.944	66,741.48	58,394.70	(8,346.78) LT R		
	11/7/08	5,585,000	15.547	86,830.18	77,910.75	(8,919.43) LT R		
Total		10,270,000		161,532.72	143,266.50	(18,266.22) LT	6,778.20	4.73

Share Price \$ 13.950, Next Dividend Payable 01/08/14

Active Assets Account
217-034095-130

THE WINDFALL FOUNDATION
PO BOX 1867

Account Detail

Security Description	Trade Date	Orig. Unit Cost	Orig. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS							
		Face Value	Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Annual Income	Yield %
		62,000.000	\$161,532.72	\$143,266.50	\$(18,266.22) LT	\$6,778.20	4.73%
						\$0.00	
		Percentage of Assets %	55.3%				

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Orig. Unit Cost	Orig. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
JPMORGAN CHASE & CO 6% FIXED TO 08/01/23 FLOATS THEREAFTER CUSIP 48126HAA8	7/25/13	\$100.735	\$62,455.50	\$59,287.50	\$(3,166.48) ST	\$3,720.00	6.27
<i>Unit Price: \$95.625, Coupon Rate 6.000%; Perpetual Maturity, Int. Semi-Annually Feb/Aug 01; Callable \$100.00 on 08/01/23, Yield to Maturity 6.301%, First Coupon 02/01/14, Floater, Moody BA1 BBB, Issued 07/29/13</i>							
CREDIT SUISSE	3/13/12	104.520	34,491.66	36,673.89	2,477.63 LT	1,782.00	4.85
CUSIP 22546QAD9		103.625	34,196.26			826.65	
<i>Unit Price \$111.133, Coupon Rate 5.400%, Matures 01/14/2020, Int Semi-Annually Jan/Jul 14, Yield to Maturity 3.347%, Moody BAA2 S&P BBB, Issued 01/14/10</i>							

CORPORATE FIXED INCOME

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

Security Description	Trade Date	Orig. Unit Cost	Orig. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
		Face Value	Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Annual Income	Yield %
		95,000.000	\$96,947.16	\$95,961.39	\$2,477.63 LT	\$5,502.00	5.73%
			\$96,650.24	\$98,358.70	\$(3,166.48) ST	\$2,397.31	
		Percentage of Assets %	37.9%				
		100.0%	\$258,182.96	\$256,883.90	\$(15,788.59) LT	\$12,282.20	4.74%
					\$(3,166.48) ST	\$2,397.31	

TOTAL MARKET VALUE

\$259,281.21

R - The cost basis for this tax lot was adjusted due to a reclassification of income.

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

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

ACTIVITY

CASH FLOW ACTIVITY BY DATE

Transaction Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
12/11	Check	SOUTHWEST RESEARCH INFO CENTER	Check # 0040			\$ (3,000.00)
12/19	Dividend	BLACKROCK ENHANCED GVT FD INC				564.85
12/20	Check	ARTS STREET	Check # 0045; Taxes (Code S)			(1,000.00)
12/30	Interest Income	MORGAN STANLEY BANK N.A. (Period 11/28-12/30)				0.18
NET CREDITS/(DEBITS)						\$ (3,434.97)

DEBIT CARD & CHECKING ACTIVITY

CHECKS WRITTEN

Date Written	Date Paid	Check Number	Activity Type	Payee	Expense Category	Credits/(Debits)
12/11	12/17	0040	Check	SOUTHWEST RESEARCH INFO CENTER		\$ (3,000.00)
12/20	12/30	0045	Check	ARTS STREET	Taxes (Code S)	(1,000.00)
TOTAL CHECKS WRITTEN						\$ (4,000.00)

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
12/2	Automatic Investment	BANK DEPOSIT PROGRAM	\$ 667.55
12/17	Automatic Redemption	BANK DEPOSIT PROGRAM	(3,000.00)
12/20	Automatic Investment	BANK DEPOSIT PROGRAM	564.85
12/30	Automatic Investment	BANK DEPOSIT PROGRAM	0.18
12/30	Automatic Redemption	BANK DEPOSIT PROGRAM	(1,000.00)
NET ACTIVITY FOR PERIOD			\$ (2,767.42)

MESSAGES

FINRA BrokerCheck
 FINRA has established the public disclosure program, known as BrokerCheck, to provide certain information regarding the disciplinary history of FINRA members and their associated persons. The BrokerCheck Hotline Number is 1-800-289-9999. The FINRA web site address is www.finra.org. An investor brochure that includes information describing FINRA BrokerCheck may be obtained from FINRA.