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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

07/01, 2013, and ending

06/30, 2014

Name of foundation

WINDSOR FDN TRUST U/W QUINCY COLE

Number and street (or P O box number if mail is not delivered to street address)

P O BOX 40200, FL9-100-10-19

City or town, state or province, country, and ZIP or foreign postal code

JACKSONVILLE, FL 32203-0200

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method: ☒ Cash ☐ Accrual

end of year (from Part II, col. (c), line

☐ Other (specify) \_\_\_\_\_

16) ▶ \$ 12,962,409.

(Part I, column (d) must be on cash basis.)

A Employer identification number

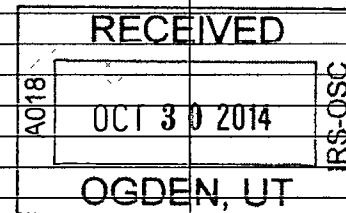
54-6086247

B Telephone number (see instructions)

804-887-8773

C If exemption application is  
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the  
85% test, check here and attach  
computation ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The  
total of amounts in columns (b), (c), and (d)  
may not necessarily equal the amounts in  
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	227,519.	226,618.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	373,452.			
b Gross sales price for all assets on line 6a 5,576,535.				
7 Capital gain net income (from Part IV, line 2)		373,452.		
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)				
12 <b>Total. Add lines 1 through 11</b>	600,971.	600,070.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	98,654.	59,192.		39,462.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	1,550.	NONE	NONE	1,550.
c Other professional fees (attach schedule) STMT 3	32,284.	1,001.		31,283.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	12,291.	4,860.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	4,998.	26.		4,972.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	149,777.	65,079.	NONE	77,267.
25 Contributions, gifts, grants paid	565,000.			565,000.
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	714,777.	65,079.	NONE	642,267.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-113,806.			
b <b>Net investment income</b> (if negative, enter -0-)		534,991.		
c <b>Adjusted net income</b> (if negative, enter -0-)				



Postmark Missing

SCANNED NOV 04 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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	171,765.	193,906.	193,906.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .	NONE		
	b	Investments - corporate stock (attach schedule) . . . . .	9,962,490.	9,856,008.	12,768,503.
	c	Investments - corporate bonds (attach schedule) . . . . .	NONE		
	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	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	10,134,255.	10,049,914.	12,962,409.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	10,134,255.	10,049,914.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	10,134,255.	10,049,914.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	10,134,255.	10,049,914.		

**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	10,134,255.
2	Enter amount from Part I, line 27a . . . . .	2	-113,806.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7 . . . . .	3	31,406.
4	Add lines 1, 2, and 3 . . . . .	4	10,051,855.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8 . . . . .	5	1,941.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	10,049,914.

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**Part IV Capital Gains and Losses for Tax on Investment Income**(a) List and describe the kind(s) of property sold (e.g., real estate,  
2-story brick warehouse; or common stock, 200 shs. MLC Co.)(b) How  
acquired  
P - Purchase  
D - Donation(c) Date  
acquired  
(mo., day, yr.)(d) Date sold  
(mo., day, yr.)**1a PUBLICLY TRADED SECURITIES**

<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 5,576,535.		5,203,083.	373,452.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			373,452.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	373,452.
<b>3</b> 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	{ }	<b>3</b>	

**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	632,625.	11,707,264.	0.054037
2011	637,169.	11,456,815.	0.055615
2010	606,494.	11,925,331.	0.050858
2009	558,980.	10,939,607.	0.051097
2008	389,340.	9,904,846.	0.039308

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.250915
<b>3</b> 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	<b>3</b>	0.050183
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	12,426,949.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	623,622.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	5,350.
<b>7</b> Add lines 5 and 6	<b>7</b>	628,972.
<b>8</b> 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	<b>8</b>	642,267.

**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	5,350.
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	5,350.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	5,350.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	6,188.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	6,188.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	838.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 838. Refunded <input 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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA . . . . .		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> BANK OF AMERICA NA Telephone no. <input type="checkbox"/> (804) 887-8773			
Located at <input type="checkbox"/> 1111 E MAIN STREET, RICHMOND, VA ZIP+4 <input type="checkbox"/> 23219				
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. . . . . <input type="checkbox"/> 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input 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? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
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 checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . .	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 1111 E MAIN STREET, RICHMOND, VA 23219	TRUSTEE 1	98,654.	-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		NONE	NONE	NONE

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

NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

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

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

Expenses

1 N/A	
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 instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	11,934,700.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	681,492.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	12,616,192.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	12,616,192.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	189,243.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	12,426,949.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	621,347.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	621,347.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	5,350.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,350.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1.	<b>3</b>	615,997.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	615,997.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	615,997.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	642,267.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	642,267.
<b>5</b>	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)	<b>5</b>	5,350.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	636,917.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				615,997.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	14,758.			
<b>c</b> From 2010 . . . . .	15,359.			
<b>d</b> From 2011 . . . . .	74,218.			
<b>e</b> From 2012 . . . . .	59,638.			
<b>f</b> Total of lines 3a through e . . . . .	163,973.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4. ► \$ <u>642,267.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				615,997.
<b>e</b> Remaining amount distributed out of corpus . . . . .	26,270.			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	190,243.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	190,243.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .	14,758.			
<b>b</b> Excess from 2010 . . . . .	15,359.			
<b>c</b> Excess from 2011 . . . . .	74,218.			
<b>d</b> Excess from 2012 . . . . .	59,638.			
<b>e</b> Excess from 2013 . . . . .	26,270.			

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

NOT APPLICABLE

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year

Prior 3 years

(e) Total

(a) 2013

(b) 2012

(c) 2011

(d) 2010

**b** 85% of line 2a . . . . .

**c** Qualifying distributions from Part XII, line 4 for each year listed . . . . .

**d** Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .

**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test - enter

(1) Value of all assets . . . . .

(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .

**b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .

**c** "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

(3) Largest amount of support from an exempt organization. . . . .

(4) Gross investment income . . . . .

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**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
<b>a Paid during the year</b>				
SEE STATEMENT 17				565,000.
<b>Total</b> . . . . .			<b>3a</b>	565,000.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	

[illegible]

(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.)
▼	

NOT APPLICABLE

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


- |          |  | Yes | No |
|----------|--|-----|----|
| <b>1</b> | 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?  |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
|          | (1) Cash   |     | X  |
|          | (2) Other assets   |     | X  |
| <b>b</b> | Other transactions:  |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|          | (3) Rental of facilities, equipment, or other assets   |     | X  |
|          | (4) Reimbursement arrangements   |     | X  |
|          | (5) Loans or loan guarantees   |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> | 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. |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . . ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

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

  
Signature of officer or trustee

10/21/2014  
Date

**TRUSTEE**  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date
------

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name 

Firm's EIN ▶

Firm's address ►

Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	551.	551.
FOREIGN DIVIDENDS	43,656.	43,656.
NONDIVIDEND DISTRIBUTIONS	693.	
DOMESTIC DIVIDENDS	107,643.	107,643.
OTHER INTEREST	13,977.	13,977.
FOREIGN INTEREST	8,415.	8,415.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	74.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	1.	1.
NON-TAXABLE FOREIGN INCOME	134.	
NONQUALIFIED FOREIGN DIVIDENDS	13,380.	13,380.
NONQUALIFIED DOMESTIC DIVIDENDS	38,995.	38,995.
	-----	-----
TOTAL	227,519.	226,618.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,550.			1,550.
TOTALS	1,550.	NONE	NONE	1,550.
	=====	=====	=====	=====



FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	31,283.		31,283.
INVESTMENT ADVISORY FEES	1,001.	1,001.	
	-----	-----	-----
TOTALS	32,284.	1,001.	31,283.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	967.	967.
EXCISE TAX - PRIOR YEAR	1,243.	
EXCISE TAX ESTIMATES	6,188.	
FOREIGN TAXES ON QUALIFIED FOR	2,260.	2,260.
FOREIGN TAXES ON NONQUALIFIED	1,633.	1,633.
	-----	-----
TOTALS	12,291.	4,860.
	=====	=====

WINDSOR FDN TRUST U/W QUINCY COLE

54-6086247

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	2,547.		2,547.
OTHER CHARITABLE EXPENSES	2,425.		2,425.
OTHER INVESTMENT FEE	26.	26.	
TOTALS	4,998.	26.	4,972.
	=====	=====	=====

WINDSOR FDN TRUST U/W QUINCY COLE

54-6086247

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

DESCRIPTION  
-----

SEE ATTACHED SCHEDULE

ENDING  
BOOK VALUE  
-----

ENDING  
FMV  
---

9,856,008.

12,768,503.

TOTALS

9,856,008.

12,768,503.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
ADJUST FOR PRIOR YEAR END SALES	25,728.
ROUNDING	4.
COMMON TRUST FUND ADJUSTMENT	5,127.
ADJUST FOR YEAR END SALES	547.
	-----
TOTAL	31,406.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

DESCRIPTION -----	AMOUNT -----
COST ADJUSTMENTS	287.
SALES ADJUSTMENTS	1,654.
	-----
TOTAL	1,941.
	=====

WINDSOR FDN TRUST U/W QUINCY COLE  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

54-6086247

RECIPIENT NAME:

SARAH KAY

ADDRESS:

1111 E MAIN STREET (VA2-300-12-92)

RICHMOND, VA 23219

RECIPIENT'S PHONE NUMBER: 804-887-8773

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED GUIDELINES

SUBMISSION DEADLINES:

APRIL 1ST AND OCTOBER 1ST

RESTRICTIONS OR LIMITATIONS ON AWARDS:

APPLICANT MUST BE IN AND SERVE THE  
RICHMOND VA METRO AREA

STATEMENT 9

## RECIPIENT NAME:

GATEWAY HOMES INC

## ADDRESS:

PO BOX 11303

RICHMOND, VA 23220-1303

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

BUILDING MAINTENANCE

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

VCU MASSEY CANCER CENTER

## ADDRESS:

PO BOX 980037

RICHMOND, VA 23298-0037

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT RESEARCH FOR LIFE CAMPAIGN

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 100,000.

## RECIPIENT NAME:

HISTORIC RICHMOND

FOUNDATION

## ADDRESS:

4 E. MAIN ST.

RICHMOND, VA 23219

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

HISTORIC MONUMENTAL CHURCH IMPROVEMENTS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.



RECIPIENT NAME:  
VIRGINIA WAR MEMORIAL  
EDUCATIONAL FDN  
ADDRESS:  
621 S. BELVIDERE STREET  
RICHMOND, VA 23220  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
LEADERSHIP IN AMERICA SPEAKER SERIES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 23,500.

RECIPIENT NAME:  
BETTER HOUSING COALITION  
ADDRESS:  
P.O. BOX 12117  
RICHMOND, VA 23241  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
NORTH CHURCH HILL REVITALIZATION  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
ST. JAMES'S CHILDRENS CENTER  
ADDRESS:  
1205 WEST FRANKLIN STREET  
RICHMOND, VA 23220  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EARLY CHILDHOOD EDUCATION PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
POSITIVE VIBE FOUNDATION  
ADDRESS:  
2825 HATHAWAY RD.  
RICHMOND, VA 23225  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT TRAINING & EMPLOYMENT PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
CULTUREWORKS  
ADDRESS:  
1906 N. HAMILTON ST, STE. A  
RICHMOND, VA 23230  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
NEW PRODUCTS SHOWCASE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
RICHMOND AREA ASSOCIATION  
OF RETARDED CITIZENS  
ADDRESS:  
1901 WESTWOOD AVE.  
RICHMOND, VA 23227  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
ARC PARK  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 40,000.

## RECIPIENT NAME:

LEGAL INFORMATION NETWORK  
FOR CANCER

## ADDRESS:

PO BOX 73281  
RICHMOND, VA 23235

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

CLIENT SERVICES PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

SAFE HARBOR

## ADDRESS:

PO BOX 17996  
RICHMOND, VA 23226-7996

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

COMMUNITY COUNSELING &amp; COURT ADVOCACY PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 15,000.

## RECIPIENT NAME:

VIRGINIA LEAGUE FOR PLANNED  
PARENTHOOD

## ADDRESS:

201 N. HAMILTON ST.  
RICHMOND, VA 23221

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

CERVICAL CANCER PREVENTION PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 20,000.

## RECIPIENT NAME:

COMMUNITIES IN SCHOOLS

## ADDRESS:

2922 W. MARSHALL ST., STE. 2

RICHMOND, VA 23220

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

SUPPORT ELEMENTARY SCHOOLS

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 19,000.

## RECIPIENT NAME:

FIRST FREEDOM CENTER

## ADDRESS:

1321 MAIN ST.

RICHMOND, VA 23219

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

PUBLIC FORUMS ON RELIGIOUS FREEDOM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

HOSPITAL HOSPITALITY HOUSE

## ADDRESS:

612 E. MARSHALL ST.

RICHMOND, VA 23238

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

FAMILY ASSISTANCE PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
THE STEWARD SCHOOL  
ADDRESS:  
11600 GAYTON RD.  
RICHMOND, VA 23238  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
LATINO EDUCATION & ADVANCEMENT PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
WEINSTEIN JCC  
ADDRESS:  
5403 MONUMENT AVE.  
RICHMOND, VA 23226  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
FACILITY IMPROVEMENTS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
VIRGINIA REPERTORY THEATER  
ADDRESS:  
7 1/2 MARSHALL ST.  
RICHMOND, VA 23220  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
PROVIDE MUSICIANS FOR PRODUCTIONS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 40,000.

## RECIPIENT NAME:

BON SECOURS RICHMOND  
HEALTH SYSTEM

## ADDRESS:

8580 MAGELLAN PKWY  
RICHMOND, VA 23227

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

BEREAVEMENT SERVICES

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 15,000.

## RECIPIENT NAME:

VCU FOUNDATION

## ADDRESS:

909 W. FRANKLIN ST  
RICHMOND, VA 23284

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

INSTITUTE FOR CONTEMPORARY ART

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 100,000.

## RECIPIENT NAME:

ST. JOHNS CHURCH  
FOUNDATION

## ADDRESS:

2319 E BROAD STREET  
RICHMOND, VA 23223

## RELATIONSHIP:

N/A

## PURPOSE OF GRANT:

LEGACY OF LIBERTY PRESERVATION PROJECT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

WINDSOR FDN TRUST U/W QUINCY COLE

54-6086247

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

THE 1708 GALLERY

ADDRESS:

PO BOX 12520

RICHMOND, VA 23241-0520

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT INLIGHT RICHMOND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 20,000.

TOTAL GRANTS PAID:

565,000.

=====

STATEMENT 17

## FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.



**WINDSOR FOUNDATION**  
**54-6086247**  
**Balance Sheet**  
**06/30/2014**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
	Cash/Cash Equivalent	193906 450	193,906.45	193,906 45
00078H281	ASTON MONTAG & CALDWELL	2000.000	31,100.00	58,600.00
00206R102	AT&T INC	398.000	10,983.36	14,073.28
00287Y109	ABBVIE INC	628 000	20,871.68	35,444.32
015351109	ALEXION PHARMACEUTICALS INC	164.000	9,451 50	25,625.00
02209S103	ALTRIA GROUP INC	574.000	14,992.41	24,073 56
023135106	AMAZON COM INC	125.000	10,373.52	40,597.50
025537101	AMERICAN ELEC PWR INC	182.000	5,634.52	10,150.14
025816109	AMERICAN EXPRESS CO	252.000	9,999.51	23,907.24
031162100	AMGEN INC	277.000	20,440 58	32,788.49
03524A108	ANHEUSER BUSCH INBEV SA/NV	164.000	16,991 73	18,850.16
037833100	APPLE INC	401 000	32,767 40	37,264.93
053015103	AUTOMATIC DATA PROCESSING INC	221 000	8,404.37	17,520.88
053484101	AVALONBAY CMNTYS INC	600.000	80,634.22	85,314.00
055622104	BP P L C	179.000	8,475 65	9,442 25
05565QBT4	BP CAP MKTS PLC	100000.000	104,600 75	103,105.00
064159BA3	BANK NOVA SCOTIA	100000.000	100,199.38	100,310.00
071813109	BAXTER INTL INC	500.000	30,257.49	36,150 00
075887109	BECTON DICKINSON & CO	500 000	38,501 85	59,150 00
084670702	BERKSHIRE HATHAWAY INC DEL	158 000	18,063.35	19,996.48
09062X103	BIOGEN IDEC INC	115.000	11,019.72	36,260.65
09247X101	BLACKROCK INC	74.000	14,681.85	23,650.40
097023105	BOEING CO	218.000	15,314.11	27,736.14
101121101	BOSTON PROPERTIES INC	750.000	86,679 19	88,635.00
12572Q105	CME GROUP INC	407.000	26,475 62	28,876.65
125896100	CMS ENERGY CORP	232.000	4,998.43	7,226.80
126650100	CVS CAREMARK CORP	756 000	40,488.80	56,979.72
149123101	CATERPILLAR INC	300.000	29,257.50	32,601.00
151020104	CELGENE CORP	574.000	13,313 96	49,295.12
166764100	CHEVRON CORP	232.000	18,123 61	30,287.60
169656105	CHIPOTLE MEXICAN GRILL INC	33.000	18,097.25	19,552.83
171232101	CHUBB CORP	174.000	11,703.89	16,037.58
17275R102	CISCO SYS INC	808 000	17,972.88	20,078.80
172967424	CITIGROUP INC	750.000	36,294.30	35,325.00

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191216100	COCA COLA CO	1000.000	37,209.50	42,360.00
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	742.000	19,839.83	36,291.22
197199813	COLUMBIA ACORN INTERNATIONAL	4555.437	125,818.09	222,988.64
19763T889	COLUMBIA INCOME OPPORTUNITIES	16795.869	138,532.40	172,997.45
19765P232	COLUMBIA MID CAP GROWTH FUND	11284.107	205,331.00	370,005.87
19765Y852	COLUMBIA EMERGING MARKETS	3000.000	31,080.00	32,220.00
20030N101	COMCAST CORP	272.000	13,386.02	14,600.96
206708109	CONCUR TECHNOLOGIES INC	141.000	13,059.04	13,160.94
20825C104	CONOCOPHILLIPS	722.000	43,779.77	61,897.06
22160K105	COSTCO WHSL CORP NEW	300.000	33,966.51	34,548.00
22544R305	CREDIT SUISSE COMMODITY-RETURN	8500.000	65,055.00	65,450.00
244199105	DEERE & CO	350.000	29,653.75	31,692.50
25179M103	DEVON ENERGY CORP NEW	750.000	42,451.43	59,550.00
254687106	DISNEY WALT CO	600.000	43,616.91	51,444.00
25746U109	DOMINION RES INC VA NEW	101.000	5,120.12	7,223.52
260003108	DOVER CORP	188.000	7,251.37	17,098.60
260543103	DOW CHEM CO	1000.000	40,715.00	51,460.00
263534109	DU PONT E I DE NEMOURS & CO	296.000	13,964.54	19,370.24
26441C204	DUKE ENERGY CORP	86.000	5,587.65	6,380.34
2659518#3	ONEX CORP	378.000	20,124.69	23,436.00
268648102	EMC CORP	905.000	23,053.26	23,837.70
26875P101	EOG RES INC	342.000	15,345.40	39,966.12
269858304	EAGLE SM CAP GROWTH FUND	2500.000	101,749.99	147,075.00
277902698	EATON VANCE ATLANTA CAP SMID-	9487.839	171,750.00	236,626.70
291011104	EMERSON ELEC CO	150.000	7,309.00	9,954.00
30231G102	EXXON MOBIL CORP	527.000	41,085.83	53,058.36
30249U101	FMC TECHNOLOGIES INC	655.000	13,911.19	40,000.85
30303M102	FACEBOOK INC	1036.000	35,022.71	69,712.44
3134A4VG6	FEDERAL HOME LN MTG CORP	21000.000	20,391.06	22,279.74
315807552	FIDELITY ADVISOR FLOATING RATE	40000.000	398,500.00	399,200.00
316773100	FIFTH THIRD BANCORP	517.000	9,242.92	11,037.95
354613101	FRANKLIN RES INC	459.000	16,805.79	26,548.56
35671D857	FREEPORT-MCMORAN COPPER &	1000.000	33,575.00	36,500.00
369604103	GENERAL ELEC CO	2000.000	49,997.75	52,560.00

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Cusip	Asset	Units	Basis	Market Value
36962G5Z3	GENERAL ELEC CAP CORP	100000.000	101,814.21	101,272.00
370334104	GENERAL MLS INC	249.000	12,709.66	13,082.46
375558103	GILEAD SCIENCES INC	871.000	37,067.36	72,214.61
38259P508	GOOGLE INC	54.000	27,976.13	31,572.18
38259P706	GOOGLE INC	42.000	21,295.27	24,161.76
406216101	HALLIBURTON CO	500.000	31,976.70	35,505.00
410345102	HANESBRANDS INC	104.000	8,536.56	10,237.76
411511306	HARBOR INTERNATIONAL FUND	1000.000	35,610.01	74,160.00
42217K106	HEALTH CARE REIT INC	1350.000	80,512.26	84,604.50
437076102	HOME DEPOT INC	491.000	11,002.31	39,751.36
438516106	HONEYWELL INTL INC	251.000	11,614.42	23,330.45
458140100	INTEL CORP	824.000	16,509.24	25,461.60
459200101	INTERNATIONAL BUSINESS MACHS	117.000	10,220.16	21,208.59
459200GX3	INTERNATIONAL BUSINESS MACHS	100000.000	104,518.68	102,622.00
459506101	INTERNATIONAL	82.000	6,820.91	8,550.96
464286772	ISHARES MSCI SOUTH KOREA	1000.000	63,555.00	65,020.00
464286822	ISHARES MSCI MEXICO CAPPED	1000.000	68,047.00	67,810.00
464287465	ISHARES MSCI EAFE ETF	6000.000	387,254.50	410,220.00
464287598	ISHARES RUSSELL 1000 VALUE ETF	7500.000	421,618.27	759,525.00
464287614	ISHARES RUSSELL 1000 GROWTH ETF	9150.000	447,744.12	832,009.50
464288448	ISHARES INTL SELECT DIVIDEND ETF	4500.000	154,276.65	179,505.00
466001864	IVY ASSET STRATEGY FUND	16000.000	471,720.00	514,400.00
46625H100	J P MORGAN CHASE & CO	573.000	24,505.01	33,016.26
46625HHW3	JPMORGAN CHASE & CO	100000.000	104,188.57	102,736.00
478160104	JOHNSON & JOHNSON	391.000	25,894.08	40,906.42
482480100	KLA-TENCOR CORP	202.000	11,489.35	14,673.28
494368103	KIMBERLY CLARK CORP	185.000	13,147.40	20,575.70
517834107	LAS VEGAS SANDS CORP	279.000	12,293.06	21,265.38
518439104	LAUDER ESTEE COS INC	500.000	25,164.87	37,130.00
527288104	LEUCADIA NATL CORP	406.000	11,555.77	10,645.32
5330047#8	DASSAULT SYSTEMES	128.000	15,149.02	16,466.61
5529191#9	KUKA AG	431.000	20,152.39	26,094.39
55616P104	MACYS INC	298.000	13,251.82	17,289.96
571748102	MARSH & MCLENNAN COS INC	319.000	10,965.47	16,530.58

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<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
57636Q104	MASTERCARD INC	235.000	17,488.03	17,265.45
580135101	MCDONALDS CORP	216.000	15,697.59	21,759.84
585055106	MEDTRONIC INC	750.000	31,938.50	47,820.00
58933Y105	MERCK & CO INC	683.000	26,146.37	39,511.55
59156R108	METLIFE INC	385.000	17,637.83	21,390.60
594918104	MICROSOFT CORP	972 000	26,748.89	40,532.40
5980613#4	GIVAUDAN AG	5.000	7,004.90	8,338.97
61166W101	MONSANTO CO	192 000	19,252.35	23,950.08
617446448	MORGAN STANLEY	1000 000	29,651.40	32,330.00
6181482#6	BRILLIANCE CHINA AUTOMOTIVE	5045 000	8,057.40	9,464.62
6229597#5	RAKUTEN INC TOKYO	1854 000	25,513.37	23,956.22
6332439#9	FAST RETAILING CO LTD	32.000	10,229.05	10,528.21
6356934#8	FANUC CORP	66.000	10,617.68	11,381.67
6472960#0	JARDINE STRATEGIC HLDGS LTD	770 000	25,460.52	27,512.10
6490995#1	KEYENCE CORP	54.000	21,998.26	23,557.87
65339F101	NEXTERA ENERGY INC	115.000	6,063.72	11,785.20
6640682#9	NIDEC CORP	366.000	17,159.44	22,457.49
670100205	NOVO-NORDISK A S	610.000	12,605.79	28,175.90
674599105	OCCIDENTAL PETE CORP DEL	211.000	16,022.40	21,654.93
6770620#9	SOFTBANK CORP	245.000	19,496.31	18,242.29
693475105	PNC FINL SVCS GROUP INC	223.000	11,291.56	19,858.15
701094104	PARKER HANNIFIN CORP	83.000	3,991.35	10,435.59
7110388#9	ROCHE HLDGS AG-GENUSSCHEIN	65.000	17,740.34	19,387.12
7111314#6	INDUSTRIA DE DISENO TEXTIL S A	62.000	9,798.07	9,541.33
713448108	PEPSICO INC	500.000	34,827.50	44,670.00
717081103	PFIZER INC	1404.000	25,775.35	41,670.72
718172109	PHILIP MORRIS INTL INC	464.000	21,374.87	39,119.84
718546104	PHILLIPS 66	154.000	9,526.78	12,386.22
740189105	PRECISION CASTPARTS CORP	128.000	17,913.45	32,307.20
74144T108	PRICE T ROWE GROUP INC	138.000	4,662.37	11,648.58
741503403	PRICELINE GROUP INC	41.000	7,354.12	49,323.00
742718109	PROCTER & GAMBLE CO	295.000	19,675.65	23,184.05
74460D109	PUBLIC STORAGE INC	576.000	91,030.89	98,697.60
747525103	QUALCOMM INC	746.000	40,640.17	59,083.20

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<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
74925K581	ROBECO BOSTON PARTNERS LONG/	32500.000	460,650.00	484,250.00
755111507	RAYTHEON CO	273 000	13,715 58	25,184 25
75886F107	REGENERON PHARMACEUTICALS	70 000	20,024 45	19,772 90
771195104	ROCHE HLDG LTD	476.000	17,018.90	17,746 71
773903109	ROCKWELL AUTOMATION INC	179.000	19,619.01	22,403 64
775781206	ROLLS-ROYCE HLDGS PLC	187.000	17,586.37	17,090 12
780259206	ROYAL DUTCH SHELL PLC	223 000	14,462.49	18,368 51
78468R408	SPDR BARCLAYS	2500.000	77,320.50	77,400.00
79466L302	SALESFORCE COM INC	629.000	12,116.48	36,532.32
806857108	SCHLUMBERGER LTD	158.000	13,650.62	18,636.10
816851109	SEMPRA ENERGY	91.000	4,888.12	9,528.61
824348106	SHERWIN WILLIAMS CO	92.000	7,726.36	19,035.72
828806109	SIMON PPTY GROUP INC NEW	557.000	89,492.57	92,617.96
872540109	TJX COS INC NEW	500.000	23,228.05	26,575 00
882508104	TEXAS INSTRS INC	350.000	11,333.53	16,726 50
88579Y101	3M CO	350.000	49,555.80	50,134.00
887317303	TIME WARNER INC	345.000	11,268 12	24,236.25
89114QAE8	TORONTO DOMINION BK SR UNSECD	100000.000	105,204 69	103,498.00
89417E109	TRAVELERS COS INC	500.000	35,655 75	47,035.00
902973304	US BANCORP DEL	556.000	13,104.74	24,085.92
911312106	UNITED PARCEL SVC INC	179.000	15,415.86	18,376.14
913017109	UNITED TECHNOLOGIES CORP	69.000	2,515.91	7,966 05
918204108	V F CORP	131.000	5,534 51	8,253 00
91911K102	VALEANT PHARMACEUTICALS INTL INC	166.000	18,200.33	20,935 92
922042676	VANGUARD GLOBAL EX-U S REAL	1750.000	99,617.60	101,587.50
922042858	VANGUARD FTSE EMERGING MKTS	7500.000	232,711.05	323,475.00
922908629	VANGUARD MID-CAP ETF	5500.000	509,225.30	652,685.00
922908751	VANGUARD SMALL-CAP ETF	4250.000	398,401.06	497,760.00
922908769	VANGUARD INDEX TR	2000.000	116,184.00	203,540.00
92343V104	VERIZON COMMUNICATIONS INC	968.000	32,708.70	47,364.24
92826C839	VISA INC	152.000	13,844.91	32,027 92
939647103	WASHINGTON PRIME GROUP INC	212.000	0.00	3,972.88
94106L109	WASTE MGMT INC DEL	186.000	5,744.04	8,319.78
949746101	WELLS FARGO & CO	697.000	22,923.13	36,634.32

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<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
94974BFA3	WELLS FARGO & CO NEW	100000.000	101,117.98	100,584.00
961214BV4	WESTPAC BKG CORP	90000.000	91,758.41	91,959.30
976657106	WISCONSIN ENERGY CORP	145.000	4,956.28	6,803.40
988498101	YUM BRANDS INC	600.000	40,373.03	48,720.00
99Z501639	CROSSOVER FIXED INCOME	65000.000	649,497.07	651,436.50
B01CLC3#6	NOBLE GROUP LTD	13143.000	11,128.02	14,443.37
B1YD5Q2#4	ACTELION LTD	200.000	16,113.27	25,304.46
B5VZ053#9	SALVATORE FERRAGAMO ITALIA SPA	318.000	11,098.71	9,482.79
B63H849#7	ROLLS-ROYCE HLDGS PLC	343.000	5,928.87	6,263.58
B798FW0#8	NOVOZYMES A/S	473.000	18,554.18	23,722.96
B9MS8P5#3	GEMALTO NV	135.000	14,524.39	13,992.03
BCRWZ18#2	CIE FINANCIERE RICHEMONT SA	198.000	19,886.83	20,775.71
BJFL1R4#8	ROLLS-ROYCE HOLDINGS PLC	45962.000	77.54	76.76
G3075P101	ENSTAR GROUP LTD	106.000	14,364.42	15,977.38
G60754101	MICHAEL KORS HLDGS LTD	600.000	28,590.83	53,190.00
G7496G103	RENAISSANCERE HOLDINGS LTD	156.000	14,504.76	16,692.00
G81075106	SHIP FIN INTL LTD	861.000	14,204.11	16,005.99
H0023R105	ACE LTD	114.000	8,824.23	11,821.80
N53745100	LYONDELLBASELL INDUSTRIES NV	139.000	8,861.69	13,573.35
		<b>Totals:</b>	<b>10,049,915.00</b>	<b>12,962,408.99</b>

## **The Windsor Foundation Trust Distribution Board U/W Quincy Cole**

### **GENERAL POLICIES AND APPLICATION GUIDELINES**

The Windsor Foundation Trust was established in 1969 under the Will of Quincy Cole for the purpose of making distributions for religious, scientific, educational, artistic, historical and/or charitable endeavors in the metropolitan area of Richmond, Virginia. The Trust is an organization described in Internal Revenue Code section 501(c)(3) and is classified as a private foundation for federal tax purposes.

#### **General Policy Guidelines**

Grants are made to institutions or organizations which qualify as public charities under Internal Revenue Code section 501(c)(3) and 509(a)(1), (2), or (3) (other than organizations classified as Type III supporting organizations that are not functionally integrated) and that operate exclusively for charitable, scientific, literary, or educational purposes, so long as attempts to influence legislation or to support candidates for public office do not form part of their activities. Because of burdensome expenditure responsibility rules, grants are not normally made to organizations classified as private foundations, private operating foundations, or Type III supporting organizations that are not functionally integrated.

Although the Distribution Board has not established inflexible limitations upon the purposes for which it will award grants, in general, requests for endowment funds will be subordinate to grants for other purposes. Requests for general operating expenses are seldom awarded. Preference is given to specific, well-defined projects and programs whose results can be evaluated. Contributions are not made to periodic campaigns for funds by national or community organizations. Grants are not made to individuals.

A grant request from an organization that has previously received a grant from the Trust will not be considered unless submitted three or more years from the date of the last payment of the previous grant.

#### **Application Guidelines**

Although the Trust does not require proposals to follow a specific format, in general, each organization applying for a grant is expected to submit five (5) copies of a written proposal. To the extent applicable, the written proposal should include the following information:

- A covering letter from an official of the organization stating that the organization has formally approved the proposed program or project.
- A description of the organization, including its history and purpose.
- Names and affiliations of the organization's trustees, directors, advisors, and principal staff.
- A concise description of the project or activity proposed, including the specific purposes for which the grant is requested, benefits to be provided, and the needs to be met, as well as a time frame for the use of the funds.

- An overview of total costs, including the specific amount requested, the amount raised to date, plans for procuring the remainder (if any), and a timeframe for raising funds. .
- Plans for evaluation of the project's results and for sustaining the project after grant funds expire.
- A copy of the organization's IRS determination letter or other appropriate evidence regarding the organization's status as a section 501(c)(3) organization and its classification as a public charity (other than a Type III supporting organization that is not functionally integrated).
- A financial statement for the current and previous year showing the major sources of organizational support and endowment, if any.

#### Application Deadlines and Review

Applications will be accepted at any time. They will be reviewed by the Distribution Board and will be evaluated at the meetings held in the spring and fall of each year, generally in May and November. The deadline for receipt of proposals for the spring meeting is April 1, and for the fall meeting is October 1. Applicants will be notified in writing of the decision of the Distribution Board after the meeting at which their proposal has been considered. It is important for applicants to understand that it is only the Distribution Board as a group that makes grant decisions and that the volume of applications and subjective considerations involved preclude the Trust from critiquing unsuccessful applications. Accordingly, inquiries of this nature are discouraged.

#### Payment

For approved grants, the funds will be forwarded to the recipient organization as stated in the award letter.

Proposals and correspondence concerning grants should be addressed to:

The Windsor Foundation Trust U/W Quincy Cole  
c/o A. Eric Kauders, Jr., Secretary  
U.S. Trust  
P.O. Box 6254  
Richmond, VA 23230-6254

Revised August 27, 2013