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## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation <b>THE WINKY FOUNDATION</b> <b>C/O WILMINGTON TRUST CO 009226-000</b>		A Employer identification number <b>51-6508170</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1100 NORTH MARKET STREET</b>	Room/suite	B Telephone number <b>(302) 651-8571</b>
City or town, state or province, country, and ZIP or foreign postal code <b>WILMINGTON, DE 19890-0900</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) <b>\$ 6,087,910.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Contributions, gifts, grants, etc., received Check <input type="checkbox"/> If the foundation is not required to attach Sch B	<b>50,000.</b>		<b>N/A</b>	
3 Interest on savings and temporary cash investments	<b>221.</b>	<b>221.</b>		<b>STATEMENT 1</b>
4 Dividends and interest from securities	<b>169,973.</b>	<b>168,688.</b>		<b>STATEMENT 2</b>
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<b>&lt;64,873.&gt;</b>			
b Gross sales price for all assets on line 6a <b>1,251,538.</b>				
7 Capital gain net income (from Part IV, line 2)		<b>0.</b>		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	<b>1,000.</b>	<b>0.</b>		<b>STATEMENT 3</b>
2 Total. Add lines 1 through 11	<b>156,321.</b>	<b>168,909.</b>		
3 Compensation of officers, directors, trustees, etc	<b>2,208.</b>	<b>2,208.</b>		<b>0.</b>
4 Other employee salaries and wages				
5 Pension plans, employee benefits				
6a Legal fees				
b Accounting fees <b>STMT 4</b>	<b>200.</b>	<b>100.</b>		<b>100.</b>
c Other professional fees				
7 Interest				
8 Taxes <b>STMT 5</b>	<b>5,570.</b>	<b>3,586.</b>		<b>0.</b>
9 Depreciation and depletion				
10 Occupancy				
11 Travel, conferences, and meetings				
2 Printing and publications				
3 Other expenses <b>STMT 6</b>	<b>7,914.</b>	<b>7,830.</b>		<b>0.</b>
4 Total operating and administrative expenses. Add lines 13 through 23	<b>15,892.</b>	<b>13,724.</b>		<b>100.</b>
5 Contributions, gifts, grants paid	<b>122,500.</b>			<b>ENTITY CONTROL 122,500.</b>
6 Total expenses and disbursements. Add lines 24 and 25	<b>138,392.</b>	<b>13,724.</b>		<b>122,600.</b>
7 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<b>17,929.</b>			
b Net investment income (if negative, enter -0-)		<b>155,185.</b>		
c Adjusted net income (if negative, enter -0-)			<b>N/A</b>	

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	448,227.	414,427.	414,427.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	1,822,375.	1,368,245.	1,331,378.
	b Investments - corporate stock STMT 9	274,139.	274,139.	215,715.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	984,985.	161,928.	157,593.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	2,168,274.	3,544,264.	3,968,797.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,698,000.	5,763,003.	6,087,910.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>Net Assets or Fund Balances</b>	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,698,000.	5,763,003.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
<b>Net Assets or Fund Balances</b>	30 Total net assets or fund balances	5,698,000.	5,763,003.	
	31 Total liabilities and net assets/fund balances	5,698,000.	5,763,003.	

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

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,698,000.
2 Enter amount from Part I, line 27a	2	17,929.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	47,074.
4 Add lines 1, 2, and 3	4	5,763,003.
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	5,763,003.

**Part IV Capital Gains and Losses for Tax on Investment Income**

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

  

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>1,251,538.</b>		<b>1,316,411.</b>	<b>&lt;64,873.&gt;</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))
a			
b			
c			
d			
e			<b>&lt;64,873.&gt;</b>

  

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	<b>&lt;64,873.&gt;</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	<b>N/A</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))
2013	<b>91,750.</b>	<b>5,146,592.</b>	<b>.017827</b>
2012	<b>222,500.</b>	<b>5,179,330.</b>	<b>.042959</b>
2011	<b>224,850.</b>	<b>4,828,085.</b>	<b>.046571</b>
2010	<b>312,000.</b>	<b>4,724,549.</b>	<b>.066038</b>
2009	<b>310,651.</b>	<b>4,370,302.</b>	<b>.071082</b>

  

2 Total of line 1, column (d)	2	<b>.244477</b>
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	<b>.048895</b>
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	<b>5,911,241.</b>
5 Multiply line 4 by line 3	5	<b>289,030.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>1,552.</b>
7 Add lines 5 and 6	7	<b>290,582.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>122,600.</b>

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.

## THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

51-6508170

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**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 type="checkbox"/> and enter 1% of Part I, line 27b	1	3,104.
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	3,104.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	3,104.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,400.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,400.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	1,704.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
4 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
5 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
6a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
6b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
7 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
8 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
9 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <b>DE</b>		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>NO SITE</b>	13	X	
14	The books are in care of ► <b>WILMINGTON TRUST COMPANY</b> Telephone no. ► <b>(302) 651-8571</b> Located at ► <b>1100 NORTH MARKET STREET, WILMINGTON, DE</b> ZIP+4 ► <b>19890-0900</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2014 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 2014.) N/A	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 2014?	4b	X

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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 4945(d)(4)(A)? (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)? **N/A** 5b

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b **X**

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILMINGTON TRUST COMPANY	TRUSTEE			
1100 N. MARKET STREET				
WILMINGTON, DE 19890	1.00	2,208.	0.	0.
GERRISH H MILLIKEN III	ADVISOR			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.
STEPHEN G MILLIKEN	ADVISOR			
P.O. BOX 1926				
SPARTANBURG, SC 29304	1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 **0**





**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	5,701,552.
b	Average of monthly cash balances	1b	299,708.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,001,260.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,001,260.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	90,019.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,911,241.
6	Minimum investment return. Enter 5% of line 5	6	295,562.

**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	295,562.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,104.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,104.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	292,458.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	293,458.
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	293,458.

**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	122,600.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	122,600.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	122,600.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				<b>293,458.</b>
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			<b>110,145.</b>	
<b>b</b> Total for prior years:		<b>0.</b>		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011				
<b>d</b> From 2012				
<b>e</b> From 2013				
<b>f</b> Total of lines 3a through e	<b>0.</b>			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <b>122,600.</b>				
<b>a</b> Applied to 2013, but not more than line 2a			<b>110,145.</b>	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		<b>0.</b>		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	<b>0.</b>			
<b>d</b> Applied to 2014 distributable amount				<b>12,455.</b>
<b>e</b> Remaining amount distributed out of corpus	<b>0.</b>			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	<b>0.</b>			<b>0.</b>
<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	<b>0.</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		<b>0.</b>		
<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		<b>0.</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		<b>0.</b>		
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			<b>0.</b>	
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				<b>281,003.</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	<b>0.</b>			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7	<b>0.</b>			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	<b>0.</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011				
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013				
<b>e</b> Excess from 2014				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross Investment income					

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

**1 Information Regarding Foundation Managers:**

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

**GERRISH H MILLIKEN III**

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

**NONE**

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

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

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

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

- c Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
9 TO 5: THE NATIONAL ASSOC OF WORKING WOMEN 207 EAST BUFFALO ST # 211 MILWAUKEE, WI 53202		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AFRICA ACTION 1634 I STREET N. W. # 1000 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AJ MUSTE MEMORIAL INSTITUTE 339 LAFAYETTE STREET NEW YORK, NY 10012		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	10,000.
AMAZON WATCH 2201 BROADWAY, SUITE 508 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD STREET NEW YORK, NY 10004		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
<b>Total</b>			<b>SEE CONTINUATION SHEET(S)</b>	<b>122,500.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

## Part XVI-A

**1 Program service revenue:**

12 Subtotal. Add columns (b), (d), and (e)		0.	106,321.	0.
13 Total. Add line 12, columns (b), (d), and (e)	13		106,321.	

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

**Part XVI-B**[illegible]



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2014**

Name of the organization

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

Employer identification number

51-6508170

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization <b>THE WINKY FOUNDATION</b> <b>C/O WILMINGTON TRUST CO 009226-000</b>	Employer identification number <b>51-6508170</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GERRISH H. MILLIKEN III (11/17/2014) 1441 LAREE AVENUE CLARKDALE, AZ 86324	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization

Employer identification number

THE 'WINKY' FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

51-6508170

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

THE WINKY FOUNDATION

C/O WILMINGTON TRUST CO 009226-000

51-6508170

**Part III**

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

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

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
.S.T.I.F. CORPORATE INTEREST	17.	17.	
.S.T.I.F. U.S. GOVERNMENT INTEREST	204.	204.	
TOTAL TO PART I, LINE 3	221.	221.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
.T.F. FUND					
CORPORATE INTEREST	2.	0.	2.	2.	
MUNICIPAL BOND INTEREST L.T.I.F.	1,285.	0.	1,285.	0.	
UNQUALIFIED DOMESTIC DIVIDENDS	747.	0.	747.	747.	
UNQUALIFIED FOREIGN DIVIDENDS	3,028.	0.	3,028.	3,028.	
QUALIFIED DOMESTIC DIVIDENDS	1,130.	0.	1,130.	1,130.	
QUALIFIED FOREIGN DIVIDENDS	4,465.	0.	4,465.	4,465.	
ELVAN SCHEDULE -1 DIVIDENDS	132,013.	0.	132,013.	132,013.	
ELVAN SCHEDULE -1 INTEREST	14.	0.	14.	14.	
3 TREASURY NOTES INTEREST	27,289.	0.	27,289.	27,289.	
TO PART I, LINE 4	169,973.	0.	169,973.	168,688.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RECOVERY PRIOR YEAR GRANTS UNCASHED CHECKS	1,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,000.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICE FEES	200.	100.		100.
FORM 990-PF, PG 1, LN 16B	200.	100.		100.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD FROM DIVIDENDS	674.	674.		0.
ESTIMATED 990PF TAXES FOR 2014	1,400.	0.		0.
REAR 2013 FORM 990PF BALANCE DUE	584.	0.		0.
RETURN III K-1 BOX 16 L FOREIGN TAX	2,912.	2,912.		0.
FORM 990-PF, PG 1, LN 18	5,570.	3,586.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
L. T. I. F. FEES: COLUMN B AMOUNT IS PORTION ALLOCATED TO TAXABLE INCOME	85.	1.		0.	
SYLVAN II & III FEES K-1 11F 13K 13L	7,829.	7,829.		0.	
PO FORM 990-PF, PG 1, LN 23	7,914.	7,830.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
COMMON TRUST FUND, TX ATTRIB VS CASH RECVD, SEE W/P ATTACHED	604.				
SYLVAN PARTNESHIPS TX ATTRIB VS CASH RECVD SEE W/P ATTACHED	46,470.				
TOTAL TO FORM 990-PF, PART III, LINE 3	47,074.				

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US TREASURY NOTES	X		1,368,245.	1,331,378.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,368,245.	1,331,378.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,368,245.	1,331,378.	

**Attachment to Form 990PF: Return of Private Foundation**

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

Foundation Name:

The Winky Foundation

EIN:

51-6508170

Wilmington Trust Account

009226-000

Capital Adjustments (Year Ending 12/31/2014)

**Common Fund Distribution**

Income Summary (cash received code 986)	\$1,813.87 +	
Fund Sheet (Income Reported)* (see below)	(\$1,209.67) -	
TOTAL	\$604.20	\$604.20

Ending Balance 12 / 31 /2014	\$0.00 +	
Less: Fund Purchases (code 946)	-	
Add: Cost Basis of C T Fund Units Sold	\$823,056.88 +	
Less: Beginning Balance 01/01/2014	(\$823,056.88) -	
Total	\$0.00	\$0.00

Net Fund Balance Adjustment, total of the above	\$604.20
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**\*Details of tax attributes received from common trust funds****Dividends**

Municipal Interest \$1,284.99

Other Interest \$1.61

Corporate Interest \$0.00

US Interest \$8.55

Expenses (\$85.48)

Short Term Gain/(Loss)

Long-Term Gain/(Loss)

Total	\$1,209.67	carry to above*
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P M H 4 / 23 / 2015

Winky foundation 009226-000

Year 2014 form 990pf Return of Private Foundation

Summary of Sylvan Partners LLC schedule k-1 attributes and cash received

k1 line #		Sylvan II	Sylvan III	Total
5	Interest Income	\$10	\$4	\$14
6a	Dividends	\$94,380	\$37,633	\$132,013
8	Short Gains / (loss)	(\$32,522)	(\$6,703)	(\$39,225)
9a	Long Gains / (loss)	\$9,741	(\$6,645)	\$3,096
11f	Currency loss	(\$138)	(\$55)	(\$193)
13k	Portfolio fees	(\$4,548)	(\$2,718)	(\$7,266)
13L	Other Fees	(\$231)	(\$139)	(\$370)
16L	Foreign Taxes		(\$2,912)	(\$2,912)
	net of k-1	\$66,692	\$18,465	\$85,157
actual cash received from Sylvan Partners II and III 02/14/2014 - 01/06/2015 for the year 2014 activity				
		\$98,409	\$33,218	\$131,627
	Difference	\$31,717	\$14,753	\$46,470

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS, OTHER THAN VANGUARD	274,139.	215,715.
TOTAL TO FORM 990-PF, PART II, LINE 10B	274,139.	215,715.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RESTRICTED LONG TERM INVST FUND	COST	0.	0.
VANGUARD FUNDS	COST	161,928.	157,593.
TOTAL TO FORM 990-PF, PART II, LINE 13		161,928.	157,593.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ELVAN PARTNERS LLC SERIES II			
ND III	2,168,274.	3,544,264.	3,968,797.
TOTAL TO FORM 990-PF, PART II, LINE 15	2,168,274.	3,544,264.	3,968,797.



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

51-6508170

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARTS OF PEACE INC 854 9TH STREET, SUITE B ARCATA, CA 95521		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
ARTSPACE 230 SOUTH 500 WEST, SUITE 230 SALT LAKE CITY, UT 84101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
BEADS FOR EDUCATION 5501 VENTNOR AVENUE VENTNOR CITY, NJ 08406-2341		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
BREAD AND ROSES 1320 8TH AVENUE S. E. OLYMPIA, WA 98501		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CASCADIA WILDLANDS P O BOX 10455 EUGENE, OR 97440		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CENTER FOR HEALTH, ENVIRONMENT AND JUSTICE P O BOX 6806 FALLS CHURCH, VA 22040		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
CHILDREN NOW 1404 FRANKLIN OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
CHILDREN'S STOREFRONT ACADEMY OF HARLEM 70 EAST 129TH STREET NEW YORK, NY 10035		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
COMMON GROUND RELIEF 1800 DESLONDE STREET NEW ORLEANS, LA 70117		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	4,000.
DAVIS-PUTTER SCHOLARSHIP FUND P O BOX 7307 NEW YORK, NY 10116-7307		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				110,500.

**Part XV Supplementary Information****3. Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DEMOCRACY NOW PRODUCTIONS INC 120 WALL STREET, 10TH FLOOR NEW YORK, NY 10005		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
DISARM EDUCATION FUND 113 UNIVERSITY PLACE, 8TH FLOOR NEW YORK, NY 10003		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001-5004		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
EAST HARLEM EMPLOYMENT SERVICES INC 240 EAST 123RD STREET, 3RD FLOOR NEW YORK, NY 10035		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
EL CENTRA DE LA RAZA 2524 16TH AVENUE, SOUTH SEATTLE, WA 98144		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
EQUALITY NOW 250 WEST 57TH STREET, #1527 NEW YORK, NY 10107		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
EUGENE PEACEWORKS 454 WILLAMETTE EUGENE, OR 97401		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
FARMWORKER JUSTICE 1126 16TH STREET NW # 270 WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
FEDERATION OF SOUTHERN COOPERATIVES LAND ASSISTANCE FUND 2769 CHURCH STREET EAST POINT, GA 30344		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
FOUNDATION FOR NATIONAL PROGRESS 222 SUTTER STREET SUITE 600 SAN FRANCISCO, CA 94108		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

**3 - Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET 4TH FLOOR BOSTON, MA 02130-4520		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
GRAY PANTHERS 1319 F STREET NW SUITE 302 WASHINGTON, DC 20004-1106		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
GREEN AMERICA 1612 K STREET N W # 600 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
HONDURAN MEDICAL INSTITUTE INC 3959 BROADWAY, N501 NEW YORK, NY 10032		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
HUMANE FARMING ASSOCIATION P O BOX 3577 SAN RAFAEL, CA 94912-8902		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INSTITUTE FOR FOOD & DEVELOPMENT POLICY 398 60TH STREET OAKLAND, CA 94618		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL CAMPAIGN FOR TIBET 1825 JEFFERSON PLACE N.W. WASHINGTON, DC 20036		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL LABOR RIGHTS FORUM 1634 I STREET NW SUITE 1001 WASHINGTON, DC 20006		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
INTERNATIONAL MEDIA PROJECT /ADOPT A STATION 1714 FRANKLIN STREET #100-251 OAKLAND, CA 94612		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
JUSTICE AID 2120 KALORAMA ROAD, N.W. # 3 WASHINGTON, DC 20008		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
Total from continuation sheets				

**Part XV Supplementary Information**

**3 - Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KENNEBAC REBORN 131 CONY STREET AUGUSTA, ME 04330		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
LAKOTA FUND P O BOX 340 KYLE, SD 57752		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
LONG ISLAND BREAST CANCER COALITION 1 IN 9 86 EAST ROCKAWAY ROAD HEWLETT, NY 11557		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MAINE INITIATIVES P.O. BOX 2248 AUGUSTA, ME 04338		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
MAINE WOMEN'S FUND INC PO BOX 5135 PORTLAND, ME 04101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
MANO EN MANO P O BOX 573 MILBRIDGE, ME 04658		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MONTANA HUMAN RIGHTS NETWORK P O BOX 1509 HELENA, MT 59624		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MONTANA WILDERNESS ASSOC. 30 SOUTH EWING HELENA, MT 59601		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
MY SISTER'S PLACE P O BOX 29596 WASHINGTON, DC 20017		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
NATIONAL COALITION FOR THE HOMELESS 2201 P STREET, N. W. WASHINGTON, DC 20037		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

**Part XV Supplementary Information**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIVE AMERICAN COMMUNITY BOARD P O BOX 8251 LAKE ANDES, SD 57356-0572		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
NATURAL RESOURCE COUNCIL OF MAINE 3 WADE STREET AUGUSTA, ME 04330		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	15,000.
NORTHWEST IMMIGRANTS RIGHTS PROJECT 615 2ND AVENUE SUITE 400 SEATTLE, WA 98104		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
PACIFIC RIVERS COUNCIL P O BOX 10798 EUGENE, OR 97440		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PEACE ACTION EDUCATION FUND 8630 FENTON STREET SUITE 524 SILVER SPRING, MD 20910		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PEACE BRIGADES INTERNATIONAL/USA 1326 9TH STREET N. W. WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PLANNED PARENTHOOD OF GREATER WASHINGTON AND NORTH IDAHO 1117 TIETON DRIVE YAKIMA, WA 98902		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PLOUGHSHARES FUND 1808 WEDEMEYER ST SUITE 2000 THE PRESIDIO SAN FRANCISCO, CA 94129		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
PROMETHEUS RADIO PROJECT P O BOX 42158 PHILADELPHIA, PA 19101		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
RESIST INC 259 ELM STREET # 201 SOMERVILLE, MA 02144		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	10,000.
Total from continuation sheets				

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROSENBERG FUND FOR CHILDREN 116 PLEASANT STREET # 348 EASTHAMPTON, MA 01027		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SALVATION ARMY 222 E INDIANA AVENUE SPOKANE, WA 99207		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SAN CARLOS FOUNDATION 1065 CRESTON ROAD BERKELEY, CA 94708		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SECOND HARVEST FOODBANK OF INLAND NORTHWEST 1234 EAST FRONT AVNUE SPOKANE, WA 99202		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SEVENTH GENERATION FUND P O BOX 4569 ARCATA, CA 95518		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	5,000.
SILENT SPRING INSTITUTE 29 CRAFTS STREET NEWTON, MA 02458		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
SOUTHERN MUTUAL HELP ASSOCIATION RURAL RECOVERY FUND 3602 OLD JEANERETTE ROAD NEW IBERIA, LA 70563		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
SOUTHERN PARTNERS FUND INC 1776 PEACHTREE STREET, NW SUITE 200 SOUTH ATLANTA, GA 30309		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	3,000.
STUDENT FARMWORKER ALLIANCE P O BOX 603 IMMOKALEE, FL 34143		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
UNITED FOR A FAIR ECONOMY 29 WINTER STREET BOSTON, MA 02108		PUBLIC CHARITY	GENERAL AND/OR EDUCATIONAL PURPOSES	500.
Total from continuation sheets				

51-6508170

## 3 - Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**

**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 110,000 U S TREASURY NOTES 1.000%		P	01/18/11	01/15/14
b 77,809.6359 RESTRICTED L. T. I. F.		P	08/31/09	02/03/14
c 110,000 U S TREASURY NOTES 1.750%		P	02/28/11	03/31/14
d 110,000 U S TREASURY NOTES 2.625%		P	05/31/11	06/30/14
e 110,000 U S TREASURY NOTES 2.375%		P	10/15/10	10/31/14
f SYLVAN SCHEDULE K-1 SHORT TERM LOSSES		P	VARIOUS	12/31/14
g SYLVAN SCHEDULE K-1 LONG TERM GAINS		P	VARIOUS	12/31/14
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 110,000.		109,897.	103.
b 808,442.		823,057.	<14,615.>
c 110,000.		111,796.	<1,796.>
d 110,000.		116,016.	<6,016.>
e 110,000.		116,420.	<6,420.>
f		39,225.	<39,225.>
g 3,096.			3,096.
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			103.
b			<14,615.>
c			<1,796.>
d			<6,016.>
e			<6,420.>
f			<39,225.>
g			3,096.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) ... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<64,873.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A



**\$5,763,003**